

September 15, 2015

Mr. Christopher M. Kaisershot  
Assistant Attorney General  
Suite 1800  
445 Minnesota Street  
St. Paul, MN 55101-2134

Dear Mr. Kaisershot:

Attached is the Liquidator's Quarterly Report in the Matter of the Liquidation of Minnesota Surety and Trust Company, signed September 15, 2015 including exhibit(s). We are requesting that you file this with the court on behalf of the Minnesota Department of Commerce.

Please let me know if you have any questions. Thank you for your assistance with these filings.

Sincerely,



Kathleen J. Orth  
Chief Examiner – Solvency Manager  
[Kathleen.orth@state.mn.us](mailto:Kathleen.orth@state.mn.us)  
(651) 539-1763

Cc: Donna Watz  
Wayne Johnson

State of Minnesota

District Court

County of Ramsey

Second Judicial District

62-CV-11-9400

**In Re: The Matter of the Liquidation of  
Minnesota Surety and Trust Company**

**QUARTERLY REPORT  
MINN. STAT. § 60B.25**

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**REPORT ON PROGRESS OF LIQUIDATION PROCEEDINGS**

**October 1, 2015**

NOW COMES Mike Rothman, Commissioner of Commerce of the State of Minnesota, in his capacity as the statutory and court-appointed liquidator of Minnesota Surety and Trust Company, (“MSTC”) and for his summary of progress and current status of the MSTC liquidation proceedings, states as follows:

1. The court placed MSTC in liquidation on November 22, 2011.
2. The court appointed the Commissioner of the Minnesota Department of Commerce (hereinafter “Commerce”) as liquidator of MSTC.
3. MSTC, a Minnesota insurance company, was also licensed as a trust company and actively administered a number of trusts.

**REPORT**

**I. Financial Statements**

4. The Liquidator attaches hereto as Exhibit A the financial statement for MTSC as of June 30, 2015.

**II. Notice and Claims**

5. The Liquidator is reviewing information submitted by some of the former agents of MSTC for the release of the agent’s build-up-fund accounts.

### III. Operations

6. On August 13, 2015 Kathleen Orth was appointed as Special Deputy Liquidator to replace Rick Theisen. The Notice of Termination, Notice of Appointment, and Notice of Amended Appointment was filed with the Court on September 8, 2015 and is attached as Exhibit B.
7. On August 14, 2015 the Liquidator filed an application with the U.S. Department of Justice for a limited release of federal claims in the liquidation of Minnesota Surety and Trust Company. As of the date of this report the application was still pending.

Respectfully submitted,

MIKE ROTHMAN  
Commissioner  
Minnesota Department of Commerce

By his Special Deputy Liquidator

  
Kathleen J. Orth

9 / 15 / 15

Date

# Exhibit A

Property and Casualty Companies

# QUARTERLY STATEMENT

AS OF JUNE 30, 2015  
OF THE CONDITION AND AFFAIRS OF THE

## MINNESOTA SURETY AND TRUST COMPANY

NAIC Group Code NAIC Co. Code 30996 Employer's ID Number 41-0665921

Organized under the Laws of Minnesota State of Domicile Minnesota

Country of domicile United States

Incorporated/Organized: August 28, 1945 Commenced Business: August 28, 1945

Statutory Home Office 85 7th Place East, Suite 500, St. Paul, MN 55101-2198

Main Administrative Office 85 7th Place East, Suite 500, St. Paul, MN 55101-2198

Mail Address P.O. Box 133, Farmington, CT 06034

Primary Location of Books and Records 85 7th Place East, Suite 500, St. Paul, MN 55101-2198

Internet Web Site Address <http://mn.gov/commerce/consumers/enforcement/liquidations.jsp>

Statutory Statement Contact Kathleen Orth (651) 539-1763

### OFFICERS

None-Company in Liquidation

### OTHER OFFICERS

None - Company in Liquidation

### DIRECTORS OR TRUSTEES

None - Company in Liquidation

State of Minnesota  
County of Ramsey

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The officers of this reporting entity being duly sworn, each depose and say that they are the described officer of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions there from for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.



Kathleen Orth  
Chief Examiner, Special Deputy Liquidator

## STATEMENT AS OF JUNE 30, 2015 OF THE MINNESOTA SURETY &amp; TRUST COMPANY

## ASSETS

	Current Year			December 31 Prior Year Net Admitted Assets
	Assets	Nonadmitted Assets	Net Admitted Assets (Column 1 minus Column 2)	
1 Bonds	703,767		703,767	705,745
2 Stocks:				
2.1 Preferred stocks				
2.2 Common Stocks				
3 Mortgage loans on real estate:				
3.1 First Liens				
3.2 Other than first liens				
4 Real estate				
4.1 Properties occupied by the company				
4.2 Properties held for the production of income (less \$ encumbrances)				
4.3 Properties held for sale (less \$ encumbrances)				
5 Cash (\$430,872, Schedule E -Part 1), cash equivalents (\$, Schedule E- Part 2)	423,687		423,687	449,438
6 Contract loans				
7 Derivatives				
8 Other invested assets				
9 Receivable for securities				
10 Securities lending reinvested collateral assets (Schedule DL)				
11 Aggregate write-ins for invested assets				
12 Subtotals, cash and invested assets (Line 1 through Line11)	1,127,454		1,127,454	1,155,183
13 Title plants less\$ charged off (for Title insurers only)				
14 Investment income due and accrued	7,345		7,345	7,630
15 Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	88,133	88,133	-	
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)				
16 Reinsurance:				
16.1 Amounts recoverable from reinsurers				
16.2 Funds held by or deposited with reinsured companies				
16.3 Accrued retrospective premiums				
17 Amounts receivable relating to uninsured plans				
18.1 Current federal and foreign income tax recoverable and interest thereon				
18.2 Net deferred tax asset				
19 Guaranty funds receivable or on deposit				
20 Electronic data processing equipment and software				
21 Furniture and equipment, including health care delivery assets (\$ )				
22 Net adjustment in assets and liabilities due to foreign exchange rates				
23 Receivables from parent, subsidiaries and affiliates				
24 Health care (\$ ) and other amounts receivable				
25 Aggregate write-ins for other than invested assets	100		100	100
26 Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Line 12 to Line 25)	1,223,032	88,133	1,134,899	1,162,913
27 From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
28 Total (Line 26 and Line 27)	1,223,032	88,133	1,134,899	1,162,913
DETAILS OF WRITE-INS				
1101				
1102				
1103				
1198 Summary of remaining write-ins for Line 11 from overflow page				
1199 Totals (Lines 1101 through 1103 plus 1198)(Line 11 above)				
2501 Assets reserved for the account of others	100		100	100
2502				
2503				
2598 Summary of remaining write-ins for Line 25 from overflow page				
2599 Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	100		100	100

STATEMENT AS OF JUNE 30, 2015 OF THE MINNESOTA SURETY & TRUST COMPANY

LIABILITIES, SURPLUS AND OTHER FUNDS

	1 Current Statement Date	2 December 31, Prior Year
1 Losses	5,000	5,000
2 Reinsurance payable on paid losses and loss adjustment expenses		
3 Loss adjustment expenses	-	
4 Commissions payable, contingent commissions and other similar charges	1,630	1,630
5 Other expenses (excluding taxes, licenses and fees)	123,774	130,139
6 Taxes, licenses and fees (excluding federal and foreign income taxes)	27,635	27,635
7 .1 Current federal and foreign income taxes (including \$ on realized capital gains (losses))		
7 .2 Net deferred tax liability		
8 Borrowed money	310,660	310,660
9 Unearned premiums	4,295	4,295
10 Advanced premium		
11 Dividends declared and unpaid:		
11.1 Stockholders		
11.2 Policyholders		
12 Ceded reinsurance premiums payable (net of ceding commissions)		
13 Funds held by company under reinsurance treaties		
14 Amounts withheld or retained by company for account of others	145,034	145,034
15 Remittances and items not allocated		
16 Provision for reinsurance		
17 Net adjustments in assets and liabilities due to foreign exchange rates		
18 Drafts outstanding		
19 Payable to parent, subsidiaries and affiliates		
20 Derivatives		
21 Payable for securities		
22 Payable for securities lending		
23 Liability for amounts held under uninsured plans		
24 Capital notes \$ and interest thereon \$		
25 Aggregate write-ins for liabilities		
26 Total liabilities excluding protected cell liabilities (Line 1 through Line 25)	618,028	624,393
27 Protected cell liabilities		
28 Total liabilities (Line 26 and Line 27)	618,028	624,393
29 Aggregate write-ins for special surplus funds		
30 Common capital stock	500,000	500,000
31 Preferred capital stock		
32 Aggregate write-ins for other than special surplus funds		
33 Surplus notes	1,212,000	1,212,000
34 Gross paid in and contributed surplus	100,000	100,000
35 Unassigned funds (surplus)	(1,295,129)	(1,273,480)
36 Less treasury stock, at cost:		
36.1 Shares common (value included in Line 30 \$ )		
36.2 Shares preferred (value included in Line 31 \$ )		
37 Surplus as regards policyholders (Line 29 to Line 35, less Line 36) Page 4, Line 39	516,871	538,520
38 Totals (Page 2, Line 28, Column 3)	1,134,899	1,162,913
DETAILS OF WRITE-INS		
2501		
2502		
2503		
2598 Summary of remaining write-ins for Line 25 from overflow page		
2599 Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)		
2901		
2902		
2903		
2998 Summary of remaining write-ins for Line 29 from overflow page		
2999 Totals ( Lines 2901 through 2903 plus 2998) (Line 29 above)		
3201		
3202		
3203		
3298 Summary of remaining write-ins for Line 32 from overflow page		
3299 Totals (Line 3201 through 3203 plus 3298) (Line 32 above)		

## STATEMENT AS OF JUNE 30, 2015 OF THE MINNESOTA SURETY &amp; TRUST COMPANY

## STATEMENT OF INCOME

	1 Current Year to Date	2 Prior Year to Date	Prior Year Ended December 31
UNDERWRITING INCOME			
1 Premiums earned:			
1.1 Direct (Written \$ )	-	-	19
1.2 Assumed (Written \$ )	-	-	-
1.3 Ceded (Written \$ )	-	-	-
1.4 Net (Written \$ )	-	-	19
DEDUCTIONS:			
2 Losses Incurred (Current accident year \$ ):			
2.1 Direct	(300)	-	(81,150)
2.2 Assumed	-	-	-
2.3 Ceded	-	-	-
2.4 Net	(300)	-	(81,150)
3 Loss adjustment expenses incurred	-	-	(15,843)
4 Other underwriting expenses incurred	10,111	31,744	(9,658)
5 Aggregate write-ins for underwriting deductions	-	-	-
6 Total underwriting deductions (Lines 2 through 5)	9,811	31,744	(106,651)
7 Net income of protected cells	-	-	-
8 Net underwriting gain (loss) (Line 1 minus Line 6 + Line 7)	(9,811)	(31,744)	106,670
INVESTMENT INCOME			
9 Net investment income earned	6,297	14,610	27,796
10 Net realized capital gains (losses) less capital gains tax of \$	-	-	-
11 Net investment gain (loss) (Lines 9 + 10)	6,297	14,610	27,796
OTHER INCOME			
12 Net gain or (loss) from agents' or premium balances charged off (amount received \$ amount charged off \$ )	-	-	-
13 Finance and service charges not included in premiums	-	-	-
14 Aggregate write-ins for miscellaneous income	-	1,000	1,000
15 Total other income (Lines 12 through 14)	-	-	1,000
16 Net income before dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Lines 8 plus Line 11 + 15)	(3,514)	(16,134)	135,466
17 Dividends to policyholders	-	-	-
18 Net income, after dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Line 16 minus Line 17)	(3,514)	(16,134)	135,466
19 Federal and foreign income taxes incurred	-	-	-
20 Net income (Line 18 minus Line 19) (to Line 22)	(3,514)	(16,134)	135,466
CAPITAL AND SURPLUS ACCOUNT			
21 Surplus as regards policyholders, December 31 prior year	520,385	369,199	369,199
22 Net income (from Line 20)	(3,514)	(16,134)	135,466
23 Net transfers (to) from Protected Cell accounts	-	-	-
24 Change in net unrealized capital gains or (losses) less capital gains tax of \$	-	-	-
25 Change in net unrealized foreign exchange capital gain (loss)	-	-	-
26 Change in net deferred income tax	-	-	-
27 Change in nonadmitted assets	-	-	-
28 Change in provision for reinsurance	-	-	-
29 Change in surplus notes	-	-	-
30 Surplus (contributed to) withdrawn from protected cells	-	-	-
31 Cumulative effect of changes in accounting principles	-	-	-
32 Capital changes	-	-	-
32.1 Paid in	-	-	-
32.2 Transferred from surplus (Stock Dividend)	-	-	-
32.3 Transferred to surplus	-	-	-
33 Surplus adjustments:			
33.1 Paid in	-	-	-
33.2 Transferred to capital (Stock dividend)	-	-	-
33.3 Transferred from capital	-	-	-
34 Net remittances from or (to) Home Office	-	-	-
35 Dividends to stockholders	-	-	-
36 Change in treasury stock (Page 3, Line 36.1 and Line 36.2, Column 2 minus Column 1)	-	-	-
37 Aggregate write-ins for gains and losses in surplus	-	-	33,855
38 Change in surplus as regards policyholders for the year (Line 22 through Line 37)	(3,514)	(16,134)	169,321
39 Surplus as regards policyholders, as of statement date (Lines 21 plus 38)	516,871	353,065	538,520
DETAILS OF WRITE-INS			
501			
502			
503			
598 Summary of remaining write-ins for Line 5 from overflow page	-	-	-
599 Totals (Line 0501 through Line 0503 plus Line 0598) (Line 5 above)	-	-	-
1401 Other miscellaneous income - Wells Fargo	-	1,000	1,000
1402			
1402a			
1403			
1498 Summary of remaining write-ins for Line 14 from overflow page	-	-	-
1499 Totals (Line 1401 through Line 1403 plus Line 1498) (Line 14 above)	-	1,000	1,000
3701 Adjustment to Company's Build Up Fund account established prior to liquidation	-	-	33,855
3702			
3703			
3798 Summary of remaining write-ins for Line 37 from overflow page	-	-	-
3799 Totals (line 3701 through Line 3703 plus Line 3798) (Line 37 above)	-	-	33,855

## STATEMENT AS OF JUNE 30, 2015 OF THE MINNESOTA SURETY &amp; TRUST COMPANY

**CASH FLOW**

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
<b>Cash from Operations</b>			
1 Premiums collected net of reinsurance	-	-	-
2 Net investment income	6,297	14,610	27,796
3 Miscellaneous income	-	1,000	1,000
4 Total (Lines 1 to 3)	6,297	15,610	28,796
5 Benefit and loss related payments			-
6 Net transfers to Separate Account, Segregated Accounts and Protected Cell Accounts			
7 Commissions, expenses paid and aggregate write-ins for deductions	32,048	19,230	145,863
8 Dividends paid to policyholders			
9 Federal and foreign income taxes paid (recovered net of \$.....tax on capital gains (losses))			
10 Total (Lines 5 through 9)	32,048	19,230	145,863
11 Net cash from operations (Line 4 minus Line 10)	(25,751)	(3,620)	(117,067)
<b>Cash from Investments</b>			
12 Proceeds from investments sold, matured or repaid:			
12.1 Bonds		141,000	141,000
12.2 Stocks			
12.3 Mortgage loans			
12.4 Real estate			
12.5 Other invested assets			
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments			
12.7 Miscellaneous proceeds			
12.8 Total investment proceeds (Lines 12 to 12.7)	-	141,000	141,000
13 Cost of investment acquired (long-term only):			
13.1 Bonds			
13.2 Stocks			
13.3 Mortgage loans			
13.4 Real estate			
13.5 Other invested assets			
13.6 Miscellaneous application			
13.7 Total investments acquired (Lines 13.1 to 13.6)	-	-	-
14 Net increase (or decrease) in contract loans and premium notes			
15 Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	-	141,000	141,000
<b>Cash from Financing and Miscellaneous Sources</b>			
16 Cash provided (applied)			
16.1 Surplus notes, capital notes			
16.2 Capital and paid in surplus, less treasury stock			
16.3 Borrowed funds			
16.4 Net deposits on deposit-type contracts and other insurance liabilities			
16.5 Dividends to stockholders			
16.6 Other cash provided (applied)	-	-	33,855
17 Net cash from financing and miscellaneous sources (Lines 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	-	-	33,855
<b>RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS</b>			
18 Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	(25,751)	137,380	57,788
19 Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	449,438	391,650	391,650
19.2 End of period (Line 18 plus Line 19.1)	423,687	529,030	449,438

STATEMENT AS OF JUNE 30, 2015 OF THE MINNESOTA SURETY & TRUST COMPANY  
**NOTES TO FINANCIAL STATEMENTS**

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Accounting Practices

Organization

Minnesota Surety and Trust Company (the "Company") was incorporated and commenced operations on August 28, 1945, under the Statutes of the State of Minnesota. The Company was a licensed property and casualty insurer under Minnesota Statutes Section 60A.06. Effective November 17, 2011, the Company's Minnesota Certificate of Authority to operate as an insurer was revoked. Effective November 22, 2011, the Company was ordered into liquidation.

The Company is a majority owned subsidiary of First Heartland Surety and Casualty Services Company ("First Heartland"). The Company was engaged in underwriting surety and bail bonds in the states of Minnesota, North Dakota, Montana, Utah, South Dakota and Colorado. The coverage on the surety and bail bonds was marketed to customers through a network of independent insurance agents and brokers. The Company also provided trust services primarily to individuals in Minnesota.

The financial statements have been prepared in conformity with the accounting practices prescribed or permitted by the National Association of Insurance Commissioners and the Minnesota Department of Commerce.

The financial statements are prepared by the Receiver from information available to, known or estimated by the Receiver as of the date of the Quarterly Statement. The Receiver makes no warranty as to the accuracy of the information or of the opinions or evaluations contained in the Quarterly Statement and expressly disclaims any liability arising from the statements of fact, evaluation or opinion contained in the Quarterly Statement. Assets reported in the Quarterly Statement do not include all possible recoveries that may result from various legal and/or collection efforts. Fidelity/surety loss reserves are the Receiver's best estimates of outstanding losses and loss adjustment expenses as of June 30, 2015. These estimates will continue to be updated from time to time.

B. Use of estimates in the Preparation of the Financial Statements & Accounting Policy

The Company records bail bond premiums on the net remittances method. As such, the difference between the fee, generally 10% of the bond, and the premium has not been recorded in these financial statements.

Premiums written are recorded on an annual basis to match the billing to the policyholder. Premiums on other than bail bonds are earned on a pro rata basis over the life of the insurance policy. Audit adjustments to premiums are recognized in the period that the adjustment becomes known. Unearned premium reserves are established for the portion of premiums billed applicable to the unexpired term of the premium.

Certain costs of acquiring new business, principally commissions, premium taxes and other variable policy issuance and underwriting expenses, are expensed when due.

Unpaid claim and settlement expenses are based on estimates of reported and unreported claims and related settlement expenses. The Company does not discount the reserve liability for future policy claims settlement expenses.

Investments in fixed maturity bonds are recorded at amortized cost under the valuation standards of the National Association of Insurance Commissioners. No provision is made for temporary declines in fair values below amortized cost, as the Company generally intends to hold these investments until maturity and does not expect to realize any significant losses. If, however, a permanent impairment occurs in a security, the Company writes the security down to the new value. Short-term investments are recorded at cost, which approximates fair value. Investments in common and preferred stocks are carried at estimated fair values based on published market quotations.

Realized gains and losses are computed based on specific identification of the cost of the securities sold. Unrealized gains and losses of common and preferred stock are included in surplus.

Cash and short-term investments include demand and savings deposits at several financial institutions. At times cash on deposit may exceed federally insured limits. For purposes of the statement of cash flows, the Company considers all highly liquid investments with a maturity of one year or less, when purchased, to be cash equivalents.

STATEMENT AS OF JUNE 30, 2015 OF THE MINNESOTA SURETY & TRUST COMPANY  
**NOTES TO FINANCIAL STATEMENTS**

2. ACCOUNTING CHANGES AND CORRECTIONS OF ERRORS

None.

3. BUSINESS COMBINATIONS AND GOODWILL

The Company was not involved in any business combinations during the period covered by these financial statements.

4. DISCONTINUED OPERATIONS

The Company was ordered into liquidation by the State of Minnesota on November 22, 2011.

5. INVESTMENTS

During the period covered by these financial statements, the Company had no mortgage loans, real estate loans, debt restructuring, reverse mortgages, loan backed securities or repurchase agreements.

6. JOINT VENTURES, PARTNERSHIPS AND LIMITED LIABILITY COMPANIES

The Company had no investments in joint ventures, partnerships or limited liability companies that exceeded 10% of its admitted assets, during the period covered by these financial statements.

7. INVESTMENT INCOME

The Company did not exclude any investment income due and accrued as of June 30, 2015.

8. DERIVATIVE INSTRUMENTS

The Company had no derivative financial instruments during the period covered by these financial statements.

9. INCOME TAXES

There were no income taxes incurred and all deferred tax assets were non-admitted as of June 30, 2015.

10. INFORMATION CONCERNING PARENT, SUBSIDIARIES AND AFFILIATES

First Heartland owns 380,099 of the 500,000 issued and outstanding shares of Company capital common stock. First Heartland also holds surplus notes in the Company in the amount of \$215,000. The Company had no written agreements for rental of office space or services provided. There were no intercompany transactions in the second quarter of 2015.

11. DEBT

As of June 30, 2015, the Company had the following secured and unsecured notes payable:

- 1) Promissory notes payable to First Heartland Surety & Casualty Insurance Service Company in the amount of \$193,516.
- 2) Demand note payable to Warren Plunkett in the amount of \$117,144.

12. RETIREMENT, DEFERRED COMPENSATION, POST EMPLOYMENT BENEFITS AND COMPENSATED ABSENCES AND OTHER POSTRETIREMENT BENEFIT PLANS

The Company was not a party to any retirement, deferred compensation, postemployment benefits or other postretirement plans at June 30, 2015.

13. CAPITAL AND SURPLUS, DIVIDEND RESTRICTIONS AND QUAL-REORGANIZATION

The Company had 500,000 issued and outstanding shares of \$1 par value capital common stock. The Company has no authorized capital preferred stock.

The Company has \$1,212,000 of outstanding surplus notes payable only with the written approval of the Minnesota Commissioner of Commerce.

14. CONTINGENCIES

The Company had no known contingent commitments, outside the normal course of business, as of June 30, 2015 except potential contingencies arising from the liquidation proceeding of the Company.

15. LEASES

The Company is not a party to any leases.

16. INFORMATION ABOUT FINANCIAL INSTRUMENTS WITH OFF-BALANCE SHEET RISK

The Company had no financial instruments with off-balance sheet risk as of June 30, 2015.

17. SALE, TRANSFER AND SERVICING OF FINANCIAL ASSETS AND EXTINGUISHMENTS OF LIABILITIES

None.

18. GAIN OR LOSS TO THE REPORTING ENTITY FROM UNINSURED PLANS

The Company has no interests in uninsured plans.

19. DIRECT PREMIUM WRITTEN/PRODUCED BY MANAGING GENERAL AGENTS/ADMINISTRATORS

No premiums were written in the second quarter of 2015.

20. FAIR VALUE MEASUREMENTS

Bonds: Fair values for bonds are determined using quoted market prices from an orderly market at the reporting date for those or similar investments.

	<u>2015 Statement Value</u>	<u>2015 Fair Value</u>
Bonds:	\$703,767	\$789,640

STATEMENT AS OF JUNE 30, 2015 OF THE MINNESOTA SURETY & TRUST COMPANY  
**NOTES TO FINANCIAL STATEMENTS**

21. OTHER ITEMS

C. Other Disclosures

Attached at the end of the June 30, 2015 Statement is an exhibit titled "Restatement of Liabilities by Priority". This exhibit is for information purposes only and has been prepared by the Liquidator and has not been approved by the Court.

22. EVENTS SUBSEQUENT

None.

23. REINSURANCE

None.

24. RETROSPECTIVELY RATED CONTRACTS AND CONTRACTS SUBJECT TO REDETERMINATION

Not applicable.

25. CHANGES IN INCURRED LOSSES AND LOSS ADJUSTMENT EXPENSES

Reported Loss Reserves as of December 31, 2014, were \$5,000. As of June 30, 2015, reported Loss Reserves remained at \$5,000, reflecting the estimated value based on the proof-of-claim forms filed in the liquidation. Additional adjustments to Loss Reserves are possible prior to the closure of the liquidation.

Reported Loss Adjustment Expense (LAE) reserves as of June 30, 2015, were \$0. Additional adjustments to LAE Reserves are possible prior to the closure of the liquidation.

26. INTERCOMPANY POOLING ARRANGEMENTS

Not applicable.

27. STRUCTURED SETTLEMENTS

Not applicable.

28. HEALTH CARE RECEIVABLES

Not applicable.

29. PARTICIPATING POLICIES

Not applicable.

30. PREMIUM DEFICIENCY RESERVES

Not applicable.

31. HIGH DEDUCTIBLES

Not applicable.

32. DISCOUNTING OF LIABILITIES FOR UNPAID LOSSES

Not applicable.

33. ASBESTOS/ENVIRONMENTAL RESERVE

Not applicable.

34. SUBSCRIBER SAVINGS ACCOUNTS

Not applicable.

35. MULTIPLE PERIL CROP INSURANCE

Not applicable.

36. FINANCIAL GUARANTY INSURANCE

Not applicable.

STATEMENT AS OF JUNE 30, 2015 OF THE MINNESOTA SURETY & TRUST COMPANY

**GENERAL INTERROGATORIES**

Part 1 - COMMON INTERROGATORIES

GENERAL

1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?	Yes ( )	No (X)
1.2 If yes, has the report been filed with the domiciliary state?	Yes ( )	No ( )
2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?	Yes ( )	No (X)
2.2 If yes, date of change:		
3 Have there been any substantial changes in the organizational chart since the prior quarter end? If yes, complete the Schedule Y- Part 1- organizational chart.	Yes ( )	No (X)
4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?	Yes ( )	No (X)
4.2 If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as result of the merger or consolidation.		
5 If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in fact, or similar agreement, have there been any significant changes regarding the terms of the agreement of principals involved?	Yes ( )	No ( ) NA (X)
6.1 State as of what date the latest financial examination of the reporting entity was made or is being made.		12/31/2009
6.2 State the as of date that the latest financial examination report become available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.		12/31/2009
6.3 State as of what date the latest financial examination report become available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).		7/15/2010
6.4 By what department or departments? Minnesota Department of Commerce		
6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments?	Yes ( )	No ( ) NA (X)
6.6 Have all of the recommendations within the latest financial examination report been complied with?	Yes ( )	No ( ) NA (X)
7.1 Has the reporting entity had any Certificate of Authority, licenses or registration (including corporate registration, if applicable) suspended?	Yes (X)	No ( )
7.2 If yes, give full information: The Company ceased writing all business in 2011. See Note 1A.		
8.1 Is the Company a subsidiary of a bank holding company regulated by the Federal Reserve Board?	Yes ( )	No (X)
8.2 If response to 8.1 is yes, please identify the name of the bank holding company.		
8.3 Is the Company affiliated with one or more banks, thrifts or securities firms?	Yes ( )	No (X)
8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC) and identify the affiliate's primary federal regulator.]		
9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing: (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships; (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity; (c) Compliance with applicable governmental law, rules and regulations; (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and (e) Accountability for adherence to the code.	Yes (X)	No ( )
9.11 If the response to 9.1 is No, please explain:		
9.2 Has the code of ethics for senior management been amended?	Yes ( )	No (X)
9.21 If the response to 9.2 is Yes, provide the nature of any waiver(s).		
<b>FINANCIAL</b>		
10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?	Yes ( )	No (X)
10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount:		

**STATEMENT AS OF JUNE 30, 2015 OF THE MINNESOTA SURETY & TRUST COMPANY**  
**GENERAL INTERROGATORIES**

**INVESTMENT**

- 11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements) Yes () No (X)
- 11.2 If yes, give full and complete information relating thereto:
- 12 Amount of real estate and mortgages held in other invested assets in Schedule BA: \$0
- 14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes () No (X)
- 14.2 If Yes, please complete the following:
- 14.21 Bonds
  - 14.22 Preferred Stock
  - 14.23 Common Stock
  - 14.24 Short-Term Investments
  - 14.25 Mortgage Loans on Real Estate
  - 14.26 All Other
  - 14.27 Total Investment in Parent, Subsidiaries and Affiliates
  - 14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above
- 15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes () No (X)
- 15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes () No ()
- 16 Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds, and other securities owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1.III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes (X) No ()
- 16.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:
- |                      |                   |
|----------------------|-------------------|
| Name of Custodian(s) | Custodian Address |
| Wells Fargo Bank NA  | Minneapolis, MN   |
- 16.2 following:
- |                      |                   |
|----------------------|-------------------|
| Name of Custodian(s) | Custodian Address |
|----------------------|-------------------|
- 16.3 Has there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter? Yes () No (X)
- 16.4 If yes, give full and complete information relating thereto:
- 16.5 Identify all investment advisors, broker/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:
- 17.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? Yes (X) No ()
- 17.2 If no, list exceptions:

STATEMENT AS OF JUNE 30, 2015 OF THE MINNESOTA SURETY & TRUST COMPANY  
**GENERAL INTERROGATORIES**

( Responses to these interrogatories should be based on changes that have occurred since prior year end unless otherwise note.)

**Part 2**

**PROPERTY & CASUALTY INTERROGATORIES**

1. If the reporting entity is a member of a pooling arrangement, did the agreement or the reporting entity's participation change? Yes ( ) No ( ) NA (X)  
 If yes, attach an explanation.
2. Has the reporting entity reinsured any risk with any other reporting entity and agreed to release such entity from liability, in whole or in part from any loss that may occur on the risk, or portion thereof, reinsured? Yes ( ) No (X)  
 If yes, attach an explanation.
- 3.1 Have any of the reporting entity's primary reinsurance contracts been cancelled? Yes ( ) No (X)
- 3.2 If yes, give full and complete information thereto
- 4.1 Are any of the liabilities for unpaid losses and loss adjustment expenses other than certain workers' compensation tabular reserves (see Annual Statement Instructions pertaining to disclosure of discounting for definition of "tabular reserves") discounted at a rate of interest greater than zero? Yes ( ) No (X)

4.2 If yes complete the following schedule:

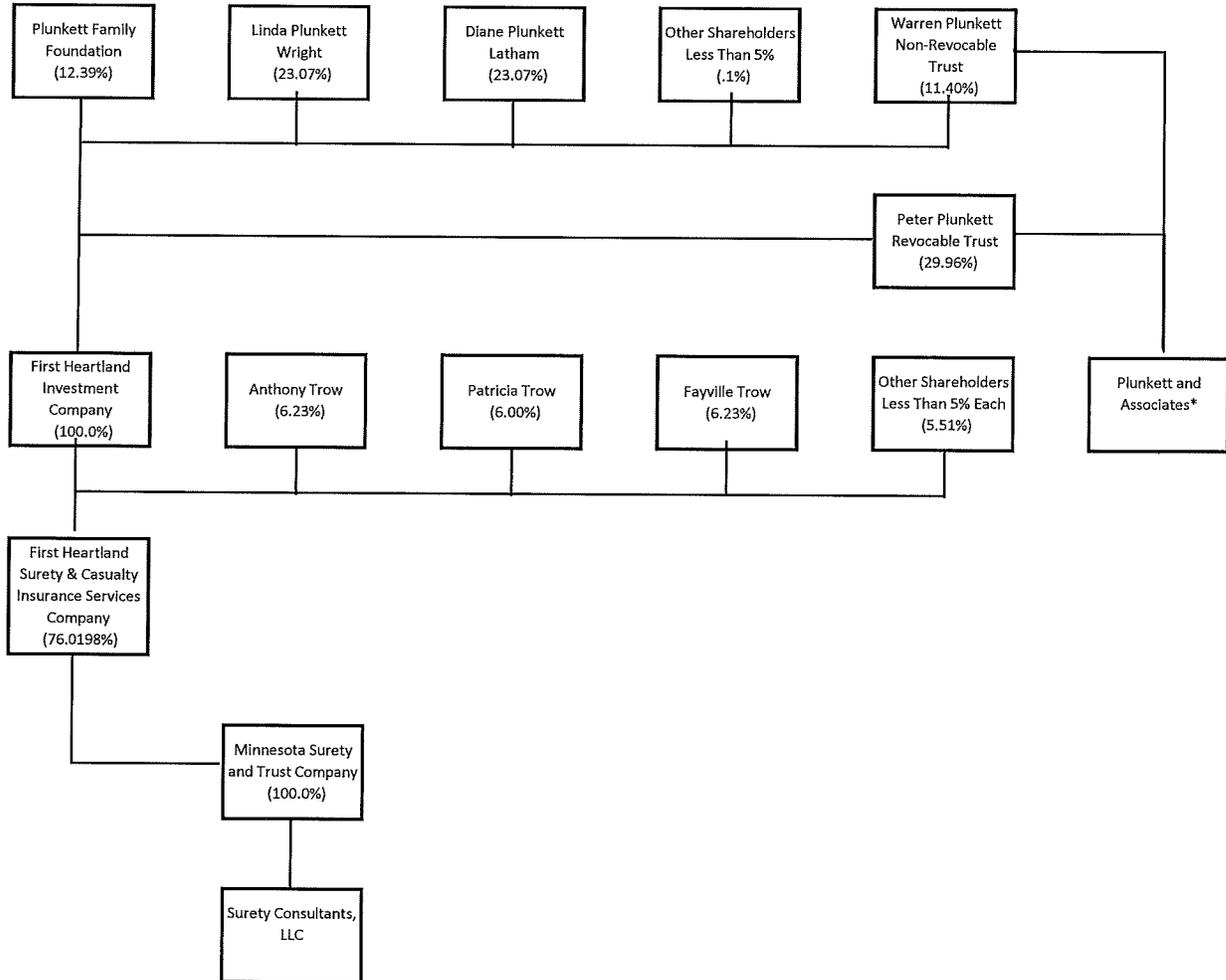
			Total Discount				Discount taken During Period			
1	2	3	4	5	6	7	8	9	10	11
Line of Business	Maximum Interest	Discount Rate	Unpaid Losses	Unpaid LAE	IBNR	TOTAL	Unpaid Losses	Unpaid LAE	IBNR	TOTAL

5. Operating Percentages

- 5.1 A&H loss percent %
- 5.2 A&H cost containment percent %
- 5.3 A&H expense percent excluding cost containment expense %

- 6.1 Do you act as a custodian for health savings accounts? Yes ( ) No (X)
- 6.2 If yes, please provide the amount of custodial funds held as of the reporting date \$
- 6.3 Do you act as an administrator for health savings accounts? Yes ( ) No (X)
- 6.4 If yes, please provide the balance of the funds administered as of the reporting date. \$

# Schedule Y



STATEMENT AS OF JUNE 30, 2015 OF THE MINNESOTA SURETY & TRUST COMPANY

PART 1 - LOSS EXPERIENCE

Lines of Business	Current Year to Date				Prior Year to Date Direct Loss Percentage
	1	2		3	
	Direct Premiums Earned	Direct Losses	Incurred	Direct Loss Percentage	
1 Fire	0	0	0	0.0	0.0
2 Allied lines	0	0	0	0.0	0.0
3 Farmowners multiple peril	0	0	0	0.0	0.0
4 Homeowners multiple peril	0	0	0	0.0	0.0
5 Commercial multiple peril	0	0	0	0.0	0.0
6 Mortgage guaranty	0	0	0	0.0	0.0
8 Ocean marine	0	0	0	0.0	0.0
9 Inland marine	0	0	0	0.0	0.0
10 Financial guaranty	0	0	0	0.0	0.0
11.1 Medical professional liability -occurrence	0	0	0	0.0	0.0
11.2 Medical professional liability -claims made	0	0	0	0.0	0.0
12 Earthquake	0	0	0	0.0	0.0
13 Group accident and health	0	0	0	0.0	0.0
14 Credit accident and health	0	0	0	0.0	0.0
15 Other accident and health	0	0	0	0.0	0.0
16 Workers' compensation	0	0	0	0.0	0.0
17.1 Other liability occurrence	0	0	0	0.0	0.0
17.2 Other liability-claims made	0	0	0	0.0	0.0
17.3 Excess Workers' Compensation	0	0	0	0.0	0.0
18.1 Products liability-occurrence	0	0	0	0.0	0.0
18.2 Products liability-claims made	0	0	0	0.0	0.0
19.1,19.2 Private passenger auto liability	0	0	0	0.0	0.0
19.3,19.4 Commercial auto liability	0	0	0	0.0	0.0
21 Auto physical damage	0	0	0	0.0	0.0
22 Aircraft (all perils)	0	0	0	0.0	0.0
23 Fidelity	0	0	0	0.0	0.0
24 Surety	0	(300)	0	0.0	0.0
26 Burglary and theft	0	0	0	0.0	0.0
27 Boiler and machinery	0	0	0	0.0	0.0
28 Credit	0	0	0	0.0	0.0
29 International	0	0	0	0.0	0.0
30 Warranty	0	0	0	0.0	0.0
31 Reinsurance - Nonproportional Assumed Property	XXX	XXX	XXX	XXX	XXX
32 Reinsurance - Nonproportional Assumed Liability	XXX	XXX	XXX	XXX	XXX
33 Reinsurance - Nonproportional Assumed Financial Lines	XXX	XXX	XXX	XXX	XXX
34 Aggregate write-ins for other lines of business	0	0	0	0.0	0.0
35 TOTALS	0	(300)	0	0.0	0.0

PART 2 - DIRECT PREMIUMS WRITTEN

Lines of Business	1	2	3
	Current Quarter	Current Year to Date	Prior Year Year to Date
1 Fire	0	0	0
2 Allied lines	0	0	0
3 Farmowners multiple peril	0	0	0
4 Homeowners multiple peril	0	0	0
5 Commercial multiple peril	0	0	0
6 Mortgage guaranty	0	0	0
8 Ocean marine	0	0	0
9 Inland marine	0	0	0
10 Financial guaranty	0	0	0
11.1 Medical professional liability -occurrence	0	0	0
11.2 Medical professional liability -claims made	0	0	0
12 Earthquake	0	0	0
13 Group accident and health	0	0	0
14 Credit accident and health	0	0	0
15 Other accident and health	0	0	0
16 Workers' compensation	0	0	0
17.1 Other liability occurrence	0	0	0
17.2 Other liability-claims made	0	0	0
17.3 Excess Workers' Compensation	0	0	0
18.1 Products liability-occurrence	0	0	0
18.2 Products liability-claims made	0	0	0
19.1,19.2 Private passenger auto liability	0	0	0
19.3,19.4 Commercial auto liability	0	0	0
21 Auto physical damage	0	0	0
22 Aircraft (all perils)	0	0	0
23 Fidelity	0	0	0
24 Surety	0	0	0
26 Burglary and theft	0	0	0
27 Boiler and machinery	0	0	0
28 Credit	0	0	0
29 International	0	0	0
30 Warranty	0	0	0
31 Reinsurance - Nonproportional Assumed Property	XXX	XXX	XXX
32 Reinsurance - Nonproportional Assumed Liability	XXX	XXX	XXX
33 Reinsurance - Nonproportional Assumed Financial Lines	XXX	XXX	XXX
34 Aggregate write-ins for other lines of business	0	0	0
35 TOTALS	0	0	0

STATEMENT AS OF JUNE 30, 2015 OF THE MINNESOTA SURETY & TRUST COMPANY

PART 3 (000 omitted)

LOSS AND LOSS ADJUSTMENT EXPENSE RESERVES SCHEDULE

	1	2	3	4	5	6	7	8	9	10	11	12	13
Years in Which Losses Occurred	Prior Year-End Known Case Loss and LAE Reserves	Prior Year-End IBNR Loss and LAE Reserves	Total Prior Year-End Loss and LAE Reserves (Cols. 1+2)	Current Year Loss and LAE Payments on Claims Reported as of Prior Year-End	Current Year Loss and LAE Payments on Claims Unreported as of Prior Year-End	Total Current Year Loss and LAE Payments (Cols. 4+5)	Known Case Loss and LAE Reserves on Claims Reported and Open as of Prior Year-End	Known Case Loss and LAE Reserves on Claims Reported or Reopened Subsequent to Prior Year-End	QS Date IBNR Loss and LAE Reserves	Total QS Loss and LAE Reserves (Cols. 7+8+9)	Prior Year-End Known Case Loss and LAE Reserves Developed (Savings)/ Deficiency (Cols. 4+7 minus Col. 1)	End IBNR Loss and LAE Reserves Developed (Savings)/ Deficiency (Cols. 5 + 8 + 9 minus Col. 1)	Prior Year-End Total Loss and LAE Reserves Developed (Savings)/ Deficiency (Cols. 11+12)
1 2012 + Prior	0	0	0	0	0	0	0	0	0	0	0	0	0
2 2013	124	0	124	0	0	0	27	0	0	27	(97)	0	(97)
3 Subtotals 2013 + Prior	0	0	0	0	0	0	0	0	0	0	0	0	0
4 2014	5	0	5	0	0	0	27	0	0	27	22	0	22
5 Subtotals 2014 + Prior	5	0	5	0	0	0	27	0	0	27	22	0	22
6 2015	XXX	XXX	XXX	XXX	0	0	XXX	0	0	0	XXX	XXX	XXX
7 Totals	5	0	5	0	0	0	27	0	0	27	22	0	22
8 Prior Year-End Surplus As Regards Policy-holders	538,520										Col. 11, Line 7 As % of Col. 1, Line 7	Col. 12, Line 7 As % of Col. 2, Line 7	Col. 13, Line 7 As % of Col. 3, Line 7
											440.0%	0%	440.0%
													Col. 13, Line 7 As a % of Col. 1 Line 8
													0.0%

STATEMENT AS OF JUNE 30, 2015 OF THE MINNESOTA SURETY & TRUST COMPANY

SCHEDULE F-CEDED REINSURANCE

**NONE**

SCHEDULE T - EXHIBIT OF PREMIUMS WRITTEN

**NONE**

SCHEDULE A - VERIFICATION

**NONE**

SCHEDULE B - VERIFICATION

**NONE**

SCHEDULE BA - VERIFICATION

**NONE**

STATEMENT AS OF JUNE 30, 2015 OF THE MINNESOTA SURETY & TRUST COMPANY

SCHEDULE D - VERIFICATION

Bonds and Stocks	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	705,745	844,686
2. Cost of bonds and stocks acquired		
3. Accrual of discount	1,031	2,080
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals	0	0
6. Deduct consideration for bonds and stocks disposed of	3,000	141,000
7. Deduct amortization of premium	9	21
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	703,767	705,745
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	703,767	705,745

STATEMENT AS OF JUNE 30, 2015 OF THE MINNESOTA SURETY & TRUST COMPANY

**SCHEDULE D - PART 1B**

Showing the Acquisitions, Dispositions and Non-Trading Activity								
During the Current Quarter for all Bonds and Preferred Stock by Rating Class								
	1	2	3	4	5	6	7	8
	Book/Adjusted Carrying Value Beginning of Current Quarter	Acquisitions During Current Quarter	Dispositions During Current Quarter	Non-Trading Activity During Current Quarter	Book/Adjusted Carrying Value End of First Quarter	Book/Adjusted Carrying Value End of Second Quarter	Book/Adjusted Carrying Value End of Third Quarter	Book/Adjusted Carrying Value December 31 Prior Year
<b>BONDS</b>								
1. Class 1 (a)	703,256			511	703,256	703,767	0	705,745
2. Class 2 (a)								
3. Class 3 (a)								
4. Class 4 (a)								
5. Class 5 (a)								
6. Class 6 (a)								
7. Total Bonds	703,256	0	0	511	703,256	703,767	0	705,745
<b>PREFERRED STOCK</b>								
8. Class 1								
9. Class 2								
10. Class 3								
11. Class 4								
12. Class 5								
13. Class 6								
14. Total Preferred Stock								
15. Total Bonds & Preferred Stock	703,256	0	0	511	703,256	703,767	0	705,745

STATEMENT AS OF JUNE 30, 2015 OF THE MINNESOTA SURETY & TRUST COMPANY

Schedule DA - Part 1

**NONE**

Schedule DA - Verification

**NONE**

Schedule DB - Part A Verification

**NONE**

Schedule DB - Part B Verification

**NONE**

Schedule DB - Part C - Section 1

**NONE**

Schedule DB - Part C - Section 2

**NONE**

Schedule DB - Verification

**NONE**

Schedule E - Verification

**NONE**

Schedule A -Part 2

**NONE**

Schedule A - Part 3

**NONE**

Schedule B -Part 2 & Part 3

**NONE**

Schedule BA - Part 2

**NONE**

STATEMENT AS OF JUNE 30, 2015 OF THE MINNESOTA SURETY & TRUST COMPANY

Schedule BA - Part 3

**NONE**

Schedule D - Part 3

**NONE**

Schedule D - Part 4

**NONE**

Schedule DB - Part A - Section 1

**NONE**

Schedule DB - Pt. A - Sn. 1 - Footnote (a)

**NONE**

Schedule DB - Pt. B - Section 1

**NONE**

Schedule DB - Pt. B - Sn. 1 - Footnotes

**NONE**

Schedule DB - Part D, Section 1 & Section 2

**NONE**

Schedule DL - Part 1

**NONE**

Schedule DL - Part 2

**NONE**

Schedule E - Part 2 - CASH EQUIVALENTS

**NONE**

STATEMENT AS OF JUNE 30, 2015 OF THE MINNESOTA SURETY & TRUST COMPANY

**SCHEDULE E - PART 1- CASH**

1	2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
					6	7	8	
Depository	Location	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	First Month	Second Month	Third Month	
Sterling State Bank	Austin, Minnesota				124,361	124,050	121,284	xxx
Wells Fargo Bank NA	Minneapolis, Minnesota				123,334	125,203	125,213	xxx
Sterling State Bank	Austin, Minnesota				177,037	177,037	177,037	xxx
0199999 Totals - Open Depositories					424,732	426,290	423,534	xxx
0499999 Cash in Company's Office					153	153	153	xxx
0599999 Total					424,885	426,443	423,687	xxx

STATEMENT AS OF JUNE 30, 2015 OF THE MINNESOTA SURETY & TRUST COMPANY

NOTE 21C Exhibit:

Restatement of Liabilities by Priority

	June 30, 2015 Page 3	Build-Up Fund Accounts	Priority 2 Admin. Costs	Priority 4 Loss Claims	Priority 4a Unearned Premiums	Priority 4b Federal Gov't	Priority 4c Wages	Priority 6 Residual Classif.	Priority 7 Judgements	Priority 8 Interest on Claims Paid	Priority 9 Misc. Subordinated Claims	Priority 10 Preferred Ownership Claims
Losses	5,000			5,000								
Loss adjustment expenses	-			-								
Commissions payable, contingent commissions and other similar charges	1,630							1,630				
Other expenses (excluding taxes, licenses and fees)	123,774		26,445				3,176	94,153				
Taxes, licenses and fees (excluding federal and foreign income taxes)	27,635							27,187			448	
Borrowed money	310,660							310,660				
Unearned premiums	4,295				4,295							
Amounts withheld or retained by company for account of others	145,034	145,034										
<b>Total Liabilities</b>	<b>618,028</b>	<b>145,034</b>	<b>26,445</b>	<b>5,000</b>	<b>4,295</b>	<b>-</b>	<b>3,176</b>	<b>433,630</b>	<b>-</b>	<b>-</b>	<b>448</b>	<b>-</b>
Surplus Notes	1,212,000	-	-	-	-	-	-	-	-	-	-	1,212,000

# Exhibit B

STATE OF MINNESOTA  
OFFICE OF ADMINISTRATIVE HEARINGS  
FOR THE DEPARTMENT OF COMMERCE

In the Matter of the Liquidation of  
Minnesota Surety and Trust Company

OAH DOCKET NO. 2-1004-22234-2  
COURT FILE NO. 62-CV-11-9400

**NOTICE OF TERMINATION  
NOTICE OF APPOINTMENT AND  
NOTICE OF AMENDED APPOINTMENT**

I, Mike Rothman, the Minnesota Commissioner of Commerce, appointed two Special Deputy Liquidators on December 14, 2011 and submitted the appointment to the Court in the above-referenced matter. *See* attached exhibit. I hereby terminate the appointment of Special Deputy Liquidator Rick Theisen and appoint the following new Special Deputy Liquidator in the above-referenced matter, subject to the control of the Court pursuant to Minnesota Statutes section 60B.25. In addition, I confirm the continued appointment of Special Deputy Wayne Johnson as set forth in the December 14, 2011 document without change, except to amend his title and company name as provided below.

1. Kathleen Orth  
Chief Examiner/Solvency Manager, Minnesota Department of Commerce
2. Wayne Johnson  
Senior Director of Troubled Company and Receivership Services, Risk & Regulatory Consulting, LLC

This new appointment is made pursuant to the authority granted to me by Minnesota Statutes section 60B.25 (1). Kathleen Orth shall have all of the powers and duties granted to me as Liquidator pursuant to Minnesota Statutes sections 60B.01 to 60B.61 and the Court's Order for Liquidation dated November 22, 2011 in this matter.

Kathleen Orth shall serve at the pleasure of the Liquidator and continue to serve until terminated at the discretion of the Liquidator. Minn. Stat. § 60B.25 (1) (2014).

Dated: 08/13/2015

A handwritten signature in cursive script that reads "Mike Rothman".

---

MIKE ROTHMAN  
Commissioner of Commerce  
85 Seventh Place East, Suite 500  
St. Paul, Minnesota 55101  
(651) 539-1445

**STATE OF MINNESOTA  
OFFICE OF ADMINISTRATIVE HEARINGS  
FOR THE DEPARTMENT OF COMMERCE**

In the Matter of the Liquidation of  
Minnesota Surety and Trust Company

OAH DOCKET NO. 2-1004-22234-2  
COURT FILE NO. 62-CV-11-9400  
**NOTICE OF APPOINTMENT**

I, Mike Rothman, the Commissioner of Commerce for the State of Minnesota, (“Commissioner”) do hereby appoint, subject to the control of the Court pursuant to Minnesota Statutes section 60B.25, the following individuals Special Deputy Liquidators in the above-referenced matter:

1. Rick Theisen  
Chief Financial Examiner, Minnesota Department of Commerce
2. Wayne Johnson  
Director of Insolvency Consulting, RSM McGladrey

This appointment is made pursuant to authority granted to me by Minnesota Statutes section 60B.25, subdivision (1). Each of the individuals identified above shall have all of the powers and duties granted to me as Liquidator pursuant to Minnesota Statutes Section 60B.01 to 60B.61 and the Court’s Order for Liquidation dated November 22, 2011 in this matter.

This appointment shall continue until terminated at discretion of the Liquidator and each Special Deputy Liquidator shall serve at the pleasure of the Liquidator. Minn. Stat. § 60B.25, subd. (1). The compensation for those non-state employees appointed pursuant to Minnesota Statutes Section 60B.25 shall be fixed in accordance with the Minnesota Department of

Commerce's Master Contract T-Number 1013A, CFMS Number B44087, with an hourly rate not to exceed \$150 per hour, subject to the control of the Court. Minn. Stat. § 60B.25, subd. (3).

Dated: 12-14-11

MIKE ROTHMAN  
Commissioner of Commerce

By:   
85 Seventh Place East, Suite 500  
St. Paul, Minnesota 55101  
Telephone: (651) 296-6025

Contract No. \_\_\_\_\_  
T-Number 1013A

**STATE OF MINNESOTA  
PROFESSIONAL AND TECHNICAL SERVICES  
WORK ORDER CONTRACT**

This work order contract is between the State of Minnesota, acting through its Commissioner of Commerce ("State") and RSM McGladrey, Inc., 3 Farm Glen Blvd., Farmington CT 06032 ("Contractor"). This work order contract is issued under the authority of Master Contract T-Number 1013A, CFMS Number B44087, and is subject to all provisions of the master contract which is incorporated by reference.

**Work Order Contract**

**1 Term of Contract**

1.1 **Effective date:** December 9, 2011, or the date the State obtains all required signatures under Minn. Stat. § 16C.05, subd. 2, whichever is later.

**The Contractor must not begin work under this contract until this contract is fully executed and the Contractor has been notified by the State's Authorized Representative to begin the work.**

1.2 **Expiration date:** June 30, 2012, or until all obligations have been satisfactorily fulfilled, whichever occurs first.

**2 Contractor's Duties**

The Contractor, who is not a state employee, will perform all services necessary to complete the liquidation of Minnesota Surety and Trust Company, Austin, MN.

**3 Consideration and Payment**

3.1 **Consideration.** The State will pay for all services performed by the Contractor under this work order contract as follows:

(1) **Compensation.** The Contractor will be paid up to \$150.00 per hour up to a maximum of 600 hours, not to exceed \$90,000.00.

(2) **Travel Expenses.** Travel and subsistence expenses actually and necessarily incurred by the Contractor as a result of this work order contract will be reimbursed upon approval of the State's Authorized Representative in an amount not to exceed \$9,000.00.

(3) **Total Obligation.** The total obligation of the State for all compensation and reimbursements to the Contractor under this work order contract will not exceed \$99,000.00.

3.2. **Invoices.** The State will promptly pay the Contractor after the Contractor presents an itemized invoice for the services actually performed and the State's Authorized Representative accepts the invoiced services. Invoices must be submitted on a monthly basis for services completed in the previous month.

Contract No. \_\_\_\_\_  
T-Number 1013A

**4 Project Managers**

The State's Authorized Representative and Project Manager is Rick Theisen, Special Deputy Receiver, Dept of Commerce, 85-7<sup>th</sup> Pl. E., St. Paul MN 55101, 651-297-4297. The State's Authorized Representative will certify acceptance on each invoice submitted for payment.

The Contractor's Project Manager is Jan Moenck, Managing Director, RSM McGladrey, 801 Nicollet Avenue, Minneapolis MN 55402, 612-868-9839. If the Contractor's Project Manager changes at any time during this work order contract, the Contractor must immediately notify the State.

**1. STATE ENCUMBRANCE VERIFICATION**

*Individual certifies that funds have been encumbered as required by Minn. Stat. §§ 16A.15 and 16C.05.*

Signed: \_\_\_\_\_

Date: \_\_\_\_\_

Contract No. \_\_\_\_\_

**3. STATE AGENCY**

By: \_\_\_\_\_  
(with delegated authority)

Title: \_\_\_\_\_

Date: \_\_\_\_\_

**2. CONTRACTOR**

*The Contractor certifies that the appropriate person(s) have executed the contract on behalf of the Contractor as required by applicable articles, bylaws, resolutions, or ordinances.*

By: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_