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15 Insurance Commissioner of the State of California

16 **SUPERIOR COURT OF THE STATE OF CALIFORNIA**  
17 **FOR THE COUNTY OF LOS ANGELES**  
18

19 INSURANCE COMMISSIONER OF THE  
STATE OF CALIFORNIA,

20 Applicant,

21 v.

22 GOLDEN STATE MUTUAL LIFE  
23 INSURANCE COMPANY, a California  
corporation,

24 Respondent.  
25  
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Case No. BS123005  
Assigned to Hon. Ann I. Jones, Dept. 86

**[APPLICATION NO. 3 – HISTORICAL  
MATERIALS]**

**EVIDENCE IN SUPPORT OF  
APPLICATION FOR ORDERS  
AUTHORIZING LIQUIDATOR TO  
ENTER ARCHIVAL MATERIALS  
AGREEMENT AND TRANSFER  
MATERIALS TO UCLA LIBRARY**

[Filed concurrently with Notice, Memorandum  
and Proposed Order]

Date: March 28, 2011  
Time: 9:30 a.m.  
Dept: 86

Applicant Insurance Commissioner of the State of California, in his capacity as Liquidator (“Liquidator”) of Golden State Mutual Life Insurance Company (“Golden State”), hereby submits the following Evidence in support of his Application For Orders Authorizing Liquidator To Enter Archival Materials Agreement And Transfer Materials To UCLA Library.

**DECLARATIONS**

1. Declaration of David E. Wilson

2. Declaration of Gary E. Strong

Ex A: Statement of Qualifications

Ex B: 1986 UCLA – Golden State Transfer Agreement

3. Declaration of Michael R. Weiss

**EXHIBITS**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
1.	Archival Materials Agreement
2.	Order Appointing Conservator
3.	Order of Liquidation
4.	Request for Proposals
5.	August 9, 2010 Letter from Conservator
6.	October 14, 2010 Letter from Conservator
7.	UCLA Proposal

1 DATE: February 22, 2011

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8 By: 

9 MICHAEL R. WEISS  
Attorneys for Applicant  
10 INSURANCE COMMISSIONER OF THE  
11 STATE OF CALIFORNIA  
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# **DECLARATION OF DAVID E. WILSON**

DECLARATION OF DAVID E. WILSON

I, David E. Wilson, declare as follows:

1. I am over 18 years of age and have personal knowledge of the facts and circumstances set forth in this declaration, and if called upon to do so, I could and would competently testify thereto.

2. I am the Chief Executive Officer and Special Deputy Insurance Commissioner of the Insurance Commissioner's Conservation & Liquidation Office ("CLO"). I have more than 30 years of experience in the accounting, health care, and insurance industries, and have a Bachelor of Arts in Accounting. From 1973 to 1989, I served in several managerial positions with Ernst & Young, rising from a staff accountant to become partner in 1986. From 1989 to 1991, I was the senior vice president and Chief Financial Officer of Rocky Mountain Health Care Corporation, a \$3 billion claim processing management company for numerous companies and HMOs including Blue Cross and Blue Shield of Colorado, Blue Shield of New Mexico, Blue Cross and Blue Shield of Nevada, and Rocky Mountain Life Insurance Company. Thereafter, until 2005 when I became the CEO of the CLO, I was president of D.E. Wilson & Associates Inc., a national insurance consulting firm working with troubled insurance organizations.

3. Starting on September 30, 2009, and continuing to the present, I have been and currently am the Special Deputy Insurance Commissioner on behalf of the Insurance Commissioner in his Statutory Capacity as Conservator ("Conservator") and then Liquidator ("Liquidator") of Golden State Mutual Life Insurance Company ("Golden State"). As the Special Deputy Insurance Commissioner, I am responsible for the supervision and management of all matters pertaining to the conservation of Golden State. Since September 30, 2009, when the Conservator assumed control of Golden State, I and the Conservator's staff have, among other items, managed Golden State's day-to-day operations, commenced marshalling Golden State's assets, commenced reducing Golden State's expenses and liabilities, and carried out the Conservator's numerous duties. I am very familiar with the business operations and financial condition of Golden State and events leading up to the proposed orders of liquidation for Golden State through my extensive involvement in its operations in my role as CEO of the CLO.

1           4.       I have read the Notice Of Application And Application For Orders Authorizing  
2 Liquidator To Enter Archival Materials Agreement And Transfer Materials To UCLA Library,  
3 Memorandum and Declaration of Michael R. Weiss.

4           5.       Based on my supervision and management of all matters pertaining to Golden  
5 State, my experience in the accounting, health care, and insurance industries, my review and  
6 understanding of the events related to the conservation and now liquidation of Golden State, my  
7 and my staff's review of the files and records routinely maintained in the regular and ordinary  
8 course of business and believed to be entered contemporaneously by persons having knowledge  
9 of the events recorded and whose job duties include recording them, and my review of this  
10 application and its supporting papers and documents, I state the following:

11                   **Order Appointing Conservator of Golden State.**

12           6.       On September 30, 2009, Los Angeles Superior Court Judge David P. Yaffe issued  
13 an Order Appointing Conservator And Restraining Order ("Order Appointing Conservator")  
14 which, among other items, appointed the Commissioner as Conservator of Golden State.  
15 Attached hereto and incorporated herein as Exhibit "2" is a true and correct copy of the Order  
16 Appointing Conservator.

17           7.       Golden State was conserved because as of June 30, 2009, Golden State was  
18 financially impaired pursuant to Insurance Code § 988 and deemed to be operating in a hazardous  
19 financial condition in that its reported paid-in capital and surplus of assets in excess of liabilities  
20 was \$1,650,693 instead of the required \$5,000,000. Golden State could no longer continue its  
21 operations without conservation because it lacked sufficient paid-in capital and surplus to ensure  
22 policyholder safety.

23                   **Order of Liquidation for Golden State.**

24           8.       On January 28, 2011, this Court terminated the Insurance Commissioner's status as  
25 Conservator and ordered and appointed the Insurance Commissioner to serve as Liquidator of  
26 Golden State ("Liquidator"). Attached hereto and incorporated herein as Exhibit "3" is a true and  
27 correct copy of the Order of Liquidation.

28           9.       The Insurance Commissioner was appointed Liquidator because Golden State is

1 insolvent in that, as of September 30, 2010, Golden State's estimated liabilities of \$9,291,895  
2 exceed its estimated remaining assets of \$5,721,154 by over \$3 million (\$5,721,154 in assets -  
3 \$9,291,895 in liabilities = \$-3,570,741).

4 **Golden State's Historical Materials.**

5 10. I am informed and believe and thereon state that Golden State was founded in  
6 1925 and became the largest African American owned insurance company in the western United  
7 States. Over this time, Golden State accumulated a significant collection of historical materials  
8 including documents, photographs, albums, tapes, recordings and memorabilia relating to African  
9 American history in Los Angeles and the history of Golden State and its founders, officers,  
10 employees, history, policies, corporate records, advertising materials, annual reports and  
11 statements, and many other matters of interest to the public. I have seen the numerous historical  
12 documents and materials on many occasions at Golden State's former headquarters in Los  
13 Angeles.

14 **Conservator's Request for Proposals to Sell Artwork and Murals.**

15 11. On June 25, 2010, the Conservator commenced a Request for Proposals ("RFP")  
16 process in which persons and entities interested in purchasing Golden State's art collection, two  
17 removable murals and/or historical materials were required to submit proposals to the  
18 Conservator. Attached hereto and incorporated herein as Exhibit 4 is a true and correct copy of  
19 the RFP dated June 25, 2010.

20 12. On August 9, 2010, due to continuing interest in the art collection, murals and  
21 historical materials, the Conservator extended the deadline to submit proposals to August 31,  
22 2010. Attached hereto and incorporated herein as Exhibit 5 is a true and correct copy of the  
23 Letter from the Conservator dated August 9, 2010.

24 13. On October 14, 2010, in conclusion of his efforts to evaluate and clarify proposals,  
25 the Conservator advised all bidders and all known prospective bidders to "remove any  
26 contingencies imposed by them on their proposals and ensure that their proposals fully comply  
27 with the RFP's instructions including, without limitation, payment of 25% of the proposed  
28 purchase price for each item by no later than October 29, 2010." Attached hereto and

1 incorporated herein as Exhibit 6 is a true and correct copy of the Letter from the Conservator  
2 dated October 14, 2010.

3 14. As stated in the RFP, all proposals and prospective bidders were subject to strict  
4 financial and disclosure requirements to ensure the successful completion of any sales, and were  
5 evaluated based upon several factors including, without, limitation, (1) financial aspects of the  
6 proposal, including purchase price and terms of payment; (2) size, financial strength and  
7 professional reputation of bidder; (3) amount of the collection bidder is willing to purchase; and  
8 (4) intended use and disposition of the items purchased.

9 **The UCLA Library's Proposal.**

10 15. The UCLA Library submitted a proposal concerning Golden State's historical  
11 materials, a true and correct copy of which is attached hereto and incorporated herein by this  
12 reference as Exhibit 7. In furtherance of its proposal and at its own cost, the UCLA Library  
13 provided a team of trained and experienced cataloging professionals, who listed, reviewed, boxed,  
14 and readied the 123 box collection for transfer, which is now referenced as the GSM Archival  
15 Collection.

16 16. On February 4, 2011, the Conservator entered into an Archival Materials  
17 Agreement with the UCLA Library ("Agreement"), a true and correct copy of which is attached  
18 hereto and incorporated herein as Exhibit 1. The GSM Archival Collection is identified and  
19 described in Exhibit A to the Agreement, and consists of approximately 123 boxes of documents,  
20 photographs, albums, tapes, recordings and memorabilia relating to Golden State and its founders,  
21 officers, employees, history, policies, corporate records, advertising materials, annual reports and  
22 statements, and many other materials of interest to the public.

23 **Other Proposals.**

24 17. The other four proposals submitted to the Conservator concerning Golden State's  
25 historical materials included (1) a proposal with a purchase price of \$1 for the "bust of William  
26 Nickerson Jr. and all the historical materials and artifacts", (2) a similar proposal with a purchase  
27 price of \$300 for the William Nickerson Jr. bust and \$900 for certain historical materials, (3) a  
28 proposal to purchase the materials for \$2,000 with the stated goal "to merge the Historical



1 Materials with the archives previously donated to the UCLA Library”, and (4) a proposal to  
2 purchase all of Golden State’s art collection, two removable murals and historical materials for an  
3 unknown amount stated as “TBD” (meaning “to be determined”), with a \$1,000 deposit.

4 **Recommendation of the UCLA Library’s Proposal for the Historical Materials.**

5 18. I, on behalf of and with the approval of the Liquidator, recommend the UCLA  
6 Library’s proposal for the transfer of the GSM Archival Collection because the proposal best  
7 satisfied the RFP’s selection criteria and it is fair, rational and in the best interests of Golden  
8 State’s creditors. This recommendation is based on the following:

9 19. First, none of the proposals submitted provided any significant economic value to  
10 Golden State which exceeded the costs the Conservator (now Liquidator) would have had to incur  
11 to manage and transfer the collection to a buyer. I believe the GSM Archival Collection is a  
12 historically significant collection of documents, photographs, albums, tapes, recordings,  
13 memorabilia and other materials relating to African American history in Los Angeles and the  
14 history of Golden State.

15 20. Second, the terms of the Agreement and transfer of the GSM Archival Collection  
16 to the UCLA Library are consistent with the historic value and importance of the GSM Archival  
17 Collection and ensures the long-term preservation and public access to the collection. In the  
18 Agreement, the UCLA Library has agreed to “make the GSM Archival Collection available to  
19 researchers and to the broader community, preserving and providing the broadest possible access  
20 to and use of the archival materials for the benefit of present and future generations,” has agreed  
21 to “cooperate with community groups to ensure that the legacy of Golden State Mutual Life  
22 Insurance Company is preserved,” and has agreed to “explore opportunities for grant funding to  
23 digitize and describe the collections to enhance access and discovery of the records.”

24 21. Third, I am informed and believe and thereon state the UCLA Library is a leading  
25 academic library, part of the University of California, and has an enormous research collection  
26 with appropriate facilities and resources to complete the Agreement and ensure the long-term  
27 preservation and public access to the collection.

28 22. Fourth, I am informed and believe and thereon state that in 1986 Golden State

1 made a substantial donation of historical materials to UCLA which the UCLA Library has  
 2 cataloged and made available to the public for research purposes. Acceptance of the UCLA  
 3 Library's proposal will permit the current GSM Archival Collection to merge into the Library's  
 4 existing archive of Golden State.

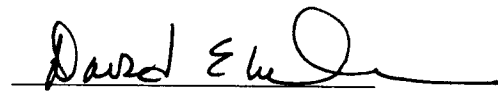
5 23. Fifth, the UCLA Library's proposal benefits Golden State's estate and creditors  
 6 because (1) the UCLA Library has previously, at its cost, reviewed and indexed the GSM  
 7 Archival Collection, and (2) the UCLA Library has agreed to bear the cost and responsibility of  
 8 transferring, preserving and providing public access to the collection, thereby eliminating the  
 9 potential of such expenses to Golden State's estate. Although the other proposals offered small  
 10 amounts of money for the materials, the UCLA Library provided more value to Golden State in  
 11 connection with the materials. The UCLA Library provided a team of trained and experienced  
 12 cataloging professionals, who listed, reviewed, boxed, and readied the 123 box collection for  
 13 transfer, and has agreed to bear the expenses of transporting to and maintaining the materials at  
 14 the UCLA Library. The cost savings to Golden State outweighs the small amounts offered.

15 24. Sixth, the other four proposals submitted to the Conservator through the RFP  
 16 process are not superior to the UCLA Library proposal. The proposals with a \$1 and \$900  
 17 purchase price for the William Nickerson Jr. bust and historical materials do not provide  
 18 sufficient information on how the bidders would transfer, preserve or maintain the collection, or  
 19 provide public access to the collection, and does not provide sufficient payment to Golden State  
 20 to reimburse the anticipated expenses if he were to review, index and transfer the collection to the  
 21 bidder (where here the UCLA Library is paying these costs). The proposal to purchase the  
 22 collection for \$2,000 with the stated goal "to merge the Historical Materials with the archives  
 23 previously donated to the UCLA Library" also does not provide sufficient information on how the  
 24 bidder would transfer, preserve or maintain the collection, or provide public access to the  
 25 collection, and does not provide sufficient payment to Golden State to review, index and transfer  
 26 the collection to the bidder for eventual transfer to the UCLA Library would exceed the \$2,000  
 27 payment (where again the UCLA Library is paying these costs). Finally, the proposal for the  
 28 purchase of Golden State's art collection, two removable murals and historical materials for an

1 unknown amount stated as "TBD", without specifying a purchase price and without the 25%  
2 deposit, does not comply with the RFP and does not provide any assurance that the purchase price  
3 would be paid, the collection would be transferred and the transaction would be completed.

4 I declare under penalty of perjury under the laws of the State of California that the  
5 foregoing is true and correct.

6 Executed on this 22<sup>nd</sup> day of February, 2011, at San Francisco, California.

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10 DAVID E. WILSON  
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# **EXHIBIT 1**

## Archival Materials Agreement

The University of California, Los Angeles (UCLA) Library and the Insurance Commissioner of the State of California, as Conservator of Golden State Mutual Life Insurance Company (GSM) enter into this Archival Materials Agreement.

### Recitals

1. **WHEREAS**, Golden State is a mutual life insurance company duly organized and existing under and by virtue of the laws of the State of California, with its principal place of business and home office located at 1999 West Adams Boulevard, Los Angeles, California 90018-3514. Golden State was authorized to and did transact the business of life, health and disability insurance and had in force life, health and disability insurance policies for over eighty years.
2. **WHEREAS**, on September 30, 2009, in Los Angeles Superior Court Case No. BS123005, the Los Angeles Superior Court ("Conservation Court") entered an Order Appointing Conservator and Restraining Order ("Conservation Order"), which appointed the Insurance Commissioner as conservator of Golden State.
3. **WHEREAS**, The UCLA Library ("UCLA Library") is one of the leading academic libraries and has an enormous research collection of works in various media that are available for access and use.
4. **WHEREAS**, The UCLA Library has acquired, cataloged, indexed, curated and preserved its' collections for educational and research purposes for present and future generations.
5. **WHEREAS**, The Golden State Mutual Life Insurance Company ("GSM"), founded in 1925 is the largest African American-owned insurance company in the western United States, was founded by William Nickerson, Jr., Norman Oliver Houston and George Allen Beavers, Jr. The GSM collection of business records, reports, audio tapes, board

meeting minutes, images, promotional material, advertising and ephemera reflect the critical historical significance of the company including the fact that prior to and throughout the 1920s most of the 16,000 blacks living in Los Angeles were unable to obtain insurance of any kind. The GSM records and material reflect and create an important historical record of African American life in Los Angeles and in America from as early as 1866 through the present (2010). The GSM records possess historically and culturally significant information, archival material, photographs, records and other material of historical and cultural heritage related to the establishment and management of the largest African American owned insurance company in California and one of the most diverse in the United States.

6. **WHEREAS**, The UCLA Library and GSM share a mutual interest in preserving and providing the broadest possible access to and use of the archival materials for the benefit of present and future generations and that this collaboration will contribute to both parties' mutually beneficial knowledge and furtherance and fulfillment of their respective missions.
7. Accordingly, the Parties to this Agreement, desire to enter into an exclusive agreement whereby GSM, upon court approval, will gift and transfer ownership to the UCLA Library of collections and material for the UCLA Library to steward and preserve collections and to make the collections and material as broadly available as possible.

### **Terms**

#### **1. Donation of Items As Is, Where Is**

**Upon Court approval of this Agreement, GSM shall transfer all its right, title and interest to those items listed on the Deed Attached as Exhibit "A" on an AS IS and WHERE IS basis to the UCLA Library.**

#### **2. Cooperation in Seeking Grant Money to Archive and Digitize the Collection**

The Parties agree to collaborate to explore opportunities for grant funding to digitize and describe the collections to enhance access and discovery of the records, which in this Agreement will be referred to as the GSM Archival Collection. Nothing in this provision shall place a duty or burden upon GSM to fund this effort, or to fund the grant effort.

3. **Express condition precedent of Court approval**

This Agreement will be effective only upon the express approval of the Conservation Court. GSM will file a motion seeking such approval. In the event that the Court does not approve this Agreement, then this Agreement will be of no force and effect.

4. **Governing Law:**

This Agreement shall be governed by and interpreted in accordance with the laws of the State of California.

5. **Use of Names**

The Parties agree that THE REGENTS are granted a non-exclusive, worldwide, royalty free license to use the name "GSM" to identify the collection of Materials in catalogues, UCLA and University of California websites, exhibitions and promotional materials.

6. **Disclaimer of Warranty and Limitation of Remedy**

GSM DISCLAIMS ANY AND ALL WARRANTIES AND REPRESENTATIONS NOT EXPRESSLY SET FORTH IN THIS AGREEMENT INCLUDING WITHOUT LIMITATION, THE WARRANTIES OF MERCHANTABILITY AND FITNESS FOR PURPOSE OF ANY ASSETS TRANSFERRED BY THIS AGREEMENT THIS AGREEMENT SHALL BE TREATED AS A DONATION OF MATERIALS, AND NO CONSEQUENTIAL, SPECIAL, OR OTHER DAMAGES OF ANY KIND OR NATURE IN EXCESS OF ONE HUNDRED DOLLARS MAY BE CLAIMED AGAINST GSM.

7. **Date of Transfer**

The parties anticipate that UCLA Library will retrieve the records set forth on Exhibit "A" at its own expense immediately upon the expiration of seventy days of the date of the order of the Conservation Court which approves this Agreement.

8. **UCLA Library's Use of the Archives**

The UCLA Library agrees to undertake to make the GSM Archival Collection available to researchers and to the broader community, preserving and providing the broadest possible access to and use of the archival materials for the benefit of present and future generations. UCLA Library will, while retaining ownership of the records so transferred, cooperate with community groups to ensure that the legacy of Golden State Mutual Life Insurance Company is preserved.

9. **Confidentiality of Information**

The parties have worked to select records for transfer with a goal of avoiding the transfer of confidential or privileged policyholder information. In the event that a record among those listed in Exhibit "A" inadvertently contains such records, then

UCLA Library will treat this information as strictly confidential and redact such material from any research or public access to the records. The term "confidential or privileged policyholder information" as used in this Agreement means the following information:

- a. any individually identifiable information gathered in connection with an insurance transaction from which judgments can be made about an individual's character, habits, avocations, finances, general reputation, credit, health, or any other personal characteristics.
- b. an individual's name and address and "medical record information" ; or
- c. any individually identifiable information that both:
  - (1) Relates to a claim for insurance benefits or a civil or criminal proceeding involving an individual.
  - (2) Is collected in connection with or in reasonable anticipation of a claim for insurance benefits or civil or criminal proceeding involving an individual.

#### 10. Choice of Law and Jurisdiction

This Closing Agreement shall be governed and construed in accordance with the laws of the State of California, without giving effect to the principles of conflicts of law. Except as set forth in the Assumption Agreements, the Parties hereby consent to the exclusive jurisdiction of the Conservation Court to resolve any and all disputes as among the Parties which arise out of, or relate directly or indirectly, to this Agreement or the transactions contemplated hereby. In the event the Conservation Court is not available, the Parties hereby consent to the exclusive jurisdiction of the Los Angeles Superior Court to resolve any and all disputes as among them which arise out of, or relate directly or indirectly, to this Agreement or the transactions contemplated hereby.. The Parties intend to grant the broadest possible exclusive jurisdiction to the Conservation Court.

#### 11. Entire Agreement and Capacity:

This Agreement contains the entire understanding of the parties related to the subject matter herein, and it cannot be changed or terminated orally. The Conservator is a Party to this Agreement only in his representative capacity as Conservator, and not individually, and the Parties hereto agree and acknowledge that the Conservator and any Special Deputy Insurance Commissioner executing this Agreement shall not have any personal liability for any matters or obligations hereunder, and further that the California Insurance Commissioner and the State of California are not parties to this Agreement and shall have no liability with respect thereto. There are no beneficiaries of



this Agreement other than the parties to this Agreement.

INSURANCE COMMISSIONER OF THE STATE OF CALIFORNIA IN HIS STATUTORY CAPACITY AS  
CONSERVATOR OF GOLDEN STATE MUTUAL LIFE INSURANCE COMPANY, AND NOT  
INDIVIDUALLY

By: David Elm Qsm

Title: SDIC

For The Regents of the University of California:

By: Gary E Strong  
Gary E. Strong

Title: \_\_\_\_\_  
University Librarian

**Exhibit A: Documents to be transferred**

box number	box type	description	GSM room
1	carton	Long range planning 1968-72, 82, 85-87, 2002 documents; information kit; Ivan J. Houston bio; Winston Mutual Life Insurance Co. documents; VHS tape "Golden State Dream", event photos 1995; staff & event photos various years; Geo Beavers & Tom Bradley photo; photos of Ivan J. Houston; GSM memos 1951 (photostat copies); GSM commercial (DVD); company photos & negatives ca. 1990s; GSM promotional brochure; "Golden Voice" company newsletter (1 folder); All Year Awards reports 1971-2;	Trophy
2	carton	"Insuring the Dream" Golden State Mutual corporate history, correspondence, memos & draft of ms.	Library
3	carton	"Insuring the Dream" Golden State Mutual corporate history, correspondence, memos & draft of ms.	Library
4	carton	Staff bios and photos; Norman A. Houston, Norman B. Houston, Ivan Houston, George Beavers, Edgar Johnson, Elroy Bond, et al.; conference photos; event photos (retirement party, anniversary party, scholarship winners)	Library
5	carton	Photographs: art collection, 2007 event, rest undated and/or unidentified	Library
6	carton	Photographs: art collection, rest undated and/or unidentified	Library
7	carton	Photographs: historic photos of district offices; agents, managers, officers, including home office exteriors, interiors 1949, Oakland office, employee hobby photos, Paint it Fix it party 1982, conventions and award ceremonies	Library
8	carton	Photographs and albums: Basketball Banquet (1967-74), home office shots of employees (1975), leaders roundtable (1975), "historic photos" of 1st building, founders, etc., photos of famous African Americans at GSM or with GSM staff.	Library
9	carton	magnetic recording tapes: George Beavers' retirement program 1966, speech by George Beavers, 50th anniversary kickoff program (1974); Charles White interview 1978; and others unidentified. Slides. Film.	Library
10	carton	Photographs: historic photos of district offices, agents, managers, officers, ca 1965-1990	Library
11	carton	Personnel files with biographies, clippings, photos, including Norman Houston, Ivan Houston, Steven Johns and others	Library
12	carton	Photographs: historic photos of district offices, agents, managers, officers, GSM 50th anniversary, 1993 events & activities, Willian Nickerson, Biddy Mason, Ivan J. Houston, other historic photos; Film: GSM film #2 (8 mm), film "Destination Freedom" Chicago 9 July 1950 William Nickerson, public relations film, GSM co picnic movies 1958, new home office construction 1948, Company picnic film July 1947 - 22nd anniversary Val Verde Park Los Angeles County	Library



# Exhibit A: Documents to be transferred

box number	box type	description	GSM room
13	carton	Personnel files with biographies, clippings, photos, including William & Bertha Nickerson, Charles Matthews Sr & Jr, William Pajaud and others	Library
14	carton	Employee photographs branch offices	Library
15	carton	GSM art collection - art tour info, historical murals brochures (variants), Afro American art collection brochures, Charles White - slides and commentary "White on Black Art" 3 copies of boxed cassette tape and slides, photographs of art collection 1981, Charles White interview 7/20/78 (Wes Montgomery background) sub master, Charles White interview 70/20/78 George Benson rough intro sub master, color print notebook of GSM art collection collected by William Pajaud, art collection listing, art collection files, art catalogues, African American Art 20th Century Master Works	Library
16	carton	Art collection inventories and research files	Library
17	carton	Art collection slides, appraisal, photos of murals pre-installation, and mural artists in the field; copies of finding aid and deed of gift for GSM collection at UCLA; paperwork re: oral history done by UCLA; GSMIL history typescript; Audio tape and slides "White on Black Art"	Library
18	carton	GSM articles of incorporation 1975, GSM sample of workflow by General Counsel James R. Debose, GSM rate manual, GSM process manual, agency club agreement July 1949, 50th anniversary committee, systems plan 1981, annual report 1979, long range plan 1982, long range plan 1980, annual report 1980, annual report 1981, long range plan 1985, GSM corporate objectives, GSM The Security Master	Library
19	carton	Ivan J. Houston's speeches, vol. I & II	Library
20	carton	Reserve valuation annual reports ca 1930s-40s	Library
21	carton	GSM policy specimens 5 vols, appraisal report - home office and Central Avenue Branch 1958, cash value tables, speeches, corporate history, GSM into the 80s, binder with board of directors information, 80th anniversary dinner (2005), Board of Directors meeting 1999	Library
22	carton	Policy and form samples, Golden State Minority Foundation; 1 small envelope of slides	Library
23	carton	videotapes: company history, how to sell, etc.	Conference
24	carton	Photographs of personnel (Halloween, etc.) CDs, diskettes, slides, cassette tapes re: marketing, etc	Conference
25	carton	Form specimens, GSM bylaws, cafeteria agreement, pink slips and registrations for truck, planning and control report (1989), GSM history, equity funding life (clippings), executive signatures, 3 reels of microfilm of GSM minutes, banner, ephemera, Geo. A. Beavers personal history notebooks and speeches, GSM Board of	Library

# Exhibit A: Documents to be transferred

box number	box type	description		GSM room
		Directors slides; GSM Foundation articles of incorporation		
26	carton	Investment committee minutes and security transactions, 2004-9, Bd of Dir meetings 1975-8, company organization files 1964		Conference
27	carton	Investment committee/security transactions 1993-2003; public relations 1954-7; corporate long range planning course 1964.		Conference
28	carton	Golden State Messenger (magazine) and Golden Pen 1920s-60s		Conference
29	carton	Executive committee notes and minutes 1986-91, 2005; Information systems plan 1981		Conference
30	carton	Books and library catalog		Library
31	carton	Board minutes, 1924 - 1968		Conference
32	carton	Board minutes, 1968 - current		Conference
33	carton	3 reels of 16 mm film		Library
34	carton	Slides, videotapes, cds, company service awards (bracelets & tie tacks), shorthand instruction books, Victor Nickerson documents from 1930s, mailing kit, book repair kit		Library
35	carton	Audio tapes, videotapes, film reels, GSM T-shirt		Library
36	carton	4 reels 16mm films		Library
37	carton	GSM promotional literature and giveaways, company history		Conference
38	carton	Guest Register, photos (oversized), Braille letter to Stevie Wonder, art collection files and photos, GSM songbook		Library
39	big flat box	Framed photographs		Trophy Room
40	carton	1 volume "The Messenger" (newsletter/magazine); Edgar J. Johnson scrapbook/photo album; 1 panoramic photo 1950 (rolled/fragile)		Library
41	big flat box	Plaques, photographs, scrapbooks, 1925 ledger,		Trophy Room and library
42	carton	Clippings 1983-86, "Functions of the corporate secretary" - 1978 course, GSM 1978 planning session, samples of GSM brochures and policy forms		Conference
43	carton	Norman Houston files		Conference



**Exhibit A: Documents to be transferred**

box number	box type	description	GSM room
44	carton	Long range development plans 1980 - 1984, transport management plans 1991 - 1995,	Conference
45	carton	Norman Houston files	Conference
46	carton	Norman Houston files	Conference
47	carton	Norman Houston files	Conference
48	carton	Norman Houston files	Conference
49	carton	Slides	Conference
50	carton	Slides	Conference
51	carton	Slides	Conference
52	carton	working papers 1998; time capsule; unid'ed photo album, Acapulco Research 1971 photo album (2 folders); 5 folders of GSM brochures, business forms, newsletters; 50th anniversary photo album 1975; GSM publications/ephemera; transportation reports; long range plans; annual report 1982	Conference
53	carton	LRP book IIB, former task reports (1 binder); slides	Conference
54	carton	public relations materials (script for film or slideshow?) 2 binders	Conference
55	carton	3 folders GSM Afro-American art collection scrapbook; Golden Pencil (staff bulletin); 3 folders of Golden Pen; 1982 GSM newspaper clippings scrapbook; 2 folders GSM history; Inside GSM 1964-70 scrapbook; past issues of GSM newsletter "The Golden Pen"; 2 folders and binder GSM 50th anniversary	Conference
56	carton	GSM 50th anniversary files; Queen Mary Banquet; You & GSM teamwork topics; 3 folders GSM publications, brochures & forms; 4 folders GSM clippings scrapbook; Industrial relations; Francis Kornegay	Conference
57	carton	Office files: investment committee, personnel division, retirement plan, etc.	Conference
58	carton	Art collection files	Conference
59	carton	Isaac "Ike" Snowden files; spreadsheets, auditing files, cassettes: art and interviews; GSM 60 second spots; "The Golden State Dream" VHS	Conference
60	carton	Realia (hat, fans, cash deposit envelope, GSM logo printed folders, and other knickknacks	Conference
61	carton	GSM newscippings (1961-3); public relations materials (scrapbook), advertising art for "A New Way", conference & awards ceremonies proof sheets; home office photos & proof sheets; paste-up material for calendar; advertisements.	Conference
62	carton	Strike correspondence (1957); industrial relations files; 5 folders of ads & news releases 1968-72; slides, 1	Conference

**Exhibit A: Documents to be transferred**

box number	box type	description		GSM room
		folder general agents commission ledger		
63	big flat box	GSM calendars, advertising material		Conference
64	flat box	advertising material (paste-ups, artwork, photos, etc.)		Conference
65	flat box	advertising material (paste-ups, artwork, photos, etc.)		Conference
66	flat box	advertising material (paste-ups, artwork, photos, etc.)		Conference
67	flat box	advertising material (paste-ups, artwork, photos, etc.)		Conference
68	flat box	advertising material (paste-ups, artwork, photos, etc.)		Conference
69	flat box	advertising material (paste-ups, artwork, photos, etc.)		Conference
70	flat box	advertising material (paste-ups, artwork, photos, etc.)		Conference
71	flat box	2 scrapbooks, insurance presentations (audio records)		Conference
72	flat box	advertising material (paste-ups, artwork, photos, etc.)		Conference
73	flat box	advertising material (paste-ups, artwork, photos, etc.)		Conference
74	flat box	advertising material (paste-ups, artwork, photos, etc.)		Conference
75	flat box	advertising material (paste-ups, artwork, photos, etc.)		Conference
76	flat box	advertising material (paste-ups, artwork, photos, etc.)		Conference
77	flat box	Annual reports 1925, 1927, 1928, 1930, 1931, 1933		Conference
78	flat box	GSM annual reports 1935-1938		Conference
79	flat box	GSM annual reports 1939-1941		Conference
80	flat box	GSM annual reports 1942-1945		Conference
81	flat box	GSM annual reports 1946-1952		Conference
82	flat box	GSM annual reports 1953-1962		Conference
83	flat box	GSM annual reports 1964-1971		Conference
84	flat box	GSM annual reports 1972-1979		Conference
85	flat box	GSM annual reports 1981-1985, North Carolina of Durham, various dates		Conference



**Exhibit A: Documents to be transferred**

box number	box type	description		GSM room
86	flat box	North Carolina Mutual annual reports 1969, 1972, 1974, 1978, GSM series A & B redemption list 1957 (2 vols)		Conference
87	flat box	Winston Mutual Life and others annual reports 1979-1984		Conference
88	flat box	GSM certificates of advancement Series B 800-1599 and 1600-3999 (2 vols), Series A 1-180		Conference
89	flat box	GSM certificates of advancement Series A 1-900 and Series B 4000- (2 vols)		Conference
90	flat box	GSM annual statements 1980s, 2000-		Conference
91	flat box	GSM certificates of advancement Series B various numbers, GSM annual statements 2001-2008		Conference
104	flat box	GSM annual statements 1990-2000		Conference
92	flat box	GSM annual statements 1976-1978, 1980-1986, 1989		Conference
93	flat box	GSM annual statements 1965-1975		Conference
94	flat box	GSM annual statements 1956-1964		Conference
95	carton	GSM general ledger 1961, GSM ledger account 1961-1962, GSM general ledger 1945 cont.		Conference
96	carton	GSM general ledger liabilities 1962, GSM general ledger 1952, GSM policy loan listing Dec 31, 1955 ordinary and industrial duplicate		Conference
97	carton	GSM general ledger 700-799 1965, GSM reserve valuation Dec 31, 1965, GSM general ledger Oct-Dec 1965		Conference
98	carton	GSM general ledger 1950, GSM general ledger Journal Apr-May 1965		Conference
99	carton	GSM general ledger Aug-Sep 1965, GSM general ledger Jun-Jul 1965, GSM general ledger 1938-1939, The Arithmetic of Life Insurance by Le Vita, M.H.		Conference
100	carton	GSM general ledger 1948, GSM general journal 1965		Conference
101	carton	GSM general ledger 1936-1937, GSM general ledger 1955, GSM general and subsidiary ledger 1949, GSM general ledger 1938		Conference
102	carton	GSM general ledger 1948-1951, GSM general ledger 1948		Conference
103	carton	GSM general ledger 1940-1946, GSM general ledger 1958 part 1 of 2		Conference
105	carton	GSM general ledger 1949, GSM general ledger 1956		Conference
106	carton	GSM general ledger 1958 part 2 of 2, GSM general ledger 1952 and 1953, GSM sample forms, GSM general ledger 1954		Conference
107	carton	GSM general ledger 1940		Conference

**Exhibit A: Documents to be transferred**

box number	box type	description		GSM room
108	carton	GSM general ledger 1970		Conference
109	carton	GSM general ledger 1947		Conference
110	carton	GSM general ledger 1941-1942		Conference
111	carton	GSM general ledger 1929-1935		Conference
112	carton	GSM general ledger 1943-1944 (oversize - does not fit in box with lid - tied with string)		Conference
113	carton	GSM general ledger 1947, HO/DO 1957, GSM general ledger Mar-Apr 1966, GSM general ledger 1927 , 3 rolls of advertising material (no lid on box - all items standing on edge)e		Conference
114	big flat box	GSM scrapbook 1930-1935, advertising material		Conference
115	big flat box	Film "I Am Somebody" 2 large reels		Library
116	big flat box	Architectural drawings and employee photographs		Conference
117	big flat box	4 large advertising scrapbooks		Conference
118	big flat box	2 scrapbooks		Conference
119	big flat box	Framed documents, photographs, memorabilia		Conference
120	carton	Insurance presentation with audio records and film strip, in case (oversize - does not fit in box with lid)		Library
121	carton	Oral history and printed material		Library
122	big flat box	3 blue scrapbooks, 1 pack of record albums		Library
123	big flat box	2 GSM posters		Conference

124 (non-box): Copies of representative policy forms



## **EXHIBIT 2**

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 FELIX LEATHERWOOD  
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**FILED**  
 SUPERIOR COURT OF CALIFORNIA  
 COUNTY OF LOS ANGELES

SEP 30 2009

John A. Clarke, Executive Officer/Clerk  
 By *Connie L. Hudson* Deputy  
 CONNIE L. HUDSON

Attorneys for Applicant Insurance Commissioner  
 of the State of California

IN THE SUPERIOR COURT OF THE STATE OF CALIFORNIA  
 FOR THE COUNTY OF LOS ANGELES

INSURANCE COMMISSIONER OF THE  
 STATE OF CALIFORNIA,

Applicant,

v.

GOLDEN STATE MUTUAL LIFE  
 INSURANCE, a California corporation,

Respondent.

CASE NO. **BS123005**

*ce*  
~~PROPOSED~~ ORDER APPOINTING  
 CONSERVATOR AND RESTRAINING  
 ORDER

Assigned For All Purposes To the Honorable  
 \_\_\_\_\_

1 The verified Application of the Insurance Commissioner of the State of California ("the  
2 Commissioner") having been filed herein and it appearing to this Court from said Application that  
3 the Commissioner has (1) found Golden State Mutual Life Insurance Company ("Golden State")  
4 to be in such condition that its further transaction of business will be hazardous to its  
5 policyholders, creditors, and the public; and (2) found that said insurer does not comply with the  
6 requirements for the issuance to it of a certificate of authority,

7 **IT IS HEREBY ORDERED** that:

8 1. The Commissioner is appointed as Conservator (hereinafter "Conservator") of  
9 Golden State and directed him to conduct the business of Golden State or so much thereof as he  
10 may deem appropriate (Insurance Code §§ 1011 and 1037(a));

11 2. Title to all of the assets of Golden State, wheresoever situated, is vested in the  
12 Conservator or his or her successor in office, in his official capacity as such, including without  
13 limitation deposits, certificates of deposit, bank accounts, mutual funds, securities, contracts,  
14 rights of actions, books, records and other assets of any and every type and nature, wheresoever  
15 situated, presently in Golden State's possession or control those which may be discovered  
16 hereafter (Insurance Code § 1011);

17 3. All funds and assets, including without limitation deposits, certificates of deposit,  
18 bank accounts, securities, and mutual fund shares of Golden State, in various financial depository  
19 institutions, including without limitation banks, savings and loan associations, industrial loan  
20 companies, mutual funds and/or stock brokerages, wheresoever situated, are subject to  
21 withdrawal only upon direction or order by the Conservator (Insurance Code §§ 1011 and 1037  
22 General Powers);

23 4. The Conservator is authorized forthwith to take possession of all of Golden State's  
24 books, records, property, real and personal, and assets including without limitation accounts, safe  
25 deposit boxes, rights of actions and all assets as may be in the name of Golden State, wheresoever  
26 situated (Insurance Code § 1011);

27 5. The Conservator is authorized to collect all moneys due to Golden State, and to do  
28 such other acts as are necessary or expedient to collect, conserve, or protect Golden State's assets,

1 property, and business (Insurance Code § 1037(a));

2 6. The Conservator is authorized to collect all debts due and claims belonging to  
3 Golden State and to have the authority to sell, compound, compromise, or assign, for the purpose  
4 of collection upon such terms and conditions as the Conservator deems best, any bad or doubtful  
5 debts (Insurance Code § 1037(b));

6 7. The Conservator is authorized to compound, compromise or in any other manner  
7 negotiate settlements of claims against Golden State upon such terms and conditions as the  
8 Conservator shall deem to be in the best interest of the estate of Golden State (Insurance Code §  
9 1037(c));

10 8. The Conservator is authorized to acquire, hypothecate, encumber, lease, improve,  
11 sell, transfer, abandon, or otherwise dispose of or deal with, any real or personal property of  
12 Golden State at its reasonable market value, or, in cases other than acquisition, sale, or transfer on  
13 the basis of reasonable market value, upon such terms and conditions as the Conservator may  
14 deem proper, provided the market value of the property involved does not exceed the sum of  
15 twenty thousand dollars (\$20,000) (Insurance Code § 1037(d));

16 9. The Conservator, for the purpose of executing and performing any of the powers  
17 and authority conferred upon the Conservator under Insurance Code § 1010 *et seq.*, in the name of  
18 Golden State or in the Conservator's own name, is authorized to initiate, prosecute, and/or defend  
19 any and all suits and other legal proceedings, legal or equitable, and to execute, acknowledge and  
20 deliver any and all deeds, assignments, releases and other instruments necessary and proper to  
21 effectuate any sale of any real and personal property or other transaction in connection with the  
22 administration, liquidation or other disposition of the assets of golden State, in this or other states  
23 as may appear to him necessary to carry out his functions as Conservator (Insurance Code §  
24 1037(f) and 1037 General Powers);

25 10. The Conservator is authorized to divert, take possession of and secure all mail of  
26 Golden State and to effect a change in the rights to use any and all post office boxes and other  
27 mail collection facilities used by Golden State (Insurance Code §§ 1011 and 1037 General  
28 Powers);



1           11.     The Conservator is authorized to invest and reinvest, in such manner as the  
2     Conservator may deem suitable for the best interests of the policyholders and creditors of golden  
3     State, such portions of the funds and assets of Golden State in his possession as do not exceed the  
4     amount of the reserves required by law to be maintained by Golden State as reserves for life  
5     insurance policies, annuity contracts, supplementary agreements incidental to life business, and  
6     reserves for noncancellable disability policies, provided the investment or reinvestment to be  
7     made does not exceed the sum of one hundred thousand dollars (\$100,000), except that the  
8     Conservator may make investments or reinvestments in excess of \$100,000, but not exceeding  
9     \$5,000,000 per investment or reinvestment, if such investments or reinvestments are in  
10    compliance with Golden State's existing investment guidelines (Attached as Exhibit 2 to the  
11    Application and incorporated by reference herein) or are made pursuant to the investment  
12    guidelines of the Commissioner's Conservation & Liquidation Office (Attached as Exhibit 3 to  
13    the Application and incorporated by reference herein) including investments and reinvestments  
14    through an investment pool consisting exclusively of assets from conserved and/or liquidating  
15    estates (Insurance Code § 1037(g) and General Powers);

16           12.     The Conservator is authorized, in his discretion, to pay or defer payment of some  
17    or all claims, expenses, liabilities and/or obligations of Golden State, in whole or in part, accruing  
18    prior and/or subsequent to his appointments as Conservator; to establish a 90-day moratorium on  
19    surrenders of and withdrawals from life insurance policies and annuities; to develop and  
20    implement a procedure for surrenders of and withdrawals from life insurance policies and  
21    annuities due to hardship (Insurance Code §§ 1011 and 1037 General Powers);

22           13.     The Conservator is authorized to appoint and employ under his hand and official  
23    seal, special deputy commissioners and/or legal counsel, as his agents, and to employ clerks  
24    and/or assistants, and to give to each of them those powers that the Conservator deems necessary  
25    (Insurance Code §§ 1035(a) and 1036);

26           14.     The Conservator is authorized to fix the costs of employing special deputy  
27    commissioners, legal counsel, clerks, and/or assistants, and all expenses of taking possession of,  
28    conserving, conducting, liquidating, disposing of, or otherwise dealing with the business and

1 property of Golden State, subject to the approval of the court, and to pay such costs out of the  
2 assets of Golden State to the Conservator and others including without limitation expenses,  
3 expense allocations, administrative costs, administrative overhead, and costs incurred and/or  
4 allocated by the Conservation & Liquidation Office, and if there are insufficient funds to pay such  
5 costs, then to pay such costs out of the Insurance Fund pursuant to Insurance Code § 1035  
6 (Insurance Code §§ 1035(a), 1036 and 1037 General Powers);

7 15. The Conservator is authorized to assume or reject, or to modify, any executory  
8 contract, including without limitation, any lease, rental or utilization contract or agreement  
9 (including any schedule to any such contract or agreement), and any license or other arrangement  
10 for the use of computer software of business information systems, to which Golden State is a  
11 party or as to which Golden State agrees to accept an assignment of such contract, not later than  
12 120 days of the date of the Order Appointing Conservator, unless such date is extended by  
13 application to and further order of this Court, and if not expressly assumed by the Conservator  
14 within that time then such executory contract is deemed rejected (Insurance Code § 1037 General  
15 Powers);

16 16. The Conservator is authorized to terminate compensation arrangements with  
17 employees, to enter into new compensation arrangements with employees including arrangements  
18 containing retention incentives, and to hire employees on such terms and conditions as he deems  
19 reasonable (Insurance Code § 1037 General Powers);

20 17. The Conservator is granted all the powers of the directors, officers and managers  
21 of Golden State, whose authorities are suspended except as such powers may be redelegated in  
22 writing by the Conservator (Insurance Code § 1037 General Powers);

23 18. Except upon the express authorization of the Conservator, Golden State and its  
24 officers, directors, agents, servants, and employees are enjoined from the transaction of Golden  
25 State's business or disposition of its property including without limitation from disposing of,  
26 using, transferring, selling, assigning, canceling, alienating, hypothecating or concealing in any  
27 manner or any way, or assisting any person in any of the foregoing, of the property or assets of  
28 Golden State or property or assets in the possession of Golden State, of any nature or kind,



1 including without limitation claims or causes of action, until further order of this Court and  
2 further, such persons are enjoined from obstructing or interfering with the Conservator's conduct  
3 of his or her duties as Conservator (Insurance Code §§ 1011, 1020 and 1037);

4 19. All persons are enjoined from instituting or prosecuting or maintaining any action  
5 at law or suit in equity including without limitation actions or proceedings to compel discovery or  
6 production of documents or testimony, and matters in arbitration, and from obtaining or  
7 attempting to attain preferences, judgments, foreclosures, attachments or other liens of any kind  
8 or nature, against Golden State, its assets, or the Conservator, and from attaching, executing upon,  
9 foreclosing upon, redeeming of, making levy upon, or taking any other legal proceedings against  
10 any of the property and/or assets of Golden State, and from doing any act interfering with the  
11 conduct of said business by the Conservator, except after an order from this Court obtained after  
12 reasonable notice to the Conservator (Insurance Code §§ 1011, 1020 and 1037 General Powers);

13 20. Enjoining the sale or deed for nonpayment of taxes or assessments levied by any  
14 taxing agency of property and/or assets of Golden State (Insurance Code § 1020(f));

15 21. Except with leave of court issued after a hearing in which the Conservator has  
16 received reasonable notice, all persons are enjoined from accelerating the due date of any  
17 obligation or claimed obligation, exercising any right of set-off, taking, retaining, retaking or  
18 attempting to retake possession of any real or personal property, withholding or diverting any rent  
19 or other obligation, and doing any act or other thing whatsoever to interfere with the possession of  
20 or management by the Conservator of the property and assets, owned or controlled, by Golden  
21 State or in the possession of Golden State or in any way interfering with the Conservator or  
22 interfering in any manner during the pendency of this proceeding with the exclusive jurisdiction  
23 of this Court over Golden State (Insurance Code §§ 1020 and 1037 General Powers);

24 22. All persons are enjoined from the waste of the assets of Golden State (Insurance  
25 Code § 1020);

26 23. Golden State and all officers, directors, agents and employees of Golden State are  
27 ordered to deliver to, and immediately make available to, the Conservator all assets, books,  
28 records, accounts, information, computers, tapes, discs, writings, other recordings of information,

*cl*

1 equipment and other property of Golden State, wheresoever situated, in said persons custody or  
2 control and further, directing the aforesaid to disclose verbally, or in writing if requested by the  
3 Conservator, the exact whereabouts of the foregoing items if such items are not in the possession  
4 custody or control of said persons (Insurance Code §§ 1011, 1020 and 1037 General Powers);

5 24. All officers, directors, trustees, employees or agents of Golden State, or any other  
6 person, firm, association, partnership, corporate parent, holding company, affiliate or other entity  
7 in charge of any aspect of Golden State's affairs, either in whole or in part, and including but not  
8 limited to banks, savings and loan associations, financial or lending institutions, brokers, stock or  
9 mutual associations, or any parent, holding company, subsidiary or affiliated corporation or any  
10 other representative acting in concert with Golden State, are ordered to cooperate with the  
11 Conservator in the performance of his or her duties (Insurance Code § 1037 General Powers);

12 25. All persons who maintain records for Golden State, pursuant to written contract or  
13 any other agreement, are ordered to maintain such records and to deliver to the Conservator such  
14 records upon his request (Insurance Code §§ 1020 and 1037 General Powers);

15 26. All agents of Golden State, and all brokers who have done business with Golden  
16 State, are ordered to make all remittances of all funds collected by them or in their hands directly  
17 to the Conservator (Insurance Code §§ 1020 and 1037 General Powers);

18 27. All persons having possession of any lists of policyholders, escrow holders,  
19 mortgages or mortgagees of Golden State are ordered to deliver such lists to the Conservator and  
20 all persons are enjoined from using any such lists or any information contained therein without  
21 the consent of the Conservator (Insurance Code §§ 1020 and 1037 General Powers);

22 28. Golden State and its officers, directors, agents, servants, employees, successors,  
23 assigns, affiliates, and other persons or entities under their control and all persons or entities in  
24 concert or participation with Golden State, and each of them, are ordered to turn over to the  
25 Conservator all records, documentation, charts and/or descriptive materials of all funds, assets,  
26 property (owned beneficially or otherwise), and all other assets of Golden State wherever  
27 situated, and all books and records of accounts, title documents and other documents in their  
28 possession or under their control, which relate, directly or indirectly to assets or property owned



1 or held by Golden State or to the business or operations of Golden State (Insurance Code §§ 1020  
2 and 1037 General Powers);

3 29. Any and all provisions of any agreement entered into by and between any third  
4 party and Golden State, including by way of illustration, but not limited to, the following types of  
5 agreements (as well as any amendments, assignments, or modifications thereto), shall be stayed,  
6 and the assertion of any and all rights and remedies relating thereto shall also be stayed and  
7 barred, except as otherwise ordered by this Court, and this Court shall retain jurisdiction over any  
8 cause of action that has arisen or may otherwise arise under any such provision: financial  
9 guarantee bonds, promissory notes, loan agreements, security agreements, deeds of trust,  
10 mortgages, indemnification agreements, subrogation agreements, subordination agreements,  
11 pledge agreements, assignments of rents or other collateral, financial statements, letters of credit,  
12 leases, insurance policies, guaranties, escrow agreements, management agreements, real estate  
13 brokerage and rental agreements, servicing agreements, attorney agreements, consulting  
14 agreements, easement agreements, license agreements, franchise agreements, or employment  
15 contracts that provide in any manner that selection, appointment or retention of a conservator,  
16 receiver or trustee by any court, or entry of any order such as hereby made, shall be deemed to be,  
17 or otherwise operate as, a breach, violation, event of default, termination, event of dissolution,  
18 event of acceleration, insolvency, bankruptcy, or liquidation (Insurance Code §§ 1020 and 1037  
19 General Powers).

20  
21 Dated: SEP 30 2009

22   
23 Judge of the Superior Court

**DECLARATION OF SERVICE BY E-MAIL AND OVERNIGHT COURIER**

Case Name: **Insurance Commissioner v. Golden State Mutual Life Insurance Co.**

No.:

I declare:

I am employed in the Office of the Attorney General, which is the office of a member of the California State Bar, at which member's direction this service is made. I am 18 years of age or older and not a party to this matter; my business address is: 300 South Spring Street, Suite 1702, Los Angeles, CA 90013. I am familiar with the business practice at the Office of the Attorney General for collection and processing of correspondence for overnight mail with the **FEDERAL EXPRESS** overnight mail service. In accordance with that practice, correspondence placed in the internal mail collection system at the Office of the Attorney General is deposited with the overnight courier that same day in the ordinary course of business.

On **September 28, 2009**, I served the attached **[PROPOSED] ORDER APPOINTING CONSERVATOR AND RESTRAINING ORDER** by transmitting a true copy via electronic mail. In addition, I placed a true copy thereof enclosed in a sealed envelope, in the internal mail system of the Office of the Attorney General, for overnight delivery, addressed as follows:

Michael L. Rosenfield, Esq.  
Barger & Wolen LLP  
633 W. 5th Street  
Forty-Seventh Floor  
Los Angeles, California 90071-2045  
Phone: (213) 614-7321  
Fax: (213) 614-7399  
**E-mail Address:** mrosenfield@bargerwolen.com

I declare under penalty of perjury under the laws of the State of California the foregoing is true and correct and that this declaration was executed on **September 28, 2009**, at Los Angeles, California.

Veronica James  
Declarant

  
Signature



I certify that this is a true and correct copy of the  
original of order on file in this office consisting  
of 1 pages. JOHN A. CLARKE, Executive Officer/Clerk of the  
Superior Court of California, County of Los Angeles.

Date: SEP 30 2009

By: Jessica Le Deputy

Jessica Le

## **EXHIBIT 3**

ORIGINAL FILED

JAN 28 2011

RECEIVED

LOS ANGELES  
SUPERIOR COURT

DEC 21 2010

DEPT86

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14 Attorneys for Applicant  
15 Insurance Commissioner of the State of California

16 SUPERIOR COURT OF THE STATE OF CALIFORNIA  
17 FOR THE COUNTY OF LOS ANGELES

18  
19 INSURANCE COMMISSIONER OF THE  
STATE OF CALIFORNIA,

20 Applicant,

21 v.

22 GOLDEN STATE MUTUAL LIFE  
23 INSURANCE COMPANY, a California  
corporation,

24 Respondent.

Case No. BS123005  
Assigned to Hon. Ann I. Jones, Dept. 86

~~[PROPOSED]~~ ORDER OF LIQUIDATION  
AND ORDERS AND INJUNCTIONS IN  
AID OF LIQUIDATION FOR GOLDEN  
STATE MUTUAL LIFE INSURANCE  
COMPANY

Date: January 28, 2011  
Time: 9:30 a.m.  
Dept: 86

1 On January 28, 2011, in Department 86 of the above-entitled Court, the Honorable Ann I.  
2 Jones, Judge Presiding (the "Court"), the Court held the hearing on the Court's Order to Show  
3 Cause and the Motion For Order Of Liquidation And Orders And Injunctions In Aid Of  
4 Liquidation For Golden State Mutual Life Insurance Company, filed by Applicant Steve Poizner,  
5 Insurance Commissioner of the State of California, in his capacity as Conservator ("Conservator")  
6 of Golden State Mutual Life Insurance Company in Conservation ("Golden State"). Deputy  
7 Attorney General Marta L. Smith and attorney Michael R. Weiss appeared on behalf of the  
8 Conservator. Other appearances, if any, are noted in the record.

9 The Court, having read and considered the Conservator's Notice of Order to Show Cause  
10 and Motion, Memorandum of Points and Authorities in support of the Motion, the Declarations of  
11 David E. Wilson and Michael R. Weiss, and all documents and evidence submitted, and having  
12 heard and considered the arguments presented to the Court, and upon good cause shown,

13 IT IS HEREBY ORDERED that the Conservator's Motion is granted and that:

14 **A. Liquidation, Administration and Operation**

15 1. As of September 30, 2010, Golden State is insolvent and remains insolvent today,  
16 and it would be futile for the Commissioner to proceed as Conservator; and therefore, sufficient  
17 grounds exist in accordance with Insurance Code § 1016 for entry of an order of liquidation of  
18 Golden State. (Insurance Code § 1016.)

19 2. The Commissioner's status as Conservator is terminated, he is appointed  
20 Liquidator of Golden State as set forth in Insurance Code § 1016, and he is directed as Liquidator  
21 to liquidate and wind up the business of Golden State and to act in all ways and exercise all  
22 powers necessary for the purpose of carrying out this Order. (Insurance Code § 1016.)

23 3. Title to all of the assets of Golden State, wheresoever situated, shall remain vested  
24 in the Commissioner, now as Liquidator, or his successor in office, in his official capacity as  
25 such, including without limitation real and personal property, deposits, certificates of deposit,  
26 bank accounts, mutual funds, securities, contracts, rights of actions, books, records and other  
27 assets of any and every type and nature, wheresoever situated, presently in Golden State's  
28

1 possession and/or those which may be discovered hereafter. (Insurance Code §§ 1011, 1016 and  
2 1037 General Powers.)

3 4. All funds and assets, including without limitation deposits, certificates of deposit,  
4 bank accounts, securities, and mutual fund shares of Golden State, in various financial depository  
5 institutions, including without limitation banks, savings and loan associations, industrial loan  
6 companies, mutual funds and/or stock brokerages, wheresoever situated, are subject to withdrawal  
7 only upon direction or order by the Liquidator. (Insurance Code §§ 1011, 1016 and 1037 General  
8 Powers.)

9 5. The Liquidator is authorized to collect all moneys due to Golden State, and to do  
10 such other acts as are necessary or expedient to collect, conserve, protect and/or liquidate Golden  
11 State's assets, property and business. (Insurance Code § 1037(a).)

12 6. The Conservator is authorized to collect all debts due and claims belonging to  
13 Golden State and to have the authority to sell, compound, compromise, or assign, for the purpose  
14 of collection upon such terms and conditions as the Liquidator deems best, any bad or doubtful  
15 debts. (Insurance Code § 1037(b).)

16 7. The Liquidator is authorized to compound, compromise or in any other manner  
17 negotiate settlements of claims against Golden State upon such terms and conditions as the  
18 Liquidator shall deem to be most advantageous to the estate of Golden State. (Insurance Code §  
19 1037(c).)

20 8. The Liquidator is authorized, without permission of the court and without notice,  
21 to acquire, hypothecate, encumber, lease, improve, sell, transfer, abandon, or otherwise dispose of  
22 or deal with, any real or personal property of Golden State at its reasonable market value, or, in  
23 cases other than acquisition, sale, or transfer on the basis of reasonable market value, upon such  
24 terms and conditions as the Liquidator may deem proper, provided the market value of the  
25 property involved does not exceed the sum of twenty thousand dollars (\$20,000). (Insurance  
26 Code § 1037(d).)

27 9. The Liquidator is authorized to transfer to a trustee or trustees, under a voting trust  
28 agreement, the stock of Golden State heretofore or hereafter issued to the Liquidator in

1 connection with a rehabilitation or reinsurance agreement, or any other proceeding under  
2 Insurance Code § 1010 *et seq.* (Insurance Code § 1037(e).)

3       10.     The Liquidator is authorized, for the purpose of executing and performing any of  
4 the powers and authority conferred upon the Liquidator under Insurance Code § 1010 *et seq.*, in  
5 the name of Golden State or in the Liquidator's own name, to initiate, prosecute and/or defend any  
6 and all suits and other legal proceedings, legal or equitable, and to execute, acknowledge and  
7 deliver any and all deeds, assignments, releases and other instruments necessary and proper to  
8 effectuate any sale of any real and personal property or other transaction in connection with the  
9 administration, liquidation or other disposition of the assets of Golden State, in this or other states  
10 as may appear to him necessary to carry out his functions as Liquidator. (Insurance Code §  
11 1037(f) and 1037 General Powers.)

12       11.     The Liquidator is authorized to divert, take possession of and secure all mail of  
13 Golden State and to effect a change in the rights to use any and all post office boxes and other  
14 mail collection facilities used by Golden State. (Insurance Code §§ 1011 and 1037 General  
15 Powers.)

16       12.     The Liquidator is authorized, without permission of the court and without notice,  
17 to invest and reinvest, in such manner as the Liquidator may deem suitable for the best interests of  
18 the policyholders and/or creditors of Golden State, such portions of the funds and assets of  
19 Golden State in his possession as do not exceed the amount of the reserves required by law to be  
20 maintained by Golden State as reserves for life insurance policies, annuity contracts,  
21 supplementary agreements incidental to life business, and reserves for non-cancelable disability  
22 policies, and which funds and assets are not immediately distributable to creditors, provided the  
23 investment or reinvestment to be made does not exceed the sum of one hundred thousand dollars  
24 (\$100,000), except that the Liquidator, without permission of the court and without notice, may  
25 make investments or reinvestments in excess of \$100,000, but not exceeding \$5,000,000 per  
26 investment or reinvestment, if such investments or reinvestments are part of Golden State's  
27 existing investments or are made pursuant to the investment guidelines of the Commissioner's  
28 Conservation & Liquidation Office including investments and reinvestments through an



1 investment pool consisting exclusively of assets from conserved and/or liquidating estates.  
2 (Insurance Code § 1037(g) and General Powers.)

3 13. The Liquidator is authorized, in his discretion, without permission of the court and  
4 without notice, to pay or defer payment of some or all claims, expenses, liabilities and/or  
5 obligations of Golden State, in whole or in part, accruing prior and/or subsequent to his  
6 appointment as Liquidator. (Insurance Code §§ 1011 and 1037 General Powers.)

7 14. The Liquidator is authorized to appoint and employ under his hand and official  
8 seal, special deputy commissioners and/or legal counsel, as his agents, and to employ clerks  
9 and/or assistants, and to give to each of them those powers that the Liquidator deems necessary.  
10 (Insurance Code §§ 1035(a) and 1036.)

11 15. The Liquidator is authorized to fix the costs of employing special deputy  
12 commissioners, legal counsel, clerks, and/or assistants, and all expenses of taking possession of,  
13 conserving, conducting, liquidating, disposing of, or otherwise dealing with the business and  
14 property of Golden State, subject to the approval of the court, and to pay such costs out of the  
15 assets of Golden State to the Liquidator and others including without limitation expenses, expense  
16 allocations, administrative costs, administrative overhead, and costs incurred and/or allocated by  
17 the Conservation & Liquidation Office, and if there are insufficient funds to pay such costs, then  
18 to pay such costs out of the Insurance Fund pursuant to Insurance Code § 1035. (Insurance Code  
19 §§ 1035(a), 1036 and 1037 General Powers.)

20 16. The Liquidator is authorized to assume or reject, or to modify, any executory  
21 contract, including without limitation, any lease, rental or utilization contract or agreement  
22 (including any schedule to any such contract or agreement), and any license or other arrangement  
23 for the use of computer software of business information systems, to which Golden State is a  
24 party or as to which Golden State agrees to accept an assignment of such contract, not later than  
25 120 days of the date of the Order Appointing Conservator, unless such date is extended by  
26 application to and further order of this Court, and if not expressly assumed by the Conservator  
27 within that time then such executory contract is deemed rejected. (Insurance Code § 1037  
28 General Powers.)

1        17.     The Liquidator is authorized to terminate compensation arrangements with  
2 employees, to enter into new compensation arrangements with employees including arrangements  
3 containing retention incentives, and to hire employees on such terms and conditions as he deems  
4 reasonable. (Insurance Code § 1037 General Powers.)

5        18.     The Liquidator is vested with all the powers of the directors, officers and managers  
6 of Golden State, whose authorities are suspended except as such powers may be re-delegated by  
7 the Liquidator. (Insurance Code § 1037 General Powers.)

8            **B.     Injunctions and Other Orders**

9        19.     Except upon the express authorization of the Liquidator, all persons are hereby  
10 enjoined, including without limitation Golden State and its officers, directors, agents, servants,  
11 and employees, from the transaction of Golden State's business or disposition of its property  
12 including without limitation from disposing of, using, transferring, selling, assigning, canceling,  
13 alienating, hypothecating or concealing in any manner or any way, or assisting any person in any  
14 of the foregoing, of the property or assets of Golden State or property or assets in the possession  
15 of Golden State, of any nature or kind, including without limitation claims or causes of action,  
16 until further order of this Court and further, enjoining such persons from obstructing or interfering  
17 with the Liquidator's conduct of his or her duties as Liquidator. (Insurance Code §§ 1011, 1020  
18 and 1037.)

19        20.     All persons are enjoined from instituting or prosecuting or maintaining any action  
20 at law or suit in equity including without limitation actions or proceedings to compel discovery or  
21 production of documents or testimony, and matters in arbitration, and from obtaining or  
22 attempting to attain preferences, judgments, foreclosures, attachments or other liens of any kind  
23 or nature, against Golden State, its assets, or the Liquidator, and from attaching, executing upon,  
24 foreclosing upon, redeeming of, making levy upon, or taking any other legal proceedings against  
25 any of the property and/or assets of Golden State, and from doing any act interfering with the  
26 conduct of said business by the Liquidator, except after an order from this Court obtained after  
27 reasonable notice to the Liquidator. (Insurance Code §§ 1011, 1020 and 1037 General Powers.)  
28

1           21. All persons are enjoined from the sale or deed for nonpayment of taxes or  
2 assessments levied by any taxing agency of property and/or assets of Golden State. (Insurance  
3 Code § 1020(f).)

4           22. Except with leave of court issued after a hearing in which the Liquidator has  
5 received reasonable and statutory notice, all persons are enjoined from accelerating the due date  
6 of any obligation or claimed obligation, exercising any right of set-off, taking, retaining, retaking  
7 or attempting to retake possession of any real or personal property, withholding or diverting any  
8 rent or other obligation, and doing any act or other thing whatsoever to interfere with the  
9 possession of or management by the Liquidator of the property and assets, owned or controlled,  
10 by Golden State or in the possession of Golden State or in any way interfering with the Liquidator  
11 or interfering in any manner during the pendency of this proceeding with the exclusive  
12 jurisdiction of this Court over Golden State. (Insurance Code §§ 1020 and 1037 General Powers.)

13           23. All persons are enjoined from the waste of the assets of Golden State. (Insurance  
14 Code § 1020.)

15           24. Golden State and all officers, directors, agents and employees of Golden State are  
16 ordered to deliver to, and immediately make available to, the Liquidator all assets, books,  
17 accounts, records, information, computers, tapes, discs, writings, other recordings of information,  
18 equipment and other property of Golden State, wheresoever situated, in said person's custody or  
19 control and further, and are directed the aforesaid to disclose verbally, or in writing if requested  
20 by the Liquidator, the exact whereabouts of the foregoing items if such items are not in the  
21 possession, custody or control of said persons. (Insurance Code §§ 1011, 1016, 1020 and 1037  
22 General Powers.)

23           25. Golden State and all officers, directors, trustees, employees or agents of Golden  
24 State, or any other person, firm, association, partnership, corporate parent, holding company,  
25 affiliate or other entity in charge of any aspect of Golden State's affairs, either in whole or in part,  
26 and including but not limited to banks, savings and loan associations, financial or lending  
27 institutions, brokers, stock or mutual associations, or any parent, holding company, subsidiary or  
28 affiliated corporation or any other representative acting in concert with Golden State, are ordered

1 to cooperate with the Liquidator in the performance of his or her duties. (Insurance Code § 1037  
2 General Powers.)

3 26. All persons who maintain records for Golden State, pursuant to written contract or  
4 any other agreement, are ordered to maintain such records and to deliver to the Liquidator such  
5 records upon his request. (Insurance Code §§ 1020 and 1037 General Powers.)

6 27. All agents of Golden State, and all brokers who have done business with Golden  
7 State, are ordered to make all remittances of all funds collected by them or in their hands directly  
8 to the Liquidator. (Insurance Code §§ 1020 and 1037 General Powers.)

9 28. All persons having possession of any lists of policyholders, escrow holders,  
10 mortgages or mortgagees of Golden State are ordered to deliver such lists to the Liquidator and all  
11 persons are enjoined from using any such lists or any information contained therein without the  
12 consent of the Liquidator. (Insurance Code §§ 1020 and 1037 General Powers.)

13 29. Golden State and its officers, directors, agents, servants, employees, successors,  
14 assigns, affiliates, and other persons or entities under their control and all persons or entities in  
15 concert or participation with Golden State, and each of them, are ordered to turn over to the  
16 Liquidator all records, documentation, charts and/or descriptive materials of all funds, assets,  
17 property (owned beneficially or otherwise), and all other assets of Golden State wherever situated,  
18 and all books and records of accounts, title documents and other documents in their possession or  
19 under their control, which relate, directly or indirectly, to assets or property owned or held by  
20 Golden State or to the business or operations of Golden State. (Insurance Code §§ 1020 and 1037  
21 General Powers.)

22 30. Any and all provisions of any agreement entered into by and between any third  
23 party and Golden State, including by way of illustration, but not limited to, the following types of  
24 agreements (as well as any amendments, assignments, or modifications thereto), are stayed, and  
25 the assertion of any and all rights and remedies relating thereto are also stayed and barred, except  
26 as otherwise ordered by this Court, and this Court shall retain jurisdiction over any cause of action  
27 that has arisen or may otherwise arise under any such provision: financial guarantee bonds,  
28 promissory notes, loan agreements, security agreements, deeds of trust, mortgages,

1 indemnification agreements, subrogation agreements, subordination agreements, pledge  
2 agreements, assignments of rents or other collateral, financial statements, letters of credit, leases,  
3 insurance policies, guaranties, escrow agreements, management agreements, real estate brokerage  
4 and rental agreements, servicing agreements, attorney agreements, consulting agreements,  
5 easement agreements, license agreements, franchise agreements, or employment contracts that  
6 provide in any manner that selection, appointment or retention of a conservator, receiver or trustee  
7 by any court, or entry of any order such as hereby made, shall be deemed to be, or otherwise  
8 operate as, a breach, violation, event of default, termination, event of dissolution, event of  
9 acceleration, insolvency, bankruptcy, or liquidation. (Insurance Code §§ 1020 and 1037 General  
10 Powers).

11 C. **Creditors and Setting of Claims Bar Date**

12 31. The rights and liabilities of claimants, policyholders, shareholders, members and  
13 all other persons interested in the assets of Golden State are fixed as of the date of entry of this  
14 Order. (Insurance Code § 1019.)

15 32. Any and all claims against Golden State, including without limitation those claims  
16 which in any way affect or seek to affect any of the assets of Golden State, wherever or however  
17 such assets may be owned or held, must be filed no later than December 31, 2011 (the "Claims  
18 Bar Date"), together with proper proofs thereof, in accordance with the provisions of Insurance  
19 Code § 1010 *et seq.* including without limitation Insurance Code § 1023. The proof of claim must  
20 be timely filed on the form provided by the Liquidator, together with proper proofs thereof, and  
21 must be supplemented with such further information as the Liquidator requests, in accordance  
22 with Insurance Code § 1023(f). Except for persons deemed to have filed claims against Golden  
23 State in accordance with the provisions of Insurance Code § 1010 *et seq.* including without  
24 limitation Insurance Code § 1024 and § 1025.5, any claims not filed by the Claims Bar Date shall  
25 be conclusively deemed forever waived. (Insurance Code § 1024.)

26 //

27 //

28 //

1           33.    For such other and further relief as may be proper or necessary.

2           34.    The Liquidator is authorized to take any and all action necessary to accomplish the  
3 purposes of this Order and the Orders requested herein.

4 DATED: \_\_\_\_\_

1-28-11

**ANN I. JONES**

\_\_\_\_\_  
THE HONORABLE ANN I. JONES  
Los Angeles Superior Court Judge

## **EXHIBIT 4**

### **Our Mission**

*On behalf of the Insurance Commissioner, the CLO acts to rehabilitate and/or liquidate, under Court supervision, troubled insurance enterprises. The CLO operates as a fiduciary for the benefit of claimants, handling the property of the failed enterprises in a prudent, cost-effective, fair, timely, and expeditious manner.*



P.O. Box 26894  
San Francisco, California  
94126-0894  
Tel: 415.676.5000  
Fax: 415.676.5002  
[www.caclo.org](http://www.caclo.org)

## **CONSERVATION & LIQUIDATION OFFICE**

To: Persons Interested in Purchasing the Art Collection and/or Historical Materials of Golden State Mutual Life Insurance Company in Conservation

From: Conservator for Golden State Mutual Life Insurance Company in Conservation

Date: June 25, 2010

Founded in 1925, Golden State Mutual Life Insurance Company ("GSM") made history as the first African American owned insurance company to be established west of the Mississippi. As the company grew and developed over the years, GSM increased in prominence, becoming a central figure in the development of African American businesses in America.

Over the years GSM amassed a significant collection of art by prominent African and African American artists, and has maintained a large amount of historical materials. GSM's art collection and historical materials include two removable murals on canvas, approximately 120 paintings, sculptures, photographs and mixed-media pieces, and numerous documents, photographs and recordings relating to GSM, its history and founders. An inventory of the art collection with photographs can be viewed at [www.caclo.org/GoldenStateMutual/ArtCollection](http://www.caclo.org/GoldenStateMutual/ArtCollection).

On September 30, 2009, the Los Angeles Superior Court ordered and appointed the Insurance Commissioner of the State of California to serve as Conservator ("Conservator") of GSM. The Order Appointing Conservator authorizes the Conservator to sell GSM's property at its reasonable market value. Accordingly, the Conservator has prepared a Request for Proposals ("RFP") for the purpose of soliciting proposals from collectors, museums, historians, preservationists, educational institutions, researchers and the public for the purchase, in whole or in part, of GSM's art collection and historical materials.

**As indicated in the RFP, all proposals for the purchase of GSM's art and/or historical materials, in whole or in individual items, must be in writing, comply with the instructions and requirements set forth in the RFP including payment of 25% of the proposed purchase price, and be received by GSM by 4:00 p.m., PDT, Thursday, July 30, 2010, at the following location:**

**Golden State Mutual Life Insurance Company in Conservation  
Attention: Scott Pearce, Chief Estate Trust Officer  
1999 West Adams Boulevard  
Los Angeles, California 90018-3514  
Facsimile: (323) 732-2139**

No oral, telephonic or non-written proposals or modifications of proposals will be considered. Proposals that do not comply with the instructions set forth herein or are received after the submission deadline may be rejected within the Conservator's sole discretion.



**Interested parties may view GSM's artworks and historical materials at GSM's main office in Los Angeles prior to submission of a proposal. A maximum of two (2) hours will be allotted per bidder. Requests for an appointment must be addressed to:**

**Joshua Solomon  
Consultant  
Golden State Mutual Life Insurance Company in Conservation  
1999 West Adams Boulevard  
Los Angeles, California 90018-3514  
Tel: (323) 419-3630.  
Fax: (323) 732-2139**

The Conservator anticipates recommending selected bidders by August 31, 2010; although, the Conservator reserves the right to extend this date in his sole discretion.

It is the intent of the Conservator to sell GSM's art collection and historical materials after the designation of selected bidders. As such, upon selection of winning bidders, except for items having a market value of \$20,000 or more as set forth in Section H of the RFP, the selected bidder will have 14 days to complete the purchase including full payment of the purchase price. For purchases requiring the approval of the Los Angeles Superior Court as set forth in Section H of the RFP, the selected winning bidder will have 14 days after the Court's approval of the purchase to complete the purchase including full payment of the purchase price.

Please note the Conservator is under no affirmative obligation to sell GSM's art or historical materials or any part thereof, and may, in his sole discretion, reject any or all bids received, in whole or in part; continue or discontinue this Request For Proposals without liability to any bidder or potential bidder; request clarification, additional information and/or new bids from some or all bidders; make counter offers to some or all bids; accept bids based upon factors other than the highest price; select one or more bids subject to further negotiations and/or approval of the Los Angeles Superior Court; and/or take any other action that the Conservator deems appropriate.

I encourage you to contact Joshua Solomon at the number and address above to schedule an in-person viewing of GSM's art collection and historical materials or with any questions you may have, and to view the art collection at [www.caclo.org/GoldenStateMutual/ArtCollection](http://www.caclo.org/GoldenStateMutual/ArtCollection).

I appreciate your interest.

Very truly yours,



David E. Wilson  
Chief Executive Officer and Special Deputy Insurance Commissioner

Date: June 25, 2010

# **REQUEST FOR PROPOSALS**

BY THE INSURANCE COMMISSIONER OF THE STATE OF CALIFORNIA  
IN HIS STATUTORY CAPACITY AS CONSERVATOR OF  
GOLDEN STATE MUTUAL LIFE INSURANCE COMPANY IN CONSERVATION

**FOR THE SALE OF THE ART AND HISTORICAL MATERIALS  
OF  
GOLDEN STATE MUTUAL LIFE INSURANCE COMPANY IN CONSERVATION**

**PROPOSAL SUBMISSION DEADLINE  
JULY 30, 2010, AT 4:00 P.M. PST**

Notice is hereby given that proposals must be received by Golden State Mutual Life Insurance Company in Conservation ("GSM") at the address stated below by 4:00 p.m., PST, Thursday, July 30, 2010, for the purchase of GSM's art and historical materials, in whole or in individual items, in accordance with the requirements set forth herein and/or as determined by the Insurance Commissioner of the State of California in his statutory capacity as Conservator ("Conservator") of GSM in his sole discretion or the Los Angeles Superior Court overseeing GSM's conservation. Please carefully read and follow the instructions set forth herein. Proposals must comply with the instructions set forth herein, be submitted with the payment required, and be received at:

Golden State Mutual Life Insurance Company in Conservation  
Attention: Scott Pearce, Chief Estate Trust Officer  
1999 West Adams Boulevard  
Los Angeles, California 90018-3514  
Facsimile: (323) 732-2139

NO ORAL, TELEPHONIC OR NON-WRITTEN PROPOSALS OR MODIFICATIONS OF PROPOSALS WILL BE CONSIDERED. PROPOSALS THAT DO NOT COMPLY WITH THE INSTRUCTIONS SET FORTH HEREIN OR ARE RECEIVED AFTER THE SUBMISSION DEADLINE MAY BE REJECTED WITHIN THE CONSERVATOR'S SOLE DISCRETION.

THE CONSERVATOR IS UNDER NO AFFIRMATIVE OBLIGATION TO SELL GSM'S ART OR HISTORICAL MATERIALS OR ANY PART THEREOF, AND MAY, IN HIS SOLE DISCRETION, REJECT ANY OR ALL BIDS RECEIVED, IN WHOLE OR IN PART; CONTINUE OR DISCONTINUE THIS REQUEST FOR PROPOSALS WITHOUT LIABILITY TO ANY BIDDER OR POTENTIAL BIDDER; REQUEST CLARIFICATION, ADDITIONAL INFORMATION AND/OR NEW BIDS FROM SOME OR ALL BIDDERS; MAKE COUNTER OFFERS TO SOME OR ALL BIDS; ACCEPT BIDS BASED UPON FACTORS OTHER THAN THE HIGHEST PRICE; SELECT ONE OR MORE BIDS SUBJECT TO FURTHER NEGOTIATIONS AND/OR APPROVAL OF THE LOS ANGELES SUPERIOR COURT; AND/OR TAKE ANY OTHER ACTION THAT THE CONSERVATOR DEEMS APPROPRIATE.

## **I. INTRODUCTION**

On September 30, 2009, the Los Angeles Superior Court ordered and appointed the Insurance Commissioner of the State of California to serve as Conservator (“Conservator”) of Golden State Mutual Life Insurance Company (“GSM”). The Order Appointing Conservator authorizes the Conservator to sell GSM’s property at its reasonable market value. A copy of the Order Appointing Conservator can be reviewed at the Insurance Commissioner’s Conservation & Liquidation Office’s website at [www.caclo.org](http://www.caclo.org) by clicking on the “Insolvent Insurers” tab, then choosing “Golden State Mutual Life Insurance Company.”

GSM’s property includes a collection of art and historical materials. An inventory of the art collection with photographs can be reviewed at [www.caclo.org/GoldenStateMutual/ArtCollection](http://www.caclo.org/GoldenStateMutual/ArtCollection).

By this Request For Proposals (“RFP”), the Conservator seeks proposals for the purchase, in whole or in part, of GSM’s art collection and historical materials.

## **II. BRIEF DESCRIPTION OF ART COLLECTION AND HISTORICAL MATERIALS OFFERED FOR SALE**

GSM’s art collection and historical materials include two removable murals on canvas, approximately 120 paintings, sculptures, photographs and mixed-media pieces, and numerous documents, photographs and recordings relating to GSM, its history and founders, the GSM Building and its construction, the insurance industry and items of historical interest.

### **A. Historical Removable Murals - Oil On Canvas**

1. Charles Alston, “The Negro in California History: Exploration and Colonization”, oil on canvas, 1949.
2. Hale Woodruff, “The Negro in California History: Settlement and Development”, oil on canvas, 1949.

Commissioned by GSM for its new home office on West Adams Boulevard in 1947 and unveiled in 1949, the murals were painted in New York by artists Charles Alston and Hale Woodruff. The murals depict the contributions of African Americans to California’s history. The first mural depicts the years 1527 to 1850, and the second depicts the years 1850 to 1949.

Each mural is oil on canvas, measures approximately 16 feet, 5 inches by 9 feet, 3 inches, and is removable. The murals are currently located in GSM’s offices on West Adams Boulevard in Los Angeles. Removal and transportation of the murals, and all costs and expenses associated therewith, are the sole responsibility of the purchaser.

Photographs of the murals can be viewed at [www.caclo.org/GoldenStateMutual/ArtCollection](http://www.caclo.org/GoldenStateMutual/ArtCollection).

Available for purchase with the murals are the following related items:

1. A film of Charles Alston and Hale Woodruff traveling through California, researching their subject matter in 1947 (film condition unknown);
2. Photographs of the murals and the artists; and
3. GSM internal publications containing articles and depictions of the artists, their research efforts and the murals.

## **B. Art Collection**

GSM's art collection includes approximately 120 paintings, sculptures, photographs and mixed-media works by African and African American artists. The collection was principally assembled by visionary Los Angeles artist William Pajaud over the course of his 30-year tenure at GSM from 1957 through 1987, and includes works by John Riddle, Elizabeth Catlett, Richard Wyatt, Richmond Barthe, James Van der Zee, Mr. Pajaud and others.

An inventory with photographs of the art collection can be viewed at [www.caclo.org/GoldenStateMutual/ArtCollection](http://www.caclo.org/GoldenStateMutual/ArtCollection).

## **C. Historical Materials**

GSM's historical materials consists of a vast and varied collection of documents, photographs and recordings relating to the company, its founders, officers and employees, the Building and its construction, the insurance industry, and much more. The following is a partial list and description of the materials:

1. The personal collected papers of GSM founder William Nickerson, Jr. spanning the years 1921 through 1939, including his rail ticket to California from Texas along with the letter from Southern Pacific Railroad regarding Mr. Nickerson's traveling party.
2. Collections of the original, typewritten speeches given at various historic events by GSM's founders, with handwritten corrections and notations.
3. Extensive collections of newspaper clippings, magazine articles and other outside publications about GSM, its art collection and its founders.
4. Internal publications including GSM's produced monthly "magazines" with news about the company and its people for a substantial portion of its 85 years. It is unknown at this time whether this collection is complete. Numerous issues of the "Messenger" and the "Golden Pen" are available.
5. 16mm and 8mm movies of the construction of the Building, various company events and the aforementioned research trip by the muralists.
6. Audio recordings on magnetic tape and phonograph records. Includes GSM's founders' addresses to the employees and agents, interviews, radio

programs and radio advertisements.

7. Audio recording of a speech by Robert F. Kennedy on July 26, 1962, before the National Insurance Association at the Statler Hotel in Los Angeles as well as photographs of the event.
8. Thousands of photographs, slides and negatives dating to GSM's earliest days, and featuring the founders, agents, employees of the company, the Building from its construction and throughout its history as well as the many famous and influential people who passed through GSM's doors over the years including Dr. Martin Luther King, Reverend Jesse Jackson, Joe Louis, Lena Horne, Bill Cosby and many others.
9. Advertising materials spanning GSM's 85-year history, including company flyers, copies of print ads and a large collection of original clipart and photographs relating to same.
10. A copy of an unpublished manuscript on the history of GSM.
11. A number of books ranging from mid-19th century to early/mid-20th century.
12. GSM promotional materials including pens, coffee cups, neckties, pins, medals and other items.
13. Blueprints relating to the Building and GSM's district offices.
14. The commemorative trowel used to set the cornerstone of the building in approximately 1948.

### **III. INFORMATION FOR BIDDERS**

#### **A. Request for Proposal Deadline**

All proposals for the purchase of GSM's art and/or historical materials, in whole or in individual items, must be in writing, comply with the instructions and requirements set forth herein including payment of 25% of the proposed purchase price for each item, and be received by GSM by 4:00 p.m., PST, Thursday, July 30, 2010, at the following location:

Golden State Mutual Life Insurance Company in Conservation  
Attention: Scott Pearce, Chief Estate Trust Officer  
1999 West Adams Boulevard  
Los Angeles, California 90018-3514  
Facsimile: (323) 732-2139



**B. Selection Consideration**

All proposals submitted in the required format will be given consideration by the Conservator who, in his sole discretion, will decide whether to accept or reject any particular proposal. Factors that may be considered by the Conservator in selecting a proposal include, without limitation, the following, presented in no particular order of significance:

- Financial aspects of the proposal, including purchase price and terms of payment;
- Size, financial strength and professional reputation of bidder;
- Amount of the Collection bidder is willing to purchase; and
- Intended use and disposition of the items purchased.

**C. Location For Delivery Of Purchased Items**

All purchased items are to be picked up from GSM's main office located at 1999 West Adams Boulevard in Los Angeles, California no later than 7 days after completion of the purchase.

**D. Viewings By Appointment Only**

Interested parties may view GSM's artworks and historical materials at GSM's main office in Los Angeles prior to submission of a proposal/bid. A maximum of two (2) hours will be allotted per bidder. **Requests for an appointment must be addressed to:**

**Joshua Solomon**

**Consultant**

**Golden State Mutual Life Insurance Company in Conservation**

**1999 West Adams Boulevard**

**Los Angeles, California 90018-3514**

**Tel: (323) 419-3630**

**Fax: (323) 732-2139**

Viewings will be scheduled on a first request, first served basis. There is no guarantee of a viewing. To the extent there is not sufficient time to reasonably schedule all requested viewings before the July 30, 2010 submission deadline, the Conservator reserves the right in his sole discretion to reject viewing requests and/or continue the RFP submission deadline.

**E. Discussion With Bidders And Prospective Bidders And Revisions To Proposals**

In the Conservator's sole discretion, discussions may be conducted with bidders and/or prospective bidders for the purpose of clarification of, and/or providing information concerning, the RFP process, proposals, revisions to proposals, the removable murals, GSM's art collection, GSM's historical materials, and other items related to this RFP and/or offered for purchase.

**F. Selection of Winning Bidder**

It is the intent of the Conservator to sell GSM's art collection and historical materials after the designation of selected bidders. The Conservator anticipates recommending selected bidders for

GSM's art collection and historical materials by August 31, 2010; however, the Conservator reserves the right to extend this date or modify this process in his sole discretion.

**G. Completion of Purchase**

Upon selection of a winning bidder, except for items having a market value of \$20,000 or more as set forth in Section H immediately below, the bidder will have 14 days to complete the purchase including full payment of the purchase price. For purchases requiring the approval of the Los Angeles Superior Court as set forth in Section H immediately below, the selected winning bidder will have 14 days after the Court's approval of the purchase to complete the purchase including full payment of the purchase price. In the event the Los Angeles Superior Court does not approve the purchase, the purchase will be null, void and of no further effect.

**H. Acknowledgement of Necessity of Conservation Court Approval For Certain Purchases.**

The Conservator hereby advises, and by submitting a proposal the bidder hereby acknowledges and agrees, that to the extent any of GSM's art or historical materials have a market value of \$20,000 or more, regardless of the amount offered in the proposal, (a) the sale of any such property requires the approval by the Los Angeles Superior Court overseeing GSM's conservation, (b) the proposal for the purchase of such property is contingent on the approval by the Los Angeles Superior Court, and (c) any proposal and/or sale of such property is null, void and of no further effect without the approval of the Los Angeles Superior Court. The Conservator anticipates that after the selection of a winning bidder it will take approximately 60 days to apply for and receive the approval of the Los Angeles Superior Court for the sale of property.

**IV. INSTRUCTIONS FOR SUBMITTING PROPOSALS AND PROPOSAL CONTENT REQUIREMENTS**

**Each proposal/bid must be submitted on the form provided.** Additional pages may be attached if necessary. Proposals must be complete in all aspects. A proposal may be rejected if it is conditional or incomplete in any respect. The following must be submitted with your proposal:

1. Name, address and telephone number of bidder or bidders. For business entities, the following must be provided:
  - a. Official registered name (Corporate, D.B.A., Partnership, etc.), address, main telephone number, facsimile numbers and e-mail address.
  - b. Contact person, title, address (if different from above address) and direct telephone number and e-mail address.
  - c. Person authorized to contractually bind the bidding organization for any proposal submitted pursuant to the RFP.
2. Identification of each item to be purchased by use of the attached inventory.
3. Purchase offer amount for each item to be purchased.
4. Any additional terms or conditions requested by the bidder.
5. **Payment of 25% of the proposed purchase price for each item, payable to**

**“Golden State Mutual Life Insurance Company in Conservation.”** This payment will be (i) returned to unsuccessful bidders after the selection of a winning bidder, or (ii) retained by GSM if the bidder is selected as the winning bidder and the transaction is not consummated within the time required due to an act or omission within the control of the bidder, or (iii) returned to the selected bidder if the transaction is not consummated due to an act or omission within the control of GSM or the Conservator, or (iv) applied to the purchase price. All interest earned on the payment will be retained by the Conservator to partially cover the expenses of the RFP process.

6. Disclosure of any relationships, current or past, with GSM or the Conservator or their staff or representatives. The Conservator considers it to be a potential conflict of interest if a bidder or any of its personnel have current and/or prior business transactions or relationships with GSM, the Conservator or their staff or representatives, and therefore requires disclosure of any such transactions or relationships. In addition, the Conservator considers it a potential conflict of interest for a bidder to use any of the persons or firms, or any of the persons working for the persons or firms, listed below, regardless of the location of their offices, in connection with any aspect of this RFP, which are currently advising the Conservator on the RFP or other matters affecting GSM. Potential bidders are required to obtain a written waiver or consent from the Conservator with respect to any conflicts that exist or arise in connection with the RFP process prior to submission of a proposal. The Conservator is being advised by the following persons and firms concerning GSM:

Joe Holloway	Private Consultant	On-site Manager
Joshua Solomon	Private Consultant	Consultant
Michael R. Weiss	Epstein, Turner & Song	Legal Counsel
Erik Hanks	M. Hanks Gallery	Fine Art Appraiser
William Pajaud	Formerly of GSM	Artist/Art Collector

NO ORAL, TELEPHONIC OR OTHER NON-WRITTEN PROPOSALS OR MODIFICATIONS OF PROPOSALS WILL BE CONSIDERED. PROPOSALS THAT DO NOT COMPLY WITH THE INSTRUCTIONS SET FORTH HEREIN OR ARE RECEIVED AFTER THE ABOVE STATED DEADLINE MAY BE MAY BE REJECTED WITHIN THE SOLE DISCRETION OF THE CONSERVATOR.

ALL PROPOSALS SUBMITTED WILL BE REVIEWED BY THE CONSERVATOR WHO, IN HIS SOLE DISCRETION, WILL DECIDE WHETHER TO ACCEPT OR REJECT ANY PROPOSAL.

## **V. DISCLAIMERS, DISCLOSURES AND GENERAL TERMS**

1. You are hereby advised that this RFP contains only general information concerning GSM’s art collection and historical materials, and does not provide or purport to provide any specific information concerning GSM’s art collection and historical materials. GSM, the Conservator and/or his staff and representatives are not liable for any errors or omissions in the descriptions of the art,

historical materials and other property for sale pursuant to this RFP, and make no guarantees, representations or warranties of any kind with respect to the art, historical materials and other property for sale pursuant to this RFP, their authenticity, condition, value or otherwise.

2. Nothing in this RFP or in information provided by the Conservator and/or his staff may be relied upon as a promise or representation of authenticity, condition, value, historical significance or otherwise. All bidders and potential bidders are required to rely upon their own evaluation, research and expertise, and not that of the Conservator or his representatives or staff, in determining bid amounts, quality and genuineness for any and all of GSM's art and historical materials, individually and/or or collectively, offered for purchase in accordance with this RFP. By participating in this RFP process, you and all other potential and actual bidders acknowledge and confirm that the you have not relied upon any information or representations by GSM, the Conservator or their representatives or staff, and that neither GSM, the Conservator nor any of their respective representatives, staff and/or professional advisors have any liability whatsoever including without limitation costs, commissions, fees or expenses incurred by any actual or potential bidder, or any broker, agent, consultant, employee or representative of any actual or potential bidder in connection with this RFP and/or the purchase of GSM's art or historical materials. All potential bidders are responsible for all of their own such costs and expenses of any kind.

3. By submitting a bid and/or participating in this RFP process, each bidder hereby releases GSM, the Conservator, and their representatives, staff, employees and agents from any and all claims for damages or otherwise that the bidder or participant may have by virtue of the RFP process and/or the selection of any winning bidder or no selection of a winning bidder. The bidder, by submitting a proposal, agrees that the prevailing party in any legal proceeding arising out of this RFP process shall be entitled to recover from the other party attorneys' fees and expenses including without limitation expert and/or professional fees and expenses, as well as court costs and expenses.

4. By submitting a proposal for the purchase of GSM's art or historical materials, each bidder acknowledges and agrees that the Conservator is under no affirmative obligation to sell, transfer or otherwise dispose of GSM's art or historical materials or any part thereof, and may, at his sole discretion:

- Reject any or all bids received, in whole or in part, and/or continue or discontinue this RFP process without liability to any bidder or potential bidder;
- Request clarification, additional information and/or new bids and/or proposals from some or all bidders;
- Make counter offers to some or all bids;
- Accept bids based upon factors other than the highest price;
- Select one or more bids subject to further negotiations and/or approval of the Los Angeles Superior Court;
- Respond to bids with additional conditions and requirements, even if such have not been stated herein;
- Accept more than one bid in order to place the entire collection;
- Seek any requisite court approval(s); and/or
- Take any other action that the Conservator deems appropriate.

5. The Conservator hereby disclaims having any obligations to bidders or others with respect to the manner or process through which this RFP is conducted, and each bidder, by its submission of a proposal, hereby acknowledges and agrees that it shall have no rights, claims or other actions against the Conservator, GSM, or any of their respective consultants, representatives, staff or professional advisors, based on the manner or process through which this RFP is conducted or the results thereof.

6. This RFP shall be governed and construed in accordance with the laws of the State of California, without giving effect to the principles of conflicts of law.

7. By participating in this RFP process, you and all other potential and actual bidders acknowledge, agree and hereby consent to the exclusive jurisdiction of the Los Angeles Superior Court overseeing GSM's conservation to resolve any and all disputes which arise out of, or relate directly or indirectly, to this RFP or the transactions contemplated hereby. In the event the Los Angeles Superior Court overseeing GSM's conservation is not available, you consent to the exclusive jurisdiction of the Los Angeles Superior Court to resolve any and all disputes which arise out of, or relate directly or indirectly, to this RFP or the transactions contemplated hereby.



# PROPOSAL FORM

## FOR THE PURCHASE OF THE ART AND HISTORICAL MATERIALS OF GOLDEN STATE MUTUAL LIFE INSURANCE COMPANY IN CONSERVATION

Use this form and the attached inventory to submit your proposal for the purchase of GSM's art and/or historical material. Proposals must comply with the instructions set forth in the Request for Proposals, be submitted with the payment required, and be received at: Golden State Mutual Life Insurance Company in Conservation, Attention: Scott Pearce, Chief Estate Trust Officer, 1999 West Adams Boulevard, Los Angeles, California 90018-3514, Facsimile: (323) 732-2139. Attach additional forms or pages as necessary.

1. Your name, address, telephone number and e-mail. If business entity, also provide contact person and person authorized to contractually bind business with title, address, telephone number, e-mail:

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2. Identify each item to be purchased by use of the attached inventory and write your proposed purchase price for each item next to the item in the column provided.

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3. Additional terms or conditions requested by you, if any: \_\_\_\_\_

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4. State the proposal amount and amount enclosed with your proposal. Please note that payment of 25% of the proposed purchase price is required for each item, payable to "Golden State Mutual Life Insurance Company in Conservation."

Purchase proposal amount: \_\_\_\_\_

Amount enclosed: \_\_\_\_\_

5. Disclosure of any relationships, current or past, with GSM or the Conservator or their staff or representatives. State the name of the person, address, telephone number, relationship, current or past, and any other information you feel is appropriate.

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Golden State Mutual Life Insurance Company  
Art Collection  
Prepared: 6/25/2010

<b>No.</b>	<b>Artist</b>	<b>Title/Description</b>	<b>Medium</b>	<b>Bid Price</b>
1	Ablade	<i>Dancing Women</i>	Oil on canvas	
2	Bakari Santos	<i>Baiana</i>	Bronze/Enamel Plaque	
3	Bakari Santos	<i>Baiana II</i>	Bronze/Enamel Plaque	
4	Bakari Santos	<i>Oxala</i>	Bronze/Enamel Plaque	
5	Richmond Barthe	<i>William Nickerson, Jr.</i>	Bronze with marble base	
6	Cleveland Belloughs	<i>Nimba With Crown</i>	Photo offset lithograph	
7	Herbert Bennett	<i>Untitled (Beast and Women)</i>	Linocut	
8	Herbert Bennett	<i>Untitled (Scales of Justice)</i>	Linocut	
9	Herbert Bennett	<i>Untitled (Justice, Women and Beast)</i>	Linocut	
10	Melonee Blocker	<i>Alpha and Omega Shield, aka Symbols, 1975</i>	Oil on canvas	
11	Bobo Tribe	<i>Polychromed Wood Mask</i>	Wood and pigment	
12	E. Branch	<i>Human Bondage II</i>	Woodcut 1/10	
13	Bruce Brice	<i>Mardi Gras Indians</i>	Tempera on paper	
14	Bruce Brice	<i>Mardi Gras, Jazz, Rock and Roll, 1980</i>	Photo offset lithograph	
15	Edgar Brierre	<i>Road to the Sea (Winding Road)</i>	Oil on canvas	
16	Nathan Bustion	<i>Antelope Mask, 1980</i>	Intaglio 8/300	
17	Elizabeth Catlett	<i>El Abrazo (Embrace)</i>	Wood Sculpture	
18	Momodou Cessay	<i>Njabot (Family), 1986</i>	Serigraph 29/450	
19	Momodou Cessay	<i>Women Planting, 1977</i>	Silkscreen	
20	Carlos Cobbs	<i>Kwanzaa Guaride, 1979/1981</i>	Photo offset Lithograph	
21	Carlos Cobbs	<i>Kwanzaa Guaride, 1979/1981</i>	Photo offset Lithograph	
22	Robert Courts	<i>Moslem Musician</i>	Pastel on paper	
23	Dale Davis	<i>Crucifixion</i>	Mixed media assemblage	
24	Dale Davis	<i>Face</i>	Jewelry	
25	Dale Davis	<i>Pyramid</i>	Jewelry	
26	Dale Davis	<i>Red Sun</i>	Jewelry	
27	Dale Davis	<i>Undulate</i>	Jewelry	
28	Dale Davis	<i>Untitled Mexico</i>	Jewelry	
29	Charles Dickson	<i>Story Pole</i>	Wood and mixed media	
30	Charles Dickson	<i>Strange Fruit</i>	Wood with resin	
31	Marion Epting	<i>Mood Landscape/Polynesia</i>	Oil/Collage on canvas	
32	Claude Fiddler	<i>El Centro De Espanol, 1979-1981</i>	Etching 3/79	
33	Fills	<i>Fetish I, 1969</i>	Pastel on velvet	
34	Fills	<i>Fetish II</i>	Pastel on velvet	
35	Alice Gafford	<i>Still Life with Blue Plates</i>	Oil on panel	
36	Buraimoh Gbadamosi	<i>Shrine Figure</i>	Stone	
37	Rose Green	<i>Braids</i>	Wood Sculpture	
38	Mark Greenfield	<i>Trumpet in the Field</i>	Ink on paper	
39	Camille Higgins	<i>Woman in Rollers, aka Woman's Head - Story I</i>	Conte crayon on paper	

Golden State Mutual Life Insurance Company  
Art Collection  
Prepared: 6/25/2010

<b>No.</b>	<b>Artist</b>	<b>Title/Description</b>	<b>Medium</b>	<b>Bid Price</b>
40	Camille Higgins	<i>Generation, aka Woman's Head - Story 2, 1974</i>	Conte Crayon on paper	
41	Varnette Honeywood	<i>Sabbath, 1978</i>	Photo offset lithograph 34/250	
42	Ibo of Nigeria	<i>Two-Faced Headress</i>	Wood, pigment and feathers	
43	Harvey Johnson	<i>Harvest Seed, 1972</i>	Lithograph 5/6	
44	Harvey Johnson	<i>Untitled (After John Biggers)</i>	Oil on board	
45	Arnold Love	<i>For Bill &amp; His Cosmos &amp; Thing, 1967</i>	Sepiatone 1/6	
46	Arnold Love	<i>Two Piece Bone Form</i>	Resin over wire mesh	
47	E. Marshall	<i>Tembo</i>	Silkscreen 7/22	
48	Mende of Sierra Leone	<i>Mende Society Mask</i>	Wood	
49	Willie Middlebrook	<i>Imani</i>	Black and white photograph	
50	Willie Middlebrook	<i>My Father's Funeral</i>	Black and white photograph	
51	Willie Middlebrook	<i>The Child</i>	Black and white photograph	
52	Willie Middlebrook	<i>The Mother</i>	Black and white photograph	
53	Willie Middlebrook	<i>Three Generations</i>	Black and white photograph	
54	Willie Middlebrook	<i>Van Der Zee The Master</i>	Black and white photograph	
55	Clifford Moore	<i>Kitchen Still Life</i>	Oil on canvas	
56	Howard Morehead	<i>Massai Women</i>	Color photograph	
57	Howard Morehead	<i>Rio</i>	Color photograph	
58	John Offutt	<i>Impasse/Sunrise, 1984</i>	Acrylic/Oil on board	
59	Osiro Olatuude	<i>Untitled (Chief Oloruntobo), 1970</i>	Watercolor/pen on paper	
60	Charles Paige	<i>Funeral Painting (Cross)</i>	Watercolor on paper	
61	Charles Paige	<i>Funeral Painting (Pall-bearers)</i>	Watercolor on paper	
62	Charles Paige	<i>Girl in Chair</i>	Lithograph	
63	Charles Paige	<i>Harriet Tubman</i>	Acrylic on Board	
64	Charles Paige	<i>Home Series: Raggedy Ann</i>	Acrylic/Chalk on paper	
65	Charles Paige	<i>Home Series: The Window</i>	Acrylic/Chalk on paper	
66	Charles Paige	<i>Sleeping</i>	Acrylic on Board	
67	William Pajaud	<i>Sun Flowers</i>	Oil on board	
68	William Pajaud	<i>Wild Turkey</i>	Oil on board	
69	Michael Perry	<i>Running, Standing, Walking Woman</i>	Aquatint etching	
70	Ronnie Phillips	<i>All Dressed Up</i>	Color photograph	
71	Ronnie Phillips	<i>Shoe Sole</i>	Sepia Photograph	
72	Jerome Prettyman	<i>Old Folks aka Old Man</i>	Graphite on board	
73	John T. Riddle	<i>Fifteen, 1979</i>	Silkscreen print 14/34	
74	Bobby Sengstacke	<i>Milk of Love</i>	Black and white photograph	
75	Bobby Sengstacke	<i>Soul Eyes</i>	Black and white photograph	
76	Jaschab	<i>Untitled</i>	Enamel on metal plate	
77	Bassett	<i>Untitled</i>	Ceramic plate	
78	Theodore Sims	<i>Young Man, 1972</i>	Pencil on paper	

Golden State Mutual Life Insurance Company  
Art Collection  
Prepared: 6/25/2010

No.	Artist	Title/Description	Medium	Bid Price
79	Alexander Boghassian Skunder	<i>African Images</i>	Casien on paper	
80	Hughie Lee-Smith	<i>George A. Beavers Jr.</i>	Oil on canvas	
81	Hughie Lee-Smith	<i>Norman O. Houston</i>	Oil on canvas	
82	Chuck Stewart	<i>Billie Holiday, 1955</i>	Black and white photograph	
83	Curtis Tann	<i>African Mask</i>	Batik	
84	Harvey Johnson	<i>Untitled (Figure)</i>	Graphite on paper	
85	Tyrone Whitmore	<i>Untitled (Girl: Blue Background)</i>	Painting	
86	Unknown	<i>Untitled (Green Abstract Metal Statue)</i>	Metal	
87	Edward Pryce	<i>Untitled (Abstract)</i>	Painting	
88	Unknown	<i>Untitled (Black Form Against White Sky with Orange Sun)</i>	Painting	
89	Unknown	<i>Untitled (Abstract)</i>	Painting	
90	Unknown	<i>Untitled</i>	Glazed Wooden Sculpture	
91	Unknown	<i>Untitled Wall Hanging</i>	Woven wool	
92	Unknown (African)	<i>African Market Women</i>	Oil on canvas	
93	Unknown (African)	<i>Cross River Stone</i>	Engraved Stone	
94	Unknown (African)	<i>Female Nigerian Plaque</i>	Print Etched on wood	
95	Unknown	<i>Male Bedpost 1 of 2</i>	Wood Sculpture	
96	Unknown	<i>Untitled (Man with bird)</i>	Wood Sculpture	
97	Unknown (African)	<i>Male Nigerian Plaque</i>	Print Etched on wood	
98	James Van der Zee	<i>Black Jews of Harlem</i>	Sepia Photograph	
99	Ian White	<i>Untitled</i>	Ceramic Sculpture	
100	John Whitmore	<i>Not My Son</i>	Charcoal on paper	
101	Paul R. Williams (Office of)	<i>Golden State Mutual Life Building</i>	Lithograph	
102	Kathleen Wilson	<i>Musicians, 1984</i>	Photo offset lithograph 30/950	
103	Kathleen Wilson	<i>Native Women, 1984</i>	Photo offset lithograph 55/950	
104	Stanley C. Wilson	<i>Ancestral Fragments, 1980</i>	Ceramic and String	
105	Beulah Woodard	<i>Cowrie Shell Mask</i>	Wood, hair and cowrie shells	
106	Beulah Woodard	<i>Dogon Mask</i>	Wood and copper	
107	Richard Wyatt	<i>E.J. Johnson</i>	Oil on canvas	
108	Richard Wyatt	<i>Woman with Roses, 1984</i>	Oil on canvas	
109	Richard Wyatt	<i>The Insurance Man [Study for mural by same name]</i>	Pencil on paper	
110	Al Porter	<i>Desert Mountains</i>	Watercolor on paper	
111	Al Porter	<i>Desert Night</i>	Watercolor on paper	
112	Al Porter	<i>Flowers</i>	Watercolor on paper	
113	Al Porter	<i>Ships</i>	Watercolor on paper	
114	Joe Sims	<i>#7</i>	Oil on canvas	
115	Joe Sims	<i>Portrait Series</i>	Oil on canvas	
116	John Biggers	<i>The Family 1</i>	Photo offset lithograph	
117	John Biggers	<i>The Family 2</i>	Photo offset lithograph	

Golden State Mutual Life Insurance Company  
Art Collection  
Prepared: 6/25/2010

<b>No.</b>	<b>Artist</b>	<b>Title/Description</b>	<b>Medium</b>	<b>Bid Price</b>
118	John Biggers	<i>The Family 3</i>	Photo offset lithograph	
119	H. Kofi Shabaz	<i>Queen Lady Day</i>	Lithograph	
120	Cedric Adams	<i>Untitled July 1974 (Hand Signed)</i>	Photo offset lithograph	
121	Cedric Adams	<i>Untitled January 1974 (Hand Signed)</i>	Photo offset lithograph	
122	Charles White	<i>Untitled 1960</i>	Photo offset lithograph	
123	William Pajaud	<i>Martin Luther King, Jr.</i>	Ink on paper napkin	
124	Melonee Blocker	<i>Ensenada August</i>	Mixed media on board	
125	Charles Alston	<i>The Negro in California History: Exploration and Colonization</i>	Oil on canvas	
126	Hale Woodruff	<i>The Negro in California History: Settlement &amp; Development</i>	Oil on canvas	

**TOTAL AMOUNT:**



## **EXHIBIT 5**

### Our Mission

On behalf of the Insurance Commissioner, the CLO acts to rehabilitate and/or liquidate, under Court supervision, troubled insurance enterprises. The CLO operates as a fiduciary for the benefit of claimants, handling the property of the failed enterprises in a prudent, cost-effective, fair, timely, and expeditious manner.



P.O. Box 26894  
San Francisco, California  
94126-0894  
Tel: 415.676.5000  
Fax: 415.676.5002  
[www.caclo.org](http://www.caclo.org)

## CONSERVATION & LIQUIDATION OFFICE

To: All Persons Interested in the Art Collection and/or Historical Materials of Golden State Mutual Life Insurance Company in Conservation

From: Conservator for Golden State Mutual Life Insurance Company in Conservation

Date: August 9, 2010

Re: Extension of Deadline to Submit Proposals pursuant to the Conservator's Request For Proposals for the Sale of Golden State's Art and Historical Materials

Due to continuing interest in the art collection and historical materials owned by Golden State Mutual Life Insurance Company in Conservation ("GSM"), currently for sale pursuant to the Request For Proposals ("RFP") dated June 25, 2010, the Insurance Commissioner of the State of California in his statutory capacity as Conservator of GSM ("Conservator") has extended the deadline to submit proposals for the purchase of GSM's art collection and historical materials to **Tuesday, August 31, 2010, by 4:00 p.m., PDT.**

Over the years GSM amassed a collection of art by prominent African and African American artists, and accumulated a large amount of historical materials. GSM's art collection and historical materials include two removable murals on canvas, approximately 120 paintings, sculptures, photographs and mixed-media pieces, and numerous documents, photographs and recordings relating to GSM, its history and founders. An inventory of the art collection with photographs and the RFP can be viewed at [www.caclo.org/GoldenStateMutual/ArtCollection](http://www.caclo.org/GoldenStateMutual/ArtCollection).

On September 30, 2009, the Los Angeles Superior Court ordered and appointed the Insurance Commissioner to serve as Conservator of GSM. The Insurance Commissioner is an officer of the State of California who, as Conservator, exercises the state's police power to carry forward the public interest and to protect GSM's policyholders and creditors. In furtherance of this public interest and the Conservator's continuing efforts to protect GSM's policyholders and creditors, and in accordance with the Conservator's statutory obligations and authorities under Insurance Code § 1010 *et seq.* and the Order Appointing Conservator, the Conservator is required to marshal and, where appropriate, monetize GSM's assets, including GSM's art collection and historical materials, to pay on a *pro rata* basis the claims of all of GSM's creditors including without limitation policyholders, annuity contract holders, former and current employees, certificate of contribution holders and owners of mutual life insurance policies.

**As indicated in the RFP, all proposals regarding GSM's art and/or historical materials, in whole or in individual items, must be in writing. No oral, telephonic or non-written proposals or modifications of proposals will be accepted or considered. All written proposals must be received by GSM by 4:00 p.m., PDT, Tuesday, August 31, 2010, at the following location:**

**Golden State Mutual Life Insurance Company in Conservation**  
**Attention: Scott Pearce, Chief Estate Trust Officer**  
**1999 West Adams Boulevard**  
**Los Angeles, California 90018-3514**  
**Facsimile: (323) 732-2139**

Proposals that do not comply with the instructions set forth in the RFP or are received after the submission deadline may be rejected within the Conservator's sole discretion. Interested parties may view GSM's artworks and historical materials at GSM's main office in Los Angeles prior to submission of a proposal. A maximum of two (2) hours will be allotted per bidder. Requests for an appointment must be addressed to:

**Joshua Solomon**  
**Consultant**  
**Golden State Mutual Life Insurance Company in Conservation**  
**1999 West Adams Boulevard**  
**Los Angeles, California 90018-3514**  
**Tel: (323) 419-3630.**  
**Fax: (323) 732-2139**

Please note the Conservator is under no affirmative obligation to sell GSM's art or historical materials or any part thereof, and may, in his sole discretion, reject any or all proposals received, in whole or in part; continue or discontinue this RFP without liability to any bidder or potential bidder; request clarification, additional information and/or new bids from some or all bidders; make counter offers to some or all proposals; accept proposals based upon factors other than the highest price; select one or more proposals subject to further negotiations and/or approval of the Los Angeles Superior Court; and/or take any other action that the Conservator deems appropriate.

*Please also note the sale of GSM's art and historical materials requires the approval of the Los Angeles Superior Court overseeing GSM's conservation; proposals for the purchase of GSM's art and historical materials are contingent on the approval by the Los Angeles Superior Court; and any proposals and/or sale of GSM's art and historical materials are null, void and of no effect without the approval of the Los Angeles Superior Court.*

I appreciate your interest.

Very truly yours,



David E. Wilson  
Chief Executive Officer and Special Deputy Insurance Commissioner

## **EXHIBIT 6**

### **Our Mission**

*On behalf of the Insurance Commissioner, the CLO acts to rehabilitate and/or liquidate, under Court supervision, troubled insurance enterprises. The CLO operates as a fiduciary for the benefit of claimants, handling the property of the failed enterprises in a prudent, cost-effective, fair, timely, and expeditious manner.*



P.O. Box 26894  
San Francisco, California  
94126-0894  
Tel: 415.676.5000  
Fax: 415.676.5002  
www.caclo.org

## **CONSERVATION & LIQUIDATION OFFICE**

October 14, 2010

[REDACTED]  
Los Angeles, California 90045

Re: Status of Request for Proposals Process for the Purchase of Golden State's Art and Historical Materials

Dear [REDACTED]

Pursuant to the Request For Proposals ("RFP") dated June 25, 2010, and the Extension of Deadline to Submit Proposals dated August 9, 2010, the Insurance Commissioner of the State of California in his statutory capacity as Conservator ("Conservator") of Golden State Mutual Life Insurance Company in Conservation ("GSM") for the past 45 days has evaluated and requested clarification and additional information concerning proposals for the purchase of the GSM's art collection and historical materials.

It is the intent of the Conservator to sell GSM's art collection and historical materials after the designation of a selected bidder or bidders. The Conservator anticipates recommending a selected bidder or bidders for GSM's art collection and historical materials by November 1, 2010; however, the Conservator reserves the right to extend this date or modify this process in his sole discretion.

**In conclusion of his efforts to evaluate and clarify proposals, the Conservator encourages all bidders to immediately remove any contingencies imposed by them on their proposals and ensure that their proposals fully comply with the RFP's instructions including, without limitation, payment of 25% of the proposed purchase price for each item by no later than October 29, 2010.**

Upon recommendation of a selected bidder or bidders, the Conservator will apply to the Los Angeles Superior Court overseeing GSM's conservation for approval of the purchase of each item by the selected bidder. As discussed in the RFP, the purchase of GSM's art and historical materials requires the approval of the Los Angeles Superior Court overseeing GSM's conservation.



The Conservator anticipates that after the recommendation of a selected bidder or bidders, it will take approximately 60 days to apply for and receive the approval of the Los Angeles Superior Court for the purchase of property. After the Court's approval, the approved bidder or bidders will have 14 days to complete the purchase including full payment of the purchase price. In the event the Los Angeles Superior Court does not approve the purchase, the purchase will be null, void and of no further effect. In the event the approved bidder or bidders do not complete the transaction within the time required or agreed to by the Conservator due to an act or omission within the control of the approved bidder or bidders, then the 25% payment will be retained by GSM and not refundable to the bidder.

Please note the Conservator may, in his sole discretion, reject any or all proposals received, in whole or in part; continue or discontinue this RFP without liability to any bidder or potential bidder; make counter offers to some or all proposals; select one or more proposals subject to further negotiations and/or approval of the Los Angeles Superior Court; and/or take any other action that the Conservator deems appropriate.

Very truly yours,



David E. Wilson  
Chief Executive Officer and  
Special Deputy Insurance Commissioner

## **EXHIBIT 7**

July 30, 2010

Scott Pearce, Chief Estate Trust officer  
1999 West Adams Boulevard  
Los Angeles, California 90018-3514

Dear Mr. Pearce,

With this document, UCLA Library respectfully indicates its interest in becoming the caretaker in perpetuity of the historical documents remaining at Golden State Mutual Life Insurance Company. Our proposal is that UCLA Library be allowed to put together a team of expert archivists, conservators, historians and lawyers from the Library staff which will review and assess materials on-site in order to develop a plan for the preservation and public accessibility of these materials. In order to understand the undertaking, it is necessary to review these materials regarding their condition, content, and volume.

### **UCLA LIBRARY PROPOSAL**

At this time, we feel that it is important to state that we are unable to proffer a bid on the GSM collection of historical documents. Based on our extensive visit and review of boxes and materials at the company premises on April 27, 2010, we found it impossible to accurately estimate the number of containers of materials; the collection is in various places throughout the building and some spaces are inaccessible due to lack of lighting or the way boxes are stacked. We also found that there is currently no inventory of the collection, boxes vary in size, and some records are not in boxes, but are loose or in file cabinets. We understand that there are also additional boxes in storage facilities off-site. Privacy issues may also be a concern in the more modern records. Some material has water damage, and there may be additional condition problems. Also, we do not yet know how much or which material GSM is legally allowed to dispose of (e.g., among the most valuable documents for the purpose of research, and a rich source of demographic and historical information are the general ledgers, policy applications, and files of inactive policies dating back to the founding of the company in 1925. These are an extraordinary demographic, social and business record of a time when discrimination and segregation helped fuel companies like Golden State to provide life, health and other insurance policies, as well as employment, social outlets and cultural references, for African Americans who were turned away by white-owned underwriting companies).

None of these issues noted on our April visit are insurmountable, but given the large volume of materials (still to be accurately measured in terms of linear feet and the overall number of items), the range of contents (from policies to advertising materials), and the variety of formats (documents, 8mm film, audio, etc.), what is required by any responsible archival institution is to first determine the number of staff hours and housing materials required to conduct an expert assessment, conduct the assessment, and develop a feasible preservation and access plan and budget.

## **CURRENT GOLDEN STATE MUTUAL HOLDINGS**

Since 1986, UCLA Library has been home to the Golden State Mutual Life Insurance Co. Records, 1866-1985, 49 boxes of rare and significant historical documents including such items as: business records, government reports, audio tapes of interviews with company executives and company board meetings, promotional material and company histories, newspaper clippings, documentation of the design, by architect, Paul Williams, construction and public reception of the 1948 Home Office building on Adams Blvd., historical African American newspapers dating back to 1888, biographical files on the chief executives of the company, founder William Nickerson, and his successor, Norman O. Houston. There are numerous photographs, and items such as the diary of Mrs. Houston, documenting the Houston's social and business calendar. The company's civic endeavors, such as scholarship funds, and the participation of co-founder George Beavers on the City of Los Angeles Housing Commission during WWII are documented. Also, a view of African American recreational life is presented through photographs and newsletters on company picnics at black-owned resorts such as Val Verde. The finding aid for this important repository can be found at :

<http://www.oac.cdlib.org/findaid/ark:/13030/ft8489n95g?query=Golden%20State%20Mutual%20Life%20Ins.%20Co.%20Records>.

## **RELATIONSHIPS WITH COMPANY PRINCIPALS AND DESCENDANTS**

UCLA Library has very strong relationships with descendants and families of the GSM company founders. These relationships allow us to build collections around Golden State Mutual materials that strengthen the company history and help expand understanding and knowledge of African American life in Los Angeles as part of the story of GSM. For example, the Golden State Mutual collection mentioned above was donated to UCLA Library in 1986 by former GSM CEO Ivan J. Houston, whose father, Norman O. Houston had previously been company CEO, after William Nickerson, founding CEO. UCLA Library has a longstanding relationship Mr. Houston and his family. In November 2009, he was a featured speaker in our Library Patrons author's series, and in July, 2010 we were able, after months of development, to take delivery on the Houston family papers, donated to UCLA Library by Mr. Houston. Once these materials are processed, researchers of all kinds will be able to get access to important materials documenting this family, including rare artifacts from Norman O. Houston's WWI service as well as documents representing Ivan J. Houston's WWII service. UCLA Library additionally has strong relationships with descendants of founders, George Beavers and William Nickerson. For instance, we are currently working with Deborah Beavers-Watford, president of the League of Allied Arts, the oldest black women's club in Los Angeles, to acquire the historical records of the League which include the papers of her mother, the late Jessie Mae Beavers, and we are working with the Beavers family to arrange the papers of her father, Leroy Beavers, who was a groundbreaking insurance industry executive. Additionally, UCLA Library acquired the Soul Collection, archive of the transformative newspaper/magazine published from 1966 – 1982 by William Nickerson's granddaughter, Regina Jones and her husband, one of L.A.'s first African American broadcast news figures. We are also in discussions with Alden Kimbrough, nephew of William Nickerson, to acquire Nickerson family papers.

## **UCLA LIBRARY CAPACITY**

UCLA Library is one of the few institutions in the United States with the institutional capacity, infrastructure and commitment required to preserve the Golden State Mutual historical documents collection, to provide and pay for perpetual care, with the expert staff that can provide daily access to the collection and be accessible 24/7 through online communications, that has the technology for storing and retrieving the collection on demand, as well as the technology for digitizing and making publicly accessible online important elements of the collection. The UCLA Library system is ranked among the top ten academic research libraries in North America and continues to draw international attention for its superlative collections and innovative use of technology. With more than nine million volumes, 283,113 electronic resources such as databases, nearly four million visitors and 4.4 million virtual visits to Library pages, a state-of-the-art storage and retrieval system, the UCLA Library system is the most important research center in the region, drawing researchers of every kind on a daily basis, whether local public school children, community residents, journalists and academics from around the world, along with UCLA's own faculty and students.

## **UCLA LIBRARY MISSION**

UCLA Library is a public institution, part of the University of California, which holds its materials in trust for the people of California. UCLA Library has strengthened its connection with the surrounding community through "Collecting Los Angeles" which gathers, preserves, interprets, and makes accessible UCLA Library collections documenting the remarkable multiplicity of cultures and at-risk hidden histories of the Los Angeles region. This innovative project builds on the Library's existing strengths in special collections, photo archives, oral histories, maps, books, and circulating materials that reflect the history, communities, culture, and civic life in Southern California.

A high priority for "Collecting Los Angeles" is to thoroughly document African American history in Los Angeles, particularly through the preservation of institutional records and historical materials. We are exploring new technologies for making digitized materials available online, improving on the images of collections available through our Digital Library Collections (see <http://digital2.library.ucla.edu/>). It is a priority of UCLA Library to help bring alive through digitization and online accessibility important elements of our African American collections through a variety of online formats, viz., images, audio and video. If we were fortunate enough to be awarded the GSM historical materials, we would schedule a partnership meeting with important stakeholders (as we have done with other community representatives under the auspices of "Collecting Los Angeles") to discuss plans for the GSM materials and receive feedback and suggestions regarding events, programming, exhibitions and opportunities for collaboration to provide the highest visibility for this important collection.

UCLA Library already has the most significant collection of historical African American materials in the region, and we are very pleased that scholars come to us on a regular basis to utilize these materials. It is important that these historical materials remain in Los Angeles, so that researchers have access to a critical mass of documents for their projects, so that researchers are able to cross-reference materials, and check physical places and descriptions, and also so that family and related individuals are able to access the material at will. (The UCLA University Librarian, Gary E. Strong, served as California state librarian from 1980 through 1994, and his strong message – keep California materials in California – is part of our mission).

Our Golden State Mutual Collection is part of a rich trove of African American historical collections housed here at UCLA Library and accessible to the public including this sample of collections listed here:

- Ralph Bunch Papers
- George P. Johnson Negro Film Collection
- Golden State Mutual Life Insurance Co.
- Augustus Hawkins Papers
- Mayor Tom Bradley Administrative Papers
- Walter P. Gordon/William C. Beverly Photographic Collection
- Ivan J. Houston Family Papers
- Los Angeles Urban League Records
- Los Angeles School District Monitoring Committee Records
- Arthur Burnett Spingarn Papers
- Diahann Carroll Papers
- African American Artists of Los Angeles Oral History Project
- African American Political Leaders of Los Angeles Oral History Project

## **CONCLUSION**

UCLA Library would be honored to bear the responsibility for being the caretaker in perpetuity of the historical documents remaining at Golden State Mutual Life Insurance Company. We believe that the only way to proceed is to assemble a team of expert archivists, conservators, historians and lawyers from the Library staff to appraise the historical materials on-site, and develop a plan for the preservation and public accessibility of these materials. That plan would include details and costs concerning housing, preserving and making publicly accessible the historical materials of GSM, including online, digitized materials. It would also include stakeholder dialogue to determine opportunities for collaboration through events, programming and exhibitions. We feel that UCLA Library is the right place for the GSM materials because we are public university; we are in Los Angeles and convenient to researchers of Los Angeles history; we have strong, related collections of significant African American materials; we have the staff, technology, infrastructure and expertise to do what is required to preserve and make this material publicly accessible; our commitment to African American Los Angeles is a top priority of our “Collecting Los Angeles” program.

Respectfully submitted on behalf of UCLA Library,

Susan D. Anderson  
 Curator, Collecting Los Angeles  
 UCLA Library  
 A1540B Charles E. Young Research Library  
 Box 951575  
 Los Angeles, CA 90095-1575  
 Office: 310-825-5025  
[sdanderson@library.ucla.edu](mailto:sdanderson@library.ucla.edu)  
[www.library.ucla.edu](http://www.library.ucla.edu)



# **DECLARATION OF GARY E. STRONG**

DECLARATION OF GARY E. STRONG

I, Gary E. Strong, declare as follows:

1. I am over 18 years of age and have personal knowledge of the facts and circumstances set forth in this declaration, and if called upon to do so, I could and would competently testify thereto.

2. I am the university librarian at the UCLA university library, hereinafter "UCLA Library." Attached hereto and incorporated herein as Exhibit "A" is a true and correct statement of my qualifications to render the opinions set forth in this declaration.

3. The UCLA Library has previously entered into an agreement with Golden State Mutual Life Insurance Company, prior to its receivership. I attach as Exhibit "B" and incorporate into this Declaration a true and correct copy of this Agreement. This Agreement resulted in the creation of an archive of Golden State Mutual Life Insurance Company records at the UCLA Library, as I describe below.

**UCLA LIBRARY**

4. The UCLA Library is an appropriate home for the records of Golden State Mutual Life Insurance Company. The UCLA Library system is ranked among the top ten academic research libraries in North America and continues to draw international attention for its superlative collections and innovative use of technology. With more than nine million volumes, 283,113 electronic resources such as databases, nearly four million visitors and 4.4 million virtual visits to Library pages, a state-of-the-art storage and retrieval system, the UCLA Library system is the most important research center in the region, drawing researchers of every kind on a daily basis, whether local public school children, community residents, journalists and academics from around the world, along with UCLA's own faculty and students.

**UCLA LIBRARY MISSION**

5. UCLA Library is a public institution, part of the University of California, which holds its materials in trust for the people of California. UCLA Library has strengthened its connection with the surrounding community through "Collecting Los Angeles" which gathers, preserves, interprets, and makes accessible UCLA Library collections documenting the

1 remarkable multiplicity of cultures and at-risk hidden histories of the Los Angeles region. This  
2 innovative project builds on the Library's existing strengths in special collections, photo archives,  
3 oral histories, maps, books, and circulating materials that reflect the history, communities, culture,  
4 and civic life in Southern California.

5 6. A high priority for "Collecting Los Angeles" is to thoroughly document African  
6 American history in Los Angeles, particularly through the preservation of institutional records  
7 and historical materials. We are exploring new technologies for making digitized materials  
8 available online, improving on the images of collections available through our Digital Library  
9 Collections (see <http://digital2.library.ucla.edu/>). It is a priority of UCLA Library to help bring  
10 alive through digitization and online accessibility important elements of our African American  
11 collections through a variety of online formats, viz., images, audio and video.

12 7. UCLA Library already has the most significant collection of historical African  
13 American materials in the region, and we are very pleased that scholars come to us on a regular  
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15 Angeles, so that researchers have access to a critical mass of documents for their projects, so that  
16 researchers are able to cross-reference materials, and check physical places and descriptions, and  
17 also so that family and related individuals are able to access the material at will. I served as  
18 California state librarian from 1980 through 1994, and my strong message – keep California  
19 materials in California – is part of the UCLA Library's mission.

20 8. Our Golden State Mutual Collection is part of a rich trove of African American  
21 historical collections housed here at UCLA Library and accessible to the public including this  
22 sample of collections listed here:

- 23 • Ralph Bunche Papers
- 24 • George P. Johnson Negro Film Collection
- 25 • Golden State Mutual Life Insurance Co.
- 26 • Augustus Hawkins Papers
- 27 • Mayor Tom Bradley Administrative Papers
- 28 • Walter P. Gordon/William C. Beverly Photographic Collection

- Ivan J. Houston Family Papers
- Miriam Matthews Papers
- Los Angeles Urban League Records
- Los Angeles School District Monitoring Committee Records
- Arthur Burnett Spingarn Papers
- DiahannCaroll Papers
- Horace Tapscott Papers
- SOUL Publications, Inc. Records
- African American Artists of Los Angeles Oral History Project
- African American Political Leaders of Los Angeles Oral History Project

**CURRENT GOLDEN STATE MUTUAL HOLDINGS**

9. Since 1986, UCLA Library has been home to the Golden State Mutual Life Insurance Co. Records, 1866-1985. This collection is highly used by researchers. It was donated by former GSM CEO, Ivan J. Houston, after he retired from the company. It consists of 49 boxes of rare and significant historical documents including such items as: business records, government reports, audio tapes of interviews with company executives and company board meetings, promotional material and company histories, newspaper clippings, documentation of the design, by architect Paul Williams, construction and public reception of the 1948 Home Office building on Adams Blvd., historical African American newspapers dating back to 1888, biographical files on the chief executives of the company, founder William Nickerson, and his successor, Norman O. Houston. There are numerous photographs, and items such as the diary of Mrs. Houston, documenting the Houston's social and business calendar. The company's civic endeavors, such as scholarship funds, and the participation of co-founder George Beavers on the City of Los Angeles Housing Commission during WWII are documented. Also, a view of African American recreational life is presented through photographs and newsletters on company picnics at black-owned resorts such as Val Verde. The finding aid for this important repository can be found at <http://www.oac.cdlib.org/findaid/ark:/13030/ft8489n95g?query=Golden%20State%20Mutual%20>

[Life% 20Ins.% 20Co.% 20Records.](#)

**RELATIONSHIPS WITH COMPANY PRINCIPALS AND DESCENDANTS**

10. UCLA Library has very strong relationships with descendants and families of the GSM company founders, William Nickerson, Norman Houston and George Beavers. These relationships allow us to build collections around Golden State Mutual materials that strengthen the company history and help expand understanding and knowledge of the African American community and life in Los Angeles as part of the story of GSM.

11. As mentioned above, the GSM collection was donated to UCLA Library in 1986 by former GSM CEO Ivan J. Houston. Ivan J. Houston's father, Norman O. Houston had previously been company CEO, after William Nickerson, founding CEO. UCLA Library has a longstanding relationship Mr. Houston and his family. In November 2009, he was a featured speaker in our Library Patrons author's series, and in July, 2010 we were able, after months of development, to take delivery of the Houston family papers, donated to UCLA Library by Mr. Houston. These materials are currently being processed so that researchers of all kinds will be able to get access to unprecedented family records. Family records include rare artifacts from Norman O. Houston's WWI service as well as documents representing Ivan J. Houston's WWII service.

12. UCLA Library also has strong relationships with descendants of GSM founder, George Beavers. We are currently working with Deborah Beavers-Watford, president of the League of Allied Arts, the oldest black women's club in Los Angeles, to acquire the historical records of the League which include the papers of her mother, the late Jessie Mae Beavers, and we are working with the Beavers family to arrange the papers of her father, Leroy Beavers, who was a groundbreaking insurance industry executive. UCLA Library also houses a rare oral history with GSM co-founder George Beavers.

13. Additionally, UCLA Library has acquired the Soul Collection, archive of the transformative newspaper/magazine published from 1966 – 1982 by William Nickerson's granddaughter, Regina Jones and her husband, one of L.A.'s first African American broadcast news figures. We are also in discussions with Alden Kimbrough, nephew of William Nickerson,

1 and Van Nickerson, grandson, to acquire additional Nickerson family papers.


2 **CONCLUSION**

3 14. UCLA Library would be honored to bear the responsibility for being the caretaker  
4 in perpetuity of the historical documents remaining at Golden State Mutual Life Insurance  
5 Company. We feel that UCLA Library is the right place for the GSM materials because we are a  
6 public university; we are in Los Angeles and convenient to researchers of Los Angeles history;  
7 we have strong, related collections of significant African American materials; we have the staff,  
8 technology, infrastructure and expertise to do what is required to preserve and make this material  
9 publicly accessible; and our commitment to African Americans in Los Angeles is a top priority of  
10 our "Collecting Los Angeles" program.

11 15. The UCLA Library placed a bid to serve as the archiving institution in order to  
12 permit the records to be maintained in a professional manner as a resource for the entire  
13 community. In connection with this effort, the UCLA Library expended substantial resources in  
14 an effort to review, catalog, archive and pack Golden State's historical documents. Trained  
15 professional archivists sorted the documents to be archived, packed the materials, and prepared an  
16 archival list of the donation. This expenditure of time, money and effort was an investment made  
17 by UCLA Library as part of its anticipated acquisition process. It is estimated that UCLA  
18 Library's professional archivists spent approximately 400 hours reviewing, cataloging, archiving  
19 and packing the materials at an estimated total cost of at least \$20,000.

20 I declare under penalty of perjury under the laws of the State of California that the  
21 foregoing is true and correct.

22 Executed on this 22<sup>nd</sup> day of February, 2011, at Los Angeles, California.

23  
24   
25 GARY E. STRONG



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EXHIBIT A

## Exhibit A

Qualifications of Gary E. Strong

Gary E. Strong has been UCLA university librarian since September 2003. He served as the director of the Queens Borough Public Library from September 1994 through August 2003. Strong's career spans more than forty years as a librarian and library administrator, giving him a unique perspective on the ramifications of the Information Age. He can address many of the key issues reflecting the social challenges facing public institutions today, including the role of the public library in the twenty-first century; adult literacy; electronic equity for equal access to information; multiculturalism and cultural diversity in a pluralistic society; intellectual freedom, privacy, and censorship; funding and fundraising for public institutions; and a host of subjects relating to the knowledge explosion.

**Service and Awards:**

He has won the Knowledge Trust Award, Twenty-First Century Librarian Award from Syracuse University, Charlie Robinson Award from the Public Library Association, and Humphrey Award from the American Library Association's International Relations Round Table for his contributions to international librarianship. He served on the New York State Board of Regents Advisory Council for Libraries and the board of directors of the New York Metropolitan Reference and Research Library Agency and was elected vice president of that organization in October 1999. He also served on the International Federation of Library Associations and Institution (IFLA) Committee on Copyright and Other Legal Matters and the board of the section of Services to People with Disabilities. He was co-chief executive officer of the IFLA Boston 2001 NOC and served as the IFLA representative to the United Nations. He is an active member of the International Association of Metropolitan Libraries. He initiated cooperative agreements with the National Library of China and the Shanghai Library and created the International Center for Public Librarianship at Queens. He also held the post of adjunct professor at Queens College.

Before coming to Queens, he was the state librarian of California, the top administrative post in the California State Library system, from 1980 to 1994. He was a founder and member of

1 the board of directors of the California State Library Foundation and is now a director emeritus of  
2 that body.

3 While with the California Library, he also served as the chief executive officer of the  
4 California Library Services board, chairperson of the California Library Construction and  
5 Renovation Bond Act board, member of the California Library Construction and Renovation  
6 Bond Act finance committee, executive director and ex-officio member of the board of directors  
7 of the California State Library Foundation, chair of the Governor's State Literacy Collaborative  
8 Council, and member of the Family Impact Seminars advisory board. He started the California  
9 Literacy Campaign and the Families for Literacy Program as state librarian. He also created the  
10 California Research Bureau for Public Policy at the State Library.

11 Prior to that he spent four years with the Washington State Library system, as deputy state  
12 librarian (1979-80) and associate director for services (1976-79). His career in library  
13 management has included positions as director of the Everett (Washington) Public Library, 1973-  
14 76; director of the Lake Oswego (Oregon) Public Library, 1967-73; and head librarian of the  
15 Markeley Residence Library at the University of Michigan, 1966-67. His earlier career as a  
16 librarian included service with the Latah County (Idaho) Free Library, 1966, and the University of  
17 Idaho Library, 1963-66.

18 Among many forms of professional recognition in his career, Strong's honors include the  
19 Librarian of the Year award from the California Association of Library Trustees and  
20 Commissioners (1994), the John Cotton Dana award from the Library Administration and  
21 Management Association (1994), the Advancement of Literacy Award from the Public Library  
22 Association (1994), and the Exceptional Achievement Award (1992) from the Association of  
23 Specialized and Cooperative Library Agencies.

24 Throughout his career Strong has served on a number of leading policy panels, including  
25 the Committee on Intellectual Property Rights in the Emerging Information Infrastructure of the  
26 National Research Council (1998-99); and the Government Technology Conference Advisory  
27 Board (1993-94), for which he received the [California] Governor's Award for Exceptional  
28 Achievement; and the White House Conference on Libraries (1992).

1 He has served as a consultant and advisor to the Library of Congress. He is a member of  
2 the American Library Association, the California Library Association, the Chinese American  
3 Librarians Association, and the Library Administration and Management Association, among  
4 other professional organizations and affiliations.

5 Strong is the author/editor of numerous journal articles on library and literacy issues, and  
6 in 1988 he won the H.W. Wilson Periodical Award for his work on the *California State Library*  
7 *Foundation Bulletin*, which he edited from 1982 to 1994. He authored the chapter "Queens  
8 Library: Global Reach to Serve Diverse Communities" in *Libraries: Global Reach – Local Touch*,  
9 published by the American Library Association in 1998, and wrote the articles "A Life in  
10 Literacy," *American Libraries*, December 1998, and "LinQing the World to Queens and Queens  
11 to the World," *American Libraries*, October 2000. He regularly speaks at international library  
12 meetings on multicultural library service and electronic deliver of information services to  
13 multicultural communities.

14 **Education:**

15 In 1984 he was named a Distinguished Alumnus by the University of Michigan, from  
16 which he earned a master of library science degree in 1967. He received a bachelor's degree in  
17 education from the University of Idaho in 1966.

## **EXHIBIT B**

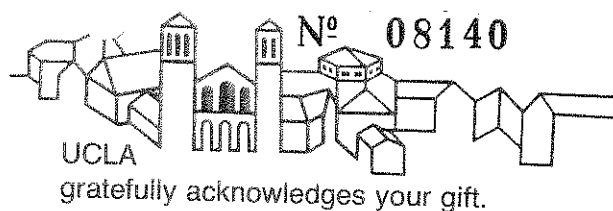
GIFT (Deed of Gift <del>ed</del> 12/11/85)		
4/18/86		
date accepted	donation amount	

PLEDGE		
total pledge	total payments	balance

Golden State Mutual Life Insurance Company  
 1999 West Adams Boulevard  
 Los Angeles, California 90018

Attention: Mr. Ivan J. Houston  
 Chairman



Donation of Golden State Mutual  
 Life Insurance Company's records,  
 1920's - 1970's

University Library System

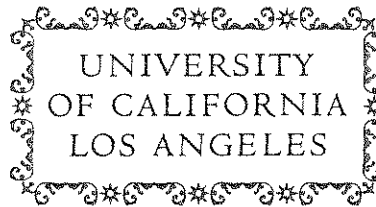
Your gift to The Regents of the University of California is tax deductible.  
 405 Hilgard Avenue Los Angeles California 90024



One of the ways UCLA effectively utilizes its available financial resources is to invest on a short-term basis all gifts, except those for construction projects, until five percent (5%) of the principal amount is earned for the support of development and related activities. For construction projects, this support is included in the budgets of these projects. With the exception of gifts given for endowments and unless you notify us otherwise, additional short-term investment income earned on gifts prior to expenditure for the purpose designated will also be used to support these activities.

UCLA is grateful for the support it receives from friends and alumni. Often thanks is expressed by listing donor names in selected publications. Should you wish that your name not appear as a donor, please notify the UCLA Development Office.

*File  
with UCSA books  
1941*



Mr. Ivan J. Houston, CLU

Chairman and Chief Executive Officer  
Golden State Mutual Life Insurance Company

*The University Library gratefully  
acknowledges your generous gift of  
the records of the Golden State  
Mutual Life Insurance Company,  
1920's-1970's (18 cartons-27  
linear feet).*

*Please accept my thanks for your help  
in developing the Library's resources.*

A handwritten signature in cursive script that reads "Russell Shank".  
Russell Shank

UNIVERSITY LIBRARIAN

for our  
UCLA  
file

Thank you for your  
recent gift to UCLA.

A formal acknowledgment  
from the Chancellor's Office  
will follow.

AGREEMENT FOR THE TRANSFER OF  
THE GOLDEN STATE MUTUAL LIFE INSURANCE COMPANY  
HISTORICAL RECORDS  
TO UCLA

THIS AGREEMENT is made and entered into this 11th day of December, 1985 between the Golden State Mutual Life Insurance Company, a California corporation, (hereinafter "Golden State" or "Donor") and The Regents of the University of California on behalf of its Los Angeles Campus Department of Special Collections in the University Research Library (hereinafter "UCLA").

DEED OF GIFT

Golden State Mutual Life Insurance Company, a California corporation, at 1999 West Adams Boulevard, Los Angeles, California 90018, is the owner of that certain personal property described as follows:

Three (3) file cabinets, comprising approximately 40 linear feet, of historical records, memorabilia, photographs, pamphlets, publications and other materials representing the historical archives of Golden State.

Donor's estimate of VALUE (for insurance purposes): \$ 15,000.00.

The above value established by the Donor's Appraiser, here named:

None.

Golden State desires to transfer said property as a gift to THE REGENTS OF THE UNIVERSITY OF CALIFORNIA for the benefit of the Library at UCLA.

Golden State does hereby irrevocably assign, transfer and convey all of its rights to title and interest in and to the above described property to UCLA for the benefit of its Library, subject to the following provisions:

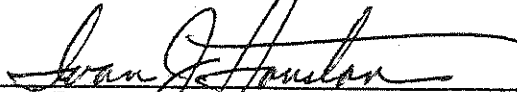
1. Golden State donates the described property for research purposes and retains its literary and copy rights to said property.
2. Researchers may make single copies of the described property for their private use under the current Copyright law's provision of "fair use", but must apply in writing to Golden State through the UCLA Research Library's Department of Special Collections to obtain permission to publish any of the above described material.
3. UCLA will provide Golden State with a copy of the register of the collection upon completion and will assist authorized officers of Golden State with their research and copy

requests when made in advance either in writing or by telephone to the Department of Special Collections. UCLA will provide materials for use to Golden State officers in the Special Collections Reading Room with one working day's notice, and will assist Golden State in obtaining copies through the Research Library's Photographic Services Department, but subject to that department's schedule.


4. The literary and copy rights to the above described property will automatically transfer from Golden State to UCLA should Golden State dissolve its corporation.
5. Golden State may contribute from time to time other materials to be described and appraised separately, but which may be governed under the same terms of this gift set herein.
6. UCLA shall return to Golden State any of the above described property or future additions which UCLA judges to be outside the scope of the research purposes of this collection.

GOLDEN STATE MUTUAL LIFE INSURANCE COMPANY

BY

  
Ivan J. Houston, Chairman

BY

  
William E. Pajaud, Secretary

ACKNOWLEDGEMENT OF ACCEPTANCE AND RECEIPT

Signature of UCLA  
Library Official

A. Cager

Date 12/30/1985

Title Manuscripts Librarian

Department Department of Special Collections

Accepted for THE REGENTS  
of the University of California

  
Office of Gifts and Endowments

Date

4-18-86

AGREEMENT FOR THE TRANSFER OF  
THE GOLDEN STATE MUTUAL LIFE INSURANCE COMPANY  
HISTORICAL RECORDS  
TO UCLA

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Ivan J. Houston, Chairman

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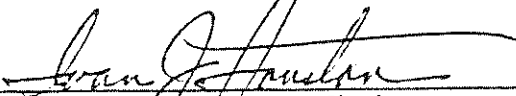
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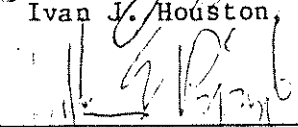
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Collection 1434  
Golden State Mutual Insurance Co.  
Papers

tn 4/12/89

BX	F	Foldtitle	Dates
1	1	First California newspaper (fascimile)	1888
1	2	California history - founding of Los Angeles	
1	3	History of the Golden State Mutual Life Insurance Co. - William Nickerson, Jr	1940
1	4	Life Story of William Nickerson, Jr. - copy 2	1947
1	5	[Certificate of commendation honoring Golden State Mutuals' 34th anniversary, given by the city of Los Angeles]	1959
1	6	Board of Directors meeting minutes	1927
1	7	Historical information folder given to all employees	
1	8	Executive committee and other papers	1926-1931
1	9	[Clippings and articles from the Messenger, a journal for office and staff of Golden State Mutual]	
1	10	Preliminary material for corporate history	1970, 1973
2	1	Executive committee and other papers	1932-1939
2	2	Leroy A. Beavers matter	1932
2	3	Minutes for Golden State Guarantee Fund Insurance Co. - pre-organizational original	1924-1925
2	4	Charter membership applications - not issued	1925
2	5	Office correspondence	1926-1927
2	6	Board of Directors meeting minutes	1930
2	7	Board of Directors minutes	1924
2	8	Board meeting - debit report, H.D. Ford Jr.	1937
2	9	John H. Upton (actuary), Paul Winfield, Oakland	1925
2	10	Legal dept. - Robert C. Hagerman	1939-1941
2	11	American Mutual letters, Hugh McBeth, W.P. Hamblen	1915, 1942, 1924
2	12	Quorum - Walter Gordon	1938-1941

Collection 1434  
Golden State Mutual Insurance Co.  
Papers

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BX F	Foldtitle	Dates
2	13 Board of Directors	1926
3	1 Annual reports to insurance dept.	1925-1926
3	2 Cash book, journal, bank book, specifications	1925-1929
3	3 Executive Committee book	1931-1937
3	4 Executive Committee book	1928-1930
4	1 Casn book	1934-1937
4	2 Secretary's report on insurance activities in Chicago, Illinois and Louisville, Kentucky	9/26/29-10/3/2
4	3 By-laws	1931, 1952
4	4 By-laws	1945-1956
4	5 Deposit and withdrawls, stock and bond purchases	1925-1947
4	6 Miscellaneous correspondence	1924-1926
4	7 Miscellaneous correspondence	1925-1926
4	8 Statistical reports	1925-1952
4	9 Insurance dept. correspondence	1925-1926
5	1 Insurance dept. correspondence	1930-1936
5	2 Insurance dept.	1935-1938
5	3 Insurance dept. correspondence	1937-1938
5	4 California insurance dept. (re: chapter 9 companies)	1939-1940
5	5 Walter A. Gordon (legal)	1933-1941
5	6 Agents as independent contractors (Illinois)	1940
6	1 William Feinblum - accounting systems	1941
6	2 Robbery report	1946
6	3 Agent's report (H.D. Ford)	1935
6	4 Booklet "A" - General information, instructions, miscellaneous tables (3 books)	1938, 1944

Collection 1434  
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Papers

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BX	F	Foldtitle	Dates
6	5	3 photos showing Ken Hahn honoring George A. Beavers on 90th birthday	1981
6	6	George A. Beavers papers	1949-1981
6	7	Norman Cook interview - early history of Golden State Mutual	1979
6	8	Speeches, ideas and drafts of George A. Beavers, Jr	1950-1972
6	9	[unlabeled]	
6	10	George A. Beaver's memos	1949-1965
6	11	U.S. Constitution booklets (2 copies)	1961
7	1	Negro organizations - Negro Business League	1944-1954
7	2	GSM murals - Mary Ellen Pleasant (Mammy Pleasant)	
7	3	Outside biography sketches	
7	4	Edith Sampson	1951-1952
7	5	Housing authority - Los Angeles, etc	1952-1965
7	6	Negro achievement - sports	1949-1953
7	7	The negro - clippings	1958-1969
7	8	Newspaper clippings (non-company)	1949-1958
7	9	Giants of Black Capitalism - Ebony magazine	5/69
8	1	Organizations	1949-1956
8	2	Negro business	1946-1952
8	3	Johnson, E.J. - newspaper clippings, magazines, GSM booklets, etc	1911-1962
8	4	[unlabeled]	1949-1981
9	1	Titus Alexander collection - Fair Employment Practices Legislation	1949-
9	2	Titus Alexander collection - armed services	1942-1950

Collection 1434  
Golden State Mutual Insurance Co.  
Papers

tn 4/12/89

BX	F	Foldtitle	Dates
9	3	Titus Alexander collection - business, insurance	1937-1955
9	4	Titus Alexander collection - housing	1947-1954
9	5	Titus Alexander collection - Africa	1947-1955
9	6	Titus Alexander collection - National Insurance Association	1938-1956
10	1	Titus Alexander collection - science	1949-1951
10	2	[unlabeled]	1951
10	3	Titus Alexander Collection - miscellaneous biographies	1947-1954
10	4	Alexander, Titus	1948-1952
10	5	Music - Marian Anderson, Carol Brice, Dorothy Maynor, etc	1946-1954
10	6	Negro churches - Baptist	1949-1951
10	7	Newspaper clippings, George A. Beavers Jr.	1944-1955
10	8	Titus Alexander collection - education	1949-1955
10	9	Negro finance	1948-1951
10	10	Collier's (magazine)	10/15/54
10	11	Titus Alexander collection - employment	1939-1954
11	1	Negro art - two pieces	1937, 1947
11	2	Negro authors - cuttings	1948-1952
11	3	Negro medicine	1947-1953
11	4	Bunche, Ralph J. (materials provided by Charles Matthews)	1949-1971
11	5	Chicago Division 201 - correspondence and reports	1950
11	6	GSM's report of examination - 2 notebooks	12/31/57
11	7	GSM's special report as of June 30, 1951	10/1/51
11	8	GSM's report of examination	12/31/53

Collection 1434  
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Papers

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BX F	Foldtitle	Dates
11 9	GSM's insurance examination period - 12/31/43 to 11/30/47	4/7/48
11 10	GSM's insurnace department examination report - 11/30/47	4/7/48
11 11	Report of insurance department examination as of 12/31/50 - 2 copies	5/11/51
12 1	GSM's report of examination for 9/30/61 - 3 notebooks, 2 memos	1962-1963
12 2	Insurance department examination	1965-1968
12 3	Certificates of advancement	1970
12 4	Report of examination for 12/31/71	1973-1974
12 5	Statistical tables as of 12/31/34 - Division of Insurance	4/9/35
12 6	Certificates of advancement, series "A"	1933-1939
12 7	Safety Savings and Loan Assn	1969
13 1	Holding companies	1968
13 2	John Payton "case"	1962
13 3	Racial tensions f. 1 of 2	1943-1954
13 4	Racial tensions f. 2 of 2	1943-1954
13 5	Fortune	11/71
14 1	Negro Institute information - sources: National Insurance Association and Bowles/Tillinghast	1962-1965
14 2	Americanism	1922-1953
14 3	Potpourri II	1953-1976
14 4	King Jr., Dr. Martin Luther	1964-1969
15 1	[photo of GSM staff]	
15 2	Photostats of Japanese surrender	1945



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BX	F	Foldtitle	Dates
15	3	Historical - Independent Church of Christ: ground breaking, corner stone laying (G.A.B), 2 miscellaneous photos	1916-
15	4	Houston, Norman D.	
15	5	Miscellaneous photos: officer's activities	1935-1976
15	6	[unidentified photo]	
15	7	Board of directors	1956-1960
15	8	William Nickerson Jr. Memorial Committee - unveiling of bronze bust by Mrs. William Nickerson	8/21/49
15	9	Johnson, Edgar J.	
15	10	William Nickerson funeral	11/45
15	11	Titus Alexander and collection	
15	12	Film: historical/early co. activity (no photos)	1949
15	13	[unlabeled]	
16	1	William Nickerson Jr. photos	
16	2	4261 Central Ave.	1945-1946
16	3	21st anniversary party at Villa Arlington	7/26/46
16	4	20th anniversary Alpha Bowling Club	7/27/45
16	5	Service Pin awards	1945, 1951
16	6	Claim settlement cases	1943-
16	7	Loma	1948
16	8	Agents - leaders in unit sales for conversions	1938-1942
16	9	Groundbreaking of home office - 1999 W. Adams	1948
16	10	Open house (home office) week - 8/19-8/23/49, Nickerson bust dedication - 8/19/49	1949
16	11	Home office scenes	

Collection 1434  
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Papers

tn 4/12/89

BX F	Foldtitle	Dates
16 12	Home office exterior architect drawings - 1999 W. Adams	1948
16 13	Construction progress f. 1 of 2	1948-1949
16 14	Construction progress f. 2 of 2	1948-1949
17 1	GSM district offices	1949-1964
17 2	Cornerstone laying - 1999 W. Adams	1949
17 3	Moving day - 4261 S. Central	7/49
17 4	GSM civic activities	1945-1965
17 5	25th anniversary press breakfast and assembly	7/50
17 6	Employee activities	late 40's-50's
17 7	Home office open house	1947
17 8	Miscellaneous mortuaries	circa 1950
17 9	26th anniversary banquet, Royal Palms Hotel	7/51
17 10	Officer/directors groups	1940-1950
17 11	Photos: miscellaneous field personnel, sales activity	1940-1950
17 12	William Nickerson Award - Silver Anniversary commemoration plaque	7/50
17 13	Miscellaneous photos I - terminated/retired employees	1944-1969
17 14	Miscellaneous photos II - terminated/retired employees	1945-1957
18 1	Saturday AM art class	1968
18 2	Eloise Kloke - Reg. Dir. President's Committee government contracts	1958
18 3	23rd anniversary picnic at Brookside Park	7/48
18 4	22nd anniversary picnic at Val Verde Park	7/18/47
18 5	U.N. delegate: Panama	1957
18 6	Student tour groups - 1933, 1944, 1946, 1947, 1948, 1950	1933-1950

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Papers

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BX	F	Foldtitle	Dates
18	7	Mural unveiling	8/19/49
18	8	Miscellaneous negatives	
18	9	Policy owners	1948-1955
18	10	Home office - exterior	1928-1960
18	11	Joe E. Brown visits home office	1949
18	12	Cornerstone dedication	8/23/49
18	13	Home office under construction	1948-1949
18	14	Murals unveiled	9/7/48
18	15	George A. Beavers retirement program	1966
18	16	Burglary - home office vault, fifth floor	1962-1963
19	1	Biographies - William Nickerson Jr. - biographical sketches, misc	1938-1949
19	2	William Nickerson Jr. - history	1947
19	3	Picnic at Brookside	1955
19	4	Home office open house	1959
19	5	Biographies - William Nickerson Jr. - anecdotes, speeches	1939-1950
19	6	Biographies - William Nickerson Jr. - news releases	1927-1951
19	7	Biographies - William Nickerson Jr. - letters and reports	1930-1945
19	8	Biographies - William Nickerson Jr. - recordings	1950
19	9	Biographies - William Nickerson Jr. - miscellaneous	1940-1950
19	10	Biographies - William Nickerson Jr. - death	1945
19	11	Biographies - William Nickerson Jr. - memorial	1948-1961
20	1	Biographies - William Nickerson Jr. - Nickerson Gardens	1954
20	2	Biographies - William Nickerson Jr. - Founder's Month activities	1948-1955

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BX F	Foldtitle	Dates
20	3 Biographies - Mrs. Helen E. Batiste	1954-1955
20	4 Biographical information - Bryon Beverly	1955-1956
20	5 Biographical information - Ike Blocker	1952-1956
20	6 Biographies - Roscoe C. Carroll	
20	7 Biographies - Mrs. Verna A. Hickman	1944-1954
20	8 Biographies - Ivan J. Houston	1953
20	9 Biographies - Norman B. Houston	1953-1958
20	10 Biographies - Luther M. Hudson (deceased 10/72)	1949-1972
20	11 Biographies - Edgar J. Johnson	1920-1967
20	12 Biographies - Simon P. Johnson (deceased)	1951
20	13 Biographical information - Lonzie Lee Jones	1962
20	14 Biographies - R. O'Hara Lanier (deceased)	1952-1955
20	15 Biographies - Charles Matthews	
20	16 Biographical information - William E. Pajaud	
20	17 Biographies - Mercer Z. Ray	1944-1955
20	18 Towles, Dr. Henry Howard	1963-1966
20	19 Biographies - Henry H. Towles	1955
20	20 Biographies - Robert W. Smith	1940-1959
20	21 Biographies - Arthur J. Williams (deceased)	1945-1966
21	1 Biographical sketches - George A. Beaver Jr	1930-1964
21	2 George A. Beavers	1936-1960
21	3 NIA 11th annual session	1931
21	4 Williams, A.J	1966
21	5 Biographies - field representatives	1942-1956

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21	6 Speeches	1966
21	7 Report of the Governmental Affairs Committee 17th District American Legion Department of California	1934-1935
21	8 Houston, Norman O. - Morningside Hospital plaque, Pepperdine - Dr. of Laws, Podium Guest - Nolan Payton Clu, magazine clippings	1954-1975
21	9 Newspaper clippings - Norman O. Houston	1944-1951
21	10 What shall man live by? posters (2)	
21	11 [Norman O. Houston's notebook of quotes and sayings]	
22	1 Jefferson High School yearbook - Los Angeles, CA	1923
22	2 Norman O. Houston's diary	1955
22	3 GSM journals and brochures	1960-1972
22	4 Agency club - collective agreement	1948
22	5 Discontinued policies	1925-1961
22	6 Discontinued policies	1943-1969
22	7 Discontinued policies	1931-1948
23	1 Quarterly reports	1934-1950
23	2 Annual statements, first reports to insurance dept.	1925-1930
23	3 Annual statement for 12/31/49	1950
23	4 Annual statement of GSM	1953-1955
23	5 Annual statement of GSM	1956, 1957, 1959
23	6 Annual statement of GSM	1961-1963
23	7 Annual statement of GSM	1964-1966
23	8 Annual statement of GSM	1967-1969
23	9 Annual statement of GSM	1969, 1970, 1972
24	1 The secretary's who's who - Underwood Corporation booklets (3 copies)	

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24	2	A star in the West: the Occidental Story - Occidental Life Insurance Company booklet	1970
24	3	Recording of Radio WMAQ's "Jack Eigne's Chez Show" by Norman D. Houston on phonograph record	9/21/56
24	4	You and GSM - GSM booklet (3 copies)	1969
24	5	Reel tape - mural unveiling	8/19/49
24	6	Reel tape - annual meeting broadcast	3/6/61
24	7	Reel tape - May 16-71	5/16/71
24	8	Reel tape - GSM meeting Bayside room, Wednesday May 19/71, 10:00 AM - 11:30 AM	5/19/71
25	1	Reel tape - meeting Bayside room - 10:00 AM-11:45 AM, May 17/71 meeting Bayside room - 10:00 AM-11:45 AM, May 18/71	5/17-5/18/71
25	2	Reel tape - dedication of building (reel 1)	8/23/49
25	3	Reel tape - dedication of building (reel 2)	8/23/49
25	4	Reel tape - new home office ground breaking tape recordings	
25	5	Reel tape - Destination freedom, Chicago WMAQ	7/9/50
25	6	Reel tape - Arthur J. Williams	2/16/66
26	1	Reel tape - mural unveiling, Joe Adams Show	8/19/49, 8/22/49
26	2	Reel tape - radio	1968-1969
26	3	Reel tape - unlabeled	
26	4	Reel tape - 25th Anniversary, presentation of Chamber of Commerce plaque	7/13/50
26	5	Shaw, George Bernard - Socialism for millionaires, Little Leather Library Corporation, New York (no date)	
27	1	Filmstrip - No Cornerstone documents	
27	2	Scissors used in ribbon cutting ceremonies	8/23/49

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BX F	Foldtitle	Dates
27	3 Reel tape - mural unveiling	3/19/49
27	4 Reel tape - Norman O. Houston birthday program	10/12/53
27	5 Reel tapes (2) - bust dedication	8/21/?
27	6 Sales promotion - Golden State Gurarantee Fund Insurance Co.	1925-
27	7 History - clippings, list of charter members, etc	1925-1945
28	1 History	1949
28	2 5th lithographic awards competition catalog	1955
28	3 GSM history - promotional material, Norman O. Houston biography material, etc	1950-1954
28	4 Company history	1955-1956
28	5 Newspaper clippings re: GSM	1934-1939
29	1 GSM newspapers	1938-1940
29	2 Historical data, news releases	1949-1962
29	3 Newspaper clippings	1940-1941
29	4 Publicity (clippings), Western advertising (magazine)	1942-1946, 19
29	5 Publicity	1-6/49
29	6 Historical material	1964, 1970
29	7 Publicity	7-12/50
29	8 Publicity	1-6/51
29	9 Publicity	7-12/51
29	10 Publicity	1952
30	1 Publicity - newspaper clippings	1 - 6/53
30	2 Publicity - newspaper clippings	7 - 12/53
30	3 Newspaper clippings	1950-1953



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BX F	Foldtitle	Dates
30	4 Publicity - newspaper clippings	1 - 12/54
30	5 Newspaper clippings	1955
31	1 Newspaper clippings	1949-1955
31	2 Open house (8/19 - 8/28/49), letters of appreciation (8/25 - 9/20/49)	1949
31	3 Duplicate clippings	1949-1955
31	4 Press clippings - 25th anniversary of GSM	7/50
31	5 National Negro Insurance Association conventions	1939, 1950
31	6 Miscellaneous clippings	1948-1967
31	7 Membership certificates, awards	1946-1955
32	1 Miscellaneous film: taken for House Organ Publications (past LRT's, etc.), dist. offices, awards	
32	2 [Miscellaneous film positives, negatives]	
32	3 [Miscellaneous photos, positives, negatives]	
32	4 Banquet, annual directors & officers	1962
32	5 Calendar - photos	1968
32	6 Negro art collection - photos	1965
32	7 Murals - photos	
32	8 Hughes, Langston - 1 photograph	10/62
32	9 Mills, P'lla - photos	
32	10 John Biggers reception - photos	1972
32	11 Miscellaneous biographies	
32	12 Special events - photos	
33	1 Gafford, Alice - 1 photograph	
33	2 Wolford collection - photos	

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tn 4/12/89

BX F	Foldtitle	Dates
33	3 All Year Awards Breakfast trophies	
33	4 Employees Activities Club - photos	
33	5 LAA Awards of Excellence - 1 photograph	1967
33	6 LAA Awards of Excellence - photos	1968
33	7 Banquet, annual directors & officers - photos	1970
33	8 Banquet, annual directors and officers - photos	1971
33	9 Banquet, annual directors & officers - photos	1972
33	10 Banquet, annual directors & officers - photos	1973
33	11 Carroll, Roscoe C. - photos and biography	
33	12 Cochran, Johnnie L., Sr. - photos and biography	
33	13 Mays, Dr. Benjamin E. - GSM Golden Pen Award	3/75
33	14 Picnic - 1 photograph	1971
33	15 GSM contributions/donations - photos	
33	16 Policy index moving - photos	1970
33	17 Newspaper stand at Western & Adams - photos	1970
33	18 Venbro Medical Center - photos	1967
33	19 Ward, James: Man of the Year - photos	
33	20 Training sessions - photos	1971
33	21 Union Contract signing - photos	1969
33	22 Soul City - photos	1968
33	23 40th Anniversary - color photos	1965
33	24 Freedom Rally - photos (including two shots of Martin Luther King, Jr.)	1963
33	25 Gibson, Althea - photos	1957
33	26 Miscellaneous	1961-1962

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BX F	Foldtitle	Dates
33	27 Menlo Avenue Elementary School - photos	1962
34	1 Black insurance companies - photos	
34	2 [unlabeled photos]	
34	3 A great day in December - newly-elect mayor Tom Bradley's inaugural program (booklet)	1974
34	4 [unlabeled]	
34	5 The SCLC story in words and pictures: Southern Christian Leadership Conference, Atlanta, Georgia	1964
34	6 Nickerson, William Jr. - historical photos and negatives	
34	7 [GSM leaders - photos and negatives]	1928-1953
34	8 Home office employees/activities - photos	1932-1950
34	9 Retirements - photos	1971
34	10 Mural research - photos	1948
34	11 Miscellaneous historical	1934, 1945
34	12 The official California negro directory	1943
34	13 [unlabeled photos]	1948
34	14 Century City - photos, biographical data for Jacqueline Naipo, Rory Wayne Wright, Samuel J. Penn	1973-1974
34	15 Chicago D.O. historical	1972-1982
34	16 Detroit D.O. historical	1973-1981
35	1 New slides of historical murals taken by Armando Solis	1/79
35	2 [Photo album showing pictures of employees at work]	
35	3 Slides (6 boxes) - home office employees at work (2 boxes), district employees, home office personnel, 30-60, 79-90	
35	4 Slides (6 boxes) - Art collection slides, miscellaneous historical, installation of 1401 at GSM - 1964, G.A. Beavers film slides, unlabeled	

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BX F	Foldtitle	Dates
35	5 Western advertising, Vol. LXIV, No. 2	8/64
35	6 [Miscellaneous photos]	
36	1 Slides - Brookside Park Co. picnic	1954
36	2 Mortgage property, GSM - photos	
36	3 Abernathy, Rev. & Mrs. - 1 photograph	1964
36	4 A.M.E. convention - photos	1960
36	5 Assistant Secretary of Defense of Liberia - photos	1960
36	6 Oakland groundbreaking - photos	1969
36	7 Oakland Paint-In - photos	1969
36	8 Watts Summer Festival - photos	1969
36	9 24th Street School murals - photos	1972-1974
36	10 60th Street Improvement Club Paint-In - photos	1970
36	11 NAACP Legal Defense Fund, Norman O. Houston - photos	1973
36	12 Jackson, Earl - 1 photograph	
36	13 Ramac computer installation ceremony	1959
36	14 [Slides showing employees at work]	
36	15 Research grant to Sickle Cell - photos	1961
36	16 Installation of IBM 360 computer - photos	1969
36	17 3600 Xerox machine - photos	1969
36	18 Christmas presentation to N. O. Houston by GSM employees - photos	1970
36	19 GSM brochures - Comparative report, Inside GSM, Annual report, Historical murals, Ranking of 718 life companies	1956-1967
36	20 [Miscellaneous photos]	1940-1950
36	21 Principles and objectives - GSM booklet	1962

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BX F	Foldtitle	Dates
36 22	20th Anniversary Texas State Conference of the N.A.A.C.P.	6/56
37 1	GSM information kits (4 folders)	1973, 1974
37 2	Black happenings in Los Angeles - posters, reprint articles (booklets)	1954, 1969
37 3	Public relations - Premium practice: the magazine of incentive merchandising (4 copies)	5/57
37 4	Poutpourri - Souvenir programme for the 20th anniversary celebration of the People's Independent Church of Christ, Life article	10/35, 3/24/72
37 5	Sales promotion items, song books, cook books, etc	1937-1952
37 6	GSM agency department - anniversary campaigns	1950-1955
37 7	Source files - Golden rule, trademark	1953-1959
38 1	Newspaper clippings on GSM - public relations, advertising	1967
38 2	New jokes and humorous talks	ca. 1947
38 3	Agency campaign - Founder's Day	1970
38 4	GSM advertising material	1954-1955
38 5	GSM yearly activities, Local angles 1971 Vancouver conference, Black Vignettes, etc	1953-1971
38 6	Brochures - Inside GSM, Destination: tomorrow	mid-1960's
38 7	Slides - home office personnel	
39 1	Operations committee formation - 1 photograph	1970
39 2	Manager/cashier conference - photos, negatives	1/72
39 3	Certificates of contributions - photos	1971
39 4	Group insurance - photos, negatives	7/29/71
39 5	LA East groundbreaking - photos	6/16/74
39 6	[1974 special events - photos]	1974

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BK F	Foldtitle	Dates
39	7 1975 special events - photos	1975
39	8 Proofs - photos, negatives	
39	9 [unlabeled - photos]	
39	10 Smith, William and Ross, Harrison - photos	
39	11 [unlabeled - photos, proofs]	
39	12 [GSM leadership, awards - photos, negatives]	1967-1970
39	13 [unlabeled - photos, negatives]	1977
39	14 [unlabeled - photos, negatives]	
39	15 Mid-City Awards program	1975-1976
39	16 [unlabeled - photos, negatives]	1945-1970's
39	17 Owens, Lionel - 1 photograph	
40	1 Murals - source file	1948-1970
40	2 GSM - murals, correspondence, source files, etc	1948-1950
40	3 Murals - GSM history pictures, Ebony	1949-1958
41	1 Mason, Biddy f. 1 of 2	1956-1971
41	2 Mason, Biddy f. 2 of 2	1866-
41	3 Biddy Mason material, Federation of Black History and Arts Inc	1970's
41	4 2 books - Book of common prayer, The hymnal: James Pott & Co., New York, 1889	ca. 1890
42	1 Historical documents - Toscani Baton, permanent file	1950-1961
42	2 California history - miscellaneous articles	1947-1955
42	3 GSM: The founding, its history in Northern California	
42	4 California history mural newsclippings	3/23/70
42	5 The hand with the golden pen - speech by J. L. Patton	

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BX F	Foldtitle	Dates
42	6 News releases - employees	1956
42	7 GSM employees - personalities of the week	1942-1954
42	8 News memorandum and notes for the Messenger	1949-1953
42	9 Management news	1954-1955
43	1 GSM calenders	1948-1956
43	2 2 newspaper articles	ca. 1950's
43	3 Calenders	1938-1947
43	4 Agency management training institute	6/18-6/22/51
43	5 GSM outstanding leaders - news clippings	1956-1957
43	6 Discontinued policies	1927-1951
43	7 Sepia, Our world	1952-1969
44	1 The messenger	1928-1969
44	2 National Negro Insurance Association publicity	1950
44	3 Fem	3/55
44	4 GSM archives	1951-1971
45	1 [Martin Luther King, Jr. materials - photos, magazine articles]	1963-1971
45	2 [Photographs]	1920's - 1971
45	3 [Article from the Courier - Pictorial highlights of events during the Year 1950]	1950
45	4 [Photo of relief baskets]	12/50
45	5 [Statistical tables for year ending December 31, 1933]	3/28/34
45	6 Foreign affairs: An American quarterly review	10/48
45	7 [Slides and photos]	
45	8 [Slides - company history]	



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BX F	Foldtitle	Dates
46	1 The sentinel - special edition	4/14/83
46	2 [Houston, Norman - recreation and parks award]	1968
46	3 [Photo - National Insurance Association 38th annual session]	8/4 - 8/8/58
46	4 [Calenders for 1971]	1971
46	5 [Urban neighborhood study]	1969
47	1 [Slideshow - "White on black art" produced by GSM]	
47	2 [Slides]	1983
47	3 [Cassette tape - Rabesar salute]	
47	4 [KLAC Dr. Martin Luther King, Jr., Friendship rally booklet]	1968
47	5 Clippings - Pittsburg courier	1950-1955
48	1 Tour material	1948
48	2 Detroit open house	1960
48	3 Open house	1959
48	4 [GSM brochures for the Budgeterm insurance plan]	1955
48	5 [GSM brochures - annual reports, calenders, song book]	1958
48	6 The pilot	1960-1964
48	7 [unlabeled]	1946-1957
48	8 Advertising - legal aspects	
49	1 Open house	1959
49	2 Negro history	1959-1962
49	3 [GSM open house souveneirs - matchbooks, needles, hand lotion pillows]	1967
49	4 Anniversary plans - source file	7/30/55
49	5 Special ordinary (700-55) training kit	1955

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BX F	Foldtitle	Dates
49	6 [Black history - report]	
49	7 Mural research	1949
49	8 Source file - permanent filing - honor pin samples (discontiuned models)	
49	9 Home office opening	1949
50	1 Detroit open house	1960
50	2 NNIA - news releases (GSM), service bulletin	1954
50	3 Discontinued A & H policy contracts	1930's
50	4 Copyright app: GSM insurance success, etc	1948
50	5 Congressional record	1/21/74
51	1 [7 photos of Norman O. Houston, including one with Lena Horne]	
51	2 [Photo album showing company employees - special assembly for Norman O. Houston]	11/12/70
52	1 [Photos and slides of GSM district offices]	

# **DECLARATION OF MICHAEL R. WEISS**

1 I, Michael R. Weiss, declare as follows:

2 1. I am over 18 years of age and have personal knowledge of the facts and  
3 circumstances set forth in this declaration, and if called upon to do so, I could and would  
4 competently testify thereto.

5 2. I am an attorney licensed to practice law in the State of California, and am a  
6 partner with the law firm Epstein Turner Weiss, A Professional Corporation. I and Epstein  
7 Turner Weiss have been retained by the Insurance Commissioner of the State of California, in his  
8 capacity as Conservator (“Conservator”) and then as Liquidator (“Liquidator”) of Golden State  
9 Mutual Life Insurance Company (“Golden State”), to provide legal services concerning Golden  
10 State. I make this declaration in support of the Liquidator’s Application For Orders Authorizing  
11 Liquidator To Enter Archival Materials Agreement And Transfer Materials To UCLA Library  
12 (“Application”).

13 3. I and my staff provided written notice of this Application and the hearing date on  
14 the Application, by mailing a copy of the Application and supporting documents, to all persons  
15 and entities known to me, the Liquidator and the Liquidator’s staff that may have a substantial,  
16 unsatisfied claim that may be affected by the Application and any Court Orders pertaining to the  
17 Application, regardless of whether the persons or entities are a party to this action or have  
18 appeared in it, in compliance with California Rules of Court Rule 3.1184(c). Said persons and  
19 entities include the UCLA Library, the four other bidders who submitted proposals for Golden  
20 State’s historical materials, the Building owner Community Impact Development II, LLC,  
21 Pension Benefit Guaranty Corporation, National Organization of Life and Health Insurance  
22 Guaranty Associations, the Certificate of Contribution holders, and several persons and  
23 community groups who have contacted the Conservator or have otherwise expressed interest in  
24 Golden State’s historical materials. Such persons and entities are listed on the Proof of Service  
25 filed concurrently herewith.

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1 I declare under penalty of perjury under the laws of the State of California that the  
2 foregoing is true and correct.

3 Executed on this 22<sup>nd</sup> day of February, 2011, at Los Angeles, California.

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6 MICHAEL R. WEISS  
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