

1 BILL LOCKYER, Attorney General  
of the State of California  
2 LAWRENCE K. KEETHE,  
Supervising Deputy Attorney General  
3 AMY J. WINN, State Bar No. 142421  
Deputy Attorney General  
4 1300 I Street, Suite 1101, P.O. Box 944255  
Sacramento, California 94244-2550  
5 Telephone: (916) 322-1673

6 Attorneys for Applicant,  
Insurance Commissioner of the  
7 State of California

8 SUPERIOR COURT OF CALIFORNIA  
9 COUNTY OF SACRAMENTO

10 INSURANCE COMMISSIONER OF THE  
STATE OF CALIFORNIA,

11 Applicant,

12 v.

13 SACRAMENTO TITLE COMPANY,

14 Respondent.

No. **00CS00220**

~~PROPOSED~~ ORDER  
APPOINTING  
CONSERVATOR AND  
RESTRAINING ORDER

Hearing Date:  
Time:  
Dept.:  
Trial Date: N/A

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17 The Verified Application of the Insurance Commissioner of the State of California  
18 (“Applicant”) for an Order Appointing him Conservator of Respondent Sacramento Title Company  
19 having been filed herein and it appearing to this Court from the Verified Application that the Insurance  
20 Commissioner has found Sacramento Title Company (“Respondent”) to be in such a condition that its  
21 further transaction of business will be hazardous to its creditors and the public,

22 IT IS HEREBY ORDERED:

23 1. That the Applicant Insurance Commissioner of the State of California is appointed  
24 Conservator of Respondent Sacramento Title Company, and directed as such to conduct the business  
25 of Respondent or so much thereof as to said Conservator may seem appropriate; that said Conservator  
26 is authorized, in his discretion, to pay or defer payment of all claims and obligations against Respondent  
27 accruing prior to or subsequent to Applicant’s appointment as Conservator;

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1                   2.     That said Conservator forthwith take possession of all the assets of Respondent  
2 including books, records and property, both real and personal, wheresoever situated;

3                   3.     That there is hereby vested in said Conservator and his successors in office, title  
4 to all of the property, assets, books and records of Respondent and all persons are hereby enjoined from  
5 interfering in any manner with the Conservator's possession and title thereto;

6                   4.     That Respondent, its officers, directors, governors, agents and employees, are  
7 enjoined from transacting any of the business of Respondent, or from disposing of, or assisting any  
8 person in the transfer or alienation of, the Respondent's property or assets, until further order of this  
9 Court;

10                  5.     That all persons are enjoined from maintaining or instituting any action at law or  
11 suit in equity, including but not limited to, matters in arbitration, against Respondent or against said  
12 Conservator, and from attaching, executing upon, redeeming or taking any other legal proceedings  
13 against any of the property of Respondent, and from doing any act interfering with the conduct of said  
14 business by said Conservator, except after an order from this Court obtained after reasonable notice to  
15 said Conservator;

16                  6.     That all officers, directors, agents and employees of Respondent deliver to said  
17 Conservator all assets, books, records, equipment and other property of the Respondent wheresoever  
18 situated;

19                  7.     That said Conservator is authorized to pay all reasonable costs of operating  
20 Respondent as Conservator out of the funds and assets of Respondent;

21                  8.     That all funds, including certificates of deposit and bank accounts of Respondent  
22 in various banks in the State of California and in other banks wheresoever situated, are hereby vested  
23 in said Conservator and subject to withdrawal upon his order only;

24                  9.     That all persons who maintain records for Respondent, pursuant to written  
25 contract or any other agreement, deliver to said Conservator all such records upon said Conservator's  
26 request;

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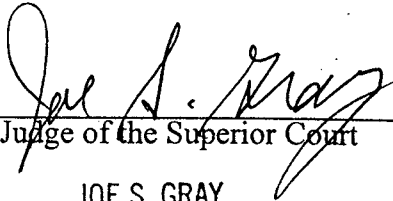
10. That said Conservator is authorized to initiate such equitable or legal action or proceeding in this or other states as may appear to him necessary to carry out his functions as Conservator.

11. That said Conservator is authorized to appoint and employ special deputies, estate managers, other professionals, clerks and assistants and to give each of them such power and authority as may be deemed necessary by him, and to compensate these persons from the assets of Respondent as to him shall seem appropriate;

12. That said Conservator is authorized to pay for his costs in bringing and maintaining this action, and such other actions as are necessary to carry out his functions as Conservator, out of the funds and assets of Respondent;

13. That said Conservator is authorized as conservator to invest Respondent's assets in such a manner as to him may seem suitable for the best interests of Respondent's creditors which funds are not immediately distributable to Respondent's creditors.

DATED: February 7, 2000

  
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Judge of the Superior Court  
JOE S. GRAY