

IN THE COMMON PLEAS COURT OF  
FRANKLIN COUNTY, OHIO

MARY JO HUDSON, Ohio Superintendent of  
Insurance, in her capacity as Liquidator of  
LMI Insurance Company,

Plaintiff,

v.

LMI Insurance Company,

Defendant.

Case No. 00CVH03-2431

Judge Charles A. Schneider

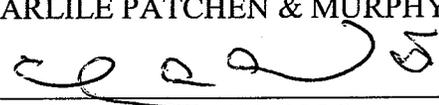
**MOTION FOR APPROVAL OF LIQUIDATOR'S REPORT  
OF INDEPENDENT AUDITORS FOR THE YEARS ENDED  
JUNE 30, 2008 AND 2007**

Plaintiff, Mary Jo Hudson, Ohio Superintendent of Insurance, in her capacity as Liquidator of LMI Insurance Company ("LMI"), moves this Court for an order approving her Report of Independent Auditors for the years ended June 30, 2008 and 2007, copies of which are attached to this Motion and marked as Exhibit A. The grounds in support of this Motion are set forth in the accompanying Memorandum and Exhibit.

Respectfully submitted,

NANCY H. ROGERS  
Attorney General of Ohio

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*Attorneys for Mary Jo Hudson, in her capacity as  
Liquidator of LMI Insurance Company*

FILED  
COMMON PLEAS COURT  
FRANKLIN CO. OHIO  
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CLERK OF COURTS-CV

## MEMORANDUM IN SUPPORT OF MOTION

Pursuant to O.R.C. Section 3903.18(A), this Court's May 23, 2000 Order to liquidate the business of LMI, appointed Plaintiff, Superintendent of Insurance and successors in office as Liquidator, and directed the Liquidator to take possession of the assets of LMI and to administer those assets under the general supervision of this Court. As provided in O.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 LMI liquidation estate, for ultimate distribution to the liquidation estate's policyholders and creditors pursuant to O.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.

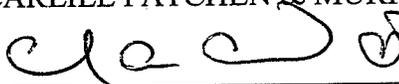
By this Motion, the Liquidator seeks this Court's approval of the Annual Report of Independent Auditors for the years ended June 30, 2008 and 2007 (the "Report"), attached hereto as Exhibit A.

Schneider Downs has completed its audit of the statements of cash and invested assets of LMI as of June 30, 2008 and 2007 and the related statements of cash receipts and cash disbursements for the years ended June 30, 2008 and 2007. 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 LMI at June 30, 2008 and 2007 and cash receipts and cash disbursements for the years ended June 30, 2008.

Respectfully submitted,

NANCY H. ROGERS  
Attorney General of Ohio

By Special Counsel:  
CARLILE PATCHEN & MURPHY LLP



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*Attorneys for Mary Jo Hudson, in her capacity as  
Liquidator of LMI Insurance Company*

## **Exhibit A**

Lynda G. Loomis  
 Chief Deputy Liquidator  
 Office of the Ohio Insurance Liquidator

In planning and performing our audits of the statements of cash and invested assets and the statements of cash receipts and disbursements of the Office of the Ohio Insurance Liquidator Renaissance Health Plan, Inc., The Ohio General Insurance Company, LMI Insurance Company, DayMed Health Maintenance Plan, Credit General Indemnity Company, Acceleration National Insurance Company, Credit General Insurance Company, P.I.E. Mutual Insurance Company, The Oil & Gas Insurance Company, Personal Physician Care Insurance Company, Proliance Insurance Company, The American Chambers Life Insurance Company and Builder and Contractors Employee Benefit Association Trust (the "Estates") for the period July 1, 2007 to June 30, 2008, we considered its internal control to determine our auditing procedures for the purpose of expressing our opinion on the Estates' cash receipts and cash disbursements functions and not to provide assurance on internal control. Our consideration of internal control would not necessarily disclose all matters in internal control that might be material weaknesses under standards established by the American Institute of Certified Public Accountants. A material weakness is a condition in which the design or operation of one or more of the specific internal control components does not reduce to a relatively low level the risk that misstatements caused by errors or fraud in amounts that would be material in relation to the financial statements being audited may occur and not be detected within a timely period by employees in the normal course of performing their assigned functions. However, we noted no matters involving the Estates' internal control and its operation that we consider to be material weaknesses as defined above.

This report is intended solely for the information and use of the Ohio Department of Insurance as deemed appropriate by the Office of the Ohio Insurance Liquidator and is not intended to be and should not be used by anyone other than these specified parties.



Columbus, Ohio  
 October 29, 2008

OFFICE OF THE OHIO INSURANCE LIQUIDATOR  
LMI INSURANCE COMPANY, IN LIQUIDATION  
Columbus, Ohio

Financial Statements  
For the years ended June 30, 2008 and 2007  
and Independent Auditors' Report Thereon



INSIGHT ■ INNOVATION ■ EXPERIENCE

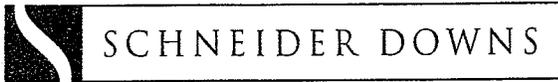


OFFICE OF THE OHIO INSURANCE LIQUIDATOR  
LMI INSURANCE COMPANY,  
IN LIQUIDATION

FINANCIAL STATEMENTS  
FOR THE YEARS ENDED JUNE 30, 2008 AND 2007

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INSIGHT ■ INNOVATION ■ EXPERIENCE

INDEPENDENT AUDITORS' REPORT

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

We have audited the accompanying statements of cash and invested assets arising from cash transactions of LMI Insurance Company, in Liquidation (Estate) as of June 30, 2008 and 2007 and the related statement of cash receipts and cash disbursements for the year ended June 30, 2008. 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 audits 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 LMI 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 LMI Insurance Company, in Liquidation as of June 30, 2008 and 2007, and the related statement of cash receipts and cash disbursements for the year ended June 30, 2008, 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. LLP*

Columbus, Ohio  
October 29, 2008

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OFFICE OF THE OHIO INSURANCE LIQUIDATOR  
LMI INSURANCE COMPANY,  
IN LIQUIDATION

STATEMENTS OF CASH AND INVESTED ASSETS  
JUNE 30, 2008 AND 2007

|                            | <u>2008</u>          | <u>2007</u>          |
|----------------------------|----------------------|----------------------|
| Cash and Encumbered Assets | \$ 208,269           | \$ 369,432           |
| Invested Assets            | <u>13,855,000</u>    | <u>13,328,000</u>    |
|                            | <u>\$ 14,063,269</u> | <u>\$ 13,697,432</u> |

See notes to financial statements.

OFFICE OF THE OHIO INSURANCE LIQUIDATOR  
LMI INSURANCE COMPANY,  
IN LIQUIDATION

STATEMENT OF CASH RECEIPTS AND CASH DISBURSEMENTS  
FOR THE YEAR ENDED JUNE 30, 2008

|   |            |
|---|------------|
| Cash and Encumbered Assets at July 1, 2007  | \$ 369,432 |
| <br>  |            |
| Cash Receipts:  |            |
| Investment proceeds   | 228,000    |
| Interest and dividend income  | 475,148    |
| Salvage and subrogation recoveries  | 4,840      |
| Reinsurance recoveries  | 749,352    |
| Interest and dividend income - LMI/ADIC operating - (Encumbered Assets)                       | 6,145      |
| Transfer from LMI/ADIC collateral - LMI/ADIC operating - (Encumbered Assets)                  | 121,681    |
| Reinsurance recovery - LMI/ADIC operating - (Encumbered Assets)                               | 32,187     |
| Interest and dividend income - LMI/ADIC collateral - (Encumbered Assets)                      | 1,888      |
| Voided collateral check - LMI/ADIC collateral - (Encumbered Assets)                           | 16,503     |
| Miscellaneous receipts - LMI/HealthFirst - (Encumbered Assets)                                | 2,604      |
| Other income  | 91,290     |
| Total Cash Receipts   | 1,729,638  |
| <br>  |            |
| Cash Disbursements:   |            |
| Investment purchases in repurchase agreements   | 755,000    |
| Salaries, wages and employee benefits   | 430,096    |
| Professional fees   | 181,880    |
| Moving and relocation costs   | 12,965     |
| General and administrative expenses   | 103,189    |
| Return of funds to reinsurer  | 35,315     |
| Operating expenses - LMI/ADIC operating - (Encumbered Assets)                                 | 10,984     |
| Division of unclaimed funds - surplus distribution - LMI/ADIC operating - (Encumbered Assets) | 81,781     |
| Division of unclaimed funds - collateral - LMI/ADIC operating - (Encumbered Assets)           | 99,258     |
| Reissued checks - collateral - LMI/ADIC operating - (Encumbered Assets)                       | 16,503     |
| Reissued checks - surplus distribution - LMI/ADIC operating - (Encumbered Assets)             | 30,898     |
| Transfer to from LMI/ADIC collateral to LMI/ADIC operating - (Encumbered Assets)              | 121,682    |
| Operating expenses - LMI/HealthFirst operating - (Encumbered Assets)                          | 11,190     |
| Operating expenses - LMI/PIC operating - (Encumbered Assets)                                  | 60         |
| Total Cash Disbursements  | 1,890,801  |
| <br>  |            |
| Cash and Encumbered Assets at June 30, 2008   | \$ 208,269 |

See notes to financial statements.

OFFICE OF THE OHIO INSURANCE LIQUIDATOR  
LMI INSURANCE COMPANY,  
IN LIQUIDATION

NOTES TO FINANCIAL STATEMENTS  
JUNE 30, 2008 AND 2007

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.

LMI Insurance Company (Company) was placed in liquidation on May 23, 2000 by the Court and it became LMI 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 \$166,625 and \$357,970 of encumbered assets held in separate bank accounts as of June 30, 2008 and 2007. Some portion of these encumbered assets may be due to various third parties, and thus, these are not part of the general assets of the Estate.

OFFICE OF THE OHIO INSURANCE LIQUIDATOR  
LMI INSURANCE COMPANY,  
IN LIQUIDATION

NOTES TO FINANCIAL STATEMENTS  
JUNE 30, 2008 AND 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).

Repurchase agreements are valued at cost which approximates fair value.

At June 30, 2008 and 2007, invested assets and their approximate values consisted of the following:

|                       | <u>2008</u><br><u>Carrying Value</u> | <u>2007</u><br><u>Carrying Value</u> |
|-----------------------|--------------------------------------|--------------------------------------|
| Repurchase agreements | \$ <u>13,855,000</u>                 | \$ <u>13,328,000</u>                 |

NOTE 4 - STATUTORY DEPOSITS AND ESCROW ACCOUNT

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, 2008 and 2007 were \$210,000 and \$210,000, respectively.

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 Section 3903, et seq.

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