



**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 American Chambers Life Insurance Company ("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.

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. Pursuant to the Administrative Operating Procedure Updated Effective January 1, 2011, which was approved in this case on February 4, 2011, the retention of independent auditors is reassessed no less frequently than every five years, and modified based on upon responses to requests for proposals (RFPs). The last RFP was issued in 2011. As a result of the responses

received from several public accounting firms, the Liquidator engaged Maloney & Novotny LLC to perform the audit. 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.

Maloney + Novotny LLC has completed its audit of the statements of cash and invested assets of ACLIC as of June 30, 2012 and 2011 and the related statements of cash receipts and cash disbursements for the years ended June 30, 2012 and 2011. Maloney + Novotny LLC 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, 2012 and 2011 and cash receipts and cash disbursements for the years ended June 30, 2012 and 2011.

By this Motion, the Liquidator seeks this Court's approval of the Annual Report of Independent Auditors for the years ended June 30, 2012 and 2011 (the "Report"), attached as Exhibit A.

Respectfully submitted,

MIKE DE WINE  
Attorney General State of Ohio

By Special Counsel:  
KOHRMAN, JACKSON & KRANTZ, PLL

*/s/ Valoria C. Hoover*

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

**CERTIFICATE OF SERVICE**

I certify that a true and accurate copy of the foregoing Motion for Approval of Independent Auditors Reports for the Years Ended June 30, 2012 and 2011 was posted on the Liquidator's website ([www.ohliq.com](http://www.ohliq.com)) under Open Liquidations – American Chambers Life Ins. substantially contemporaneous with the filing of this Motion and served via ordinary U.S. mail, postage pre-paid, on this 25<sup>th</sup> day of September, 2012 upon the following:

Charles Richardson, Esq.  
Faegre Baker Daniels LLP  
1050 K Street, NW  
Suite 400  
Washington, DC 20001

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

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

**FINANCIAL REPORT**

**JUNE 30, 2012 and 2011**

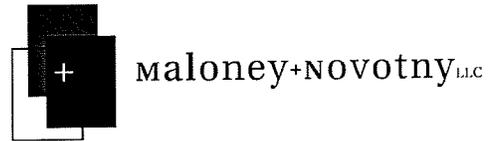
OFFICE OF THE OHIO INSURANCE LIQUIDATOR  
AMERICAN CHAMBERS LIFE INSURANCE COMPANY,  
IN LIQUIDATION

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

Independent Auditors' Report

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, 2012 and 2011, and the related statement of cash receipts and cash disbursements for the year ended June 30, 2012. 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 Estate's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, 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 Office of the Ohio Insurance Liquidator and the Franklin County, Ohio Common Pleas Court, described in Note 1, and are 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, 2012 and 2011, and the related statement of cash receipts and cash disbursements for the year ended June 30, 2102, 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, Ohio Common Pleas Court and is not intended to be and should not be used by anyone other than these specified parties.

A handwritten signature in black ink that reads "Maloney + Novotny LLC". The signature is written in a cursive, flowing style.

Cleveland, Ohio  
September 14, 2012

STATEMENTS OF CASH AND INVESTED ASSETS

June 30, 2012 and 2011

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	<u>2012</u>	<u>2011</u>
Cash	\$ 5,174	\$ 5,889
Invested assets	<u>7,374,679</u>	<u>9,179,405</u>
	<u>\$7,379,853</u>	<u>\$9,185,294</u>

The accompanying notes are an integral part of these financial statements.

Franklin County Ohio Clerk of Courts of the Common Pleas 2012 Sep 25 2:15 PM-00CV002206  
OFFICE OF THE OHIO INSURANCE LIQUIDATOR  
AMERICAN CHAMBERS LIFE INSURANCE COMPANY,  
IN LIQUIDATION

STATEMENT OF CASH RECEIPTS AND CASH DISBURSEMENTS

Year Ended June 30, 2012

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CASH AT JULY 1, 2011	\$ 5,889
CASH RECEIPTS	
Net investment proceeds from money market funds	3,502,791
Interest and dividend income	19,864
Proceeds from settlements	26
Voided Class 2 non-NOLHGA interim distribution checks	35
Refund of IGA assessment	2,240
Recovery from directors and officers	3,000
Total cash receipts	<u>3,527,956</u>
CASH DISBURSEMENTS	
Net investment purchases in bonds	1,698,575
Salaries, wages and employee benefits	101,736
Professional fees	132,047
National Organization of Life and Health Insurance (IGA) Class 1 & 2 - early access payments	1,500,000
Interim distribution - Class 2 claim - non Insurance Guarantee Association	350
General and administrative expenses	95,963
Total cash disbursements	<u>3,528,671</u>
CASH AT JUNE 30, 2012	<u>\$ 5,174</u>

The accompanying notes are an integral part of these financial statements.

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

NOTES TO FINANCIAL STATEMENTS

**Note 1. Background and Basis of Presentation**

Ohio Revised Code Chapter 3903 contains the Insurers' Supervision, Rehabilitation and Liquidation Act (the "Act"). The Act governs all aspects of an insurance company's rehabilitation or liquidation (sometimes referred to as receivership) resulting from insolvency.

When the Ohio Superintendent of Insurance, as regulator, determines that an Ohio-domiciled insurer is insolvent or is operating in a financially hazardous manner, the Superintendent files a Complaint in the Franklin County, Ohio Common Pleas Court ("Liquidation Court") for a court order placing the company into rehabilitation or liquidation. If the Court agrees with the Complaint, the Court enters a rehabilitation or liquidation order appointing the Superintendent of Insurance in the separate fiduciary capacity of Rehabilitator or Liquidator ("receiver") of the company, empowered to act on behalf of the creditors of the estate to secure, marshal and eventually rehabilitate or liquidate the company's assets.

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 statements of cash and invested assets include 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 statements 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 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 of America and, accordingly, the statements are not intended to present the financial position and results of operations in conformity with accounting principles generally accepted in the United States of America.

**Note 2. 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.

Money market funds and certificates of deposit are recorded at cost, which approximates fair value, and Federal Government bonds are recorded at amortized cost.

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

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

**Note 2. Invested Assets (Continued)**

At June 30, 2012 and 2011, invested assets and their carrying values consisted of the following:

	2012 Carrying Value	2011 Carrying Value
Money market funds	\$ 429,609	\$3,932,400
Federal Government bonds at amortized cost	6,695,070	4,997,005
Certificates of deposit	<u>250,000</u>	<u>250,000</u>
	<u>\$7,374,679</u>	<u>\$9,179,405</u>

**Note 3. 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, 2012 and 2011 was \$38,654 and \$38,654, respectively.

**Note 4. Distributions**

Pursuant to the February 1, 2012 Order of the Court, the Estate made a third early access payment to the National Organization of Life and Health Insurance Guaranty Associations totaling \$1,500,000 on February 16, 2012. The Estate also made a second interim distribution payment to non-guaranty Class 2 claimants totaling \$350.

**Note 5. 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 Chapter 3903, et seq.

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

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

**Note 6. Subsequent Events**

Management evaluates events occurring subsequent to the date of the financial statements in determining the accounting for and the disclosure of transactions and events that affect the financial statements. Subsequent events have been evaluated through September 14, 2012, which is the date that the financial statements were available to be issued. No material subsequent events were noted.