

OFFICE OF THE SPECIAL DEPUTY RECEIVER
FINANCIAL STATEMENTS AND INDEPENDENT AUDITORS' REPORT
December 31, 2009 and 2008

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Independent Auditors' Report

To the Board of Directors
Office of the Special Deputy Receiver,
Representing the Director of Insurance of the State of Illinois

We have audited the accompanying statements of assets and liabilities - federal income tax basis of the Office of the Special Deputy Receiver (the "OSD") as of December 31, 2009 and 2008, and the related statements of revenue and expenses - federal income tax basis and cash flows - federal income tax basis for the years then ended. These financial statements are the responsibility of the OSD's management. 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 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.

As discussed in Note A, these financial statements have been prepared on the basis of accounting used by the OSD for federal income tax purposes, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America.

In our opinion, the financial statements referred to above present fairly, in all material respects, the assets and liabilities of the OSD at December 31, 2009 and 2008, and its revenue and expenses and cash flows for the years then ended, on the basis of accounting described in Note A.

Kerber Eck + Braeckel LLP

Springfield, Illinois
July 8, 2010

Other Locations

Jacksonville, IL • Belleville, IL • Carbondale, IL • Cape Girardeau, MO • St. Louis, MO • Milwaukee, WI

Office of the Special Deputy Receiver

STATEMENTS OF ASSETS AND LIABILITIES -
FEDERAL INCOME TAX BASIS

December 31

	<u>2009</u>	<u>2008</u>
ASSETS		
Cash and cash equivalents	\$ 427,570	\$ 511,653
Due from Estates under the OSD supervision	443,668	826,371
Prepaid expenses	<u>129,885</u>	<u>108,689</u>
Total assets	<u>\$ 1,001,123</u>	<u>\$ 1,446,713</u>
LIABILITIES		
Accounts payable and accrued expenses	\$ 601,123	\$ 1,046,713
Due to Estates under the OSD supervision	<u>400,000</u>	<u>400,000</u>
Total liabilities	<u>\$ 1,001,123</u>	<u>\$ 1,446,713</u>

The accompanying notes are an integral part of these statements.

Office of the Special Deputy Receiver

STATEMENTS OF REVENUE AND EXPENSES -
FEDERAL INCOME TAX BASIS

Years Ended December 31

	<u>2009</u>	<u>2008</u>
Revenue		
Reimbursement of expenses incurred on behalf of Estates under the OSD supervision	\$ 11,748,400	\$ 13,734,830
Expenses incurred on behalf of Estates under the OSD supervision		
Salaries and wages	6,904,761	8,853,537
Legal fees	29,975	39,751
Other professional fees	130,819	23,676
Payroll taxes and employee benefits	2,732,463	3,019,669
Rent	1,636,778	1,424,534
Office administration	202,313	295,184
Travel	10,506	14,729
Other	100,785	63,750
	<u>11,748,400</u>	<u>13,734,830</u>
Excess of revenue over expenses	<u><u>\$ -</u></u>	<u><u>\$ -</u></u>

The accompanying notes are an integral part of these statements.

Office of the Special Deputy Receiver

STATEMENTS OF CASH FLOWS -
FEDERAL INCOME TAX BASIS

Years Ended December 31

	<u>2009</u>	<u>2008</u>
Cash flows from operating activities		
Excess of revenue over expenses	\$ -	\$ -
Adjustments to reconcile excess of revenue over expenses to net cash used in operating activities		
Decrease in due from Estates under the OSD supervision	382,703	29,913
Increase in prepaid expenses	(21,196)	(101,147)
Increase (decrease) in accounts payable and accrued expenses	<u>(445,590)</u>	<u>21,086</u>
Net cash used in operating activities	(84,083)	(50,148)
Cash and cash equivalents at beginning of year	<u>511,653</u>	<u>561,801</u>
Cash and cash equivalents at end of year	<u>\$ 427,570</u>	<u>\$ 511,653</u>

The accompanying notes are an integral part of these statements.

Office of the Special Deputy Receiver

NOTES TO FINANCIAL STATEMENTS -
FEDERAL INCOME TAX BASIS

December 31, 2009 and 2008

NOTE A - ORGANIZATION AND BASIS OF PRESENTATION

Pursuant to the Illinois Insurance Code (the "Code"), the Director of Insurance of the State of Illinois ("Director" or "Receiver"), is appointed as Conservator, Rehabilitator, or Liquidator of domestic insurance companies which have been determined by state courts to be insolvent or to meet provisions or grounds for conservation, rehabilitation, or liquidation, as specified in the Code.

The Director, as Conservator, takes possession and control of the insurance company for the purpose of determining its financial condition. The Conservator maintains possession and control of the company until the court vacates the seizure order, either when the Director obtains a rehabilitation or liquidation order with respect to the insurance company or upon its release back to company management. As Rehabilitator, the Director conducts the business of the insurance company and implements a plan of rehabilitation, if feasible. As Liquidator, the Director marshals the assets of the insurance company and liquidates such assets, as appropriate, determines the liabilities, as approved by the supervising courts, and pays court approved pro rata distributions to policyholders and other creditors.

The Director is empowered by the Code to appoint a Special Deputy as the agent to supervise the conservation, rehabilitation, or liquidation of insurance companies. The Office of the Special Deputy Receiver ("OSD"), an Illinois-chartered not-for-profit corporation, supports the activity of the Special Deputy appointed by the Director, to manage the affairs of insurance companies placed in conservation, rehabilitation, or liquidation ("Estates"). The OSD commenced corporate operations on July 1, 1991.

Generally, the OSD pays both direct expenses of the Estates and various overhead and administrative expenses from a common bank account. The OSD allocates its overhead and administrative expenses to the Estates and reimburses itself from Estate assets.

The Statement of Revenue and Expenses - Federal Income Tax Basis (statement) includes only the overhead and administrative expenses of the OSD. The statement does not include the direct expenses of the Estates. These direct expenses are included in the Estates' own financial statements. Estates in conservation pay for their own expenses directly from their own assets.

The OSD's reimbursement of overhead and expenses from the Estates constitutes revenue. Revenue excludes deposits made directly into Estate bank accounts which are considered revenue of the individual Estate. These receipts are included in the Estates' own financial statements.

Office of the Special Deputy Receiver

NOTES TO FINANCIAL STATEMENTS -
FEDERAL INCOME TAX BASIS - CONTINUED

December 31, 2009 and 2008

NOTE A - ORGANIZATION AND BASIS OF PRESENTATION - Continued

The accompanying financial statements have been prepared on the basis of accounting used for federal income tax purposes, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America ("GAAP"). Revenue and expenses of the OSD are recognized on this basis to the extent that they are includable or deductible for federal income tax purposes.

NOTE B - SUMMARY OF ACCOUNTING POLICIES

1. Cash and Cash Equivalents

The OSD considers all highly-liquid investments with a maturity of three months or less when purchased to be cash equivalents.

2. Expense Allocation

The allocation of expenses paid or to be paid by the OSD on behalf of individual Estates is based on the percentage of the OSD staff hours charged to an individual Estate to total hours charged to all Estates. The OSD receives funds from the assets of Estates under its control to pay its operating expenses prior to allocation of its expenses to individual Estates. The advance of such monies is included in "Due to Estates under the OSD supervision" in the statement of assets and liabilities - federal income tax basis.

3. Compensated Absences

The OSD accrues for compensated absences based on absences paid during the two-and-one-half months immediately following December 31, as allowed for federal income tax purposes. If the statements were in accordance with GAAP, a liability for the estimated probable future payments would be accrued if the following conditions were met:

- The employee's right to receive compensation for the future absences is attributable to services already performed by the employee.
- The employee's right to receive the compensation for the future absences is vested, or accumulates.
- It is probable that the compensation will be paid.
- The amount of compensation is reasonably estimable.

Office of the Special Deputy Receiver

NOTES TO FINANCIAL STATEMENTS -
FEDERAL INCOME TAX BASIS - CONTINUED

December 31, 2009 and 2008

NOTE B - SUMMARY OF ACCOUNTING POLICIES - Continued

4. *Subsequent Events*

Management has evaluated subsequent events for recognition and disclosure in the financial statements through July 8, 2010, which is the date the financial statements were available to be issued. Through July 8, 2010, no subsequent events required recognition or disclosure in the financial statements.

NOTE C - LEASES

In addition to the equipment and furnishings of Estates utilized by the OSD in its operations, certain office space and equipment are leased under noncancelable leases. Future minimum lease payments for noncancelable leases in effect at December 31, 2009, are as follows:

2010	\$ 888,193
2011	668,449
2012	683,628
2013	699,082
2014 and after	774,491

The OSD was required to pay a lease termination fee in accordance with their original lease, in order to reduce the amount of space they rent from the Merchandise Mart Plaza. The fee is to be paid in two equal installments, the first of which was paid in 2009 in the amount of \$ 184,061. The second installment is due in 2010 and will also be in the amount of \$ 184,061.

The OSD's noncancelable lease of office space in the Merchandise Mart Plaza in Chicago, Illinois, expires January 31, 2015.

NOTE D - RELATED-PARTY TRANSACTIONS

In its capacity supporting the Special Deputy and the Director as Conservator, Rehabilitator, or Liquidator of the Estates, the OSD has complete control over cash receipt and disbursement activity between the Estates and the OSD. Such transactions are generally conducted under the supervision of state courts having jurisdiction over the insurance company receivership proceedings and are made pursuant to the Code.

Office of the Special Deputy Receiver

NOTES TO FINANCIAL STATEMENTS -
FEDERAL INCOME TAX BASIS - CONTINUED

December 31, 2009 and 2008

NOTE E - EMPLOYEE BENEFIT PLAN

The Office of the Special Deputy Savings and Investment Plan (the "Plan") is a defined contribution retirement plan covering substantially all employees. The Plan allows the OSD to make a discretionary matching contribution of an amount that is a percentage of each participant's contribution. For the years ended December 31, 2009 and 2008, the discretionary matching contribution was 50%. Employees may contribute up to 100% of their salaries for any calendar year, subject to the maximum dollar amounts defined in Section 415(d) and 402(g) of the Internal Revenue Code. For the years ended December 31, 2009 and 2008, the OSD contributed \$ 384,686 and \$ 396,198 respectively, to the Plan.

NOTE F - INCOME TAXES

The Company adopted the accounting standards for uncertainty in income taxes effective January 1, 2009. This guidance prescribes a comprehensive model for financial statement recognition, measurement, classification, and disclosure of uncertain tax positions. The implementation of the standards had no effect on the financial statements.

As of December 31, 2009, the Company has recognized in the financial statements the effects of all tax positions and continually evaluates expiring statutes of limitations, audits, changes in tax law, and new authoritative rulings. The Company is not aware of any circumstances or events that make it reasonably possible that unrecognized tax benefits may increase or decrease within 12 months of the balance sheet date. Penalties and interest assessed by taxing authorities are included in the provision for income taxes, if applicable. There were no interest or penalties paid during 2009.

The Company files income tax returns in the U.S. federal jurisdiction and Illinois. The federal and state income tax returns prior to 2006 are closed.