

MUTUAL BENEFITS KEEP POLICY TRUST

**STATEMENT OF ASSETS, LIABILITIES AND
FUND BALANCE – INCOME TAX BASIS**

SEPTEMBER 30, 2011

AND

INDEPENDENT ACCOUNTANTS' COMPILATION REPORT

MUTUAL BENEFITS KEEP POLICY TRUST

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INDEPENDENT ACCOUNTANTS' COMPILATION REPORT

To the Trustee of
Mutual Benefits Keep Policy Trust

We have compiled the accompanying statement of assets, liabilities and fund balance – income tax basis of Mutual Benefit Keep Policy Trust (the “Trust”) as of September 30, 2011. We have not audited or reviewed the accompanying financial statement and, accordingly, do not express an opinion or provide any assurance about whether the financial statement is in accordance with the income tax basis of accounting.

Management is responsible for the preparation and fair presentation of the financial statement in accordance with the income tax basis of accounting and for designing, implementing, and maintaining internal control relevant to the preparation and fair presentation of the financial statement.

Our responsibility is to conduct the compilation in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants. The objective of a compilation is to assist management in presenting financial information in the form of a financial statement without undertaking to obtain or provide any assurance that there are no material modifications that should be made to the financial statement.

Management has elected to present only certain of the disclosures ordinarily included in a statement of assets, liabilities and fund balance prepared in accordance with the income tax basis of accounting. If the omitted disclosures were included in the financial statement, they might influence the user’s conclusions about the Trust’s assets, liabilities, and fund balance. Accordingly, the financial statement is not designed for those who are not informed about such matters.

Ahearn, Jasco + Company, P.A.

AHEARN, JASCO + COMPANY, P.A.
Certified Public Accountants

Pompano Beach, Florida
June 15, 2012

MUTUAL BENEFITS KEEP POLICY TRUST

STATEMENT OF ASSETS, LIABILITIES AND FUND BALANCE - INCOME TAX BASIS

SEPTEMBER 30, 2011

ASSETS

CURRENT ASSETS:

Cash and cash equivalents - trust policy and contingency reserves	\$ 6,266,261
Due from investors - premium payment loans	96,880
Restricted cash and cash equivalents - payment of insurance policy premiums	15,940,459
Restricted cash and cash equivalents - payment of death benefits from matured insurance policies	3,752,168
Restricted cash and cash equivalents - policy disposition	<u>20,383</u>

TOTAL CURRENT ASSETS 26,076,151

RESTRICTED INVESTMENTS - payment of insurance policy premiums 803,606

TOTAL ASSETS \$ 26,879,757

LIABILITIES AND FUND BALANCE

CURRENT LIABILITIES:

Accounts payable	\$ 22,885
Due to servicer	71,044
Policy disposition proceeds to be dispersed	20,453
Due to investors for reimbursement of unearned premiums from matured policies	253,437
Due to investors for payment of death benefits from matured policies	3,791,450
Due to insurance companies for payment of insurance premiums	<u>16,286,716</u>

TOTAL CURRENT LIABILITIES 20,445,985

FUND BALANCE 6,433,772

TOTAL LIABILITIES AND FUND BALANCE \$ 26,879,757

See selected notes to financial statement and independent accountants' compilation report.

MUTUAL BENEFITS KEEP POLICY TRUST

SELECTED NOTES TO FINANCIAL STATEMENT – INCOME TAX BASIS

SEPTEMBER 30, 2011

(See independent accountants' compilation report.)

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BUSINESS ACTIVITY

The Mutual Benefits Keep Policy Trust (“the Trust”) was created on September 25, 2009 (the “closing date”) pursuant to a Trust Agreement executed between the Receiver for Mutual Benefits Corp., a Florida corporation, Viatical Services, Inc. a Florida corporation and Viatical Benefactors LLC, a Delaware limited liability company (collectively the “Receivership Entities”) and the Trustee. The Receiver is the receiver for the Receivership Entities under Case No.: 04-60573 CIV-MORENO in the United States District Court for the Southern District of Florida (the “Court”).

The Receiver sold the assets of the Receivership Entities to Litai Assets, LLC. Simultaneously with the closing of the sale of the Receivership Entities' assets to Litai Assets, LLC, the Receiver assigned and transferred to the Trustee, the Trust assets consisting of insurance policies (the “Keep Policies”), insurance policy files and cash, and assigned to the Trustee certain rights and responsibilities with respect to the management of the Trust's assets.

In connection with the sale of the Receivership Entities' assets to Litai Assets, LLC, the Receiver authorized and directed the Trustee to enter into a servicing agreement with Litai Assets, LLC (the “Servicer”) to manage the portfolio of the Keep Policies and the policy files, collect funds necessary to service the Keep Policies, and pay premiums due on the Keep Policies. The servicing agreement with the Servicer has a five year term and contains provisions for two renewal periods of two years each at the election of either the Servicer or the Trustee.

OPERATIONS OF THE TRUST

The Trust agreement authorized the creation of multiple bank accounts to maintain the various operations of the Trust as follows:

Cash and Cash Equivalents - Trust Policy and Contingency Reserves

The cash and cash equivalents - trust policy and contingency reserves accounts represent the balance of the cash held by the Trustee in its operating accounts and represent the balance of service charges and fees billed by the Receiver to the Keep Policy investors as authorized pursuant to the September 17, 2005 order of the Court. These reserves may be used to provide contingency loans for shortfalls in premium payments received from investors, to pay policy administration subsidies to the Servicer and to cover general operating expenses of the Trust.

Restricted Cash and Cash Equivalents - Payment of Insurance Policy Premiums

The restricted cash and cash equivalents - payment of insurance policy premiums account maintains all premiums and administrative fee payments received from investors. Disbursements from this account are made to insurance carriers for required premium payments, to the Servicer for administrative fees, and to investors for the reimbursement of unearned premiums on matured policies.

MUTUAL BENEFITS KEEP POLICY TRUST

SELECTED NOTES TO FINANCIAL STATEMENT – INCOME TAX BASIS

SEPTEMBER 30, 2011

(See independent accountants' compilation report.)

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

OPERATIONS OF THE TRUST (CONTINUED)

Restricted Cash and Cash Equivalents - Payment of Death Benefits from Matured Insurance Policies

The restricted cash and cash equivalents - payment of death benefits from matured insurance policies account maintains all proceeds received from insurance carriers for all death benefit claims made by the Trustee on behalf of the investors. Disbursements from this account are made to the respective investors on matured policies, to the Internal Revenue Service for U.S. federal income tax withholding, and to the Servicer for death benefit claim processing fees.

Restricted Cash and Cash Equivalents - Policy Disposition

The restricted cash and cash equivalents - policy disposition account maintains the proceeds for all fractional and whole policy interests reallocated to other investors for non-payment of required premiums. Disbursements are made from this account to the following: 1) to former investors on the respective policy being reallocated to other investors for any previously paid but unearned premiums at the time of disposition, 2) to the payment of the insurance policy premiums account for funds collected from the reallocated investors for unpaid premiums and administrative fees, 3) to the Servicer for the provision of policy disposition services and 4) to the cash and cash equivalents - trust policy and contingency reserves accounts for any remaining proceeds after disbursements to former investors, to the restricted cash and cash equivalents - payment of insurance policy premiums accounts, and to the Servicer.

BASIS OF ACCOUNTING

The accompanying statement of assets, liabilities and fund balance has been prepared on the accrual basis of accounting used by the Trust for federal income tax reporting purposes. That basis differs from accounting principles generally accepted ("GAAP") in the United States of America primarily because of the valuation of the investments, as the investments are reported at historical cost instead of fair value. Other differences in the basis of accounting include, but are not limited to, the following: timing of the recognition of accruals, recording of allowances and reserves, and disclosures including contingencies, concentrations, subsequent events, and uncertainties.

USE OF ESTIMATES

The preparation of financial statements in conformity with the income tax basis of accounting requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

MUTUAL BENEFITS KEEP POLICY TRUST

SELECTED NOTES TO FINANCIAL STATEMENT – INCOME TAX BASIS

SEPTEMBER 30, 2011

(See independent accountants' compilation report.)

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

CONCENTRATIONS OF CREDIT RISK

Financial instruments that potentially subject the Trust to concentrations of credit risk consist principally of cash and cash equivalents, investments and amounts due from investors for premium payment loans.

Cash and Cash Equivalents

The Trust maintains deposit balances at financial institutions that, from time to time, may exceed federally insured limits. The Trust maintains its cash at high quality financial institutions, which the Trust believes limits these risks. At September 30, 2011, approximately \$6,771,000 of cash, at fair value, was uninsured.

The Trust considers all highly liquid investments with original maturities of three months or less to be cash equivalents. Cash equivalents as of September 30, 2011 consisted of money market funds invested in U.S. government securities and mutual funds invested in obligations of the U.S. government and U.S. government agencies which are not insured by the FDIC. The Trust maintains its cash equivalent investment accounts at three financial institutions and may be subject to insurance by SIPC, Securities Investor Protection Corporation, subject to various limitations. At September 30, 2011, approximately \$20,444,000, at fair value, was held in these accounts.

Investments

The Trust maintains investment accounts with one financial institution, which is not insured by the FDIC. These funds were invested in U.S. government agency bonds that may be subject to insurance by SIPC, subject to various limitations. At September 30, 2011, approximately \$951,000, at fair value, was held in these accounts.

Due from Investors - Premium Payment Loans

Due from investors - premium payment loans, consists of amounts due from investors for policy premium loans for policies in which amounts billed to the investors by the Servicer was less than the requisite premium to keep the respective insurance policies in effect through the next insurance policy cycle. Premium payment loans are recouped at the time the Servicer bills the respective investors for premium payments for the subsequent year's billing cycle.

MUTUAL BENEFITS KEEP POLICY TRUST

SELECTED NOTES TO FINANCIAL STATEMENT – INCOME TAX BASIS

SEPTEMBER 30, 2011

(See independent accountants' compilation report.)

NOTE 2 – RESTRICTED INVESTMENTS - PAYMENT OF INSURANCE POLICY PREMIUMS

The maturities of investments in marketable securities at September 30, 2011 are:

U.S. government agency bonds:	
Due in four years	\$ 53,851
Due after five years through seven years	<u>749,755</u>
Total	<u>\$ 803,606</u>
