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On June 18, 2014, in Department 86 of the Los Angeles Superior Court for the State of California, County of Los Angeles, located at 111 N. Hill Street, Los Angeles, California 90012, the Honorable Robert H. O'Brien, Judge Presiding (the "Court"), held the hearing on the Application For Order Authorizing Commissioner To Sell Real Property Located At 8237-8247 South State Street, City of Chicago, Illinois("Application"), filed by Applicant Insurance Commissioner of the State of California ("Commissioner") in his capacity as Liquidator of Golden State Mutual Life Insurance Company ("Golden State").

Michael R. Weiss appeared on behalf of the Commissioner. Other appearances, if any, are noted in the record.

The Court, having read and considered the Liquidator's Application, the Notice, Memorandum of Points and Authorities, Declarations of Scott Pearce, Peter C. Kane and Michael R. Weiss, and evidence in support of the Application, and all documents and evidence submitted, and having heard and considered the arguments presented to the Court, and upon good cause shown,

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

- The Commissioner is authorized to sell the real property, owned by Golden State, located at 8237-8247 South State Street in Chicago, Illinois 60619 [APN: 20-34-118-013, 014, 015, 016] to Learn Together Grow Together ("LTGT"), pursuant to the terms of the Real Estate Purchase Agreement between the Commissioner and LTGT; and
- 2. The Commissioner is authorized to take any and all actions necessary to accomplish the purposes of this Order.

DATED:

THE HONORABLE ROBERT H. O'BRIEN Los Angeles Superior Court Judge

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