#### Receivership Of Mutual Benefits Corporation & Other Entities And Accounts Under Receivership Control Combined Balance Sheets (Unaudited) At June 30, 2004

Note 7 Cont'd. With the exception of premiums for policies sold to investors by MBC in the early years (1994 - 1997) which are paid from MBC's operating account and Livoti policy premiums paid out of the Livoti Accounts, all other premiums are paid through premium escrow accounts maintained at Union Planters Bank, N.A. ("UPBNA"). The UPBNA accounts are used to pay premiums for policies owned by MBC and VBLLC (Texas and California policies). The funds in these accounts are made up of monies escrowed for the payment of premiums for policies purchased by or through MBC or VBLLC beginning around June, 2002 when MBC entered into an escrow agreement with American Express Business Services, Inc. ("AMX") whereby, among other services, AMX set up a premium escrow account at Bank of America to pay premiums from funds escrowed at the time of closing.

In approximately April, 2003, pursuant to a premium escrow agreement and a purchase escrow agreement between UPBNA and MBC, most of the funds in the AMX premium escrow accounts were transferred to a premium escrow account set up at UPBNA. Most of the VBLLC premium funds were also transferred at that time into a separate VBLLC UPBNA premium escrow account; however, there is no separate premium escrow agreement between VBLLC and UPBNA. A portion of the proceeds from policies purchased after April 2003 are also escrowed for the purpose of paying premiums and are paid from the UPBNA escrow accounts.

- Note 8. Inter-Receivership Receivable/(Payable). Difference in Cash For Premiums On Viaticals Sold To Investors and corresponding liability of Funds Held For Premiums On Viaticals Sold To Investors is \$844,002 paid from MBC's operating account which should have been paid from MBC's premium escrow account at Union Planters Bank, N.A. Combined financial statements reflect payable to MBC from escrow accounts and a corresponding MBC receivable. These funds were not immediately available to the Receiver to pay premiums, requiring this inter-Receivership accounting.
- Note 9. Fixed Assets, Net Of Accumulated Depreciation. Did not estimate depreciation for VSI due to limited accounting records and lack of materiality on balance sheet (estimated at \$1,000 \$3,000). MBC depreciation has been estimated based on historical accounting records.
- Note 10. Other Assets. Other Assets includes the Viatical Investment of approximately \$2,160,000 (comprised of the aggregate death benefit of life insurance policies owned by MBC) determined in connection with the December 31, 2003 financial statements. Also includes a \$128,774 letter of credit securing the lease on 200 East Broward Blvd., 11th floor, \$30,697 CD securing the lease on 200 East Broward Blvd., 10th floor, approximately \$125,000 in CDs securing State bonds, and approximately \$51,000 in CDs securing other loans.
- Note 11. Accounts Payable. Accounts Payable includes approximately \$1.6 million in payables that existed prior to the Receivership. Accounts Payable has increased by \$298,771 during the Receivership; however, the majority of these accounts payables arose in connection with expenses accrued prior to the Receivership or are otherwise premiums which are paid from MBC's operating account. No decision has been made as to the disposition of accounts payables accrued prior to the Receivership.
- Note 12. Other Accrued Expenses. Approximately \$2,400,000 of accrued expenses were determined by MBC in connection with its December 31, 2003 financial statements. While specific accounting records have not been located, it is believed that these accrued expenses relate primarily to accrued commissions payable to outside agents, legal fees, consulting fees, and employee related liabilities. While the December 31, 2003 accrued expense balance was carried forward on this June 30, 2004 balance sheet, additional analysis is required to determine what portion, if any, of these expenses represent a liability to the Receivership entities.
- Note 13. Other Liabilities. Other Liabilities included a settlement payable of approximately \$1,480,000 determined by MBC in connection with the December 31, 2003 financial statements. Also included in other liabilities are income taxes payable for VSI in the amount of \$74,787 which was the amount due as of December 31, 2002. VSI has not closed its books for 2003 nor has it reversed this tax accrual. Additional analysis is required to determine VSI's tax liability for the year ended December 31, 2003 and the six months ended June 30, 2004. As such the \$74,787 liability on VSI's books has not been adjusted, but will likely change pending further analysis.
- Note 14. Unearned Viatical Management Services. Represents amounts apparently received by VSI at closing in connection with future servicing of viatical policies. Historically, VSI has reported this amount based on its year-end cash balance. However, in accordance with GAAP, unearned revenues should be amortized over the life expectancies of the underlying policies. Given the current unavailability of reliable actuarial estimates, unearned viatical management services were estimated at VSI's money market account balance as of June 30, 2004 of \$3,670,724. This is consistent with VSI's historical reporting method, but may require subsequent adjustment.

#### EXHIBIT B

## MUTUAL BENEFITS CORP. - INVENTORY AND SUMMARY OF POLICIES (Per VSI Database as of June 11, 2004)

### NON-REIMBURSEMENT POLICIES

											AND THE PERSON NAMED IN COLUMN 1
		TOT	TOTAL POLICIES		AIDS	OS POLICIES			NON-AI	NON-AIDS POLICIES	
Owner	Number	Face Value	Escrow Balance	Annual Premium (1)	Number Face Value	Escrow Balance A	Annual Premium (1)	Number	Face Value	Escrow Balance A	Annual Premium (1)
Policies Paid Out of Mutual Benefits Corp. Operating Account	erating Accou										
Insured	JU C	586,400.00	No Escrows	7,852.54		No Escrows	7,852.54	,		No Escrows	
Investor	12	1,252,911.00		21,819.90	12 1,252,911.00		21,819.90				ı
Les Steinger	21	1,623,000.00		29,449.20			29,449.20	,			
Livoti	4	254,000.00		2,629.68	4 254,000.00		2,629.68				
LSA / VBF	9	565,177,00		4,346,60	_		4,346,60	t	ı		
Mutual	1 0 1 9	76.359.916.87		830.747.19	74		808.240.70	e e	1 642 980 00		22 506 49
Mutual Active Policy Totals	1,075	80,641,404.87	And the second s	896,845.11	- 1		874,338.62	9	1,642,980.00		22,506,49
Policies Paid Out of Livoti Accounts											
Dignity Partners	ω	319.000.00	(8.069.04)	1,142.75		(8.069.04)	1.142.75	,	,		
Insured	22	1.477.855.08	(27,699,29)	5.377.45	22 1.477.855.08	(27,699.29)	5.377.45	,	,	1	
Investor	143	10 480 497 00	(175 165 86)	128 348 44		(277 454 77)	86 167 80	<u>.</u>	1 986 291 00	100 088 01	42 190 64
livesto	7 5 7 7	10,400,491.00	3 337 083 84	13 351 146 90		(10.750.932.09)	00,107.00	3 -	225 840 440 00	14 077 006 50	27,100,04
Liveti Active Believ Tetale	4,000	20.002,010,002	3 116 140 33	12,231,140.00		(11,064,046,18)	3,020,222.43	502	227,040,449,00	14,077,906.59	8 465 405 04
LIVOU ACTIVE POLICY LOTAIS	4,720	393,890,720.70	3,110,149.32	12,386,013.44	4,418 300,083,980.70	(11,064,046.18)	3,920,910.43	302	227,806,740.00	14,180,195.50	8,465,105.01
Livoti Matured Policy Escrow Balances Livoti Totals	4,720	- 593,890,720.70	1,982,404.54 5,098,553.86	12,386,015,44	4,418 366,083,980.70	(311,029.09) (11,375,075.27)	3,920,910.43	302	227,806,740.00	2,293,433.63 16,473,629.13	8,465,105.01
Policies Paid Out of UPBNA Accounts											
Livoti	376	575,295,864.10	79,027,443.70	16,563,748.74	9 1,083,527.00	65,122.63	9,431.57	367	574,212,337.10	78,962,321.07	16,554,317.17
Investor	4	1,000,000.00		,	•	,	,	4	1,000,000.00		,
Mutual	77.7	1,250,000.00	138,590.00	31,530.00		100 400 00	700 04	. 2	1,250,000.00	138,590.00	31,530.00
UPBNA Active Policy Totals	937	774,623,005.10	92,362,988.89	21,005,357.94	453 51,708,679.00	(25,359.57)	571,135.51	484	722,914,326.10	92,388,348.46	20,434,222.43
UPBNA Matured Policy Escrow Balances			1,393,454.27			33,923.32				1,359,530.95	
UPBNA Policies - In Process UPBNA Totals	944	833,063,005.10	93,756,443.16	21,869,839.94	453 51,708,679.00	8,563.75	571,135.51	491	58,440,000.00 781,354,326.10	93,747,879.41	21,298,704.43
Total Active Policies	6,739	1,507,595,130.67	95,479,138.21	35,152,700.49	5,937 496,791,084.57	(11,089,405.75)	5,366,384.56	802	1,010,804,046.10	106,568,543.96	29,786,315.93
Total Matured Policy Escrow Balances			3,375,858.81			(277,105.77)				3,652,964.58	
Total Additional Reserves			632,858.50		A control of the cont						
GRAND TOTAL	6,739	1,507,595,130.67	99,487,855.52	35,152,700.49	5,937 496,791,084.57	(11,366,511.52)	5,366,384.56	802	1,010,804,046.10	110,221,508.54	29,786,315.93
REIMBURSEMENT POLICIES	The state of the s										
Active Policies (2)											
Mutual Active Accounts	152	15,740,097.00	No Escrows	55,484.00	152 15,740,097.00	No Escrows		,		,	
UPBNA Active Accounts	209	3 058 960 00	79 238 47	95,847.00 6,618.00		577,657.43		. 7	1,114,000.00	48,096.11	
TOTAL ACTIVE POLICIES	583	71,951,489.00	704,992.01	157,949.00		656,895.90	4	7	1,114,000.00	48,096.11	
Matured Policies			145,411.66			118,672.94				26,738.72	
							į				
Total Reimbursement Policies			865,544.98			790,710.15				74,834.83	
TOTAL (3)	7,322	1,579,546,619.67	100,353,400.50	35,310,649,49	6,513 567,628,573,57	(10,575,801.37)	5,366,384.56	809	809 1.011.918.046.10	110 296 343 37	29 786 315 93
											-

Annual Premiums reflected above do not reflect any reductions due to dividends or experience refunds paid on policies that are used to offset premium payments.
 Annual Premium for Policies Requiring Reimbursement to Employees / Employers is based on actual reimbursements paid in 2003.
 Escrow balances reflected above may not include all interest earned on escrow accounts and/or other contributions to escrow accounts that do not relate to specific policies. Work related to the reconciliation of these totals to actual bank balances is ongoing.

#### EXHIBIT C

#### MUTUAL BENEFITS CORP. - SUMMARY OF POLICIES BY YEAR OF CLOSING TOTAL POLICIES (Per VSI Database as of June 11, 2004)

	TOTAL	- POLICIES
	All Policies (A	Active & Matured)
	Number	Face Value
1994	2	60,000
1995	693	54,698,905
1996	2,085	145,339,709
1997	2,071	171,074,678
1998	1,727	153,260,051
1999	1,056	108,794,527
2000	605	74,295,395
2001	287	165,754,773
2002	295	299,441,944
2003	261	386,064,717
2004	105	218,243,205
TOTAL	9,187	1,777,027,904

_			TOTAL	POLICIES		
· -		Active			Matured	
_	Number	Face Value	Avg. Days +/- LE	Number	Face Value	Avg. Days +/- LE
1994	1	10,000	2,373	1	50,000	1,145
1995	457	38,579,570	2,379	236	16,119,335	655
1996	1,592	116,881,695	2,138	493	28,458,014	654
1997	1,571	133,875,231	1,755	500	37,199,447	497
1998	1,419	128,964,975	1,298	308	24,295,076	264
1999	921	96,846,936	874	135	11,947,591	106
2000	524	62,380,178	453	81	11,915,217	(109)
2001	221	129,647,495	11	66	36,107,278	(140)
2002	259	271,108,512	(538)	36	28,333,432	(418)
2003	<b>2</b> 52	383,008,823	(938)	9	3,055,894	(384)
2004	105	218,243,205	(1,141)		-	(304)
TOTAL	7,322	1,579,546,620	1,317	1,865	197,481,284	421
	79.7%	88.9%		20.3%	11.1%	

_		TOTA	L POLICIES - 1	VITHIN LIFE EXPECTANCY		
_		Active			Matured	
_	Number	Face Value	Avg. Days +/- LE	Number	Face Value	Avg. Days +/- LE
1994	-	-	-	-	-	- 7 -
1995	-	-	-	68	3,636,011	(279)
1996	-	*		123	7,766,635	(295)
1997	-	-	-	139	9,630,848	(291)
1998	8	2,299,881	(114)	110	9,400,942	(329)
1999	26	9,325,001	(275)	56	5,714,743	(409)
2000	21	7,874,490	(529)	50	7,174,782	(435)
2001	81	68,194,935	(429)	41	15,752.670	(377)
2002	197	205,991,744	(757)	31	26,756,500	(495)
2003	244	376,950,823	(971)	8	2,956,894	(442)
2004	105	218,243,205	(1,141)		2,000,004	(442)
TOTAL	682	888,880,079	(821)	626	88,790,025	(337)
	9.3%	56.3%		33.6%	45.0%	

-			L POLICIES - BE	OND LIFE EXPECTANC	<u>Y</u>	
_		Active			Matured	
_	Number	Face Value	Avg. Days +/- LE	Number	Face Value	Avg. Days +/- LE
994	1	10,000	2,373	1	50,000	1,145
995	457	38,579,570	2,379	168	12,483,324	1,033
996	1,592	116,881,695	2,138	370	20,691,379	970
997	1,571	133,875,231	1,755	361	27,568,599	801
998	1,411	126,665,094	1,306	198	14,894,133	593
999	895	87,521,935	907	79	6,232,848	471
000	503	54,505,688	494	31	4,740,435	416
001	140	61,452,560	266	25	20.354.608	250
002	62	65,116,768	157	5	1,576,932	61
003	8	6,058,000	67	1	99,000	74
004	-		-		,	
TOTAL	6,640	690,666,541	1,536	1,239	108,691,259	804
	90.7%	43.7%	Total Advanced	66.4%	55.0%	

#### MUTUAL BENEFITS CORP. - SUMMARY OF POLICIES BY YEAR OF CLOSING NON-HIV POLICIES (Per VSI Database as of June 11, 2004)

	TOTAL NO	N-HIV POLICIES
	All Policies (A	Active & Matured)
	Number	Face Value
1994	-	•
1995	12	1,258,980
1996	35	3,748,841
1997	49	5,866,977
1998	71	10,951,274
1999	78	22,171,819
2000	67	17,628,007
2001	155	144,942,712
2002	257	292,820,440
2003	247	384,563,296
2004	105	218,243,205
TOTAL	1,076	1,102,195,551

_			TOTAL Non-H	IV POLICIES		
		Active			Matured	
_	Number	Face Value	Avg. Days +/- LE	Number	Face Value	Avg. Days +/- LE
1994	-	-	-	-	-	_
1995	4	671,980	2,335	8	587,000	184
1996	5	971,000	2,279	30	2,777,841	<b>25</b> 3
1997	4	807,000	1,924	45	5,059,977	346
1998	26	4,675,138	690	45	6,276,136	(138)
1999	<b>4</b> 9	17,158,688	224	29	5,013,131	(181)
2000	43	11,554,365	21	24	6,073,642	(302)
2001	108	111,383,434	(138)	47	33,559,278	(51)
2002	225	264,829,940	(527)	32	27,990,500	(436)
2003	240	381,623,296	(925)	7	2,940,000	(290)
2004 _	105	218,243,205	(1,141)		_	-
TOTAL	809	1,011,918,046	(516)	267	90,277,505	(47)
_	75.2%	91.8%		24.8%	8.2%	

_		Non-	HIV POLICIES	- WITHIN LIFE EXPE	CTANC	Υ	
_		Active				Matured	
			Avg. Days				Avg. Days
_	Number	Face Value	+/- LE	Numi	er	Face Value	+/- LE
1994	-	-	-		-	-	-
1995	-	-	-		4	342,000	(227)
1996	-	-	-		15	1,198,453	(291)
1997	-	-	-		11	1,655,672	(341)
1998	6	2,174,881	(125)		27	4,148,343	(432)
1999	25	9,079,001	(271)		19	2,875,679	(535)
2000	18	7,624,490	(577)		20	5,445,642	(434)
2001	64	65,152,778	(501)		23	13,714,670	(373)
2002	173	201,698,344	(732)		28	26,425,500	(507)
2003	233	375,733,296	(956)		6	2,841,000	(351)
2004	105	218,243,205	(1,141)		-	-	-
TOTAL	624	879,705,995	(832)		153	58,646,959	(421)
_	77.1%	86.9%			57.3%	65.0%	

		Active			Matured	
	Number	Face Value	Avg. Days +/- LE	Number	Face Value	Avg. Days +/- LE
1	-	-	-	-	-	-
5	4	671,980	2,335	4	245,000	594
3	5	971,000	2,279	15	1,579,388	796
7	4	807,000	1,924	34	3,404,305	569
3	20	2,500,257	934	18	2,127,793	303
9	24	8,079,687	740	10	2,137,452	491
)	25	3,929,875	451	4	628,000	359
i	44	46,230,656	391	24	19,844,608	259
2	52	63,131,596	157	4	1,565,000	57
3	7	5,890,000	75	1	99,000	74
1 _	-	-	-	-		
TOTAL _	185	132,212,051	552	114	31,630,546	456
_	22.9%	13.1%	A STATE OF THE PARTY OF THE PAR	42.7%	35.0%	

#### MUTUAL BENEFITS CORP. - SUMMARY OF POLICIES BY YEAR OF CLOSING HIV POLICIES (Per VSI Database as of June 11, 2004)

	TOTAL H	IV POLICIES
	All Policies (A	ctive & Matured)
	Number	Face Value
1994	2	60,000
1995	681	53,439,925
1996	2,050	141,590,868
1997	2,022	165,207,701
1998	1,656	142,308,777
1999	978	86,622,708
2000	538	56,667,388
2001	132	20,812,061
2002	38	6,621,504
2003	14	1,501,421
2004		_
TOTAL	8,111	674,832,353

_			TOTAL HIV F	OLICIES		
_		Active			Matured	
_	Number	Face Value	Avg. Days +/- LE	Number	Face Value	Avg. Days +/- LE
1994	1	10,000	2,373	1	50,000	1,145
1995	453	37,907,590	2,380	228	15,532,335	671
1996	1,587	115,910,695	2,138	463	25,680,173	680
1997	1,567	133,068,231	1,755	455	32,139,470	512
1998	1,393	124,289,837	1,310	263	18,018,940	332
1999	872	79,688,248	911	106	6,934,460	184
2000	481	50,825,813	491	57	5,841,575	(28)
2001	113	18,264,061	153	19	2,548,000	(360)
2002	34	6,278,572	(614)	4	342,932	(270)
2003	12	1,385,527	(1,194)	2	115,894	(715)
2004 _		_		· · · · · · · · ·	-	(, , , ,
TOTAL _	6,513	567,628,574	1,544	1,598	107,203,779	500
	80.3%	84.1%		19.7%	15.9%	***************************************

		HIV	POLICIES - WITHII	LIFE EXPECTANCY		
		Active			Matured	
	Number	Face Value	Avg. Days +/- LE	Number	Face Value	Avg. Days +/- LE
994	-	-	-	-	-	-
995	-	-	-	64	3,294,011	(282)
96	-	-		108	6,568,182	(296)
197	-	-	-	128	7,975,176	(287)
98	2	125,000	(79)	83	5,252,599	(295)
99	1	246,000	(369)	37	2,839,064	(344)
00	3	250,000	(242)	30	1,729,140	(435)
01	17	3,042,157	(157)	18	2,038,000	(383)
02	24	4,293,400	(933)	3	331,000	(386)
103	11	1,217,527	(1,304)	2	115,894	(715)
004	-	-			-	-
TOTAL	58	9,174,084	(701)	473	30,143,066	(310)
	0.9%	1.6%		29.6%	28.1%	

-	•	HIV I	POLICIES - BEYON	LIFE EXPECTANCY		
_		Active			Matured	
_	Number	Face Value	Avg. Days +/- LE	Number	Face Value	Avg. Days +/- LE
1994	1	10,000	2,373	1	50,000	1,145
995	453	37,907,590	2,380	164	12,238,324	1,043
1996	1,587	115,910,695	2,138	355	19,111,991	977
997	1,567	133,068,231	1,755	327	24,164,294	825
998	1,391	124,164,837	1,312	180	12,766,340	622
999	871	79,442,248	912	69	4,095,396	468
000	478	50,575,813	496	27	4,112,435	424
1001	96	15,221,904	208	1	510,000	37
.002	10	1,985,172	153	1	11,932	78
:003	1	168,000	12			
:004	-	-		=	-	_
TOTAL	6,455	558,454,490	1,565	1,125	77,060,713	840
	99.1%	98.4%		70.4%	71.9%	

#### EXHIBIT D

## MUTUAL BENEFITS CORP. - PRELIMINARY PREMIUM RESERVE ANALYSIS

	ס	0	Z	Σ	_	$\boldsymbol{x}$	د		I	G	Π	D	С	B	A
Difference	Cash Balance	VSI Reserve through 6/30/04	Escrows at 6/30/04 - Livoti Accounts and UPBNA Accounts	Net Escrows	Non-MBC Owned Policies - Active Policies with Positive Escrow Balance	Shortfall in Reserve	Non-MBC Owned Policies - Active with Negative Escrow Balance	Reserve Available to Cover Active Policies with Negative Escrow Balances	Öther Misc. Items on MBC Worksheets	Misc. Credits Per VSI Database	Accrued Interest	VSI Reserve for Payment of Premiums Account	Net Non-MBC Owned Policies - Matured	Non-MBC Owned Policies - Matured with Negative Escrow Balance	Non-MBC Owned Policies - Matured with Remaining Escrow Balance
492,831	101,415,184	718,610	100,696,574	101,908,015	110,110,350	(8,202,335)	(14,915,904)	6,713,569	72,420	772,175	1,586,834	718,610	3,563,529	(2,097,532)	5,661,061
M - P				X + -		_ + J		C through H					A + B		
Some difference due to 6/11/04 v 6/30/04 dates. Remainder may be due to accuracy of VSI database.		As of June 30, 2004	As of June 30, 2004		Per VSI Database as of 6/11/04		Per VSI Database as of 6/11/04		Per MBC worksheets	Interest, Dividends, Stock Demutualization, Surrender Proceeds, Refunded Premium, Excess Death Benefits, Paid-Up Additions and other credits	Per MBC worksheets and bank statements	As of June 30, 2004		Per VSI Database as of 6/11/04	Per VSI Database as of 6/11/04

#### EXHIBIT E

# Summary of Disbursements from Mutual Benefits Corp. to Defendants and Relief Defendants January 1, 1999 to May 4, 2004

\$ 51,805,682.53		\$20,774,296.07 \$8,735,100.92		\$2,291,780.00 \$ 3,315,979.00 \$ 6,565,379.81 \$10,123,146.73	\$ 3,315,979.00	\$ 2,291,780.00	Totals
2,627.00			2,627.00				vialical Benefactors, LLC
4,943.88		1,723.07		2,430.81	790.00		Viotios Den Sur Constitution (Constitution Constitution C
77,500.00			77,500.00				vialical Services, ITC.
145,688.92	2,468.92		1,200.00	15,400.00	68,600.00	58,020.00	Joel Steinger
1,200,000.00	· in the second		1,200,000.00				I will Glove investments
2,675,656.73	815,000.00	937,967.00	755,569.73	41,044.00	15,576.00	110,500.00	Twin Cooks by the cooks of the
5,792,632.00	1,992,632.00	3,800,000.00					DASSEL STEEL
7,486,875.00	ı	1,000,000.00	2,923,750.00	1,772,710.00	1,202,851.00	587,564.00	SKS Consulting Inc.
10,046,145.00	1,975,000.00	5,118,563.00	500,000.00	1,292,340.00	618,987.00	541,255.00	Camden Consulting Inc.
11,779,075.00	1,975,000.00	4,800,000.00	2,658,750.00	1,681,723.00	311,692.00	351,910.00	PJL Consulting
\$ 12,594,539.00	\$1,975,000.00	\$ 5,116,043.00	\$ 2,003,750.00	\$ 1,097,483.00 \$ 1,759,732.00		\$ 642,531.00	Rainy Consulting Corp.
lotal	1102004						
	VTD 0004	SUUS	2002	2001	2000	1999	Vendor Name