

1 KAMALA D. HARRIS  
 Attorney General of California  
 2 DIANE S. SHAW  
 3 W. DEAN FREEMAN  
 Supervising Deputy Attorneys General  
 4 LISA W. CHAO, State Bar No. 198536  
 Deputy Attorney General  
 5 300 South Spring Street, Room 1702  
 6 Los Angeles, California 90013  
 Telephone: (213) 897-2481  
 7 Facsimile: (213) 897-5775  
 8 E-mail: [Lisa.Chao@doj.ca.gov](mailto:Lisa.Chao@doj.ca.gov)

**FILED**  
 Superior Court of California  
 County of Los Angeles

**FEB 10 2014**

Sherril R. Carter, Executive Officer/Clerk  
 By *Hancy DiGiambattista* Deputy  
 N. DiGiambattista

9 MICHAEL R. WEISS, State Bar No. 180946  
 EPSTEIN TURNER WEISS  
 A Professional Corporation  
 633 W. Fifth Street, Suite 3330  
 11 Los Angeles, California 90071  
 Telephone: (213) 861-7487  
 12 Facsimile: (213) 861-7488  
 13 Email: [mrw@epsteinturnerweiss.com](mailto:mrw@epsteinturnerweiss.com)

**RECEIVED**  
 JAN 30 2014  
 DEPT. 86

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

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

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. Robert H. O'Brien, Dept. 86

**[PROPOSED] ORDER GRANTING  
 COMMISSIONER'S SECOND  
 APPLICATION TO APPROVE  
 CONSERVATION AND LIQUIDATION  
 EXPENSES**

Date: January 22, 2014  
 Time: 9:30 a.m.  
 Dept: 86

02/11/2014

Epstein Turner Weiss  
 A Professional Corporation  
 633 West Fifth Street  
 Suite 3330  
 Los Angeles, CA 90071

1 On January 22, 2014, in Department 86 of the Los Angeles Superior Court for the State of  
2 California, County of Los Angeles, located at 111 N. Hill Street, Los Angeles, California 90012,  
3 the Honorable Robert H. O'Brien, Judge Presiding (the "Court"), held the hearing on the Second  
4 Application To Approve Conservation And Liquidation Expenses ("Application"), filed by  
5 Applicant Insurance Commissioner of the State of California in his capacity as Liquidator  
6 ("Commissioner") of Golden State Mutual Life Insurance Company ("Golden State"). Attorney  
7 Michael R. Weiss appeared on behalf of the Liquidator. Other appearances, if any, are noted in  
8 the record.

9 The Court, having read and considered the Commissioner's Second Application, the  
10 Notice, Memorandum of Points and Authorities, Declarations of David E. Wilson, Scott Pearce,  
11 Joseph Holloway, Jr., Jennifer Murphy and Michael R. Weiss, evidence in support of the  
12 Application, the Opposition and Objection documents, Motion for Judicial Notice, Reply  
13 Memorandum and Opposition to Objections, and all documents and evidence submitted, and  
14 having heard and considered the arguments presented to the Court, and upon good cause shown,

15 IT IS HEREBY ORDERED that the Application is granted and that:

16 1. The following fees and expenses requested in the Application for the twenty-seven  
17 month period from September 30, 2009 through December 31, 2011 are approved:

- |    |    |                       |                     |
|----|----|-----------------------|---------------------|
| 18 | 1. | Todd Donovan:         | \$ 234,816.00       |
| 19 | 2. | INS Consultants:      | \$ 290,277.01       |
| 20 | 3. | Manhattan Group:      | \$ 496,086.28       |
| 21 | 4. | Larson & Rosenberger: | \$ 209,805.01       |
| 22 | 5. | Bryan, Pendleton:     | \$ 53,136.00        |
| 23 | 6. | Lewis & Ellis:        | \$ 16,499.15        |
| 24 | 7. | Aloria Character:     | <u>\$ 31,473.44</u> |
| 25 |    |                       | \$1,332,092.89      |

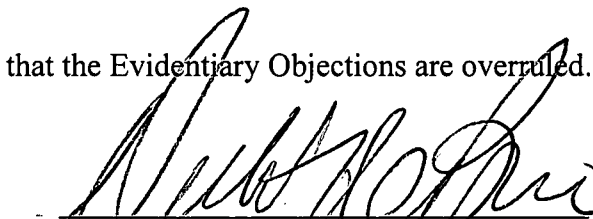
26 //  
27 //  
28 //

02/11/2014

1           2.       The Liquidator is authorized to take any and all actions necessary to accomplish  
2 the purposes of this Order.

3           IT IS FURTHER HEREBY ORDERED that the Evidentiary Objections are overruled.

4  
5 DATED:           2-10-14          

  
Los Angeles Superior Court Judge

6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

02 / 11 / 2014

**PROOF OF SERVICE**

1  
2 **STATE OF CALIFORNIA** )  
3 **COUNTY OF LOS ANGELES** ) ss.

4 I am employed in the County of Los Angeles, State of California. I am over the age of 18  
5 and not a party to the within action; my business address is 633 West Fifth Street, Suite 3330, Los  
6 Angeles, California 90071.

7 On **January 29, 2014**, I served the foregoing documents described as: **PROPOSED**  
8 **ORDER GRANTING COMMISSIONER'S SECOND APPLICATION TO APPROVE**  
9 **CONSERVATION AND LIQUIDATION EXPENSES** by placing [ ] the original [X] a true  
10 copy thereof (as indicated on the attached service list) enclosed in a sealed envelope(s)  
11 addressed as follows:

**SEE ATTACHED SERVICE LIST**

- 10 [X] **By Mail.** I am readily familiar with the firm's practice of collection and processing  
11 correspondence for mailing. Under that practice, it would be deposited with the U.S.  
12 Postal Service on that same day with postage thereon fully prepaid at Los Angeles,  
13 California in the ordinary course of business. I am aware that on motion of the party  
14 served, service is presumed invalid if postal cancellation or postage meter date is more  
15 than one day after date of deposit for mailing in affidavit.
- 16 [ ] **By Personal Service.** I caused such envelope(s) to be personally delivered via messenger  
17 service to the addressee(s) indicated on the attached Service List.
- 18 [ ] **By Email.** I forwarded a copy of the above-described document(s) via e-mail to each of  
19 the individuals set forth above at the email addresses indicated therefor.
- 20 [ ] **By Federal Express.** I caused such envelope(s) to be deposited at a facility regularly  
21 maintained by FedEx at 633 West Fifth Street, Los Angeles, California 90071, with  
22 arrangements made for payment in full of the required charges, to the party(ies) listed on  
23 the attached Service List.

24 Executed on **January 29, 2014**, at Los Angeles, California.

- 25 [X] (State) I declare under penalty of perjury under the laws of the State of California that the  
26 foregoing is true and correct.
- 27 [ ] (Federal) I am employed by a member of the Bar of the State of California. I declare  
28 under penalty of perjury under the laws of the United States of America that the foregoing  
is true and correct.

  
BRIDGETTE P. WILRIDGE

02/11/2014

*Insurance Commissioner v. Golden State Mutual Life Ins. Co.*

LASC Case No. BS 123005  
[Dept. 86]

**SERVICE LIST**

Elmira R. Howard  
Anderson, McPharlin & Connors LLP  
444 South Flower Street, 31st Floor  
Los Angeles, CA 90071-2901

Lisa Von Eschen  
Abelson Herron LLP  
333 South Grand Avenue, Suite 1550  
Los Angeles, California 90071

NOLHGA  
13873 Park Center Rd Ste 329  
Herndon, VA 20171-3247

Frank O'Loughlin  
Rothgerber Johnson & Lyons, LLP  
One Tabor Center, Suite 3000  
1200 17th Street  
Denver, Colorado 80202-5855

Stephen Wayne  
Assistant General Counsel  
Pitney Bowes, Inc.  
1 Elmcroft Road  
Stamford, CT 06926-0700

Pension Benefit Guaranty Corporation  
Attn: Jon Chatalian  
1200 K Street NW  
Washington D.C. 20005

Certificate of Contribution Holders  
[Addresses not included to maintain privacy]

George Glasco  
729 Mission Street, Suite 300  
South Pasadena, CA 91030

02/11/201