CONFORMED COPY ORIGINAL FILED Superior Court of California County of Los Angeles ROBERT H. NUNNALLY, JR. State Bar Number 134151 2 WISENER*NUNNALLY*GOLD, LLP JUL 03 2014 245 Cedar Sage, Suite 240 3 Garland, Texas 75040 Sherri R. Carter, Executive Officer/Clerk 4 (972) 530-2200 By Myrna Beltran, Deputy Facsimile: (972) 530-7200 5 Robert@wnglaw.com Attorneys for Insurance Commissioner as Trustee 6 SUPERIOR COURT OF THE STATE OF CALIFORNIA 7 8 FOR THE COUNTY OF LOS ANGELES 9 DAVE JONES, Insurance Commissioner of the | Case No.: C 572 724 State of California. 10 11 Applicant, Honorable John L. Segal By Fax 12 VS. 13 MISSION INSURANCE COMPANY, a NOTICE OF MOTION AND MOTION TO California corporation, 14 APPROVE ACCOUNTING AS TO MISSION INSURANCE COMPANY TRUST. Respondent. 15 ENTERPRISE INSURANCE COMPANY TRUST AND MISSION NATIONAL 16 INSURANCE COMPANY TRUST: 17 DECLARATION OF RAYMOND J. Consolidated with Case Numbers **MINEHAN** 18 C 576 324; C 576 416; C 576 323; C 576 325; 19 Date: October 29, 2014 at 8:30 a.m. C 629 709 20 Department: 50 21 Filed: October 31, 1985 22 23 24 25 26 27 28 MOTION TO APPROVE ACCOUNTING; MEMORANDUM OF POINTS AND AUTHORITIES, DECLARATION OF RAYMOND J. MINEHAN

1

Please take notice that on the 29th day of October, 2014, at the hour of 8:30 a.m., or as soon thereafter as the matter may be heard, Dave Jones, Insurance Commissioner of the State of California, in his capacity as Trustee of the Mission Insurance Company Trust, the Enterprise Insurance Company Trust, and the Mission National Insurance Company Trust, shall appear in Department 50 of the Los Angeles Superior Court, and present his Motion to Approve Accounting.

The motion requests approval of the accounting of the Mission Insurance Company Trust and the Mission National Insurance Company Trust, and an order which discharges the Insurance Commissioner as to the matters to which the accounting relates. This motion deals with the time period from the third quarter of 2009 through the first quarter of 2014, the time period since this Court last heard a motion to approve an accounting.

The motion is supported by the Declaration of Raymond J. Minehan, as well as the pleadings and papers on file in this action.

Wherefore, premises considered, this Court is requested to issue an order which: approves the accounting, and discharges the Insurance Commissioner, individually and as Insurance Commissioner and Trustee, as the funds referenced in the accounting. and awards all other just and equitable relief

Respectfully submitted,

Wisener*Nunnally*Gold, LLP

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Memorandum of Points and Authorities

Mission Insurance Company, Enterprise Insurance Company and Mission National Insurance Company were placed into liquidation along with other Mission affiliates on February 24, 1987. The proof of claims deadline pursuant to California Insurance Code Section 1024 ran on September 12, 1987. The deadline to amend timely proofs of claim was August 18, 1995. The companies have each distributed one hundred cents on the dollars in principal to approved policyholder creditors. Mission National Insurance Company Trust has also distributed one hundred cents on the dollar of the principal amount of general creditor claims, and a partial payment of interest to policyholder-class approved claims. All three companies expect to make further distributions as the final assets are collected. The trusts continue to collect assets, and hold substantial reserves until dates in which contingencies might arise, including tax matters, have passed.

In 2009, the Insurance Commissioner sought and obtained an approval of an accounting as to matters through the third quarter of 2009. The Insurance Commissioner now seeks approval of an accounting as to matters through the first quarter of 2009. The Declaration of Ray Minehan provides the details of the financials and expenditures.

California Insurance Code Section 1037 provides that the Insurance Commissioner shall have the right and duty to manage the liquidation of an insurance company as liquidator. Here, the Court has previously authorized the creation of the Mission Insurance Company Trust and the Mission National Insurance Company Trust. The Insurance Commissioner's discretion in the handling of these matters is broad. *Low v. Golden Eagle Ins. Co.*, (2002) 104 Cal. App. 4th 306; 128 Cal. Rptr. 2d 423. Even a less deferential standard of review, however, would support the relief requested here—to discharge the Insurance Commissioner based on the accounting provided. The Court is requested to approve this accounting.

Respectfully submitted, Wisener*Nunnally*Gold, LLP Robert H. Nunnally, Jr. 245 Cedar Sage, Suite 240 Garland, Texas 75040 (972) 530-2200 Facsimile: (972) 530-7200 Robert@wnglaw.com Attorneys for Insurance Commissioner as Trustee

Declaration of Raymond J. Minehan

- I, Raymond J. Minehan, make this Declaration in San Francisco, California, under the penalty of perjury of the laws of the State of California and show:
- 1. I am Raymond J. Minehan. I am over the age of eighteen years. I am competent to be a witness. I have personal knowledge of the events to which I attest. I acquired my personal knowledge in my role as an employee of the California Conservation and Liquidation Office ("CLO"). I am one of the persons who prepares and supervise the preparation by others of my staff of the regular accounting statements for the CLO as to the Mission Insurance Company Trust, the Mission National Insurance Company Trust and the Enterprise Insurance Company Trust. I am the Chief Financial Officer of the California Conservation and Liquidation Office. I have over twenty years' experience in the preparation of financial statements. I am familiar with the records to which I attest, which are business records of the CLO. I am familiar with the day to day operations of the CLO and of the trusts addressed in this declaration through my position at the CLO.
- 2. I attach as Exhibit "A" a true and correct copy of the financial statements for the Mission Insurance Company Trust, the Mission National Insurance Company Trust and the Enterprise Insurance Company Trust. The expenditures by the trusts are set forth therein, and were actual and reasonable expenditures for these trusts.

I hereby execute this declaration under the penalty of perjury of the laws of the State of California in San Francisco, California, on the ______ day of _______, 2014.

Raymond J. Minehan

Mission Ins Co

STATEMENT OF ASSETS AND LIABILITIES As of March 31, 2014

(Opening Balance)

	(Opening Balance)	Dec 31	Dec 31	Dec 31	D 24	D 04	04.44	
	Jan 1 1998	2009	2010	2011	Dec 31 2012	Dec 31 2013	31-Mar 2014	Change
ASSETS							2014	Grange
Cash and cash equivalents:								
Unrestricted	217,610	-	-	_	-	-	_	(217,610)
Restricted	16,455,223	580,869	580,856	580,657	-	-	-	(16,455,223)
Participation in pooled investments, at market	480,851,923	93,303,621	101,347,478	102,943,846	105,633,457	109,931,525	110,508,752	(370,343,171)
Non-pooled short-term investments, at market								. , , ,
Unrestricted	-	-	_	-	_	-	-	-
Restricted	-	-	-	-	-	_	-	_
Other securities held	-	-	-	-	-	-	_	-
Accrued investment income	-	538,979	544,869	463,134	395,435	302,892	232,481	232,481
Statutory deposits held by other states	16,677,901	-	-	-	-	-	-	(16,677,901)
Funds held by guaranty associations	-	-	-	-	_	-	_	-
Recoverable from reinsurers	63,758,552	21,586,435	21,586,435	21,586,435	21,586,435	21,066,619	20,791,308	(42,967,244)
Salvage and subrogation recoverable	-	_	-	_	-	-	-	-
Premium balances	-	=	-	-	-	-	-	-
Receivable from affiliates, net of allowances	91,265,656	79,798,066	24,027,176	23,979,501	23,816,444	23,816,444	23,816,444	(67,449,212)
Other receivable	-	-	-	-	-	-	-	-
Property and equipment, net of								
accumulated depreciation	-	-	-	-	-	-	-	-
Deposits and other assets	256,437	_	_	-	-	_	-	(256,437)
Total Assets	669,483,302	195,807,970	148,086,813	149,553,573	151,431,771	155,117,481	155,348,985	(514,134,317)
LIABILITIES								
Unclaimed Funds and Other Secured Claims	-	1,813,829	1,788,875	1,759,360	1,178,701	1,173,188	1,173,188	1,173,188
Reserve for Federal Income Tax Liability	_	77,584,526	77,581,972	77,589,272	77,584,389	77,580,231	77,580,231	77,580,231
Claims against policies, including guaranty		,	,00.,0.2	,000,2,2	77,001,000	77,000,201	77,000,201	77,000,201
associations, before distributions	784,277,837	846,832,561	846,832,561	846.832.561	846.832.561	846.832.561	846,832,561	62,554,724
Policyholder distributions	-	(846,629,597)	(846,832,560)	(846,832,560)	(846,832,560)	(846,832,560)	(846,832,560)	(846,832,560)
California and Federal claims having preference	-	-	-	(= .0,002,000)	(5.0,002,000)	(5.10,002,000)	(0.10,002,000)	(370,002,000)
All other claims	1,024,261,559	256,851,568	198,438,478	198,438,478	198,438,478	198,438,478	198,438,478	(825,823,081)
Total Liabilities	1,808,539,396	336,452,887	277,809,326	277,787,110	277,201,568	277,191,898	277,191,898	(1,531,347,498)
NET ASSETS (DEFICIENCY)	(1,139,056,094)	(140,644,917)	(129,722,512)	(128,233,537)	(125,769,797)	(122,074,417)	(121,842,912)	1,017,213,182
	(.,.00,000,004)	(. +0,0++,017)	(127,122,012)	(120,200,001)	(120,100,101)	(122,014,417)	(121,042,312)	1,017,213,182

Mission National Ins Co

STATEMENT OF ASSETS AND LIABILITIES As of March 31, 2014

AS 01 March 31, 2014								
	(Opening Balance)							
	Jan 1	Dec 31	31-Mar					
	1998	2009	2010	2011	2012	2013	2014	Change
ASSETS								
Cash and cash equivalents:								
Unrestricted	102,520	-	-	-	-	-	-	19,453
Restricted	-	-	-	-	-	-	-	-
Participation in pooled investments, at market	232,119,932	21,728,199	22,345,278	22,913,833	23,586,587	25,285,625	26,200,181	(205,919,751)
Non-pooled short-term investments, at market								
Unrestricted	-	-	-	-	-	-	-	_
Restricted	-	-	-	-	-	-	-	-
Other securities held	-	-	-	-	-	-	-	-
Accrued investment income	-	125,397	112,753	103,027	88,280	69,641	54,852	54,852
Statutory deposits held by other states	1,947,958	-	-	-	-	-	-	(1,947,958)
Funds held by guaranty associations	-	=	-	-	-	-	-	-
Recoverable from reinsurers	13,739,903	5,119,864	5,119,864	5,119,864	5,119,864	3,542,319	2,706,799	(11,033,104)
Salvage and subrogation recoverable	-	=	-	-	-	_	-	-
Premium balances	=	-	-	-	-	-		-
Receivable from affiliates, net of allowances	(23,054,953)	-	-	-	-	-	-	23,054,953
Other receivable	-	120,680	90,643	89,329	48,442	33,986	19,453	19,453
Property and equipment, net of								
accumulated depreciation	-	-	-	_	_	-	-	-
Deposits and other assets	-	-		-	-	-	-	-
Total Assets	224,855,360	27,094,140	27,668,538	28,226,053	28,843,173	28,931,571	28,981,284	(195,874,076)
LIABILITIES								
Unclaimed Funds and Other Secured Claims	-	1,886,786	1,886,786	1,886,786	1,886,786	1,886,786	1,886,786	1,886,786
Reserve for Federal Income Tax Liability	-	15,868,148	15,866,997	15,870,142	15,868,383	15,866,987	15,866,987	15,866,987
Claims against policies, including guaranty						.,,	,,	, ,
associations, before distributions	354,972,480	596,098,477	596,098,477	596,098,477	596,098,477	596,098,477	596,098,477	241,125,997
Policyholder distributions	-	(499,606,732)	(499,851,864)	(499,851,864)	(499,851,864)	(499,851,864)	(499,851,864)	(499,851,864)
California and Federal claims having preference	_	-	-	-	_	-	-	
All other claims	14,177,008	16,838,096	16,838,096	16,838,096	16,838,096	16,838,096	16,838,096	2,661,088
Total Liabilities	369,149,488	131,084,775	130,838,491	130,841,636	130,839,877	130,838,481	130,838,481	(238,311,007)
NET ASSETS (DEFICIENCY)	(144,294,128)	(103,990,635)	(103,169,953)	(102,615,583)	(101,996,704)	(101,906,910)	(101,857,197)	42,436,931
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Enterprise Ins Co

STATEMENT OF ASSETS AND LIABILITIES
As of March 31, 2014

31 Watch 31, 2014	

	(Opening Balance)							
	Jan 1	Dec 31	31-Mar					
	1998	2009	2010	2011	2012	2013	2014	Change
ASSETS								
Cash and cash equivalents:								
Unrestricted	29,771,800	332,637	-	-	-	-	-	(29,771,800)
Restricted	-	-	-	-	-	-	-	-
Participation in pooled investments, at market	-	1,255,629	6,983,468	7,213,177	7,407,648	7,454,895	7,498,139	7,498,139
Non-pooled short-term investments, at market								
Unrestricted	-	-	-	-	-	-	-	-
Restricted	-	-	-	-	-	-	-	-
Other securities held	-	-	-	-	-	-	-	-
Accrued investment income	-	7,470	32,096	32,418	27,730	20,560	15,770	15,770
Statutory deposits held by other states	-	-	-	-	-	-	-	-
Funds held by guaranty associations	-	-	-	-	-	-	-	=
Recoverable from reinsurers	299,581	-	-	-	-	-	-	(299,581)
Salvage and subrogation recoverable	-	-	-	-	-	-	-	-
Premium balances	-	-	-	-	-	-	-	-
Receivable from affiliates, net of allowances	40,108,050	-	-	-	-	-	-	(40,108,050)
Other receivable	848,164	-	-	-	-	-	-	(848,164)
Property and equipment, net of								
accumulated depreciation	-	-	-	-	-	-	-	-
Deposits and other assets	-		_	-	-	-		-
Total Assets	71,027,595	1,595,736	7,015,564	7,245,595	7,435,378	7,475,455	7,513,909	(63,513,686)
LIABILITIES								
Unclaimed Funds and Other Secured Claims	-	661,335	661,189	661,189	661,189	661,189	661,189	661,189
Reserve for Federal Income Tax Liability	341,083	580,296	579,329	579,343	579,363	579,325	579,325	238,242
Claims against policies, including guaranty								Ť
associations, before distributions	75,391,507	120,573,416	120,573,416	120,573,416	120,573,416	120,573,416	120,573,416	45,181,909
Policyholder distributions	-	(120,573,414)	(120,573,414)	(120,573,414)	(120,573,414)	(120,573,414)	(120,573,414)	(120,573,414)
California and Federal claims having preference	-	-	-	- '	-	-	-	
All other claims	18,008,695	30,780,906	30,780,906	30,780,906	30,780,906	30,780,906	30,780,906	12,772,211
Total Liabilities	93,741,285	32,022,539	32,021,426	32,021,440	32,021,461	32,021,422	32,021,422	(61,719,863)
NET ASSETS (DEFICIENCY)	(22,713,690)	(30,426,803)	(25,005,862)	(24,775,845)	(24,586,082)	(24,545,968)	(24,507,513)	(1,793,823)
							. , ,	1 - 3 7 7

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STATEMENT OF CHANGES TO NET ASSETS As of March 31, 2014

							Mar 31	Jan 1998
	1998 to 2014	2009	2010	2011	2012	2013	2014	to Mar 2014
Income								
Reinsurance Recoveries	17,019,505	-	-	-	-	-	-	17,019,505
Litigation Recoveries	2,633,791	-	-	-	-		-	2,633,791
Premiums and Other Collections	11,849,571	233,245	5,809,645	345,012	98,430	3,662,478	6,937	11,849,571
Salvage/Subrogation Recoveries	773,701	-	-	-	-	-	-	773,701
Net Investment Income	248,097,152	5,965,978	4,254,319	1,659,004	3,049,054	749,510	384,452	248,097,152
	280,373,719	6,199,223	10,063,964	2,004,016	391,389	4,411,988	391,389	280,373,719
Operating Expenses								
Legal and Professional	9,050,524	98,673	83,734	62,025	52,841	65,264	16,690	9,050,524
General and Administrative	14,486,845	216,843	222,022	188,870	194,784	217,634	27,702	14,486,845
Allocated Expenses	8,733,529	424,279	394,329	217,534	273,065	433,772	115,430	8,733,529
Loss (Gain) on Disposition of Assets	(2,975,024)		_	-	-		-	(2,975,024)
	29,295,874	739,795	700,085	468,429	159,822	716,671	159,822	29,295,874
Losses and Other Expenses								
Incurred Losses and Claims Expense	76,590,041	25,067,674	(1,202,786)	47,675	163,057	-	-	76,590,041
Court-ordered Debt Forgiveness	(915,746,819)	-	-	-	-	-	-	(915,746,819)
Provision for Federal Income taxes	78,933,754	-	_	-	_	-		78,933,754
	(760,223,024)	25,067,674	(1,202,786)	47,675		-	-	(760,223,024)
NET INCOME (LOSS)	1,011,300,869	(19,608,246)	10,566,665	1,487,912	231,568	3,695,318	231,568	1,011,300,869
Adjustments vo assets and liabilities	5,911,248	(2,119)	355,740		_			5,911,248
Changes to Net Assets	1,017,212,117	(19,610,365)	10,922,405	1,487,912	231,568	3,695,318	231,568	1,014,979,947

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STATEMENT OF CHANGES TO NET ASSETS

As of March 31, 2014

			-			-	Mar 31	Jan 1998
	1998 to 2014	2009	2010	2011	2012	2013	2014	to Mar 2014
Income								
Reinsurance Recoveries	(2,348,254)	-	-	-	-		-	(2,348,254)
Litigation Recoveries	943,000	-		-	-	-	-	943,000
Premiums and Other Collections	246,747	57,184	1	15	99	41,124	-	246,747
Salvage/Subrogation Recoveries	236,868	-	-	-	-	-	-	236,868
Net Investment Income	112,982,419	1,251,135	679,202	366,273	679,768	161,160	88,584	112,982,419
	112,060,779	1,308,320	679,203	366,288	88,584	202,283	88,584	112,060,779
Operating Expenses								
Legal and Professional	1,462,469	36,617	18,333	22,341	17,861	27,632	6,516	1,462,469
General and Administrative	123,276	3,759	825	190	44	41	5	123,276
Allocated Expenses	6,186,799	121,856	84,496	48,143	57,678	125,180	32,350	6,186,799
Loss (Gain) on Disposition of Assets	(7,868,879)	-	-	-	-	· -	-	(7,868,879)
	(96,335)	162,232	103,654	70,674	38,871	152,853	38,871	(96,335)
Losses and Other Expenses								
Incurred Losses and Claims Expense	130,133,260	(678,723)	-	(258,756)	(14,596)	(40,364)	_	130,133,260
Court-ordered Debt Forgiveness	(75,397,352)	- '	-	-	-	-	-	(75,397,352)
Provision for Federal Income taxes	17,442,781	-	-	-	-	-	_	17,442,781
	72,178,689	(678,723)	-	(258,756)		(40,364)	-	72,178,689
NET INCOME (LOSS)	39,978,425	1,824,810	575,549	554,370	49,713	89,794	49,713	39,978,425
Adjustments vo assets and liabilities	2,458,506	-	245,133		-	-	-	2,458,506
Changes to Net Assets	42,436,931	1,824,810	820,682	554,370	49,713	89,794	49,713	42,436,931

Enterprise Ins Co
STATEMENT OF CHANGES TO NET ASSETS
As of March 31, 2014

			-			-	Mar 31	Jan 1998
	1998 to 2014	2009	2010	2011	2012	2013	2014	to Mar 2014
Income								
Reinsurance Recoveries	-	-	-	-	-	-	-	-
Litigation Recoveries	205,000	-	-	-	-		-	205,000
Premiums and Other Collections	2,354,912	175	0	148,364	9,610	61,403	29,833	2,354,912
Salvage/Subrogation Recoveries	7,402	-	-	~	-	-	-	7,402
Net Investment Income	8,734,978	242,275	22,307	114,370	213,730	47,489	25,946	8,734,978
	11,302,293	242,450	22,307	262,734	55,779	108,892	55,779	11,302,293
Operating Expenses								
Legal and Professional	526,446	43,343	3,836	4,976	4,815	9,066	150	526,446
General and Administrative	16,924	5,395	4,430	469	12	56	2	16,924
Allocated Expenses	1,818,475	136,025	20,884	27,274	28,750	59,655	17,173	1,818,475
Loss (Gain) on Disposition of Assets	(594,494)	_	_	_	_		-	(594,494)
	1,767,351	184,763	29,149	32,719	17,325	68,777	17,325	1,767,351
Losses and Other Expenses								
Incurred Losses and Claims Expense	10,649,839	76,591	(5,427,784)	-	-	-	-	10,649,839
Court-ordered Debt Forgiveness	-	-	-	-	-	-	-	-
Provision for Federal Income taxes	672,454		-	-	-	_	_	672,454
	11,322,293	76,591	(5,427,784)	-	-	-	##	11,322,293
NET INCOME (LOSS)	(2,055,685)	(18,905)	5,420,941	230,015	38,454	40,115	38,454	(1,938,662)
Adjustments vo assets and liabilities	(6,472)	-	-	-	-	-	-	(6,472)
Changes to Net Assets	(2,062,156)	(18,905)	5,420,941	230,015	38,454	40,115	38,454	(1,945,134)