

IN THE COMMON PLEAS COURT OF  
FRANKLIN COUNTY, OHIO

MARY JO HUDSON, Ohio Superintendent of  
Insurance, in her capacity as Liquidator of  
American Chambers Life Insurance Company,

Plaintiff,

v.

American Chambers Life Insurance Company,

Defendant.

Case No. 00CVH03-2206

Judge Richard Sheward

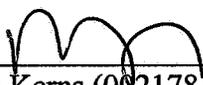
**MOTION FOR APPROVAL OF LIQUIDATOR'S REPORT  
OF INDEPENDENT AUDITORS FOR THE YEARS ENDED  
JUNE 30, 2009 AND 2008**

Mary Jo Hudson, Ohio Superintendent of Insurance, in her capacity as Liquidator of American Chambers Life Insurance Company ("ACLIC"), moves this Court for an order approving her Report of Independent Auditors for the years ended June 30, 2009 and 2008, which is attached as Exhibit A and hereby incorporated by reference into this Motion. A Memorandum in Support is attached.

Respectfully submitted,

**RICHARD CORDRAY**  
Attorney General State of Ohio

By Special Counsel:  
KEGLER, BROWN, HILL & RITTER, CO., L.P.A.

By:   
R. Kevin Kerns (0021781)  
Richard W. Schuermann, Jr. (0032546)  
65 E. State Street, Suite 1800  
Columbus, Ohio 43215  
Telephone: (614) 462-5400  
Facsimile: (614) 464-2634  
kkerns@keglerbrown.com  
rschuermann@keglerbrown.com

*Attorneys for Mary Jo Hudson, in her capacity as  
Liquidator of American Chambers Life Insurance  
Company*

FILED  
COMMON PLEAS COURT  
FRANKLIN CO. OHIO  
2009 DEC 29 PM 3:33  
CLERK OF COURTS - C.P.A.

## MEMORANDUM IN SUPPORT OF MOTION

Pursuant to R.C. Section 3903.18(A), this Court's May 8, 2000, order to liquidate the business of ACLIC, appointed Plaintiff, Superintendent of Insurance and successors in office as Liquidator, and directed the Liquidator to take possession of the assets of ACLIC and to administer those assets under the general supervision of this Court. As provided in R.C. Section 3903.18(E), the Order also requires the Liquidator to account to this Court at specified intervals. Accordingly, the Liquidator submits accountings to this Court on a semiannual basis for the periods ending June 30<sup>th</sup> and December 31<sup>st</sup> of the year (the "Periodic Accountings").

One of the Liquidator's primary responsibilities is the marshaling of assets of the ACLIC liquidation estate, for ultimate distribution to the liquidation estate's policyholders and creditors pursuant to R.C. Chapter 3903, under the supervision of this Court. In the process of marshaling assets, the Liquidator routinely receives and deposits cash and purchases and sells various investment securities. In order to record this activity, the Liquidator built an internal accounting department capable of tracking costs and recoveries and generating basic financial reports. The cash and investment security balances are reported by the Liquidator to this Court in the Periodic Accountings mentioned above.

In July of 1991, the Liquidator determined that it was in the best interests of all of the Ohio liquidation estates to hire an independent auditing firm to perform an annual audit of the Liquidator's internal controls relating to cash receipts and disbursements and the purchase and sale of investment securities in order to ensure the integrity of the Liquidator's accounting system. The Liquidator requested the auditing firm to render an opinion in its audit report as to the propriety of the information presented in the Periodic Accounting, as it was the Liquidator's intention to file the report with this Court to demonstrate the integrity of the Periodic Accountings.

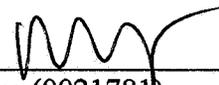
By this Motion, the Liquidator seeks this Court's approval of the Annual Report of Independent Auditors for the years ended June 30, 2009 and 2008 (the "Report"), attached hereto as Exhibit A.

Schneider Downs has completed its audit of the statements of cash and invested assets of ACLIC as of June 30, 2009 and 2008 and the related statements of cash receipts and cash disbursements for the years ended June 30, 2009 and 2008. Schneider Downs issued the Report containing its audit findings which opine that the Liquidator's financial statements present fairly, in all material respects, both the cash and invested assets of ACLIC at June 30, 2009 and 2008 and cash receipts and cash disbursements for the years ended June 30, 2009 and 2008.

Respectfully submitted,

**RICHARD CORDRAY**  
**Attorney General State of Ohio**

By Special Counsel:  
KEGLER, BROWN, HILL & RITTER, CO. L.P.A.

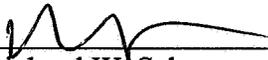
By:   
R. Kevin Kerns (0021781)  
Richard W. Schuermann, Jr. (0032546)  
65 E. State Street, Suite 1800  
Columbus, Ohio 43215  
Telephone: (614) 462-5400  
Facsimile: (614) 464-2634  
kkerns@keglerbrown.com  
rschuermann@keglerbrown.com

*Attorneys for Mary Jo Hudson, in her capacity as  
Liquidator of American Chambers Life Insurance  
Company*

**CERTIFICATE OF SERVICE**

I hereby certify that a true and accurate copy of the foregoing instrument was served via ordinary mail on this 29 day of December, 2009 upon the following:

Charles Richardson, Esq.  
Baker & Daniels  
805 15<sup>th</sup> Street NW, Suite 700  
Washington, DC 20005

  
Richard W. Schuermann, Jr. (0032546)  
R. Kevin Kerns (0021781)

OFFICE OF THE OHIO INSURANCE LIQUIDATOR  
AMERICAN CHAMBERS LIFE INSURANCE COMPANY,  
IN LIQUIDATION

FINANCIAL STATEMENTS  
FOR THE YEARS ENDED JUNE 30, 2009 AND 2008

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INDEPENDENT AUDITORS' REPORT

Lynda G. Loomis  
Chief Deputy Liquidator  
Office of the Ohio Insurance Liquidator  
American Chambers Life Insurance Company, in Liquidation

We have audited the accompanying statements of cash and invested assets arising from cash transactions of American Chambers Life Insurance Company, in Liquidation (Estate) as of June 30, 2009 and 2008 and the related statement of cash receipts and cash disbursements for the year ended June 30, 2009. These financial statements are the responsibility of the Estate. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

The accompanying statements were prepared to present the financial statements of American Chambers Life Insurance Company, in Liquidation, pursuant to the accounting practices prescribed or permitted by the Ohio Department of Insurance and Franklin County Court of Common Pleas, described in Note 1, and is not intended to be a complete presentation of the Company's assets and liabilities.

In our opinion, the financial statements referred to above present fairly, in all material respects, the cash and invested assets arising from cash transactions of American Chambers Life Insurance Company, in Liquidation as of June 30, 2009 and 2008, and the related statement of cash receipts and cash disbursements for the year ended June 30, 2009, on the basis of accounting described in Note 1.

This report is intended solely for the information and use of the Office of the Ohio Insurance Liquidator and the Franklin County Court of Common Pleas and is not intended to be and should not be used by anyone other than these specified parties.

*Schneider Downs & Co., Inc.*

Columbus, Ohio  
November 16, 2009

Schneider Downs & Co., Inc.  
www.schneiderdowns.com



1133 Penn Avenue  
Pittsburgh, PA 15222-4205  
TEL 412.261.3644  
FAX 412.261.4876

41 S. High Street  
Suite 2100  
Columbus, OH 43215-6102  
TEL 614.621.4060  
FAX 614.621.4062

OFFICE OF THE OHIO INSURANCE LIQUIDATOR  
AMERICAN CHAMBERS LIFE INSURANCE COMPANY,  
IN LIQUIDATION

STATEMENTS OF CASH AND INVESTED ASSETS  
JUNE 30, 2009 AND 2008

	June 30,	
	<u>2009</u>	<u>2008</u>
Cash and Encumbered Assets	\$ 606,108	\$ 552,666
Invested Assets	<u>34,005,444</u>	<u>40,222,000</u>
	<u>\$ 34,611,552</u>	<u>\$ 40,774,666</u>

See notes to financial statements.

OFFICE OF THE OHIO INSURANCE LIQUIDATOR  
AMERICAN CHAMBERS LIFE INSURANCE COMPANY,  
IN LIQUIDATION

STATEMENT OF CASH RECEIPTS AND CASH DISBURSEMENTS  
FOR THE YEAR ENDED JUNE 30, 2009

Cash and Encumbered Assets at July 1, 2008	\$ 552,666
Cash Receipts:	
Investment proceeds from repurchase agreements	40,222,000
Investment proceeds from money market funds	132,896
Interest and dividend income	273,188
Intercompany reimbursement of expenses from prior period	844
Proceeds from sale of assets	52
Recovery of D & O settlements	3,000
Recovery of Synthroid TPP marketing settlement	179
Refund of auction advertising cost	48
Refund of AZ assessment	626
Interest and dividend income - ACLIC/PLIC escrow account - (Encumbered Assets)	3,678
Total Cash Receipts	<u>40,636,511</u>
Cash Disbursements:	
Investment purchases in money market funds	34,138,340
Salaries, wages and employee benefits	202,505
Professional fees	35,855
Settlement - return property - Reliance Insurance Company	6,025,000
Warehouse consolidation project expenses	4,259
Moving and relocation costs	265
General and administrative expenses	176,845
Total Cash Disbursements	<u>40,583,069</u>
Cash and Encumbered Assets at June 30, 2009	<u>\$ 606,108</u>

See notes to financial statements.

OFFICE OF THE OHIO INSURANCE LIQUIDATOR  
AMERICAN CHAMBERS LIFE INSURANCE COMPANY,  
IN LIQUIDATION

NOTES TO FINANCIAL STATEMENTS  
JUNE 30, 2009 AND 2008

**NOTE 1 - BACKGROUND AND BASIS OF PRESENTATION**

Pursuant to the Ohio Revised Code (Code), the Superintendent of the Ohio Department of Insurance is appointed as Liquidator of domestic insurance companies, which have been determined by the Franklin County Court of Common Pleas, State of Ohio (Court), to be insolvent as specified in the Code.

The Liquidator marshals the assets of the insurance company and liquidates such assets and administers the business affairs of the company as approved by the Court. The Liquidator is empowered by the Code to employ employees and agents, actuaries, accountants, appraisers, consultants and such other personnel as considered necessary to assist in the liquidation.

American Chambers Life Insurance Company (Company) was placed in liquidation on May 8, 2000 by the Court and it became American Chambers Life Insurance Company, in Liquidation (Estate).

As is common with entities placed in fiduciary control, the Liquidator has prepared the accompanying financial statements on the cash-basis of accounting, whereby, the statement of cash and invested assets includes only the cash and invested assets of the Estate, and the statement of cash receipts and cash disbursements reflects only cash transactions; consequently, all other assets and liabilities of the Estate are not included in the statement of cash and invested assets, and uncollected revenues and unpaid expenses are not included in the statement of cash receipts and cash disbursements. Changes in market values and amortization of bond premiums and discounts are reflected in invested assets, however, these amounts are not reflected in the statement of cash receipts and disbursements as they are non-cash transactions. This is a comprehensive basis of accounting other than accounting principles generally accepted in the United States, and accordingly, the statements are not intended to present financial position and results of operations in conformity with accounting principles generally accepted in the United States.

**NOTE 2 - CASH AND ENCUMBERED ASSETS**

Cash includes \$505,812 and \$502,134 in encumbered assets held in a separate bank account as of June 30, 2009 and 2008, respectively. These assets are held in an interest bearing account in agreement with Antares Management Solutions (Protective Life Insurance Company) as of November 1, 2007.

**NOTE 3 - INVESTED ASSETS**

Invested assets consist of those assets that are under the complete and direct control of the Liquidator and are being specifically held as investments (See Note 4).

During the fiscal year ending June 30, 2009, the repurchase agreements were transferred to a money market fund. The repurchase agreements were valued at cost, which approximated fair value. The money market funds are recorded at fair value.

OFFICE OF THE OHIO INSURANCE LIQUIDATOR  
AMERICAN CHAMBERS LIFE INSURANCE COMPANY,  
IN LIQUIDATION

NOTES TO FINANCIAL STATEMENTS  
JUNE 30, 2009 AND 2008

NOTE 3 - INVESTED ASSETS (Continued)

At June 30, 2009 and 2008, invested assets and their approximate values consisted of the following:

	2009 Carrying Value	2008 Carrying Value
Money market funds	\$ 34,005,444	-
Repurchase agreements	-	\$ 40,222,000
	\$ 34,005,444	\$ 40,222,000

NOTE 4 - STATUTORY DEPOSITS

In the normal course of writing insurance in various states, the Company was required by state statute to deposit funds with various state insurance departments. When the Estate entered liquidation, the statutory deposits were impounded by the various state insurance departments for the protection of policyholders within their jurisdiction. Since the Liquidator does not have direct control over those assets held by state insurance departments or related entities, and it is uncertain whether all or a portion of such assets will be available to the Liquidator in satisfying the obligations of the liquidation proceedings, they are not considered invested assets by the Liquidator until complete and direct control over them is established. The amount of statutory deposits as of June 30, 2009 and 2008 was \$101,942 and \$100,157, respectively.

NOTE 5 - DISTRIBUTIONS

Pursuant to the June 19, 2008 Order of the Court, the Estate made a settlement payment to Reliance Insurance Company in liquidation in Pennsylvania totaling \$6,025,000 on July 21, 2008.

NOTE 6 - LITIGATION

In liquidating the Estate, the Liquidator may initiate legal action to clarify claims, recover reinsurance proceeds and determine legal responsibilities of the Liquidation. The Liquidator believes that none of these actions will adversely affect the value of cash and invested assets. The determination and priority of claims, and any distribution thereof, is defined pursuant to Ohio Revised Code Section 3903, et seq.

OFFICE OF THE OHIO INSURANCE LIQUIDATOR  
AMERICAN CHAMBERS LIFE INSURANCE COMPANY,  
IN LIQUIDATION

NOTES TO FINANCIAL STATEMENTS  
JUNE 30, 2009 AND 2008

NOTE 7 - SUBSEQUENT EVENTS

The Estate has adopted Statement of Financial Accounting Standard No. 165, *Subsequent Events* (SFAS 165). This guidance defines subsequent events as events or transactions that occur after the date of the financial statements, but before the financial statements are issued or are available to be issued. The Liquidator has evaluated subsequent events through November 16, 2009, which is the date that the financial statements were available to be issued.