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Non-Guaranty Association Class 2 Policyholder Level Claims (Exhibit B); (3) authorizing a second interim distribution to those allowed Class 2 claimants with allowed Class 2 policyholder level claims valued above zero dollars that are not covered by a guaranty association, as calculated in the attached *Liquidator's Second Report of Non-Guaranty Association Class 2 Policyholder Level Claims* (Exhibit B), and (4) authorizing the Liquidator to file the unredacted Exhibit B under seal.

These proposed distributions will result in all allowed Class 2 claimants receiving combined distributions to date totaling 24.5828% of the amount of their allowed Class 2 claims in the ACLIC liquidation, and will also finally resolve the reported non-IGA Class 2 proofs of claims that are valued at zero dollars.

The grounds in support of this Motion are set forth in the accompanying Memorandum in Support.

Respectfully submitted:

MICHAEL DEWINE
Attorney General State of Ohio

By Outside Counsel
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*Attorney for Plaintiff Mary Taylor, Superintendent,
Ohio Department of Insurance in her capacity as
Liquidator of American Chambers Life Insurance
Company*

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MEMORANDUM IN SUPPORT**I. Background**

This Court entered its Final Order of Liquidation and Appointment of Liquidator against American Chambers Life Insurance Company ("ACLIC") on May 8, 2000. At that time, the Liquidator issued notices of liquidation pursuant to R.C. 3903.22 and the Liquidation Order that notified all potential claimants that May 8, 2001 was the deadline for filing proofs of claims against ACLIC (the "bar date").

On November 22, 2011, the Liquidator filed the most recent Report on Status of Liquidation ("Status Report"). The Status Report outlined the Liquidator's plan for closing the ACLIC estate. The closing plan contemplates, based on the Liquidator's current good faith *estimates*, that she will file a motion for authority to make a final distribution to claimants in or after 2015. The Liquidator further estimates in good faith that she will pay 100% of allowed claims in Class 1 and that she will pay a pro-rata amount of allowed Class 2 policyholder level claims that is in excess of 24.00%. The Status Report also explained that the Liquidator does not expect to make any distributions to claimants in Classes 3 through 9. The Liquidator explained that these good faith estimates *are expected to change* prior to the actual distributions and closing of the ACLIC estate, and that she hopes to present a more precise good faith estimate at the end of 2013.

The Liquidator's closing plan currently estimates in good faith that she will pay allowed Class 2 proofs of claims filed by Insurance Guaranty Associations ("IGAs") and policyholders whose claims are not covered in whole or in part by a guaranty fund ("non-IGA claims") under R.C. 3903.42(B) in excess of the 24% range as follows:

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- On June 13, 2011, this Court approved the Liquidator's Second Early Access Payment to the IGAs totaling \$9,800,092.78, comprised of \$696,262.18 Class 1 claims paid at 100% and Class 2 claims of \$9,103,830.60, which brought the cash payments to certain IGAs up to 20.72% of their allowed Class 2 claims. At that time, the IGAs received distributions on their allowed Class 2 claims in various percentages
- On June 13, 2011, this Court approved the Liquidator's First Interim Distribution to all claimants holding allowed Class 2 claims that are not covered in whole or in part by an IGA ("non-IGA Class 2 claims") equal to 20.72% of the amount of their allowed Class 2 claims.
- The Status Report stated that the Liquidator intended to file a motion in December, 2011 requesting authority to make a Third Early Access Distribution to IGAs and a Second Interim Distribution to Non-IGA Class 2 Claimants up to an additional 3.8628% of the amount of the allowed Class 2 claims in order to bring all Class 2 distributions up to 24.5828% of the amount of all allowed Class 2 claims. **This Motion is that Motion described.**
- Before the Liquidator may request authority to make a final distribution in ACLIC to allowed Class 2 claimants and thereafter close this estate, among other things, she must obtain a release of any claims that the United States may have against ACLIC and the Liquidator under the Federal Priority Statute, 31 U.S.C. § 3713 (the "Federal Release"). The Liquidator requested the Federal Release from the Federal Government in January 2011. The Federal Government still has not provided the release.

II. Law and Argument

A. Third Pro-Rata Early Access Payment of Guaranty Associations' Class 2 Policyholder Level Claims

Under Ohio Revised Code Section 3903.34(A), the Liquidator was required to make application to the Court within 120 days of the final determination of the insolvency of ACLIC for approval of a proposal to distribute assets to guaranty associations which have obligations as a result of the ACLIC insolvency (the "Early Access Plan"). There are thirty-eight (38)¹ such guaranty associations which have obligations in this case, as listed on the attached Exhibit A (the

¹ The 38 Guaranty Associations are located in the states of Alabama, Alaska, Arkansas, Arizona, California, Colorado, Delaware, Florida, Iowa, Idaho, Illinois, Indiana, Kansas, Kentucky, Louisiana, Massachusetts, Maryland, Michigan, Missouri, Mississippi, Montana, North Dakota, Nebraska, New Mexico, Nevada, Ohio, Oklahoma, Oregon, South Carolina, South Dakota, Tennessee, Texas, Utah, Virginia, Washington, Wisconsin, West Virginia, and Wyoming.

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“Guaranty Associations”). The payment to be made to the Guaranty Associations pursuant to the Early Access Plan required by R.C. 3903.43(A) is called the “Early Access Payment.”

On August 27, 2001, the Liquidator filed an Amended Application for Approval of the Plan for Disbursement of ACLIC’s Assets to Guaranty Associations pursuant to R.C. Section 3903.34 (the “Application”), along with the proposed Plan for Disbursement of ACLIC Assets to Guaranty Associations pursuant to R.C. Section 3903.34 (the “Plan”). Attached to that Plan was a proposed agreement between the Liquidator and the Guaranty Associations (the “Agreement”), as provided in R.C. 3903.34(B)(4). This Court’s September 4, 2001 Order approved the Liquidator’s Amended Application for Approval of the Plan for Disbursement of ACLIC’s Assets to Guaranty Associations Pursuant to R.C. 3903.34 (the “Order”). Pursuant to R.C. 3903.34, the Plan and the Order, the Guaranty Associations executed and returned the Agreements to the Liquidator.

In 2009, the Guaranty Associations executed and sent to the Liquidator a Consent to Early Access Distribution authorizing the Liquidator to pay any early access distribution to which the Guaranty Associations are entitled to the National Organization of Life and Health Insurance Guaranty Associations (“NOLHGA”) in a lump sum, with the understanding that NOLHGA will then distribute the appropriate amount to the individual Guaranty Associations (the “Guaranty Associations’ Consent”)². The Guaranty Associations are all members of the NOLHGA, which is acting as intermediary in this matter on behalf of the Guaranty Associations and as such filed one omnibus proof of claim on behalf of all of the Guaranty Associations. This arrangement conserves ACLIC’s liquidation estate’s assets by reducing the administrative

² The Guaranty Associations’ Consents were attached to the Liquidator’s June 13, 2011 Motion seeking approval for the Second Early Access distribution to the Guaranty Associations, which is incorporated herein by reference.

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redacting their contact information in the Report of Claims. The Liquidator is requesting that the claimants' names and addresses be filed under seal with the Court.

The Liquidator in this case, as in others, posted this Motion and the Redacted Report on her website at www.ohliq.com under Open Liquidations – American Chambers Life Ins., in the form of a searchable PDF so that claimants can search for information about their claims using their Proof of Claim (Liquidator) Number and have meaningful review of the information related to their claims. The website also explains that claimants may call the Liquidation Office if they have questions about the Report.

C. Second Interim Distribution to Class 2 Claimants Whose Allowed Claims Are Not “IGA Covered Claims”

The Liquidation Statutes do not require that the Liquidator make early distributions to any creditors other than the Guaranty Associations. Notwithstanding this, R.C. 3903.44 authorizes the Liquidator, under the direction of the Court, to make distributions to claimants, provided that these distributions are made in a manner that assures the proper recognition of priorities and a reasonable balance between the expeditious completion of the liquidation and the protection of unliquidated and undetermined claims.

In this case, as previously reported, the Liquidator has completed her review, classification, adjudication and determination of proofs of claims submitted against the ACLIC liquidation estate. The Liquidator's review of claims identified only 10 Class 2 claimants whose claims are not covered or paid by IGAs. *See Exhibit B.*

The Liquidator has determined that it is now appropriate under the facts and circumstances affecting the ACLIC liquidation case to make an immediate pro-rata Second Interim Distribution of estate assets to these 10 Class 2 claimants in the total sum of \$350.33, representing an additional 3.8628% distribution of the amount of their allowed claims. This

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Second Interim Distribution brings the total of the Liquidator's distributions to these claimants up to 24.5828% of the amount of their allowed Class 2 claims, as calculated Exhibit B.

V. Conclusion

For the foregoing reasons, the Liquidator respectfully requests that this Court (1) approve the Liquidator's third pro-rata distribution to NOLGHA on its allowed omnibus Class 2 policyholder level claims on behalf of the Guaranty Associations as reflected in the *Liquidator's Third Report of Guaranty Associations' Class 1 Administrative Expense Claims and Class 2 Policyholder Level Claims and Third Early Access Payment to Guaranty Associations*, attached hereto as Exhibit A, and approve the payment to NOLHGA of the total amount of \$1,500,000.00, as set forth in Exhibit A. The Liquidator respectfully requests that this Court (2) approve the *Liquidator's Final Report of Non-Guaranty Association Class 2 Policyholder Level Claims* attached hereto as Exhibit B. The Liquidator further respectfully requests that this Court (3) approve the Liquidator's second pro-rata interim distribution to Class 2 claimants with allowed claims that are not covered by the Guaranty Associations in the total amount of \$350.33, as reflected in *Liquidator's Second Report of Non-Guaranty Association Class 2 Policyholder Level Claims*, attached hereto as Exhibit B, and (4) due to the confidential nature of the information contained therein, authorize the Liquidator to file the unredacted Exhibit B under seal.

A proposed order will be filed with this motion through the Clerk's electronic filing system.

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Respectfully submitted:

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Attorney General State of Ohio

By Outside Counsel
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*Attorney for Plaintiff Mary Taylor, Superintendent,
Ohio Department of Insurance, in her capacity as
Liquidator of American Chambers Life Insurance
Company*

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expenses in determining multiple proofs of claims and making distributions to Class 1 and 2 claimants.

With this Court's approval, in December 2009, the Liquidator made a first pro-rata payment on the Guaranty Associations' Class 1 administrative expenses in the amount of \$12,822,841.00 to NOLHGA.

As reported previously, NOLHGA filed an omnibus proof of claim in the ACLIC liquidation on behalf of the thirty-eight (38) Guaranty Associations that paid covered policyholder claims. In April 2011, the Liquidator issued a Determination Letter to NOLHGA pursuant to the Guaranty Associations' Consent valuing NOLHGA's remaining Class 1 administrative expense claim at \$696,262.18 and valuing the remaining Class 2 policyholder level claims of all participating IGAs, after applicable offsets, at \$43,821,291.50.

In June 2011, with this Court's approval, the Liquidator made a second Early Access Payment on the Guaranty Associations' Class 1 administrative expenses in the amount of \$696,262.18 to NOLHGA. This paid the Guaranty Associations' Class 1 administrative expense claims in full.

The Liquidator has calculated the amount that she can now pay as the third Early Access Payment of the Guaranty Associations' allowed Class 2 policyholder level claims. Attached as Exhibit A is the *Liquidator's Third Report of Guaranty Associations' Class 1 Administrative Expense Claims and Class 2 Policyholder Level Claims and Third Early Access Payment to Guaranty Associations*. It provides for the Liquidator's total cash payment of \$1,500,000.00, to be disbursed through NOLHGA pursuant to the Guaranty Associations' Consent. As a result of the First, Second and Third Early Access Payments, the Guaranty Associations will at a

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minimum have received a combined 24.5828% of their allowed Class 2 claims³. There are sufficient assets available to make this Early Access payment and at the same time retain sufficient moneys to satisfy projected Class 1 obligations and pay a pro-rata percentage of remaining allowed Class 2 liabilities.

Prior to or at the time of closing this estate, the Liquidator will file a motion pursuant to R.C. 3903.43 requesting approval of her final recommendations of all Guaranty Association Class 2 claims.

B. Liquidator's Final Report of Non-IGA Class 2 Claims

R.C. 3903.43(A) requires the Liquidator to file reports of claims against the liquidation estate along with her recommendations. Under R.C. 3903.43(B), the Court may approve, disapprove, or modify the report on claims by the Liquidator. The Liquidator is proceeding to file and request approval her Final Report of Non-IGA Class 2 Claims (Exhibit B) showing the Liquidator's final determination of the classification and value of the Non-IGA Class 2 claims identified on the Report. If approved, the Liquidator will not make further reports on these claims prior to closing this estate, except as may be necessary to report additional distributions to the ten (10) non-IGA Class 2 claimants on Exhibit B with allowed claims valued above zero dollars (\$0).

The names and address of the claimants are redacted in the Report filed with this Motion as a matter of practice at the request of several claimants in other liquidations who reported that they had been contacted and questioned by claims buyers, neighbors, and others in connection with the interim distribution. The Liquidator is responding to and protecting the claimants by

³ Several Guaranty Associations will not participate in the Third Early Access Distribution because they were paid at or above 24.5828% as a result of the First and Second Early Access Distributions or cash deposits in their states that covered their Class 2 claims.

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redacting their contact information in the Report of Claims. The Liquidator is requesting that the claimants' names and addresses be filed under seal with the Court.

The Liquidator in this case, as in others, posted this Motion and the Redacted Report on her website at www.ohliq.com under Open Liquidations – American Chambers Life Ins., in the form of a searchable PDF so that claimants can search for information about their claims using their Proof of Claim (Liquidator) Number and have meaningful review of the information related to their claims. The website also explains that claimants may call the Liquidation Office if they have questions about the Report.

C. Second Interim Distribution to Class 2 Claimants Whose Allowed Claims Are Not “IGA Covered Claims”

The Liquidation Statutes do not require that the Liquidator make early distributions to any creditors other than the Guaranty Associations. Notwithstanding this, R.C. 3903.44 authorizes the Liquidator, under the direction of the Court, to make distributions to claimants, provided that these distributions are made in a manner that assures the proper recognition of priorities and a reasonable balance between the expeditious completion of the liquidation and the protection of unliquidated and undetermined claims.

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The Liquidator has determined that it is now appropriate under the facts and circumstances affecting the ACLIC liquidation case to make an immediate pro-rata Second Interim Distribution of estate assets to these 10 Class 2 claimants in the total sum of \$350.33, representing an additional 3.8628% distribution of the amount of their allowed claims. This

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Second Interim Distribution brings the total of the Liquidator's distributions to these claimants up to 24.5828% of the amount of their allowed Class 2 claims, as calculated Exhibit B.

V. Conclusion

For the foregoing reasons, the Liquidator respectfully requests that this Court (1) approve the Liquidator's third pro-rata distribution to NOLGHA on its allowed omnibus Class 2 policyholder level claims on behalf of the Guaranty Associations as reflected in the *Liquidator's Third Report of Guaranty Associations' Class 1 Administrative Expense Claims and Class 2 Policyholder Level Claims and Third Early Access Payment to Guaranty Associations*, attached hereto as Exhibit A, and approve the payment to NOLHGA of the total amount of \$1,500,000.00, as set forth in Exhibit A. The Liquidator respectfully requests that this Court (2) approve the *Liquidator's Final Report of Non-Guaranty Association Class 2 Policyholder Level Claims* attached hereto as Exhibit B. The Liquidator further respectfully requests that this Court (3) approve the Liquidator's second pro-rata interim distribution to Class 2 claimants with allowed claims that are not covered by the Guaranty Associations in the total amount of \$350.33, as reflected in *Liquidator's Second Report of Non-Guaranty Association Class 2 Policyholder Level Claims*, attached hereto as Exhibit B, and (4) due to the confidential nature of the information contained therein, authorize the Liquidator to file the unredacted Exhibit B under seal.

A proposed order will be filed with this motion through the Clerk's electronic filing system.

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Respectfully submitted:

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By Outside Counsel
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*Attorney for Plaintiff Mary Taylor, Superintendent,
Ohio Department of Insurance, in her capacity as
Liquidator of American Chambers Life Insurance
Company*

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CERTIFICATE OF SERVICE

The undersigned hereby certifies that a true copy of the foregoing *Motion for the Approval of the Liquidator's (1) Calculation and Payment of the Third Early Access Payment to the Guaranty Associations, (2) Final Report of Non-Guaranty Association Class 2 Policyholder Level Claims, (3) Second Interim Distributions to Allowed Non-Guaranty Association Class 2 Policyholder Level Claimants, and (4) Filing the Unredacted Exhibit B Under Seal* was served by first class mail, postage pre-paid and sent via email to the following on this 5th day of January, 2012:

Sharon C. Williams, Esq.
Trial Attorney
Department of Justice
Civil Division
1100 L Street, N.W., Room 10016
Washington, D.C. 20005
Attorneys for The United States of America
Sharon.Williams@usdoj.gov

/s/ Valoria C. Hoover
Valoria C. Hoover (0059596)

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The Liquidator emailed a true copy of the foregoing *Motion for the Approval of the Liquidator's (1) Calculation and Payment of the Third Early Access Payment to the Guaranty Associations, (2) Final Report of Non-Guaranty Association Class 2 Policyholder Level Claims, (3) Second Interim Distributions to Allowed Non-Guaranty Association Class 2 Policyholder Level Claimants, and (4) Filing the Unredacted Exhibit B Under Seal* to the following non-parties on January 5th, 2012:

On behalf of the affected state life and health insurance guaranty associations:

Charles Richards, Esq.
Baker & Daniels
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Washington, DC 20001
Charles.Richardson@bakerd.com

NOLHGA
Attn: Peter Gallanis, President
13873 Park Center Road, Suite 329
Herndon, VA 20171
pgallanis@nolhga.com

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EX A - Liquidator's Third Report of Guaranty Associations' CI 1 Admin. Exp. Claims and CI 2 Policyholder Level Claims and Third Early Access Payment to GAS

State	Expenses	Exp Adj	Adj Expenses	Policy Level			Exp Adj	Adj Policy Level Claims	Deposits			Prior Cash Distribution			Expenses	
				Claims	Premiums	Net			Level Claims	Deposits	treat as Expense Level	treat as Policy Level recovery	Total Cash Distribution	treat as Expense Level		treat as Policy Level
AK	32,264		32,264	22,737	(13,212)	9,525	22,492	9,525	0	0	0	34,236	32,264	1,974	32,264	
AL	29,336		29,336	37,235	(3,785)	33,450		33,450	0	0	0	36,266	29,336	6,931	29,336	
AR	454,250		454,250	1,515,024	(83,583)	1,431,471		1,431,471	0	0	0	750,857	454,250	296,607	454,250	
AZ	267,078		267,078	177,805	(8,023)	169,782		169,782	0	0	0	302,258	267,078	35,180	267,078	
CA	36,323		36,323	70,268	(11,322)	58,946		58,946	0	0	0	48,537	36,323	12,214	36,323	
CO	481,033		481,033	1,391,987	(134,378)	1,257,609		1,257,609	0	0	0	741,615	481,033	260,582	481,033	
DE	45,913		45,913	12,451	(1,342)	11,109		11,109	0	0	0	48,215	45,913	2,302	45,913	
FL	40,529		40,529	42,024	(728)	41,296		41,296	41,296	41,296	0	8,557	0	8,557	40,529	
GA	27,591		27,591	55,697	(9,313)	46,384		46,384	0	0	0	37,202	27,591	9,611	27,591	
IA	89,259		89,259	202,082	0	202,082		202,082	0	0	0	131,132	89,259	41,872	89,259	
IL	1,291,049		1,291,049	3,471,337	(156,887)	3,314,470		3,314,470	0	0	0	1,977,822	1,291,049	686,773	1,291,049	
IN	471,109		471,109	1,384,082	(74,780)	1,309,292		1,309,292	0	0	0	742,401	471,109	271,291	471,109	
KS	64,434		64,434	174,816	(7,682)	167,134		167,134	0	0	0	99,064	64,434	34,631	64,434	
KY	5,000		5,000	33,683	(5,133)	28,550		28,550	0	0	0	10,916	5,000	5,916	5,000	
LA	445,288		445,288	1,168,374	(70,822)	1,097,552		1,097,552	0	0	0	672,706	445,288	227,418	445,288	
MA	956,897		956,897	2,828,903	(395,327)	2,433,576		2,433,576	100,000	100,000	0	1,361,145	858,897	504,248	956,897	
MD	10,937		10,937	3,241	(85)	3,156		3,156	0	0	0	11,591	10,937	654	10,937	
MI	24,583		24,583	17,545	(3,432)	14,113		14,113	0	0	0	27,507	24,583	2,924	24,583	
MN	208,698		208,698	819,259	(70,927)	748,332		748,332	0	0	0	363,756	208,698	155,058	208,698	
MS	1,730,772		1,730,772	7,998,483	(532,383)	7,466,110		7,466,110	0	0	0	3,277,783	1,730,772	1,547,011	1,730,772	
MT	217,033		217,033	623,715	(3,156)	620,557		620,557	0	0	0	345,615	217,033	126,582	217,033	
ND	3,803		3,803	1,971	(532)	1,439		1,439	0	0	0	1,971	1,971	0	1,971	
NE	251,441	(1,832)	251,441	894,227	(40,986)	853,231	1,832	853,231	0	0	0	428,234	251,441	176,793	251,441	
NIH	91,532		91,532	91,268	(4,186)	87,082		87,082	119,440	119,440	0	109,576	91,532	18,044	91,532	
NV	9,467		9,467	4,061	0	4,061		4,061	0	0	0	10,308	9,467	841	9,467	
OH	932,161		932,161	3,443,039	(188,000)	3,255,039		3,255,039	0	0	0	1,806,619	932,161	674,458	932,161	
OK	743,061		743,061	3,223,986	(138,245)	3,085,741		3,085,741	0	0	0	1,382,441	743,061	639,379	743,061	
OR	14,757		14,757	72,787	(1,438)	71,359		71,359	0	0	0	29,543	14,757	14,786	14,757	
SC	232,431		232,431	352,638	(45,141)	317,497		317,497	549,928	549,928	0	0	0	0	0	232,431
SD	176,628		176,628	67,504	(6,193)	61,311		61,311	0	0	0	189,332	176,628	12,704	176,628	
TN	571,158		571,158	2,948,283	(134,902)	2,813,381		2,813,381	0	0	0	1,154,103	571,158	582,945	571,158	
TX	2,905,327		2,905,327	12,133,826	(820,015)	11,313,811		11,313,811	0	0	0	5,249,598	2,905,327	2,344,271	2,905,327	
UT	43,231	(20,660)	22,572	(7,059)	(20,660)	0	20,680	0	492,206	492,206	0	22,572	0	0	0	
VA	377,793		377,793	640,413	(68,104)	572,309		572,309	0	0	0	1,18,585	377,793	118,585	377,793	
WA	595,832		595,832	1,073,997	(93,392)	980,605		980,605	0	0	0	798,017	595,832	203,186	595,832	
WI	244,852		244,852	41,762	0	41,762		41,762	0	0	0	253,505	244,852	8,653	244,852	
WV	63,955		63,955	180,644	(27,699)	152,945		152,945	0	0	0	95,646	63,955	31,691	63,955	
WY	105,544		105,544	214,156	(34,819)	179,337		179,337	0	0	0	142,703	105,544	37,159	105,544	
Total	14,292,348	(22,492)	14,269,857	47,434,991	(3,203,515)	44,231,476	22,492	44,253,968	1,302,870	801,756	501,114	22,622,934	13,519,104	9,103,830	14,269,857	

from prior cash distribution 14,320,860
from deposit expense level 801,756
13,519,104

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EX A - Liquidator's Third Report of Guaranty Associations' C1 Admin Exp. Claims and C2 Policyholder Level Claims and Third Early Access Payment to Gas

Account	Total	Admin Expense Level				Outstanding Balance		Net Policy Level Claims							
		Expense Level Basis for Allocation	Recovery	Recovery	Prior	Expense Claim	Recovery to Date	Remaining	Net Policy	Restated	From Deposit	Adjusted			
		from Deposit	from Deposit %	Level Distribution	Recovery	Front	(cash+deposit)	Current	Expense Claim (prior+current)	Recovery to Date	Expense Level claim	Level Claims	Policy Claim Basis	for States with Greater Recovery %	Asset Allocation
AK	0	0	0%	32,264	32,264	100.0%	32,264	0	32,264	32,264	0	9,525	9,525	0	9,525
AL	0	0	0%	29,396	29,396	100.0%	29,396	0	29,396	29,396	0	33,450	33,450	0	33,450
AR	0	0	0%	454,250	454,250	100.0%	454,250	0	454,250	454,250	0	1,431,471	1,431,471	0	1,431,471
AZ	0	0	0%	267,078	267,078	100.0%	267,078	0	267,078	267,078	0	169,782	169,782	0	169,782
CA	0	0	0%	36,323	36,323	100.0%	36,323	0	36,323	36,323	0	58,946	58,946	0	58,946
CO	0	0	0%	481,033	481,033	100.0%	481,033	0	481,033	481,033	0	1,257,809	1,257,809	0	1,257,809
DE	0	0	0%	45,913	45,913	100.0%	45,913	0	45,913	45,913	0	11,109	11,109	0	11,109
FL	0	0	0%	40,529	40,529	100.0%	40,529	0	40,529	40,529	0	41,296	41,296	0	41,296
GA	0	0	0%	27,591	27,591	100.0%	27,591	0	27,591	27,591	0	46,384	46,384	0	46,384
IA	0	0	0%	89,259	89,259	100.0%	89,259	0	89,259	89,259	0	202,082	202,082	0	202,082
ID	0	0	0%	1,291,049	1,291,049	100.0%	1,291,049	0	1,291,049	1,291,049	0	3,314,470	3,314,470	0	3,314,470
IL	0	0	0%	471,109	471,109	100.0%	471,109	0	471,109	471,109	0	1,309,292	1,309,292	0	1,309,292
IN	0	0	0%	64,434	64,434	100.0%	64,434	0	64,434	64,434	0	167,134	167,134	0	167,134
KS	0	0	0%	5,000	5,000	100.0%	5,000	0	5,000	5,000	0	28,550	28,550	0	28,550
KY	0	0	0%	445,288	445,288	100.0%	445,288	0	445,288	445,288	0	1,097,552	1,097,552	0	1,097,552
LA	0	0	0%	956,897	956,897	100.0%	956,897	0	956,897	956,897	0	2,433,576	2,433,576	0	2,433,576
MA	100,000	0	0%	10,937	10,937	100.0%	10,937	0	10,937	10,937	0	3,156	3,156	0	3,156
MD	0	0	0%	24,583	24,583	100.0%	24,583	0	24,583	24,583	0	14,113	14,113	0	14,113
MI	0	0	0%	208,698	208,698	100.0%	208,698	0	208,698	208,698	0	748,332	748,332	0	748,332
MO	0	0	0%	1,730,772	1,730,772	100.0%	1,730,772	0	1,730,772	1,730,772	0	7,466,110	7,466,110	0	7,466,110
MS	0	0	0%	217,033	217,033	100.0%	217,033	0	217,033	217,033	0	620,557	620,557	0	620,557
MT	0	0	0%	1,971	1,971	100.0%	1,971	0	1,971	1,971	0	0	0	0	0
ND	0	0	0%	251,441	251,441	100.0%	251,441	0	251,441	251,441	0	853,231	853,231	0	853,231
NE	0	0	0%	9,467	9,467	100.0%	9,467	0	9,467	9,467	0	87,082	87,082	0	87,082
NM	0	0	0%	932,161	932,161	100.0%	932,161	0	932,161	932,161	0	4,081	4,081	0	4,081
NV	0	0	0%	743,061	743,061	100.0%	743,061	0	743,061	743,061	0	3,255,039	3,255,039	0	3,255,039
OH	0	0	0%	14,757	14,757	100.0%	14,757	0	14,757	14,757	0	3,085,741	3,085,741	0	3,085,741
OK	0	0	0%	232,431	232,431	100.0%	232,431	0	232,431	232,431	0	71,359	71,359	0	71,359
OR	0	0	0%	176,628	176,628	100.0%	176,628	0	176,628	176,628	0	317,487	317,487	0	317,487
SC	0	0	0%	571,158	571,158	100.0%	571,158	0	571,158	571,158	0	61,311	61,311	0	61,311
SD	0	0	0%	2,905,327	2,905,327	100.0%	2,905,327	0	2,905,327	2,905,327	0	2,813,381	2,813,381	0	2,813,381
TN	0	0	0%	22,572	22,572	100.0%	22,572	0	22,572	22,572	0	11,313,811	11,313,811	0	11,313,811
TX	0	0	0%	595,832	595,832	100.0%	595,832	0	595,832	595,832	0	0	0	0	0
UT	0	0	0%	377,793	377,793	100.0%	377,793	0	377,793	377,793	0	572,309	572,309	0	572,309
VA	0	0	0%	595,832	595,832	100.0%	595,832	0	595,832	595,832	0	980,605	980,605	0	980,605
WA	0	0	0%	244,852	244,852	100.0%	244,852	0	244,852	244,852	0	41,762	41,762	0	41,762
WI	0	0	0%	63,955	63,955	100.0%	63,955	0	63,955	63,955	0	152,945	152,945	0	152,945
WV	0	0	0%	105,544	105,544	100.0%	105,544	0	105,544	105,544	0	179,337	179,337	0	179,337
WY	0	0	0%	14,320,860	14,320,860	100.0%	14,320,860	0	14,320,860	14,320,860	0	386,701	386,701	0	386,701
Total	801,756	13,468,101	100.0%	13,468,101	14,269,857	100.0%	14,320,860	(51,003)	14,269,857	14,269,857	0	44,253,968	44,253,968	386,701	43,867,267

expense level allocable prior cash distribution current 13,468,101 13,519,104 (51,003)

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EX A - Liquidator's Third Report of Guaranty Associations' CI 1 Admin. Exp. Claims and CI 2 Policyholder Level Claims and Third Early Access Payment to GAs

Policy Level	Policy Level Distributable e Assets Allocation exc deposits > Recovery %	Remaining Deposit	Policy Level Allocation	Total Policy Level Recovery	Policy Level recovery %	Prior (cash/deposit)	Current	Outstanding Balance			Total Remaining (Expenses+Policy Level)	Total current distribution	Due TO GA	Due FROM GA	
								Restated Policy Claim	Recovery to Date (prior-current)	Remaining Policy Level claim					
AK	2,342	0	2,342	2,342	24,582,773%	1,974	368	9,525	2,342	7,183	7,183	368	368		
AL	8,223	0	8,223	8,223	24,582,773%	6,931	1,292	33,450	8,223	25,227	25,227	1,292	1,292		
AR	351,895	0	351,895	351,895	24,582,773%	296,607	55,288	1,431,471	351,895	1,079,576	1,079,576	55,288	55,288		
AZ	41,737	0	41,737	41,737	24,582,773%	38,180	6,558	169,792	41,737	128,045	128,045	6,558	6,558		
CA	14,491	0	14,491	14,491	24,582,773%	12,214	2,277	58,946	14,491	44,456	44,456	2,277	2,277		
CO	309,155	0	309,155	309,155	24,582,773%	280,562	48,573	1,257,609	309,155	948,454	948,454	48,573	48,573		
DE	2,731	0	2,731	2,731	24,582,773%	2,302	429	11,109	2,731	8,378	8,378	429	429		
FL	0	0	0	0	100,000,000%	49,853	(8,571)	41,296	41,296	0	0	31,972	31,972		
GA	11,402	0	11,402	11,402	24,582,773%	9,611	1,792	46,384	11,402	34,982	34,982	1,792	1,792		
IA	49,677	0	49,677	49,677	24,582,773%	41,672	7,805	202,082	49,677	152,405	152,405	7,805	7,805		
ID	814,789	0	814,789	814,789	24,582,773%	686,773	128,016	3,314,470	814,789	2,499,681	2,499,681	128,016	128,016		
IL	321,860	0	321,860	321,860	24,582,773%	271,291	50,569	1,309,292	321,860	987,432	987,432	50,569	50,569		
IN	41,086	0	41,086	41,086	24,582,773%	34,631	6,455	167,134	41,086	126,048	126,048	6,455	6,455		
KS	7,018	0	7,018	7,018	24,582,773%	5,916	1,103	28,550	7,018	21,532	21,532	1,103	1,103		
KY	269,809	0	269,809	269,809	24,582,773%	227,418	42,391	1,097,552	269,809	827,743	827,743	42,391	42,391		
LA	598,241	0	598,241	598,241	24,582,773%	504,248	93,993	2,433,576	598,241	1,835,335	1,835,335	93,993	93,993		
MA	776	0	776	776	24,582,773%	654	122	3,156	776	2,380	2,380	122	122		
MD	3,469	0	3,469	3,469	24,582,773%	2,924	545	14,113	3,469	10,644	10,644	545	545		
MI	183,961	0	183,961	183,961	24,582,773%	155,058	28,903	748,332	183,961	564,371	564,371	28,903	28,903		
MG	1,835,377	0	1,835,377	1,835,377	24,582,773%	1,547,011	288,366	7,468,110	1,835,377	5,630,733	5,630,733	288,366	288,366		
MT	152,550	0	152,550	152,550	24,582,773%	128,582	23,968	620,557	152,550	468,006	468,006	23,968	23,968		
ND	0	0	0	0	0,000,000%	0	0	0	0	0	0	0	0		
NE	209,748	0	209,748	209,748	24,582,773%	176,793	32,955	853,231	209,748	643,483	643,483	32,955	32,955		
NM	0	0	0	0	32,048,218%	45,952	(18,044)	87,082	27,908	59,174	59,174	(108,576)	157	109,576	
NV	998	0	998	998	24,582,773%	841	157	4,081	998	3,083	3,083	157	157		
OH	800,179	0	800,179	800,179	24,582,773%	674,458	125,721	3,255,039	800,179	2,454,860	2,454,860	125,721	125,721		
OK	758,561	0	758,561	758,561	24,582,773%	639,379	119,182	3,085,741	758,561	2,327,180	2,327,180	119,182	119,182		
OR	17,542	0	17,542	17,542	24,582,773%	14,785	2,756	71,359	17,542	53,817	53,817	2,756	2,756		
SC	0	0	0	0	100,000,000%	317,487	0	317,487	317,487	0	0	0	0		
SD	15,072	0	15,072	15,072	24,582,773%	12,704	2,368	61,311	15,072	46,239	46,239	2,368	2,368		
TN	691,607	0	691,607	691,607	24,582,773%	582,945	108,662	2,813,381	691,607	2,121,773	2,121,773	108,662	108,662		
TX	2,781,249	0	2,781,249	2,781,249	24,582,773%	2,344,271	436,978	11,313,811	2,781,249	8,532,562	8,532,562	436,978	436,978		
UT	0	0	0	0	0,000,000%	0	0	0	0	0	0	0	0		
VA	140,689	114,413	26,276	140,689	24,582,773%	232,998	(92,309)	572,309	140,689	431,619	431,619	(92,309)	37,874	92,309	
VMA	241,090	0	241,090	241,090	24,582,773%	203,186	37,874	980,605	241,090	739,545	739,545	37,874	37,874		
WI	10,286	0	10,286	10,286	24,582,773%	8,653	1,613	41,762	10,286	31,496	31,496	1,613	1,613		
WV	37,598	0	37,598	37,598	24,582,773%	31,691	5,907	152,945	37,598	115,347	115,347	5,907	5,907		
WY	44,086	0	44,086	44,086	24,582,773%	37,159	6,927	179,337	44,086	135,251	135,251	6,927	6,927		
Total	10,769,246	114,413	10,654,833	11,155,947	25,208,918%	9,604,944	1,551,003	44,253,988	11,155,947	33,098,021	33,098,021	1,500,000	1,701,884	201,884	
						Deposits									
						prior cash distribution		501,114							
						current cash distribution		9,103,830							
								9,604,944							
								0							

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EX. B

Liq#/Seq#	Claim#	Payee/Address	Determined Value	Distribution %	Total Distribution Payment	Less: Prev Payments/Allow	Check Amount
00500224	01	500224	.00	24.5828%	.00	.00	.00
00500254	01	500254	.00	24.5828%	.00	.00	.00
00500331	01	500331	.00	24.5828%	.00	.00	.00
00500916	01	500916	.00	24.5828%	.00	.00	.00
00503092	01	503092	.00	24.5828%	.00	.00	.00
00503793	01	503793	.00	24.5828%	.00	.00	.00
00504642	01	504642	748.00	24.5828%	183.88	154.99	28.89
00505034	01	505034	.00	24.5828%	.00	.00	.00
00506485	01	506485	.00	24.5828%	.00	.00	.00
00507322	01	507322	.00	24.5828%	.00	.00	.00
00507785	01	507785	.00	24.5828%	.00	.00	.00
00508170	01	508170	.00	24.5828%	.00	.00	.00
00508171	01	508171	.00	24.5828%	.00	.00	.00
00509298	01	509298	.00	24.5828%	.00	.00	.00
00509799	01	509799	.00	24.5828%	.00	.00	.00
00511916	01	511916	.00	24.5828%	.00	.00	.00
00511922	01	511922	.00	24.5828%	.00	.00	.00
00511927	01	511927	.00	24.5828%	.00	.00	.00
00511928	01	511928	.00	24.5828%	.00	.00	.00
00511929	01	511929	.00	24.5828%	.00	.00	.00
00511941	01	511941	.00	24.5828%	.00	.00	.00
00511946	01	511946	.00	24.5828%	.00	.00	.00
00511952	01	511952	.00	24.5828%	.00	.00	.00
00511956	01	511956	.00	24.5828%	.00	.00	.00
00511963	01	511963	.00	24.5828%	.00	.00	.00
00511967	01	511967	.00	24.5828%	.00	.00	.00
00511972	01	511972	1,794.00	24.5828%	441.02	371.72	69.30
00511988	01	511988	.00	24.5828%	.00	.00	.00
00511993	01	511993	.00	24.5828%	.00	.00	.00
00511995	01	511995	.00	24.5828%	.00	.00	.00
00511998	01	511998	151.00	24.5828%	37.12	31.29	5.83
00511999	01	511999	.00	24.5828%	.00	.00	.00
00512000	01	512000	.00	24.5828%	.00	.00	.00
00512002	01	512002	.00	24.5828%	.00	.00	.00
00512008	01	512008	.00	24.5828%	.00	.00	.00

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Id#/Seq#	Claim#	Payee/Address	Determined Value	Distribution %	Total Distribution Payment	Less: Prev Payments/Allow	Check Amount
00512009	01		168.00	24.5828%	41.30	34.81	6.49
00512010	01		.00	24.5828%	.00	.00	.00
00512012	01		.00	24.5828%	.00	.00	.00
00512015	01		.00	24.5828%	.00	.00	.00
00512016	01		.00	24.5828%	.00	.00	.00
00512017	01		.00	24.5828%	.00	.00	.00
00512018	01		.00	24.5828%	.00	.00	.00
00512021	01		.00	24.5828%	.00	.00	.00
00512022	01		1,710.00	24.5828%	420.37	354.31	65.06
00512026	01		.00	24.5828%	.00	.00	.00
00512027	01		.00	24.5828%	.00	.00	.00
00512028	01		.00	24.5828%	.00	.00	.00
00512029	01		192.21	24.5828%	47.25	39.83	7.42
00512031	01		.00	24.5828%	.00	.00	.00
00512033	01		.00	24.5828%	.00	.00	.00
00512036	01		.00	24.5828%	.00	.00	.00
00512039	01		.00	24.5828%	.00	.00	.00
00512042	01		.00	24.5828%	.00	.00	.00
00512043	01		.00	24.5828%	.00	.00	.00
00512046	01		.00	24.5828%	.00	.00	.00
00512048	01		.00	24.5828%	.00	.00	.00
00512049	01		.00	24.5828%	.00	.00	.00
00512054	01		.00	24.5828%	.00	.00	.00
00512056	01		.00	24.5828%	.00	.00	.00
00512059	01		.00	24.5828%	.00	.00	.00
00512061	01		.00	24.5828%	.00	.00	.00
00512062	01		.00	24.5828%	.00	.00	.00
00512068	01		.00	24.5828%	.00	.00	.00
00512071	01		122.55	24.5828%	30.13	25.39	4.74
00512072	01		.00	24.5828%	.00	.00	.00
00512073	01		.00	24.5828%	.00	.00	.00
00512076	01		.00	24.5828%	.00	.00	.00
00512080	01		.00	24.5828%	.00	.00	.00
00512083	01		.00	24.5828%	.00	.00	.00
00512084	01		.00	24.5828%	.00	.00	.00

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Id#/Seq#	Claim#	Payee/Address	Determined Value	Distribution %	Total Distribution Payment	Less: Prev Payments/Allow	Check Amount
00512086 01	512086		.00	24.5828%	.00	.00	.00
00512088 01	512088		.00	24.5828%	.00	.00	.00
00512089 01	512089		.00	24.5828%	.00	.00	.00
00512090 01	512090		.00	24.5828%	.00	.00	.00
00512094 01	512094		.00	24.5828%	.00	.00	.00
00512095 01	512095		.00	24.5828%	.00	.00	.00
00512096 01	512096		.00	24.5828%	.00	.00	.00
00512097 01	512097		.00	24.5828%	.00	.00	.00
00512099 01	512099		.00	24.5828%	.00	.00	.00
00512101 01	512101		.00	24.5828%	.00	.00	.00
00512102 01	512102		.00	24.5828%	.00	.00	.00
00512105 01	512105		.00	24.5828%	.00	.00	.00
00512109 01	512109		.00	24.5828%	.00	.00	.00
00512110 01	512110		.00	24.5828%	.00	.00	.00
00512117 01	512117		.00	24.5828%	.00	.00	.00
00512118 01	512118		.00	24.5828%	.00	.00	.00
00512119 01	512119		.00	24.5828%	.00	.00	.00
00512120 01	512120		.00	24.5828%	.00	.00	.00
00512125 01	512125		.00	24.5828%	.00	.00	.00
00512129 01	512129		.00	24.5828%	.00	.00	.00
00512132 01	512132		174.10	24.5828%	42.80	36.07	6.73
00512133 01	512133		.00	24.5828%	.00	.00	.00
00512135 01	512135		.00	24.5828%	.00	.00	.00
00512137 01	512137		.00	24.5828%	.00	.00	.00
00512142 01	512142		.00	24.5828%	.00	.00	.00
00512143 01	512143		.00	24.5828%	.00	.00	.00
00512144 01	512144		.00	24.5828%	.00	.00	.00
00512145 01	512145		.00	24.5828%	.00	.00	.00
00512146 01	512146		.00	24.5828%	.00	.00	.00
00512147 01	512147		.00	24.5828%	.00	.00	.00
00512148 01	512148		.00	24.5828%	.00	.00	.00
00512149 01	512149		.00	24.5828%	.00	.00	.00
00512150 02	512150		.00	24.5828%	.00	.00	.00
00512151 01	512151		.00	24.5828%	.00	.00	.00
00512152 01	512152		.00	24.5828%	.00	.00	.00

Id#/Seq#	Claim#	Payee/Address	Determined Value	Distribution %	Total Distribution Payment	Less: Prev Payments/Allow	Check Amount
00512153	01		512153	.00	24.5828%	.00	.00
00512157	01		512157	.00	24.5828%	.00	.00
00512159	01		512159	.00	24.5828%	.00	.00
00512160	01		512160	.00	24.5828%	.00	.00
00512161	01		512161	.00	24.5828%	.00	.00
00512164	01		512164	.00	24.5828%	.00	.00
00512166	01		512166	.00	24.5828%	.00	.00
00512167	01		512167	.00	24.5828%	.00	.00
00512168	01		512168	.00	24.5828%	.00	.00
00512176	01		512176	.00	24.5828%	.00	.00
00512179	01		512179	.00	24.5828%	.00	.00
00512182	01		512182	.00	24.5828%	.00	.00
00512183	01		512183	.00	24.5828%	.00	.00
00512190	01		512190	.00	24.5828%	.00	.00
00512219	01		512219	.00	24.5828%	.00	.00
00512220	01		512220	.00	24.5828%	.00	.00
00512223	01		512223	.00	24.5828%	.00	.00
00512225	01		512225	.00	24.5828%	.00	.00
00512269	01		512269	.00	24.5828%	.00	.00
00512270	01		512270	.00	24.5828%	.00	.00
00512272	01		512272	.00	24.5828%	.00	.00
00512273	01		512273	.00	24.5828%	.00	.00
00512275	01		512275	.00	24.5828%	.00	.00
00512277	01		512277	.00	24.5828%	.00	.00
00512281	01		512281	.00	24.5828%	.00	.00
00512322	01		512322	.00	24.5828%	.00	.00
00512325	01		512325	.00	24.5828%	.00	.00
00512330	01		512330	.00	24.5828%	.00	.00
00512331	01		512331	.00	24.5828%	.00	.00
00512333	01		512333	.00	24.5828%	.00	.00
00512334	01		512334	.00	24.5828%	.00	.00
00512335	01		512335	.00	24.5828%	.00	.00
00512336	01		512336	.00	24.5828%	.00	.00
00512337	01		512337	.00	24.5828%	.00	.00
00512338	01		512338	.00	24.5828%	.00	.00
			2,119.26		520.98	439.11	81.87

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F69

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EX. B

ACT2N

Liq#/Seq#	Claim#	Payee/Address	Determined Value	Distribution %	Total Distribution Payment	Less: Prev Payments/Allow	Check Amount
00512339	01	512339	.00	24.5828%	.00	.00	.00
00512340	01	512340	.00	24.5828%	.00	.00	.00
00512342	01	512342	.00	24.5828%	.00	.00	.00
00512346	01	512346	.00	24.5828%	.00	.00	.00
00512347	01	512347	.00	24.5828%	.00	.00	.00
00512349	01	512349	.00	24.5828%	.00	.00	.00
00512350	01	512350	.00	24.5828%	.00	.00	.00
00512354	01	512354	.00	24.5828%	.00	.00	.00
00512372	01	512372	1,890.00	24.5828%	464.61	391.61	73.00
00512378	01	512378	.00	24.5828%	.00	.00	.00
Grand Totals:			\$9,069.14		\$2,229.46	\$1,879.13	\$350.33