SeeChange Health Insurance Company Estate

Conservation & Liquidation Office

For the Period January 1, 2017 through December 31, 2017

Report No. 18-0845-062
May 2018

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Transmitted via e-mail

May 18, 2018

Mr. David E. Wilson, Chief Executive Officer
Conservation & Liquidation Office
100 Pine Street, 12th Floor
San Francisco, CA 94111

Dear Mr. Wilson:

Final Report—SeeChange Health Insurance Company Estate Financial Statement Review, December 2017

The California Department of Finance, Office of State Audits and Evaluations, has completed its review of the SeeChange Health Insurance Company Estate assigned to the Conservation & Liquidation Office (CLO) for the period January 1, 2017 through December 31, 2017.

The enclosed report is for your information and use. We appreciate the assistance and cooperation of CLO. If you have any questions regarding this report, please contact Rick Cervantes, Manager, or Hanzhao Meng, Supervisor, at (916) 322-2985.

Sincerely,

Cheryl L. McCormick

Cheryl L. McCormick, CPA
Assistant Chief, Office of State Audits and Evaluations

Enclosure

cc: Mr. Ray Minehan, Chief Financial Officer, Conservation & Liquidation Office
Ms. Regina Alava, Vice President, Finance, Conservation & Liquidation Office
Mr. Joel Laucher, Chief Deputy Insurance Commissioner, California Department of Insurance

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INDEPENDENT ACCOUNTANT'S REVIEW REPORT

Mr. David E. Wilson, Chief Executive Officer
Conservation & Liquidation Office
100 Pine Street, 12th Floor
San Francisco, CA 94111

We have reviewed the accompanying financial statements of the SeeChange Health Insurance Company Estate, which comprise the Statement of Net Assets in Liquidation as of December 31, 2017, Statement of Changes in Net Assets in Liquidation, and Statement of Cash Flows in Liquidation for the period then ended; and the related notes to the financial statements. A review includes primarily applying analytical procedures to management's financial data and making inquiries of Conservation & Liquidation Office (CLO) management. A review is substantially less in scope than an audit, the objective of which is the expression of an opinion regarding the financial statements as a whole. Accordingly, we do not express such an opinion.

CLO's Responsibility for the Financial Statements

CLO, as assigned conservator/liquidator, is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement whether due to fraud or error.

Accountant's Responsibility

Our responsibility is to conduct the review engagement in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the American Institute of Certified Public Accountants. Those standards require us to perform procedures to obtain limited assurance as a basis for reporting whether we are aware of any material modifications that should be made to the financial statements for them to be in accordance with accounting principles generally accepted in the United States of America. We believe that the results of our procedures provide a reasonable basis for our conclusion.

Accountant's Conclusion

Based on our review, we are not aware of any material modifications that should be made to the accompanying financial statements and the related notes to the financial statements of the SeeChange Health Insurance Company Estate for the year ended December 31, 2017 in order for them to be in accordance with accounting principles generally accepted in the United States of America.

Restriction on Use

This report is intended solely for the information and use of the California Department of Insurance, CLO, and the courts, and is not intended to be and should not be used by anyone other than these specified parties. However, this report is a matter of public record and its distribution is not limited.

Cheryl L. McCormick

Cheryl L. McCormick, CPA
Assistant Chief, Office of State Audits and Evaluations

April 6, 2018

SeeChange Health Insurance Company Estate
Statement of Net Assets in Liquidation
As of December 31, 2017

	Balance
Assets	
Participation in Pooled Investments, at Market	$ 3,853,014
Accrued Investment Income	13,723
Statutory Deposits Held by Other States	208,607
Other Receivables	78,368
Total Assets	$ 4 153 712
Liabilities	
Claims Against Policies, Including Guaranty Associations (Class 2), before Distributions	$ 19,901,246
Early Access and Other Class 2 Distributions	(5,020,806)
Federal Claims (Class 3)	5,199,667
Total Liabilities	20,080,107
Net Assets (Deficiency) in Liquidation	**$ (15,926,395)**

The notes are an integral part of the financial statements.

SeeChange Health Insurance Company Estate
Statement of Changes in Net Assets in Liquidation
For the Year Ended December 31, 2017

Net Assets in Liquidation December 31, 2016	**$ (16,087,711)**
Revenue	
Recoveries	$ 47,885
Other Revenue	4,943
Total Revenue	52,828
Expenses	
Legal Expenses	5,634
Consultants and Temps	28,880
Office Expenses	(1,552)
Allocated Overhead Expenses	66,580
Total Administrative Expenses	99,542
Taxes and Other Expenses	18,978
Total Expenses	118,520
Investments	
Investment Income	94,241
Investment Expenses	(4,627)
Gain (Loss) on Securities	(20,605)
Net Investment Income	69,009
Changes in Net Assets before Adjustments	**3,317**
Net Asset Adjustments	157,999
Net Assets in Liquidation December 31, 2017	**$ (15,926,395)**

The notes are an integral part of the financial statements.

SeeChange Health Insurance Company Estate
Statement of Cash Flows in Liquidation
For the Year Ended December 31, 2017

Cash Flows from Operating Activities	
Changes to Net Assets before Adjustments	$ 3,317
Decrease (Increase) in Statutory Deposits	(208,607)
Decrease (Increase) in Other Receivables	(21)
Increase (Decrease) in Unpaid Claims Against Policies, Including Guaranty Associations	128,629
Increase (Decrease) in Early Access and Other Distributions	(5,000,000)
Adjustments to Net Assets	157,999
Net Cash Flows from Operating Activities	(4,918,683)
Cash Flows from Investing Activities	
Decrease (Increase) in Accrued Investment Income	10,170
Cash Flows from Financing Activities	0
Net Increase (Decrease) in Cash	**(4,908,513)**
Cash at Beginning of Period	8,761,527
Cash at End of Period	**$ 3,853,014**

The notes are an integral part of the financial statements.

1. Organization

The California Insurance Commissioner (Commissioner), an elected official of the State of California, acts under the supervision of the Superior Court (Court) when conserving and liquidating insurance enterprises. In this capacity, the Commissioner is responsible for taking possession (conservation) of the assets of financially troubled insurance enterprises domiciled or incorporated in California. An enterprise subject to a conservation or liquidation order is referred to as an estate.

The Commissioner applies to the Court for a conservation order to place a financially troubled enterprise in conservatorship. Under a conservation order, the Commissioner takes possession of the insolvent estate's financial records and real and personal property, and conducts the business of the estate until a final disposition regarding the estate is determined. The conservation order allows the Commissioner to begin an investigation that will determine, based on the estate's financial condition, if the estate can be rehabilitated, or if continuing business would be hazardous to its policyholders, creditors, or the public.

If, at the time the conservation order is issued or anytime thereafter, it appears to the Commissioner that it would be futile to proceed with the conservation of the financially troubled estate, the Commissioner will apply for an order to liquidate the estate's business. In response to this application, the Court may order the Commissioner to liquidate the estate's business in the most expeditious fashion.

In order to discharge his or her responsibility as conservator or liquidator, the Commissioner appoints special deputy insurance commissioners as agents to act on his behalf. The Commissioner has formed the Conservation & Liquidation Office (CLO) to support the activities of one of these special deputy insurance commissioners. CLO was created in 1994 to be the successor to the Conservation & Liquidation Division of the California Department of Insurance, which was managed by State employees. CLO is based in San Francisco, California.

2. Basis of Presentation

The accompanying financial statements of the insurance company in liquidation (the estate) have been prepared on the liquidation basis of accounting in conformity with generally accepted accounting principles. These financial statements reflect the financial position and activity of the estate, which has been assigned to CLO by the Commissioner in his role as liquidator.

Under the liquidation basis of accounting, assets are stated at their estimated net realizable values. Liabilities are stated at their ultimate amounts and are subsequently adjusted to settlement amounts upon final distribution. A new cost basis is established as of the date of liquidation.

The valuation of assets and liabilities requires many estimates and assumptions, as there are substantial uncertainties in carrying out the provisions of the liquidation proceedings. The actual value of liquidating distributions will depend upon a variety of factors including, among others, the proceeds from the sale of the estate's assets and the actual timing of distributions.

3. Summary of Significant Accounting Policies

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles, prepared on a liquidation basis of accounting, requires management to make estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statement and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

The major estimates recorded include reserves for claims against policyholders, reinsurance recoverables on unpaid losses, and allowances for uncollectible amounts. These estimates are only partially recorded due to the unavailability of reliable or complete information.

Restatements and Reclassifications

CLO's policy is to determine whether certain transactions require restatement of the beginning net asset (or net deficiency) balance or if the transactions represent a change in estimate and should be accounted for in the current period. CLO considers certain factors such as the nature and date of the transaction, materiality in relation to the account category, and whether it is in the purview of CLO's normal operating activities. Materiality is determined on an estate by estate basis.

Legacy Balances

At the time of conservation or liquidation, CLO obtains the accounting records of the estate in order to load the account balances (legacy balances) into the general ledger system. During the liquidation process, the legacy balances on the Statement of Assets and Liabilities are researched and validated. This process may take several months to several years. Depending on the nature of the item, legacy balances that cannot be validated are either written off or adjusted through the Net Assets account.

Priority of Claims

California Insurance Code section 1033 prescribes that claims on estate assets are paid according to a priority, except when otherwise provided in a rehabilitation plan. The priority structure was last modified on January 1, 1998, and the estate's reported balances are classified in accordance with the latest priority structure.

As of January 1, 1998, the order of priority for payment is generally as follows:

Secured claims	Liabilities of the estate for which the creditor has perfected a lien against specific estate assets. These claims are generally discharged by a return of the collateral.
Administrative expenses (Class 1)	Expenses of administration.
Claims against policies (Class 2)	All claims of guaranty associations, together with claims for refund of unearned premiums, and all claims under policies of an insolvent insurer that are not claims covered by guaranty associations.
Federal claims having preference (Class 3)	Claims having preference by the laws of the United States.

California taxes (Class 5)	Taxes due to the State of California.
California claims having preference (Class 6)	Claims having preference by the laws of California.
Other claims (Class 7)	All other claims.

Upon issuance of a liquidation order covering an enterprise, CLO publishes a notice to the enterprise's policyholders, creditors, shareholders, and all parties interested in the enterprise's assets. The notice requests that proofs of claims be filed with CLO before the final filing date published in the notice of liquidation. The valuation of each proof of claim is determined in accordance with policy provisions and statutory requirements.

The probability of a valid claim being paid is dependent on the valuation of the claim, the order of preference of the claim, and the amount of funds remaining after other claims having higher preference have been discharged. Each priority class of claims must be fully paid before any distribution may be made to the next priority class. All members of a class receiving partial payment must receive the same pro-rata amount.

Estimate of Future Administrative Costs
CLO's policy is not to accrue estimates of future administrative costs except when the Court has approved a final distribution order and the estate is scheduled to be closed within the following twelve months.

General and Estate-Specific Notes
The following describe CLO's general accounting policies for asset, liability, revenue, and expense account categories for all estates for which it is responsible. Certain estates may have zero balances or no transactions in the categories listed below for the period covered by this report.

See Notes 4, 5, and 6 for specific information and disclosures regarding the estate covered by this report.

ASSETS:

Cash and Cash Equivalents
Cash and Cash Equivalents consist of cash in banks, investments in money market funds and all investments with original maturities of three months or less. Investments with maturities of greater than three months, but due in one year or less, are classified as short-term investments. Restricted cash is segregated in accordance with restrictions imposed by court order, a loan or security agreement, California statute, or escrow agreements, and is generally unavailable for administrative expenses. (See Note 4A)

Pooled Investments
All investments, including short-term investments and debt and equity securities, are stated at fair value, which approximates market value. Market values are those provided by the depository trust institution in possession of the securities at the balance sheet date or through brokerage institutions.

The majority of the invested assets of the estates are combined for investment purposes into an investment pool, divided equally between two investment management firms. Each of the participating estates owns a percentage of the pool based on its proportionate share of the fair value of the pool's net assets. The net assets are valued at fair value on a monthly basis and estate ownership is computed monthly based on contributions and withdrawals by participating estates. Realized and unrealized gains and losses are allocated monthly based on the estate's ownership percentage in the pool at month-end.

Pooled investments may be considered restricted. (See Note 4B)

Non-Pooled Short-Term Investments
Non-Pooled Short-Term Investments consists of investments with maturities greater than three months, but less than one year, and are funds that cannot be commingled with other funds. Non-pooled investments are held by a custodian bank, and for larger non-pooled investment accounts, an investment manager oversees the investment.

Non-pooled investments are stated at fair value, which approximates market value. Market values are those provided by the depository trust institution in possession of the securities at the balance sheet date or through brokerage institutions. Where market values are not readily determinable, book values are used.

Restricted investments are either restricted by court order, held in trust, or represent a deposit whose use is restricted by statute. (See Note 4B)

Accrued Investment Income
Accrued Investment Income represents monthly estimates of interest and dividends earned on cash and investments held by the estate. For pooled investments, interest accruals are allocated based on the estate's percentage of ownership in the pool. Non-pooled interest accruals are on an estate by estate basis. Each month, interest and dividends are accrued and posted to the estate's account. Upon receipt of the earnings, the accruals are reversed and actual amounts received are posted.

Statutory Deposits
In the normal course of writing insurance, insurance enterprises are required by state statute to deposit funds with the insurance departments of the states in which they transact business. These deposits are comprised of restricted cash and cash equivalents, short-term investments, and bonds, and are considered the domiciliary estate's investment assets by CLO.
(See Note 4C)

Upon liquidation, the statutory deposits are transferred to CLO's control on behalf of the estate, or impounded by the various state insurance departments for the protection of policyholders within their jurisdiction. Subject to statutory restrictions, the various receiverships may use these funds to pay administrative expenses or claims of the estate arising within their state. Administrative expenses are recorded upon notification from the various ancillary proceedings. It is uncertain whether all, a portion, or any of the domiciliary statutory deposits will be available to CLO in satisfying the obligations of the estate's liquidation proceedings.

Funds Held by Guaranty Associations
Funds Held by Guaranty Associations represents restricted statutory deposits controlled by ancillary receivers. Upon final settlement of the insurance guaranty association (IGA) claims, any remaining excess funds will be recovered by the estate in accordance with the proper court approval and/or agreement with the IGAs.

Recoverable from Reinsurers
Recoverable from Reinsurers includes amounts recoverable from either ceded or retroceded loss and loss adjustment expense payments, as well as any assumed reinsurance premiums and reinsurance commissions due to the estates.

Reinsurance is the assumption by one insurer (reinsurer) of all or part of a risk originally undertaken by another insurer (cedent insurer). The use of reinsurance agreements does not eliminate the cedent insurer's obligation to pay losses in full. To the extent that a reinsurer is unable to meet its obligations, the insurer is liable for such defaulted amounts. The recoverable from reinsurers balance typically includes amounts related to losses incurred by the estate when it was an insurer of either direct or assumed business. The balance may also include receivables for assumed reinsurance premiums and commissions due the estate.

CLO records reinsurance recoverable related to all unpaid and paid claims and claim adjustment expenses to which the estates are entitled, establishes an allowance for those amounts which it does not expect to recover, and performs an analysis of reinsurance contracts in relation to transfer of risk and prospective versus retroactive reinsurance.

For certain estates, the reinsurance recoverable on paid and unpaid losses or the amount of letters of credit available for reinsurers has not been fully evaluated by CLO. CLO records and evaluates reinsurance recoverable when the information becomes available. In some cases, part of an estate's recoverable from reinsurers represents the balance at the time of conservation. As such, the balance may not include paid claim information from all of the state guaranty associations as of year-end. Because of the difficulty in estimating the recoverable for estates with incomplete claim information, estates which have received recent actuarial examinations have used this reserve data to estimate reinsurance recoverable on unpaid losses.

Allowances are established when a reinsurer is deemed insolvent or put into rehabilitation.

Salvage and Subrogation Recoverable
Salvage is the recovery made by an insurance enterprise by the sale of property, which has been taken over from the insured as part of the loss settlement.

Subrogation is the substitution of one person in the place of another with reference to a lawful claim or right. The insurance carrier that paid a claim is the subrogee who seeks recovery from the wrongdoer on the principle that the subrogee stands in the place of the one paid and is substituted in the subrogor's stead with all rights against that wrongdoer.

The right of subrogation is, in effect, an assignment by operation of law that occurs without the execution of any formal documents. Subrogation provisions of various compensation laws represent a statutory modification of the common law rule that a personal injury claim is unassignable.

Collections have reduced the Salvage and Subrogation Recoverable balances to a minimal amount.

Receivables from Affiliates
Receivables from Affiliates represents amounts due from sibling or parent corporations of the estate. Amounts are reported at gross value, unless there is additional available information to substantiate an allowance or other adjustments.

Other Receivables
Other Receivables consists of settlement or judgment receivables, rent receivables, and all other types of receivables that do not correspond with another receivable category. Allowance amounts are established on an individual basis. Amounts reported reflect CLO's best estimate of net realizable value.

Deposits and Other Assets
Deposits and Other Assets consists of prepaid expenses, funds held by reinsurance, and other assets.

LIABILITIES:

Secured Claims
Secured Claims represents liabilities of the estate for which a creditor has perfected a lien against specific estate assets and unclaimed funds payable. Unclaimed funds payable represent funds distributed to claimants, which were returned as undeliverable and/or an accurate address could not be located. Unclaimed funds are eventually escheated to the California State Controller's Office or the State Treasurer of the claimants last known address.

Secured Claims receive the first priority payment of an estate's assets.

Accrued Administrative Expenses (Class 1)
Accrued Administrative Expenses (Class 1) represents accrued CLO administrative expenses and reserves for federal income tax liabilities.

The final resolution of litigation, reinsurance, and other matters which impact the closure of the estate, may take more than ten years to resolve. Therefore, CLO does not accrue estimates of future administrative costs because a reasonable basis for the costs cannot be determined, except when the Court has approved a final distribution order and the estate is scheduled to be closed within the following twelve months.

Administrative Expenses (Class 1) liabilities have the first priority payment of an estate's assets after all secured claims are satisfied.

Claims Against Policies, Including Guaranty Associations (Class 2)
Claims Against Policies, Including Guaranty Associations consists of all claims of guaranty associations, claims for refund of unearned premiums, and allowable claims not covered by the guaranty associations.

Reserves for Losses and Loss Adjustment Expenses represent the estimated balance of the ultimate settlement value of policyholder claims against the estates to the extent known by CLO. The reserves and related salvage and subrogation are based on, in some cases, incomplete information and have not been fully evaluated by an independent actuary for claims development or for claims which have been incurred but not reported.

Due to uncertainty as to the ultimate settlement cost of policyholder claims and policyholder contract shortfalls, the effect of adjustments to the reported amounts is not presently determinable, but may have a material effect on the financial statements. It is management's intent to obtain enough reliable data from the guaranty associations, actuaries, or other sources in order to develop estimates which would support the ultimate settlement amount for each estate.

Liabilities Due to Guaranty Associations are amounts due to the California Insurance Guarantee Association and other state insurance guaranty associations for paid claims, administrative expenses, and other expenses incurred by the guaranty associations in discharging the estate's insurance policy obligations which are considered covered under the applicable state insurance code. CLO reports information received from the guaranty associations based on the Financial Information Questionnaire (FIQ).

The FIQ is a summary of the claims payments and reserve estimates of the guaranty associations as recorded in their general ledgers and submitted to CLO through an electronic reporting system approved by the National Conference of Insurance Guaranty Funds (NCIGF). At times, the supporting data maintained on the guaranty associations' claims database and submitted to CLO in uniform data standard format (UDS) varies from the amounts reported on the FIQ by certain state guaranty associations. CLO and the guaranty associations, in conjunction with the NCIGF, have been working closely to reconcile the FIQ and UDS information. Where discrepancies exist, data from the FIQ is used to substantiate the Class 2 liabilities to guaranty associations since the FIQ is the controlling report which the guaranty associations use to formally report their total losses and reserves.

Unearned Premium Reserves represent the amount of premium paid by policyholders for anticipated coverage applicable to the period after cancellation. This premium ultimately will be returned to policyholders if there are sufficient estate assets. For many estates, CLO has not fully evaluated and recorded these claims; therefore, the ultimate settlement amount may differ materially from the amounts reported.

Other Class 2 Claims are claims in excess of their limits or types of claims not covered by the statutory obligations of the insurance guaranty associations. CLO is responsible for adjudicating claims which are not covered by guaranty associations, and also for the administration and payment of these claims to policyholders. CLO has not fully evaluated and recorded all Other Class 2 claims; therefore, the ultimate settlement amount may differ materially from the amounts reported. CLO does not have a legal right to recover these funds once disbursed. (See Notes 4D and 4E)

Early Access and Other Class 2 Distributions

Estate assets may be distributed through an early access distribution, an interim distribution, or a final distribution. All distributions must receive prior approval from the Court. Distributions are made in accordance with the priority scheme described above.

Early access distributions are payments made specifically to insurance guaranty associations based on their paid losses reported to CLO. The guaranty associations report paid losses and other information through quarterly FIQs and monthly electronically-submitted data reports in UDS. If the detail provided by the UDS does not match the summary provided by the FIQ, CLO's policy is to calculate early access distributions on the lower of the paid losses per FIQ or UDS.

The Commissioner can advance a portion of an estate's assets to a guaranty association in order to pay future claim liabilities. However, the Commissioner continues to be primarily responsible to secured creditors and Class 1 creditors who have preference over amounts reimbursable to guaranty associations. CLO maintains a legal right to these funds and may recover these advanced funds from the guaranty associations to pay higher priority claims should the need arise.

Guaranty associations do not have a greater priority than other Class 2 claimants. Consequently, when final distribution of an estate's assets is made, guaranty association claims will be treated on an equal basis with other policyholder claims at the time of final distribution, and the amount payable to the guaranty associations will be reduced by amounts previously advanced, plus interest, if applicable.

Interim distributions are payments to guaranty associations and claimants whose claims are not covered by the guaranty association. Interim or partial distributions may be ordered by the Court before the final distribution to close an estate is made. In this case, CLO evaluates whether the estate has sufficient funds to pay beyond Class 2 claimants by calculating the ratio of assets to liabilities as a percentage of projected distributions. If there are insufficient funds to pay the lower-priority class claims, the claimants are notified through a “No Asset Letter” mailing.

Final distributions occur after the final claims have been approved by CLO and all reinsurance and litigation matters are resolved. Final distributions are ordered by the Court to distribute the remaining assets of an estate to claimants or insurance guaranty associations, or to remit funds to the domiciliary receiver if the estate is an ancillary estate. Final distributions usually occur at the end of the estate’s life cycle.

If estates have assets in excess of liabilities, the Court may award interest to claimants based on their allowed claims. This interest accrual is limited to 10 percent per year, calculated for the period from the date of the liquidation order to the date of final distribution. CLO's policy is to not accrue or pay interest unless 100 percent of all classes of claims have been paid. (See Notes 4D and 4E)

California and Federal Claims Having Preference (Classes 3 to 6)
California and Federal Claims Having Preference consists of federal claims, pre-liquidation premium taxes payable to the State of California, and other California claims having preference. (See Note 4G)

All Other Claims (Class 7)
Class 7 Claims represents all other claims filed against the estate, which have not been defined by higher priority classes. Claimants include pre-liquidation creditors, reinsurers, and cedents. To the extent that assets remain in the estate, the shareholders will receive a distribution of the assets remaining after all other claimants are satisfied.

For financial reporting purposes, Class 7 liabilities have been accrued when it is probable that the liability has been incurred and the amount of the loss can be reasonably estimated. However, in cases when it appears evident that an estate has insufficient assets to fully satisfy the higher priority claims, CLO has not recorded a balance for Class 7 liabilities. When recorded, these balances generally represent the liabilities owed at the time of liquidation or those claims evaluated by CLO during the proof of claim process.

For estates where available assets are insufficient to pay all Class 2 claims, CLO has intentionally not fully evaluated the lower priority proofs of claims, since to do so would incur unnecessary administrative time and expenses, reducing funds available for distribution to higher-priority claimants. Thus, amounts recorded may not represent the ultimate Class 7 liabilities of the estate. (See Note 4E)

REVENUES:

Premiums Revenue

Premiums Revenue represents retrospective premium adjustments and changes in unearned premiums. Income received from premiums after conservation, but not associated with an established receivable, is recorded as Premiums Revenue. Adjustments to premiums written occur primarily with workers compensation premiums. These premiums are paid in advance, and are based on estimates of the number of workers covered. At the end of the coverage period, audits are conducted to determine if the premium paid was reflective of the actual employees covered. Additional collections and refunds are calculated accordingly. Unearned premiums are premiums paid in advance, but not yet earned by the estate. These funds are due back to the policyholder and are considered Class 2 liabilities. When the Unearned Premium Reserves (Class 2 liabilities) are adjusted, the offsetting account is the Unearned Premiums Revenue account.

Recoveries

Recoveries consist of litigation recoveries and salvage and subrogation recoveries for which a receivable has not been previously established.

Other Revenue

Other Revenue primarily consists of fees collected and miscellaneous income received by the estate.

EXPENSES:

Administrative Expenses

Administrative Expenses consists of both direct and indirect expenses.

Direct expenses are directly charged to estates whenever individually attributable to the estate. These expenses consist of legal costs, consultants and contractors, salaries and benefits of employees working exclusively for a single estate, office expenses, and depreciation and capitalization of property and equipment. Reversals or reimbursements of certain legal and litigation-related expenses incurred in prior years are recorded in current year financial statements. In certain cases, such reversals or reimbursements may exceed current year expenses, and could result in net negative administrative expenses for the year for certain estates.

Under the liquidation basis of accounting, all estate assets are generally considered in liquidation and are carried at estimated net realizable value. Revaluation of property, if any, represents changes in the carrying value during the year. Depreciation and amortization of these assets are not recorded for periods subsequent to the date of liquidation order, unless the asset remains in temporary use by the estate.

Administrative expenses not directly charged to an estate are allocated to each estate on a proportional basis. Allocated expenses applicable to all the estates include CLO employee compensation and benefits, payroll taxes, indirect legal expenses, rent, utilities, and other general overhead costs. These shared expenses are allocated to each estate based on factors derived from the direct CLO labor hours charged to each estate.

In accordance with California Insurance Code section 1035, the Commissioner may petition funds from a general appropriation of the State of California Insurance Fund if an estate does not have sufficient assets to pay for administrative expenses.

Loss Expenses
Loss Expenses consists of direct, assumed, and ceded loss and loss adjustment expenses, bad debt expense, and commutations. The expenses recorded in this category generally pertain to Class 2 liabilities.

Direct, assumed, and ceded losses and loss adjustment expenses consists of payments to Class 2 claimants by the guaranty associations, Class 2 overcap claims expense paid or incurred by CLO, and changes in guaranty associations' estimates of future policyholder claims (case and incurred but not reported (IBNR) reserves). Amounts reported are based on the FIQs received from the guaranty associations and information maintained by CLO's claims department.

Commutation Expenses represents losses (or gains) on commuted reinsurance contracts. Generally accepted accounting principles require such gains and losses be accounted for in the year of commutation. CLO's policy is to recognize such gains and losses when the commutation agreement has been signed or the Court approves the agreement.

Federal Income Tax Expense
The treatment of estates for federal income tax purposes varies. Estates formerly taxed as property-casualty companies may qualify for exemption from federal income tax for certain years unless they are members of an affiliated group that includes other insurers. Other estates are taxed under provisions of the Internal Revenue Code applicable to life insurers or other corporations.

Estates that are members of an affiliated group allocate taxes among group members in accordance with tax sharing agreements. If no tax sharing agreement exists, members of the group reporting taxable losses are allocated the tax benefits attributable to their losses when such losses are used to offset income of profitable members. Members reporting taxable income calculate tax expense as if filing separate income tax returns. Payments of tax expenses, if any, are made in accordance with priority statutes.

Other Expenses
Other Expenses consists of all other gains and losses that do not conform to another reporting category. This includes, but is not limited to, gain or loss in retirement of escrows and changes in value of statutory deposits after release to guaranty associations.

INVESTMENTS:

Investment Income
Investment Income is comprised of interest and dividends earned on cash and investments held by the estate. For estates with investments in the pool, income is allocated based on the estate's proportional share in the pool.

Investment Expenses
Investment Expenses is comprised of investment and interest expenses related to cash and investments held by the estate. For estates with investments in the pool, the expenses are allocated based on the estate's proportional share in the pool.

Gain (Loss) on Securities
Gain (Loss) on Securities consists of long and short-term gains and losses incurred as part of the investment pool, mark to market adjustments, gains and losses on non-pooled reappraisals of securities, and gains and losses incurred on the transfer of non-pooled securities into the

pool. The long and short-term gains and losses and mark to market adjustments are allocated based on the estate's proportional share in the pool. Gains and losses on the reappraisal of non-pooled securities and the transfer of non-pooled securities into the pool are reported on an estate by estate basis.

Unrealized and realized gains and losses are included as a component of net investment income. The cost of securities sold is based on specific identification and realized gains (losses) are computed based on the securities' original cost. Transfers of non-pooled investments to a pool are a sale resulting in non-pooled realized gains and losses and a non-cash transfer. Transfers from one pool to the other are a sale resulting in pooled realized gains and losses and a non-cash transfer.

4. SeeChange Health Insurance Company Estate Disclosures

SeeChange Health Insurance Company (Estate) was conserved on November 19, 2014. The liquidation order for the Estate was signed on January 28, 2015. The Estate was a California domiciled health insurance company that wrote health Insurance coverage in California and Colorado.

CLO, as liquidator, plans to complete its liquidation activities by June 30, 2018, and close the Estate within a reasonable time thereafter. There is no assurance that this date can be achieved due to the nature of the liquidation of an insurance estate. Further, due to uncertainties relative to the claims settlement process, reinsurance collections or settlements, and litigation activities, it is not possible to provide with any reasonable assurance, the ultimate cost of closing the Estate.

A. The Estate held no restricted cash as of December 31, 2017.

B. The Estate has no restricted pooled and non-pooled short-term investments as of December 31, 2017.

C. The Estate held one restricted asset (Virginia statutory deposit) as of December 31, 2017.

D. In 2017, the Estate made distributions in the amount of $5,000,000.

E. The Estate does not have sufficient assets to pay Class 2 liabilities in their entirety or any other class of lower priority liabilities.

F. The Estate is a member of the consolidated tax group of Healthmine.

G. The Estate wrote health insurance policies subject to the Affordable Care Act and has received a bill from the Centers for Medicare and Medicaid Services (CMS) for the Estate’s participation in the 2014 Risk Adjustment program in the amount of $3,211,513. Additionally, the Estate owes CMS $1,988,154 for their Transitional Reinsurance Program. The Estate had established a liability of $2,480,071 for the liability to CMS for the 2014 Risk Adjustment Program and $2,085,353 for the Transitional Reinsurance Program. These claims were adjudicated as a Class 3 obligation under 1033 of the California Insurance Statutes by CLO as part of the proof of claim process. CMS has stipulated to this classification. CLO has requested and received a Federal Waiver from the United States Department of Justice to release the Estate from any known federal claims.

5. Litigation

There are no material legal disputes or active litigation within the Estate.

6. Subsequent Events

There are no reportable subsequent events for the Estate.