

NEW YORK LIQUIDATION BUREAU

STATEMENTS OF CASH RECEIPTS and DISBURSEMENTS – CASH BASIS
of the CENTRAL DISBURSEMENT ACCOUNT

DECEMBER 31, 2023 and 2022
(with Independent Auditors' Report)

NEW YORK LIQUIDATION BUREAU

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

**For the Years Ended December 31, 2023 and 2022
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 ("NYLB")

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

Opinion

We have audited the accompanying statements of cash receipts and disbursements – cash basis of the Central Disbursement Account of the New York Liquidation Bureau (the "Company") for each of the years ended December 31, 2023 and 2022, and the related notes to the statements of cash receipts and disbursements – cash basis.

In our opinion, the accompanying statements of cash receipts and disbursements – cash basis of the Central Disbursement Account of the New York Liquidation Bureau present fairly, in all material respects, the cash receipts and disbursements for each of the years ended December 31, 2023 and 2022, in accordance with the cash basis of accounting described in Note 1.

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America ("GAAS"). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Statements of Cash Receipts and Disbursements – Cash Basis of the Central Disbursement Account section of our report. We are required to be independent of the Company and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Emphasis of Matter - 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.

Responsibilities of Management 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, and for 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.

Auditors' Responsibilities for the Audit of the Statements of Cash Receipts and Disbursements – Cash Basis of the Central Disbursement Account

Our objectives are to obtain reasonable assurance about whether the statements of cash receipts and disbursements – cash basis of the Central Disbursement Account of the NYLB as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the statements of cash receipts and disbursements – cash basis of the Central Disbursement Account of the NYLB.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess 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, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the statements of cash receipts and disbursements – cash basis of the Central Disbursement Account of the NYLB.
- Obtain an understanding of internal control relevant to the audit 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 Company's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the statements of cash receipts and disbursements – cash basis of the Central Disbursement Account of the New York Liquidation Bureau.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Company's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

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 NYLB, and management thereof and is not intended to be, and should not be, used by anyone other than these specified parties.

EisnerAmper LLP

EISNERAMPER LLP
Iselin, New Jersey
July 12, 2024



NEW YORK LIQUIDATION BUREAU
Statements of Cash Receipts and Disbursements –
Cash Basis of the Central Disbursement Account
For the Years Ended December 31, 2023 and 2022

	2023	2022
Receipts:		
Payments Received in Non-New York Liquidation Proceedings	\$ 40,856,415	\$ 42,860,990
Reimbursement of Expenses	37,658,861	47,068,553
Investment Income Received	165,233	314
Other Receipts	3,938	76,815
Transfer from Escheated Funds	-	12,605
Deposit for Administrative Expenses	-	5,000
Total Receipts	78,684,447	90,024,277
Disbursements:		
Payments to Security Fund Operating Accounts:		
New York Property and Casualty Security Fund	34,670,351	33,382,915
New York Workers Compensation Security Fund	5,377,777	9,478,075
New York Public Motor Vehicle Security Fund	808,287	-
Total Payments to Security Fund Operating Accounts	40,856,415	42,860,990
Operating Expenses:		
Salaries, Employee Relations and Welfare	22,471,088	21,943,356
Rent and Related Expenses	4,131,159	3,985,020
Professional Fees	2,657,965	3,755,506
General and Administrative Expenses	1,412,618	1,269,270
Insurance Expense	708,793	796,579
Investment Expense	565,684	611,132
Miscellaneous	27,345	12,825
Total Operating Expenses	31,974,652	32,373,688
Other Disbursements:		
Loss Adjustment Expenses	6,624,871	7,426,151
Payment of Advanced Deposits	1,150,000	-
Large Deductible Payments	156,743	141,092
Salvage and Subrogation Fees	12,341	231
Distribution to Fraternal	7,028	84,336
Escheated Funds	-	12,605
Total Other Disbursements	7,950,983	7,664,415
Total Disbursements	80,782,050	82,899,093
Net (Disbursements) Receipts	(2,097,603)	7,125,184
Cash – Beginning of Year	11,418,802	4,293,618
Cash – End of Year	\$ 9,321,199	\$ 11,418,802

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).

NEW YORK LIQUIDATION BUREAU
Notes to Statements of Cash Receipts and Disbursements –
Cash Basis of the Central Disbursement Account
For the Years Ended December 31, 2023 and 2022

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

A. Background

The 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.

NEW YORK LIQUIDATION BUREAU
Notes to Statements of Cash Receipts and Disbursements –
Cash Basis of the Central Disbursement Account
For the Years Ended December 31, 2023 and 2022

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, 2023 and 2022. 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. As of December 31, 2023 and 2022, amounts exceeded federal insurance limits. 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, as the cash resides in large, highly rated financial institutions.

NEW YORK LIQUIDATION BUREAU
Notes to Statements of Cash Receipts and Disbursements –
Cash Basis of the Central Disbursement Account
For the Years Ended December 31, 2023 and 2022

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

D. Receipts

Payments Received in Non-New York Liquidation Proceedings

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 Final Distribution or interim Early Access Distribution (“EAD”) in a non-New York liquidation proceeding.

As of December 31, 2023 and 2022, respectively, the following amounts were received by the CDA in non-New York liquidation proceedings for the purpose of reimbursing the Security Funds for claims payments and administrative expenses.

	<u>2023</u>	<u>2022</u>
Lincoln General	\$ 16,414,576	\$ -
CastlePoint	12,802,676	36,551,247
Shelby Casualty Insurance Company	7,152,301	-
Lumbermens Mutual Casualty Company	2,246,782	2,610,118
American Motorists Insurance Company	860,564	465,465
Lumbermens Underwriting Alliance	494,621	-
Guarantee Insurance Company	419,774	2,897,467
American Manufacturers Mutual Insurance	389,385	298,664
Home Insurance Company	64,723	38,029
Highlands Insurance Company	11,013	-
Total	<u>\$ 40,856,415</u>	<u>\$ 42,860,990</u>

Reimbursement of Expenses

The CDA receives reimbursements from the Estates and Security Funds for the general and administrative expenses it pays on their behalf. These expenses are processed through the CDA and include items, such as salaries, payroll taxes, rent and related expenses, office expenses and 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. Reimbursed expenses to the CDA in 2023 and 2022 amounted to \$37,658,861 and \$47,068,553, 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 deposited in the CDA and credited to a cash suspense account.

NEW YORK LIQUIDATION BUREAU
Notes to Statements of Cash Receipts and Disbursements –
Cash Basis of the Central Disbursement Account
For the Years Ended December 31, 2023 and 2022

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

D. Receipts (continued)

These items are designated Other Receipts on the Statement of Cash Receipts and Disbursements – Cash Basis of the Central Disbursement Account and totaled \$3,938 and \$76,815 in 2023 and 2022, respectively.

Transfer from Escheated Funds

The CDA received \$0 and \$12,605 in 2023 and 2022, respectively, from the Estates for the purpose of transferring the funds to the Office of the New York State Comptroller Unclaimed Funds.

Investment Income Received

Investment Income Received in the CDA totaled \$165,233 and \$314 for the years ended December 31, 2023 and 2022, respectively.

E. Disbursements

Payments to Security Fund Operating Accounts

Payments to Security Fund Operating Accounts consist of monies that have been received by the CDA in non-New York liquidation proceedings for the purpose of reimbursing the Security Funds. These reimbursements are for claims payments and loss adjustment expenses (“LAE”) incurred by the Security Funds for the handling and payment of claims on behalf of non-New York liquidation proceedings. Disbursements to Security Funds totaled \$40,856,415 in 2023 and \$42,860,990 in 2022. Below is the detail of the amount of reimbursement by each ancillary estate to the Security Fund in 2023.

<u>Ancillary Estates</u>	<u>WC Fund</u>	<u>P/C Fund</u>	<u>PMV Fund</u>	<u>Total All Funds</u>
Lincoln General	\$ -	\$ 15,606,289	\$ 808,287	\$ 16,414,576
CastlePoint	1,280,268	11,522,408	-	12,802,676
Shelby Casualty Insurance Company	-	7,152,301	-	7,152,301
Lumbermens Mutual Casualty Co.	1,920,643	326,139	-	2,246,782
American Motorists Insurance Co	815,956	44,608	-	860,564
Lumbermens Underwriting Alliance	494,621	-	-	494,621
Guarantee Ins Co.	419,774	-	-	419,774
American Manufacturers Mutual Ins.	381,793	7,592	-	389,385
Home Insurance	64,723	-	-	64,723
Highlands Insurance Company	-	11,013	-	11,013
Total	\$5,377,778	\$34,670,350	\$808,287	\$40,856,415

NEW YORK LIQUIDATION BUREAU
Notes to Statements of Cash Receipts and Disbursements –
Cash Basis of the Central Disbursement Account
For the Years Ended December 31, 2023 and 2022

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

E. Disbursements (continued)

Below is the detail of the amount of reimbursement by each ancillary estate to the Security Fund in 2022:

Ancillary Estates	WC Fund	P/C Fund	PMV Fund	Total All Funds
CastlePoint	\$ 3,655,124	\$ 32,896,119	-	\$ 36,551,243
Guarantee Ins Co.	2,897,468	-	-	2,897,468
Lumbermens Mutual Casualty Co.	2,151,790	458,328	-	2,610,118
American Motorists Insurance Co.	451,800	13,667	-	465,467
American Manufacturers Mutual Ins.	283,864	14,801	-	298,665
Home Insurance	38,029	-	-	38,029
Total	\$ 9,478,075	\$ 33,382,915	\$ -	\$ 42,860,990

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 spend on the respective Estates and Security Funds.

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

	<u>2023</u>	<u>2022</u>
Salaries	\$ 12,804,974	\$ 12,811,899
Health Insurance	6,951,200	6,545,884
Pension Plan	1,688,284	1,547,169
Employee Relations	1,026,630	1,038,404
Total	<u>\$ 22,471,088</u>	<u>\$ 21,943,356</u>

Loss Adjustment Expenses

The CDA pays certain Loss Adjustment Expenses incurred by the Estates in connection with the adjustment and/or litigation of a claim. These expenses totaled \$6,624,871 and \$7,426,151 in 2023 and 2022, respectively. The CDA is reimbursed by the Estates for these expenses.

NEW YORK LIQUIDATION BUREAU
Notes to Statements of Cash Receipts and Disbursements –
Cash Basis of the Central Disbursement Account
For the Years Ended December 31, 2023 and 2022

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

E. Disbursements (continued)

Professional Fees

The CDA pays for professional services on behalf of the Estates and Security Funds, including reinsurance collections, accounting and auditing, information technology, actuarial and legal services. These expenses were allocated among the Estates and/or Security Funds based on the amount of time NYLB employees allocate to the respective Estates and/or Security Funds. The CDA paid total Professional Fees of \$2,657,965 in 2023 and \$3,755,506 in 2022.

Rent and Related Expenses

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 2).

In 2023 and 2022, the CDA disbursed approximately \$4,131,159 and \$3,985,020, respectively, in rent and related expenses for office space and offsite storage.

General and Administrative Expenses

The CDA paid general and administrative expenses of \$1,412,618 in 2023 and \$1,269,270 in 2022. The majority of these expenses are for the procurement of information technology equipment and telecommunication services. These expenses were allocated among the Estates and Security Funds based on the amount of time NYLB employees devote to the respective Estates and/or Security Funds.

Investment Expense

The CDA paid Investment Expense in 2023 and 2022 totaling \$565,684 and \$611,132, respectively, which includes bank charges and investment advisor fees.

Insurance Expense

The CDA paid Insurance expenses on behalf of the NYLB, including workers' compensation insurance, unemployment insurance, commercial liability and property insurance, Errors and Omissions insurance, Employment Practices Liability insurance, crime insurance and Employed Lawyers Professional Liability insurance. In 2023 and 2022, these expenses totaled \$708,793 and \$796,579, respectively.

Escheatable Funds

Escheated funds in the amount of \$0 and \$12,605 in 2023 and 2022, respectively, were paid from Estates' segregated accounts to the CDA and from the CDA to the New York State Comptroller, Office of Unclaimed Funds.

NEW YORK LIQUIDATION BUREAU
Notes to Statements of Cash Receipts and Disbursements –
Cash Basis of the Central Disbursement Account
For the Years Ended December 31, 2023 and 2022

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

E. Disbursements (continued)

Distribution to Fraternal

Distribution from the CDA to eligible members of Fraternal Associations as of December 31, 2023 and 2022 totaled \$7,028 and \$84,336, respectively.

Payment of Advanced Deposits

A revolving fund was established and held in the NYLB's Central Disbursement Account to cover expenses owed to various estates by the NYLB. During 2023, the NYLB's Central Disbursement Account repaid balances owed of \$1,150,000.

Salvage and Subrogation Fees

The CDA paid salvage and subrogation fees of \$12,341 in 2023 and \$231 in 2022.

Miscellaneous

Miscellaneous includes state taxes and local assessments paid from the CDA by the NYLB on behalf of various Estates totaling \$27,345 in 2023 and \$12,825 in 2022.

Large Deductible Payments

Certain insurance companies offer policyholders large deductible programs in which the policyholder is responsible for self-administering and funding its own claims under a policy up to an agreed limit. Under such programs, the Receiver, or the state guaranty fund that is handling the claim, administers the claim in the usual course and makes all covered loss payments. The Receiver is responsible for collecting the large deductible amount from the policyholder to reimburse itself or the applicable guaranty fund for loss payments covered under the program. Large deductible payments from the CDA totaled \$156,743 in 2023 and \$141,092 in 2022.

Note 2: Commitments and Contingencies

Offices

In 2023 and 2022, approximately \$4.1 million and \$4.0 million was incurred in rent and rent related expenses of which rent expense paid totaled \$2.4 million and \$2.3 million, respectively.

NEW YORK LIQUIDATION BUREAU
Notes to Statements of Cash Receipts and Disbursements –
Cash Basis of the Central Disbursement Account
For the Years Ended December 31, 2023 and 2022

Note 2: Commitments and Contingencies (continued)

Lease Agreements

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

	2024	2025	2026	2027	2028	2029-2034	Total
(\$ Millions)							
Rent	\$2.20	\$2.40	\$2.40	\$2.40	\$2.40	\$13.40	\$25.20
Real Estate Tax	0.08	0.10	0.20	0.20	0.20	0.93	1.71
Electric	0.15	0.16	0.16	0.17	0.20	0.99	1.83
Operating Expenses	0.10	0.12	0.14	0.16	0.20	1.38	2.10
Total	\$2.53	\$2.78	\$2.90	\$2.93	\$3.00	\$16.70	\$30.84

The NYLB leased storage space at various storage facilities in 2023 and 2022. In 2023 and 2022, storage space was rented for \$0.4 million 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	\$ 0.0875	\$ 89,000
Iron Mountain	1	\$ 0.161	\$ 244,000

The Company also maintains a storage lease with Underground Vaults & Storage, Inc. for a term of five years, with estimated annual rent of \$40,000.

Note 3: Subsequent Events

Subsequent events have been reviewed through July 12, 2024, the date on which these audited statements were available to be issued. There are no subsequent events that have a material impact on the financial condition or results of operations of the NYLB.