

FILED

IN THE CHANCERY COURT OF THE STATE OF TENNESSEE  
TWENTIETH JUDICIAL DISTRICT, DAVIDSON COUNTY

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MARIE MURPHY, SPECIAL DEPUTY )  
COMMISSIONER OF COMMERCE AND )  
INSURANCE FOR THE STATE OF )  
TENNESSEE, )

Petitioner, )

v. )

SMART DATA SOLUTIONS, LLC )  
a Tennessee limited liability company, )  
AMERICAN TRADE ASSOCIATION, )  
INC, an Indiana nonprofit corporation with )  
its principal place of business in Tennessee, )  
AMERICAN TRADE ASSOCIATION, )  
LLC, an Arkansas limited liability company, )  
SERVE AMERICA ASSURANCE, )  
a corporation with an unknown location, )  
BART S. POSEY SR., ANGIE POSEY )  
OBED W. KIRKPATRICK, RICHARD )  
H. BACHMAN, WILLIAM M. WORTHY )  
and COLIN YOEUELL )

Respondents. )

\_\_\_\_\_ D.C. & M.

No. 10-507-III

**COPY**

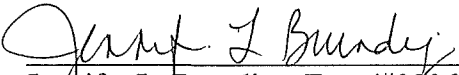
**NOTICE OF FILING FIRST QUARTER 2011 FINANCIAL REPORTS  
OF SDS, ATA, AND SAA IN LIQUIDATION**

Pursuant to the Court's Order entered on September 27, 2010, Marie Murphy, in her capacity as Special Deputy Commissioner of Commerce and Insurance for this receivership matter (Commissioner) and as Statutory Liquidator of Smart Data Solutions, LLC ("SDS"), American Trade Association, Inc., American Trade Association, LLC (collectively referred to as "ATA"), and Serve America Assurance ("SAA"), by and through her counsel, is filing financial statements for the first quarter of 2011 for the liquidation of SDS, ATA, and SAA, which are attached hereto as Exhibit 1. As

explained in the accompanying notes to the financials, the claims liability amount has not been included because the Proofs of Claim received by the Liquidation have yet to be determined and thus the amount of Proof of Claim liability has not been established.

Respectfully submitted,

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*Special Counsel for the Liquidator and  
Special Deputy Liquidator*

**CERTIFICATE OF SERVICE**

I hereby certify this the 12<sup>th</sup> day of May, 2011, that a true and exact copy of the foregoing has been served by U.S. mail, postage pre-paid, and/or via email as indicated, to the parties and interested entities listed on the attached service list.

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**Respondent Serve America Assurance, Ltd.:**

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Blythewood, South Carolina 29016

Serve America Assurance, Ltd.  
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**Individual Respondent:**

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JENNIFER L. BRUNDIGE

**American Trade Association LLC, American Trade Association Inc,  
Smart Data Solutions LLC, Serve America Assurance IN LIQUIDATION  
Statement of Net Assets (exclusive of claims liability)**

	As of March 23, 2010	As of December 31, 2010	As of March 31, 2011
<b>ASSETS</b>			
Checking/Temporary Investments (Note 6)			
Cash in financial institutions	\$ 1,202,722.15	\$ 70,975.55	\$ 125,066.85
Tennessee Local Government Investment Pool	-	2,152,366.49	1,823,319.21
Total Checking/Temporary Investments	1,202,722.15	2,223,342.04	1,948,386.06
Vehicles March 23, 2010 Market Value (Note 7)	107,800.00	-	-
Other Assets - Rent Deposit	-	3,273.34	3,273.34
Other Assets - Prepaid Rent	-	1,636.67	-
TOTAL ASSETS	1,310,522.15	2,228,252.05	1,951,659.40
<b>LIABILITIES</b>			
Liquidation fees payable (Note 14)	-	215,122.35	150,490.45
Claims liability (Note 3, 4 and 13)	<u>No accrual for claims liability. Such liability when accrued will be substantial.</u>		
Notes Payable- Auto (Note 8)	53,443.51	-	-
Payroll Liabilities (Note 9)	7,512.72	-	-
TOTAL LIABILITIES	60,956.23	215,122.35	150,490.45
<b>NET ASSETS</b>	<b>\$ 1,249,565.92</b>	<b>\$ 2,013,129.70</b>	<b>\$ 1,801,168.95</b>
Net Assets December 31, 2010	\$ 2,013,129.70		
Net Assets March 31, 2011			\$ 1,801,168.95
Net Assets October 1, 2010		2,312,710.56	
Net Assets January 1, 2011			2,013,129.70
Change in Net Assets	\$ (299,580.86)	\$ (211,960.75)	
From date of Seizure:			
Net Assets END OF PERIOD	\$ 2,013,129.70		\$ 1,801,168.95
Net Assets at date of Seizure		1,249,565.92	1,249,565.92
Change in Net Assets	\$ 763,563.78	\$ 551,603.03	

**American Trade Association LLC, American Trade Association Inc,  
Smart Data Solutions LLC, Serve America Assurance IN LIQUIDATION  
Statement of Changes in Net Assets (exclusive of claims liability)  
Modified Cash Basis  
March 23, 2010 through March 31, 2011**

	<u>Mar 23, 2010 - December 31, 2010</u>	<u>January 1, 2011 - March 31, 2011</u>
<b>Income</b>		
Insurance dues from ATA members (Note 10)	\$ 1,745,707.75	\$ -
Commission Income	18,803.25	-
Insurance dues payment stopped	(30,725.77)	-
Interest Received	2,940.99	952.72
Liquidation recoveries (Note 11)	138,000.00	-
Total Income	<u>1,874,726.22</u>	<u>952.72</u>
Cost of Goods Sold		
Provider refunds of claims paid	(14,583.60)	(612.54)
Total Cost of Goods Sold	<u>(14,583.60)</u>	<u>(612.54)</u>
Gross Profit	1,889,309.82	1,565.26
<b>Expense</b>		
Professional Fees (Note 4, 14)	665,096.10	172,187.95
Payroll Expenses (Note 15)	110,140.75	-
Business Licenses & Taxes	2,692.00	-
Communication expenses (Note 16)	185,563.00	26,832.55
Postage and delivery (Note 17)	87,129.27	2,110.00
Rent Expense (Note 18)	38,569.20	5,374.01
Equipment Lease	8,790.01	-
Insurance Expense	7,613.52	2,397.00
Moving Expense	3,898.75	-
Contract labor	2,239.12	-
Other expenses	14,014.32	4,624.50
Total Expense	<u>1,125,746.04</u>	<u>213,526.01</u>
<b>Change In Net Assets</b>	<u>\$ 763,563.78</u>	<u>\$ (211,960.75)</u>
Net Assets END OF PERIOD	\$ 2,013,129.70	\$ 1,801,168.95
Net Assets BEGINNING OF PERIOD	1,249,565.92	2,013,129.70
Change In Net Assets	<u>\$ 763,563.78</u>	<u>\$ (211,960.75)</u>

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE FINANCIALS

EXHIBIT 1

**American Trade Association, LLC, American Trade Association, Inc.,  
Smart Data Solutions LLC and Serve America Assurance in Liquidation  
Notes to March 31, 2011 financials**

- 1 On March 23, 2010, an "ORDER OF SEIZURE OF RESPONDENTS SMART DATA SOLUTIONS, AMERICAN TRADE ASSOCIATION, INC., AMERICAN TRADE ASSOCIATION, LLC, AND SERVE AMERICA ASSURANCE..." was entered in the Chancery Court of the State of Tennessee Twentieth Judicial District, Davidson County.
- 2 On May 20, 2010, a "FINAL ORDER APPOINTING THE COMMISSIONER AS RECEIVER FOR LIQUIDATION OF RESPONDENTS SMART DATA SOLUTIONS, LLC, AMERICAN TRADE ASSOCIATION, INC., AMERICAN TRADE ASSOCIATION, LLC, AND SERVE AMERICA ASSURANCE,..." ("Liquidation Order") was entered in the Chancery Court of the State of Tennessee Twentieth Judicial District, Davidson County, upon the Court's finding the entities to be a hazard to the public and financially insolvent. On August 5, 2010, Respondents Smart Data Solutions, LLC, American Trade Association, Inc., American Trade Association, LLC, Bart Posey, Angie Posey, and Richard Bachman filed a Notice of Appeal of the Liquidation Order to the Tennessee Court of Appeals. On August 9, 2010, Respondent William Worthy also filed a Notice of Appeal. The Liquidation Order has not been stayed during the pending appeal. The Court of Appeals heard oral arguments on the case on March 25, 2011. The parties are awaiting the Court's decision regarding the appeal.
- 3 In the Court's April 27, 2010 Memorandum and Order, the Court determined that the entities were insolvent. The Court determined that using the most conservative estimate of the entities' claims liability of \$3,367,682, the liabilities exceeded the entities' assets. The Petitioner presented testimony that claims liability was estimated to be in excess of \$6,895,830. After being placed into liquidation, this claims liability will be replaced by the liability established through the submission, determination, and adjudication of the statutory Proofs of Claim to the Liquidation. The deadline for submitting Proofs of Claim ran on August 31, 2010. The Liquidator has received in excess of 10,000 Proofs of Claim and is in the process of reviewing these Proofs of Claim. No Liquidator's notices of determination, pursuant to Tenn. Code Ann. 56-9-331 & -327, have been issued. **As the Liquidator has not yet determined the valid amounts for Proofs of Claim, the Proof of Claim liability in the Liquidation has yet to be determined (see also note 4 and 13).**
- 4 These financials present the financial statements for the combined entities referred to above and are presented on a modified cash basis. The difference from a strict cash basis in these financials is that liquidation fees, payroll liabilities, and related payroll expenses are recognized as incurred. **These financials do not include an accrual for a Proof of Claim liability (see also notes 3 and 13).**
- 5 The Statement of Net Assets is presented as of the Seizure Date of March 23, 2010, as of December 31, 2010, and as of March 31, 2011. The Statement of Changes in Net Assets is presented for the period from the Seizure Date to December 31, 2010 and for the period from January 1, 2011 to March 31, 2011.
- 6 The Checking/Temporary Investments balances shown are the reconciled balances as of the date shown.
- 7 The Vehicles are shown at their selling price. All of the vehicles shown as assets on March 23, 2010 had been sold by August 31, 2010, pursuant to the Court's July 14, 2010 Order.
- 8 The Notes Payable were borrowed funds used to pay for two of the Vehicles (see also Note 7). These notes were paid off in conjunction with the sale of these two vehicles in August 2010.

**American Trade Association, LLC, American Trade Association, Inc.,  
Smart Data Solutions LLC and Serve America Assurance in Liquidation  
Notes to March 31, 2011 financials**

- 9 The Payroll Liabilities represent the liability for all payroll tax expenses, penalties, and withholdings documented as of the Seizure Date and any Payroll Liabilities incurred subsequent to the Seizure Date.
- 10 Insurance Dues From ATA Members consists of premiums that were collected for policies that had been issued by the entities. The majority of these premiums were collected by companies such as Paylogix and CITM which debit members' bank accounts or credit cards. Other members made payments directly to the entities, and such deposits were posted in Eldorado, the entities' claims processing and management system.

CITM - On the date of Seizure, funds in the amount of \$851,207.21 had been collected by CITM but not remitted to SDS. Instead, these funds were held in an escrow account of the law firm of Evans Petree PC. Pursuant to the Court's direction during the April 1, 2010 hearing, these funds were remitted by Evans Petree on April 2, 2010. Additionally, as a result of the Liquidator's asset recovery activities, additional funds were received from CITM on September 16, 2010 (\$236,961.08) and September 17, 2010 (\$421,889.63).

RECEIPTS POSTED IN ELDORADO - Funds continued to be received subsequent to the Seizure Date. These funds were recorded and deposited in the Company's bank account.

- 11 In late 2009 and early 2010, SDS made contributions to the University of Alabama which were not related to the business purpose of the company. On June 8, 2010, the University of Alabama remitted these contributions to the Liquidator.

The Liquidator has filed several petitions to recover assets of the entities in liquidation referred to above. On August 13, 2010, the Liquidator filed a petition to recover damages from Bart Posey and Angie Posey in the Chancery Court of Davidson County, Tennessee, within the receivership matter (Case No. 10-507-III). Mr. and Mrs. Posey have filed an answer to the petition.

On September 30, 2010, the Liquidator filed a petition to recover damages in excess of \$2 million from defendants William M. Worthy III, Caroline H. Worthy, Nationwide Administrators LLC, and Southeast Insurance Advisors LLC in the Chancery Court of Davidson County, Tennessee, within the receivership matter. William M. Worthy III has filed an answer to the petition.

The Liquidator has filed a petition to recover damages from defendants Gary L. Ketchum, Donald Choi, and First Risk Holdings, LLC, in the Chancery Court of Davidson County, Tennessee, within the receivership matter. On January 7, 2011, the Court entered an Agreed Order of Judgment against defendants Gary Ketchum and First Risk Holdings, LLC, jointly and severally, in the amount of \$582,966.85, plus costs of the litigation. The Liquidator is taking actions to collect on the judgment. The case remains pending against defendant Donald Choi.

On March 15, 2011, the Liquidator filed a petition seeking damages for civil contempt and other appropriate relief against Bart S. Posey, Sr., Richard H. Bachman, William L. Hendricks, Jr., Russell J. Hensley, Theodore T. Kitai, Evans Petree PC, Best Benefits Association, Inc., and Quality Benefits Group, LLC, in the Chancery Court of Davidson County, Tennessee, within the receivership matter. The Court has entered a Scheduling Order that establishes deadlines and a hearing in October 2011 for claims in the civil contempt not dismissed or stayed.



**American Trade Association, LLC, American Trade Association, Inc.,  
Smart Data Solutions LLC and Serve America Assurance in Liquidation  
Notes to March 31, 2011 financials**

Further, the Liquidator has filed a verified claim and an answer to the Verified Complaint *In Rem* that was filed by the United States on February 16, 2011, in the United States District Court for the Middle District of Tennessee in the case styled *United States of America v. Four Real Properties Commonly Known As 814 Pitt Avenue, Springfield, Robertson County, Tennessee; 4676 Highway 41N, Springfield, Tennessee; 204 Lawrence Lane, Springfield, Tennessee; and 209 New Chapel Road, Springfield, Tennessee; and Proceeds From Any Sale Of The Four Real Properties By The Current Owners*, Case No. 3:11-cv-00138. The United States is seeking the forfeiture of these four properties and/or the proceeds from any sale of the properties. The Liquidator's claim requests that the Liquidator receive any proceeds after the payment of any secured creditors of the properties so that the proceeds may be returned in an equitable manner to the claimants who have approved proofs of claims in the Liquidation proceeding.

The Liquidator has filed a verified claim and an answer to the Verified Complaint *In Rem* that was filed by the United States on February 1, 2011, in the United States District Court for the Middle District of Tennessee in the case styled *United States of America v. 2010 Chevrolet Camaro 2SS Coupe Bearing VIN #2G1FT1EW0A9145379*, Case No. 3:11-cv-00090. The United States is seeking the forfeiture of this vehicle. The Liquidator's claim requests that the Liquidator receive any net forfeiture proceeds so that the proceeds may be returned in an equitable manner to the claimants who have approved proofs of claims in the Liquidation proceeding.

- 12 Prior to tax year 2009, SDS LLC had filed a Form 1065 (U.S. Return of Partnership Income) with the IRS. As far as is known, none of the other entities has filed a federal income tax return with the IRS. No federal tax return had been filed for the tax year 2009. Because of the complexities and unknowns surrounding these entities in 2009, the Liquidator has retained the services of an outside CPA firm to provide advice on what the IRS filing requirements are. No final decision has been made on the filing requirements after 2008.
- 13 The Liquidation Order described in Note 2 approved the cancellation of coverage under all policies by May 31, 2010 at 11:59 p.m. It also set August 31, 2010 as the deadline for Proof of Claim submissions. The Proof of Claim documentation received by the Liquidation is currently being reviewed to determine and establish the amount owed on all timely filed Proofs of Claim. The Liquidator will make no payments on any policy claims until all Proofs of Claim have been resolved and the Court approves the Liquidator's plan of distribution.
- 14 Professional Fees reflect the total amount of fees incurred by the Special Deputy Liquidator, outside legal counsel, and third party contractors for services rendered in this receivership. On October 1, 2010, the Liquidator filed a motion pursuant to Tenn. Code Ann. 56-9-310(a)(4) for the Chancery Court's approval of the professional fees incurred through August 31, 2010. On November 15, 2010, the Court entered an order approving the Liquidator's motion for approval of fees and found that the Liquidator had submitted enough information for the Court to intelligently evaluate the basis for the Liquidator's determination and thus the Liquidator had performed her duty to protect the interests of the estate. The Liquidator has filed a motion pursuant to Tenn. Code Ann. 56-9-310(a)(4) for the approval of the professional fees incurred from September 1, 2010 through December 31, 2010. Once the Liquidator and the staff of the Tennessee Department of Commerce and Insurance have performed and completed their review of the invoices for the professional fees incurred from January 1, 2011 through March 31, 2011, and the Liquidator has determined that the fees are fair, reasonable, and proper for the services provided and that they are necessary costs of this liquidation, the Liquidator will submit a motion to the Court for approval of these professional fees.

**American Trade Association, LLC, American Trade Association, Inc.,  
Smart Data Solutions LLC and Serve America Assurance in Liquidation  
Notes to March 31, 2011 financials**

- 15 Payroll Expenses reflect the cost of salaries of employees of the entities and the associated employment taxes. As of July 31, 2010, all employees were terminated.
- 16 Communication Expenses includes expenses for the telephone system, internet connectivity, and claims system access.
- 17 Postage & Delivery includes expenses incurred for sending notices of the liquidation and cancellation of policy coverage along with instructions for submitting Proofs of Claim to over 56,530 potential claimants pursuant to Tenn. Code Ann. 56-9-311. This also includes the expense for publishing the notice of liquidation in The Tennessean and The Robertson County Times newspapers pursuant to Tenn. Code Ann. 56-9-311.
- 18 Rent Expense includes \$26,000 paid to Mr. Bart Posey as owner of the building located at 4676 Highway 41 North, Springfield, Tennessee, where SDS leased approximately 5,400 square feet of office space, and \$3,000 paid to J & D Properties for approximately 1,600 square feet of office space leased at 400 Memorial Boulevard, Springfield, Tennessee, by ATA. The ATA lease expired on July 31, 2010. Pursuant to the Court's July 14, 2010 Order, the Liquidator disavowed the SDS lease and entered into a lease for approximately 1,900 square feet of office space at Metro Center, Nashville, Tennessee, for \$1,636.67 per month, plus a pro rata share of the common area maintenance charges .