EISNER AMPER

ANNUAL AUDIT REPORT

of the

NEW YORK LIQUIDATION BUREAU

as of

DECEMBER 31, 2018 and 2017



Statements of Cash Receipts and Disbursements – Cash Basis of the Central Disbursement Account

For the Years Ended December 31, 2018 and 2017 With Independent Auditors' Report

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INDEPENDENT AUDITORS' REPORT

Superintendent of Financial Services of the State of New York as Receiver and the Management of the New York Liquidation Bureau

Report on the Statements of Cash Receipts and Disbursements – Cash Basis of the Central Disbursement Account

We have audited the accompanying statements of cash receipts and disbursements – cash basis of the Central Disbursement Account of the New York Liquidation Bureau for each of the years ended December 31, 2018 and 2017, and the related notes to the statements of cash receipts and disbursements – cash basis.

Management's Responsibility for the Statements of Cash Receipts and Disbursements – Cash Basis of the Central Disbursement Account

Management is responsible for the preparation and fair presentation of these statements of cash receipts and disbursements – cash basis of the Central Disbursement Account of the New York Liquidation Bureau in accordance with the cash basis of accounting as described in Note 1; this includes determining that the cash basis of accounting is an acceptable basis for the preparation of the statements of cash receipts and disbursements – cash basis of the Central Disbursement Account of the New York Liquidation Bureau in the circumstances. Management is also responsible for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of these statements of cash receipts and disbursements – cash basis of the Central Disbursement Account of the New York Liquidation Bureau that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these statements of cash receipts and disbursements – cash basis of the Central Disbursement Account of the New York Liquidation Bureau based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the statements of cash receipts and disbursements – cash basis of the Central Disbursement Account of the New York Liquidation Bureau are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the statements of cash receipts and disbursements – cash basis of the Central Disbursement Account of the New York Liquidation Bureau. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the statements of cash receipts and disbursements – cash basis of the Central Disbursement Account of the New York Liquidation Bureau, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the statements of cash receipts and disbursements – cash basis of the Central Disbursement Account of the New York Liquidation Bureau in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the statements of cash receipts and disbursements – cash basis of the Central Disbursement Account of the New York Liquidation Bureau.



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We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the statements of cash receipts and disbursements – cash basis of the Central Disbursement Account of the New York Liquidation Bureau referred to above present fairly, in all material respects, the cash receipts and disbursements for each of the years ended December 31, 2018 and 2017, in accordance with the cash basis of accounting described in Note 1.

Basis of Accounting

We draw attention to Note 1 of the accompanying statements of cash receipts and disbursements – cash basis of the Central Disbursement Account of the New York Liquidation Bureau, which describes the basis of accounting. The statements of cash receipts and disbursements – cash basis of the Central Disbursement Account of the New York Liquidation Bureau are prepared on the cash basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to this matter.

Restriction on Use

This report is intended solely for the information of and use of the Superintendent of Financial Services of the State of New York as Receiver who has jurisdiction over the New York Liquidation Bureau ("NYLB"), and management thereof and is not intended to be, and should not be, used by anyone other than these specified parties.

EISNERAMPER LLP New York, New York

Eisner Hmper LLP

July 29, 2019



Statements of Cash Receipts and Disbursements – Cash Basis of the Central Disbursement Account For the Years Ended December 31,

	2018	2017
Receipts:		
Reimbursement of Expenses	\$ 40,087,978	\$ 48,533,256
Distribution from Non-New York Liquidators	29,571,536	14,368,985
Transfer from Escheated Funds	944,137	-
Deposit for Administrative Expenses	300,000	110,000
Investment Income Received	9,531	9,791
Other Receipts	188,642	457
Total Receipts	71,101,824	63,022,489
Disbursements:		
Early Access Distributions	29,571,536	14,368,985
Operating Expenses:		
Salaries, Employee Relations and Welfare	22,618,881	24,324,664
General and Administrative Expenses	6,781,637	1,497,772
Loss Adjustment Expenses	5,266,295	4,273,479
Rent and Related Expenses	4,716,737	9,267,161
Professional Fees	3,350,167	5,133,218
Other Disbursements	2,732,291	2,563,960
Escheatable Funds	944,137	1,098,969
Asset Distribution	68,411	233,907
Large Deductible Distribution	63,377	2,077,875
Salvage & Subrogation Fees	24,447	129,067
Salvage and Subrogation	-	12,388
Taxes Paid	6,909	5,860
Miscellaneous	5,736	-
Refund Deposit for Administrative Expenses	-	422,000
Claims Paid	-	188,642
Total Operating Expenses	46,579,025	51,228,980
Total Disbursements	76,150,561	65,597,965
Net Disbursements	(5,048,737)	(2,575,476)
Cash – Beginning of Year	11,760,524	14,336,000
Cash – End of Year	\$ 6,711,787	\$ 11,760,524

See accompanying notes to the Statements of Cash Receipts and Disbursements – Cash Basis of the Central Disbursement Account. The Statements of Cash Receipts and Disbursements – Cash Basis of the Central Disbursement Account and accompanying notes are prepared solely for the use of the Receiver, the NYLB and Management (as defined herein).

Notes to Statements of Cash Receipts and Disbursements – Cash Basis of the Central Disbursement Account For the Years Ended December 31, 2018 and 2017

Note 1: Nature of Operations of the New York Liquidation Bureau and Summary of Significant Accounting Policies

A. Background

The New York Liquidation Bureau ("NYLB") is the organization that carries out the duties of the Superintendent of Financial Services of the State of New York ("Superintendent") in her capacity as receiver ("Receiver") of impaired or insolvent insurance companies ("Estates") under New York Insurance Law ("Insurance Law") Article 74. The NYLB reports to the Superintendent in her capacity as Receiver rather than in her capacity as regulator and head of the Department of Financial Services of the State of New York ("DFS"). The NYLB operates separately from DFS. The Superintendent as Receiver has the authority under Insurance Law Section 7422 to make such appointments (Special Deputy and other Agents, collectively, with the Special Deputy, "Agents") as are necessary to carry out her functions as Receiver. The Agents, along with division directors and senior managers of the NYLB, are collectively referred to herein as "Management." Management carries out, through the NYLB, the responsibilities of the Receiver with regard to the Estates. The NYLB manages the daily operations of all Estates, including Domestic Estates in Liquidation ("Domestic Estates"), Ancillary Estates, Conservations and Fraternal Associations.

NYLB's costs are paid from the assets of the Estates under receivership, as well as expense reimbursements from the New York Property/Casualty Insurance Security Fund ("P/C Fund"), the Public Motor Vehicle Liability Security Fund ("PMV Fund") established under Insurance Law Article 76, and the Workers' Compensation Security Fund ("WC Fund"), established under New York Workers' Compensation Law Article 6-A, (collectively, the "Security Funds"), which are paid from assessments on industry.

For each Estate, the Superintendent is appointed Receiver by the Supreme Court of the State of New York ("Receivership Court"). Thereafter, the Receivership Court approves the actions of the Receiver. Acting on behalf of the Receiver, the NYLB marshals the assets of the Estates, maximizes such assets and resolves the liabilities of the Estates in an effort either to rehabilitate the companies or liquidate them in order to distribute their assets to policyholders, creditors and shareholders. In addition, the NYLB performs claims-handling and certain payment functions relating to the Security Funds. The Security Funds are used to pay eligible claims remaining unpaid by reason of an insolvent insurer's inability to meet its obligations to policyholders.

Notes to Statements of Cash Receipts and Disbursements – Cash Basis of the Central Disbursement Account For the Years Ended December 31, 2018 and 2017

Note 1: Nature of Operations of the New York Liquidation Bureau and Summary of Significant Accounting Policies (continued)

B. Basis of Presentation

The Statements of Cash Receipts and Disbursements – Cash Basis of the Central Disbursement Account of the NYLB reflect the amounts deposited in and disbursements made from the central disbursement account ("CDA") for the years ended December 31, 2018 and 2017. The Statements of Cash Receipts and Disbursements – Cash Basis of the Central Disbursement Account of the NYLB were prepared on the cash basis of accounting, which is a comprehensive basis of accounting other than generally accepted accounting principles in the United States of America ("U.S. GAAP"). The cash basis of presentation differs from U.S. GAAP in that revenues are recognized when received, rather than when earned, and expenses are recognized when paid, rather than when the obligation is incurred.

The CDA, managed by the NYLB, is comprised of pooled cash accounts that are funded solely by cash advances from the Estates and/or Security Funds. The NYLB uses the money in the CDA to pay, on behalf of the Estates and Security Funds, NYLB administrative expenses such as salaries, payroll taxes, rent and related expenses, office expenses and employee relations and welfare (e.g., contributions to employee health insurance, pension plans and other fringe benefits) ("Employee Relations and Welfare"). Reimbursement of such expenses is generally based on the amount of time NYLB employees devote to the respective Estates and Security Funds.

The NYLB does not itself own any assets but rather it holds and manages the assets of the Estates and Security Funds as a fiduciary for the benefit of the policyholders and other creditors of the Estates.

The Estates' and the Security Funds' ownership interests in the cash within the CDA are apportioned through intercompany transactions identified specifically to the NYLB, the Estates and Security Funds.

C. Cash

Cash is comprised solely of the money deposited in the CDA and amounts in excess of current funding requirements may be invested in an overnight Money Market Deposit Account ("MMDA"). The MMDA is insured by the Federal Deposit Insurance Corporation ("FDIC"), although balances are significantly in excess of the coverage limits. The MMDA is with JP Morgan Chase, whose current commercial paper ratings are P-1 (Moody's), A-2 (S&P) and F1+ (Fitch). Other cash accounts are held with JP Morgan Chase and Bank of New York Mellon ("BONY"). BONY's current commercial paper rating is P-1 (Moody's), A-1+ (S&P) and F1+ (Fitch).

As of December 31, 2018 and 2017, the FDIC insured accounts up to \$250,000 at the above named institutions. Management monitors balances of cash in excess of insured limits and believes that such balances do not represent a material credit risk to the NYLB.

Notes to Statements of Cash Receipts and Disbursements – Cash Basis of the Central Disbursement Account For the Years Ended December 31, 2018 and 2017

Note 1: Nature of Operations of the New York Liquidation Bureau and Summary of Significant Accounting Policies (continued)

D. Receipts

Reimbursement of Expenses

The NYLB pays general and administrative expenses, such as salaries, payroll taxes, rent and related expenses, office expenses and Employee Relations and Welfare, on behalf of the Estates and Security Funds. Reimbursement of such expenses is generally based on the amount of time NYLB employees devote to the respective Estates and Security Funds. Reimbursed expenses in 2018 and 2017 amounted to \$40,087,978 and \$48,533,256, respectively.

Distribution from Non-New York Liquidators

In connection with each ancillary receivership commenced in New York as a result of the commencement of a foreign (*i.e.*, non-New York) liquidation, the NYLB typically completes a financial information questionnaire on behalf of each Security Fund in order to qualify for receipt of a dividend or Early Access Distribution ("EAD") from the non-New York liquidator ("Non-New York Liquidator").

At December 31, 2018 and 2017, respectively, the amounts received from Non-New York Liquidators are as follows:

	2018	 2017
Lumbermens Group	\$ 17,421,635	\$ 5,009,313
ULLICO	4,545,007	-
Great Atlantic	4,359,232	-
Lumbermens Underwriting Alliance	2,008,495	1,170,459
First Sealord	478,042	
Legion Insurance Company	267,944	-
Reliance Insurance Company	225,821	2,848,000
Shelby Casualty	140,547	-
Home Insurance Company	92,867	2,677,646
PHICO	31,946	-
Nassau Creditor Trust	-	1,613,884
Commercial Compensation Casualty Company	-	587,600
Mission National		 462,083
Total	\$ 29,571,536	\$ 14,368,985

Transfer from Escheatable Funds

In 2018, the NYLB received \$944,137 from Estates' segregated cash account for further remittance of funds to the Office of the New York State Comptroller Unclaimed Funds. In 2017, there was no such remittance.

Notes to Statements of Cash Receipts and Disbursements – Cash Basis of the Central Disbursement Account For the Years Ended December 31, 2018 and 2017

Note 1: Nature of Operations of the New York Liquidation Bureau and Summary of Significant Accounting Policies (continued)

D. Receipts (continued)

Deposit for Administrative Expenses

In 2018, the NYLB requested a \$300,000 advance from the WC Fund and in 2017 requested an advance totaling \$110,000, of which \$50,000 was requested from the P/C Fund and \$60,000 from the WC Fund for administrative expenses on behalf of Guarantee Insurance Company and CastlePoint National Insurance Company.

Investment Income Received

Investment Income Received, which consists primarily of interest income received on the MMDA balances in the CDA, totaled \$9,531 and \$9,791 for the years ended December 31, 2018 and 2017, respectively.

Other Receipts

The NYLB receives checks and wire transfers of funds on a daily basis from various sources. Certain receipts may require additional research in order to properly allocate such funds to the appropriate Estate or Security Fund. While Management determines the appropriate Estate or Security Fund, the funds are held and credited to a cash suspense account.

E. Disbursements

Early Access Distributions ("EAD")

EAD is a special distribution from a Non-New York Liquidator to a Security Fund pursuant to an agreement in order to permit the reimbursement of Loss Adjustment Expense ("LAE") and indemnification payments to the Security Fund for the handling and payment of claims on behalf of the Non-New York Liquidator. When the NYLB receives EAD monies from a Non-New York Liquidator, the NYLB reimburses the respective Security Fund. EAD totaled \$29,571,536 in 2018 and \$14,368,985 in 2017.

Salaries, Employee Relations and Welfare

Salaries, Employee Relations and Welfare expenses are paid from the CDA and subsequently allocated among the Estates and Security Funds based on the amount of time NYLB employees devote to the respective Estates and Security Funds.

Notes to Statements of Cash Receipts and Disbursements – Cash Basis of the Central Disbursement Account For the Years Ended December 31, 2018 and 2017

Note 1: Nature of Operations of the New York Liquidation Bureau and Summary of Significant Accounting Policies (continued)

E. Disbursements (continued)

The breakdown of Salaries, Employee Relations and Welfare expenses is as follows:

	2018		2017
Salaries	\$ 13,408,072	\$ 5	14,853,001
Health Insurance	5,627,759		5,912,555
Pension Plan	2,161,761		2,374,484
Employee Relations	1,421,289		1,184,624
Total	\$ 22,618,881	\$ 3	24,324,664

General and Administrative Expenses

The NYLB paid general and administrative expenses of \$6,781,637 in 2018 and \$1,497,772 in 2017. The majority of these expenses are for the procurement of information technology equipment, telecommunication services, and expenses to relocate the NYLB's offices from 110 William Street, New York, New York to 180 Maiden Lane, New York, New York.

Loss Adjustment Expenses

Loss Adjustment Expenses ("LAE") in 2018 and 2017 totaled \$5,266,295 and \$4,273,479, respectively. The NYLB pays LAE on behalf of certain Estates. LAE are the expenses associated with adjusting and litigating a claim, excluding the payment for the loss itself. Such expenses are billed dollar-for-dollar to applicable Estates based on actual disbursement amounts recorded through the CDA. Each month's LAE is then reimbursed to the NYLB as appropriate by the respective Estate in a timely manner.

LAE on Security Fund covered claims is paid directly from the Security Fund's cash account maintained by the NYLB and is not paid from the CDA.

Rent and Related Expenses

The NYLB leased office space at 110 William Street, New York, New York ("Premises"). In 2010, the NYLB entered into a 15-year lease agreement for office space at 110 William Street, which was terminated on November 30, 2018. On December 27, 2017, the NYLB entered into a 15-year lease agreement for office space at 180 Maiden Lane, New York, New York. Such rent and related expenses are allocated to the Estates and Security Funds. (See Note 3).

Additionally, the NYLB leased storage space ("Warehouse") at 168 39th Street, Brooklyn, New York since 1986. The lease at the Warehouse expired on August 31, 2018, and was not renewed. Warehouse space is currently being leased at three locations. (See Note 3).

Notes to Statements of Cash Receipts and Disbursements – Cash Basis of the Central Disbursement Account For the Years Ended December 31, 2018 and 2017

Note 1: Nature of Operations of the New York Liquidation Bureau and Summary of Significant Accounting Policies (continued)

E. Disbursements (continued)

Rent and Related Expenses (continued)

In 2018 and 2017, the NYLB paid approximately \$4,716,737 and \$9,267,161, respectively, in rent and related expenses for the office space and the Warehouse, as well as offsite storage.

Professional Fees

The NYLB has paid fees for the following types of professional services: reinsurance collections, accounting and auditing, information technology, actuarial and legal services not involving defense of policyholders. These expenses were allocated among the Estates and/or Security Funds. Reimbursement of such expenses is generally based on the amount of time NYLB employees allocate to the respective Estates and/or Security Funds. However, if professional fees are incurred, which relate solely to a specific Estate, that Estate is charged directly for such fees. Professional Fees totaled \$3,350,167 in 2018 and \$5,133,218 in 2017.

Other Disbursements

Other Disbursements refers to expenses paid by the NYLB, the majority of which were for investment expenses, insurance, real estate taxes, and web/internet services. These expenses were allocated among the Estates and Security Funds. Reimbursement of such expenses is generally based on the amount of time NYLB employees devote to the respective Estates and/or Security Funds.

Other Disbursements for the years ended December 31, were as follows:

	2018	2017
Investment Expenses	\$ 1,259,101	\$ 907,356
Insurance	599,893	789,254
Real Estate Taxes	417,308	366,492
Web/Internet Services	191,387	234,551
Association Dues and Membership Fees	149,987	144,617
Books and Reference Material	48,737	61,674
Metropolitan Commuter		
Transportation Mobility Tax	42,146	46,803
Other	13,380	5,605
Travel and Travel Related Items	10,352	 7,608
Total	\$ 2,732,291	\$ 2,563,960

Notes to Statements of Cash Receipts and Disbursements – Cash Basis of the Central Disbursement Account For the Years Ended December 31, 2018 and 2017

Note 1: Nature of Operations of the New York Liquidation Bureau and Summary of Significant Accounting Policies (continued)

E. Disbursements (continued)

Escheatable Funds

The NYLB released escheated funds in 2018 and 2017 in the amount of \$944,137 and \$1,098,969, respectively, to the New York State Comptroller, Office of Unclaimed Funds.

Asset Distribution

Asset Distributions as of December 31, 2018 and 2017 totaled \$68,411 and \$233,907, respectively. These assets were distributed to various Fraternal associations, which distributions terminated the liquidation proceeding.

Large Deductible Distribution

A large deductible program operates in the same manner as a guaranteed insurance plan, but with a deductible to the policyholder. For insolvent carriers, the State Guaranty Associations ("GA") or Security Fund ("SF") makes all the payments as it would under a standard workers' compensation policy. The Receiver then bills the policyholder for values under the deductible and remits reimbursement to the appropriate State GA or SF for values under the deductible. Many of the deductibles are secured with either a letter of credit or some form of cash collateral and can be drawn on by the Receiver if the policyholder is unable to pay its deductible. Large Deductible Distributions totaled \$40,583 in 2018 and \$2,077,875 in 2017.

Salvage and Subrogation Fees

Salvage and Subrogation fees are charged by attorneys retained by the NYLB to collect outstanding salvage and subrogation from third parties who contributed to a claim. Such fees totaled \$24,447 in 2018 and \$129,067 in 2017.

Salvage and Subrogation

In 2018 and 2017 Salvage and Subrogation collections totaled \$22,794 and \$12,388, respectively. Salvage and Subrogation is recorded upon receipt and represents recoveries on insured property or proceeds from a third party that contributed to a claim.

Taxes Paid

Taxes Paid represents state and franchise taxes and local assessments paid from the CDA by the NYLB on behalf of various Estates totaling \$6,909 in 2018 and \$5,860 in 2017.

Miscellaneous

Certain disbursements may require additional research in order to properly allocate such expense to the appropriate Estate or Security Fund. While Management determines the appropriate Estate or Security Fund, these expenses are held in a suspense account.

Notes to Statements of Cash Receipts and Disbursements – Cash Basis of the Central Disbursement Account For the Years Ended December 31, 2018 and 2017

Note 1: Nature of Operations of the New York Liquidation Bureau and Summary of Significant Accounting Policies (continued)

E. Disbursements (continued)

Refund Deposit for Administrative Expenses

In 2017, the NYLB reimbursed the CDA \$422,000 for prefunding of administrative expenses.

Claims Paid

In 2017, the NYLB made claim payments for Health Republic Insurance Company of New York from the CDA in the amount of \$188,642. In 2018, the CDA account was reimbursed by Health Republic Insurance Company of New York.

Note 2: Federal and State Taxes

The NYLB has no corporate form and no income or losses are generated by its operations. Accordingly, the NYLB is not subject to Federal, New York State and local income taxes. However, the NYLB does pay income taxes, if incurred, and other taxes as discussed in Note 1 for particular estates out of the assets of those Estates.

Note 3: Commitments

Offices

In 2018 and 2017, the NYLB paid approximately \$3.4 million and \$7.8 million, respectively, in rent and related expenses for the Premises. The lease for 110 William Street terminated on November 30, 2018 and new space was leased at 180 Maiden Lane.

Lease Agreements

The estimated minimum future lease payments under the NYLB's current lease agreement for office space is as follows:

	 Maiden ne 2019	 Maiden ne 2020	 Maiden ne 2021	 Maiden ne 2022	 Maiden 1	Maiden Lane 24-2034	Total
(\$ Millions)							
Rent	\$ 1.60	\$ 2.20	\$ 2.20	\$ 2.20	\$ 2.20 \$	25.20	\$ 35.60
Real Estate Tax	.01	.02	.03	.04	.06	1.71	1.87
Electric	.13	.14	.14	.14	.15	1.83	2.53
Operating Expenses	.02	.03	.05	.07	.08	2.10	2.35
Total	\$ 1.76	\$ 2.39	\$ 2.42	\$ 2.45	\$ 2.49 \$	30.84	\$ 42.35

Notes to Statements of Cash Receipts and Disbursements – Cash Basis of the Central Disbursement Account For the Years Ended December 31, 2018 and 2017

Note 3: Commitments (continued)

<u>Lease Agreements</u> (continued)

The NYLB leased warehouse space at various storage facilities in 2018. For December 31, 2018 and 2017, the NYLB paid approximately \$0.8 million for Warehouse rent and related expenses. In addition, in 2018 and 2017, additional storage space was rented for \$0.2 and \$0.3 million, respectively. The estimated future minimum warehouse rent payments under the leases are as follows:

Warehouse	Term of Lease	Cost Per Cubic Ft. Per Month	Estimated Annual Rent
American Record Management Systems	5	\$.0875	\$102,000
Iron Mountain	5	\$.1390	\$216,000
Underground Vaults & Storage, Inc.	5	\$3.45	\$ 40,000

Note 4: Subsequent Events

Subsequent events have been reviewed through July 29, 2019, the date on which these audited statements were available to be issued. Management is aware of the following subsequent events that may have a material impact on the financial condition or results of operations of the NYLB:

Early Access Distributions

From January 1, 2019 through June 15, 2019, the NYLB received the following EAD monies from Non-New York Liquidators:

Reliance Insurance	\$ 190,373,996
Legion Insurance	63,940,632
PHICO	14,127,927
Ullico Casualty	5,421,357
American Motorists	2,114,630
American Manufacturers	924,470
Lumbermens Mutual	1,532,403
Home Insurance	134,955
Lumbermens Underwriting Alliance	 117,232
Total	\$ 278,687,602