Statutory-Basis Financial Statements

Financial Guaranty Insurance Company
Years Ended December 31, 2019 and 2018
With Report of Independent Auditors

Ernst & Young LLP

Building a better working world

Financial Guaranty Insurance Company

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Contents

Ernst & Young LLP
5 Times Square
New York, NY 10036-6530

Tel: +1 212 773 3000
Fax: +1 212 773 6350
ey.com

Building a better working world

Report of Independent Auditors

The Board of Directors
Financial Guaranty Insurance Company

We have audited the accompanying statutory-basis financial statements (the "financial statements") of Financial Guaranty Insurance Company (the "Company"), which comprise the balance sheets as of December 31, 2019 and 2018, and the related statements of operations, changes in capital and surplus and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in conformity with accounting practices prescribed or permitted by the New York State Department of Financial Services ("NYSDFS"), as well as those accounting practices detailed in the NYSDFS Guidelines. Management also is responsible for the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, 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 financial statements 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 financial statements.

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

Basis for Adverse Opinion on U.S. Generally Accepted Accounting Principles

As described in Note 2 to the statutory-basis financial statements, the Company prepared these financial statements using accounting practices prescribed or permitted by the NYSDFS, as well as those accounting practices detailed in the NYSDFS Guidelines, which is a basis of accounting other than U.S. generally accepted accounting principles The effects on the financial statements of the variances between these statutory accounting practices and U.S. generally accepted accounting principles, although not reasonably determinable, are presumed to be material.

Adverse Opinion on U.S. Generally Accepted Accounting Principles

In our opinion, because of the significance of the matter described in the Basis for Adverse Opinion on U.S. Generally Accepted Accounting Principles paragraph, the statutory-basis financial statements referred to above do not present fairly, in conformity with U.S. generally accepted accounting principles, the financial position of the Company at December 31, 2019 and 2018, or the results of its operations or its cash flows for the years then ended.

Opinion on Statutory-Basis of Accounting

In our opinion, the statutory-basis financial statements referred to above present fairly, in all material respects, the financial position of the Company at December 31, 2019 and 2018, and the results of its operations and its cash flows for the years then ended, on the basis of accounting described in Note 2.

Ernst + Young LLP

February 24, 2020

Financial Guaranty Insurance Company

Statutory-Basis Balance Sheets

(Dollars in Thousands, Except per Share Amounts)

	December 31 2019	December 31 2018
Admitted assets		
Bonds	**$ 2,020,221**	$ 1,955,077
Common stock	**–**	121,148
Common stock – investment in subsidiaries	**33,200**	33,200
Surplus notes	**8,858**	8,865
Short-term investments	**601**	750
Other invested assets	**38,764**	43,244
Receivable for securities sold	**9**	–
Cash and cash equivalents	**90,997**	41,173
Total cash and invested assets	**2,192,650**	2,203,457
Accrued investment income	**18,833**	19,446
Other assets	**8**	34
Federal income tax receivable	**2,876**	5,816
Reinsurance receivable	**41**	19
Receivable from parent and subsidiaries	**61**	718
Total admitted assets	**$ 2,214,469**	$ 2,229,490
Liabilities and capital and surplus		
Liabilities:		
Losses	**$ 1,678,683**	$ 1,717,795
Loss adjustment expenses	**9,408**	16,646
Ceded reinsurance premiums payable	**1**	1
Unearned premiums	**36,112**	39,343
Contingency reserves	**390,154**	365,355
Other liabilities	**27,556**	23,940
Payable for securities purchased	**6,155**	–
Federal and foreign income tax payable	**–**	10
Total liabilities	**2,148,069**	2,163,090
Capital and surplus:		
Common stock, par value $1,500 per share; 10,000 shares authorized, issued, and outstanding	**15,000**	15,000
Redeemable preferred stock, par value $1,000 per share; 3,000 shares authorized, issued and outstanding	**300,000**	300,000
Unassigned deficit	**(248,600)**	(248,600)
Total capital and surplus	**66,400**	66,400
Total liabilities and capital and surplus	**$ 2,214,469**	$ 2,229,490

See accompanying notes.

Financial Guaranty Insurance Company

Statutory-Basis Statements of Operations
(Dollars in Thousands)

	Year Ended December 31	
	2019	2018
Premiums earned	**$ 7,430**	$ 6,525
Losses incurred	**(88,804)**	(46,736)
Loss adjustment expenses released (incurred)	**148**	(3,190)
Other underwriting expenses	**(29,274)**	(25,963)
Ceding commission income	**67**	67
Underwriting loss	**(110,433)**	(69,297)
Net investment income	**80,361**	80,515
Net realized capital gains, net of tax expense of $8,907 and $5,399 for the years ended December 31, 2019 and 2018, respectively	**42,764**	20,306
Net investment gain	**123,125**	100,821
Other income	**814**	7,033
Income before all other federal income taxes	**13,506**	38,557
Federal income tax benefit	**(11,782)**	(11,150)
Net income	**$ 25,288**	$ 49,707

See accompanying notes.

Financial Guaranty Insurance Company

Statutory-Basis Statements of Changes in Capital and Surplus
(Dollars in Thousands)

December 31, 2019 and 2018

	Common Stock	Redeemable Preferred Stock	Unassigned Deficit	Total Capital and Surplus
Balance, January 1, 2018	$ 15,000	$ 300,000	$ (248,600)	$ 66,400
Net income	–	–	49,707	49,707
Change in net unrealized capital gains, net of tax benefit of $4,001	–	–	(15,051)	(15,051)
Change in net deferred income tax	–	–	(9,752)	(9,752)
Change in non-admitted assets	–	–	5,985	5,985
Change in contingency reserves	–	–	(30,891)	(30,891)
Change in foreign exchange adjustment	–	–	2	2
Balance, December 31, 2018	15,000	300,000	(248,600)	66,400
Net income	**–**	**–**	**25,288**	**25,288**
Change in net unrealized capital gains, net of tax benefit of $143	**–**	**–**	**(537)**	**(537)**
Change in net deferred income tax	**–**	**–**	**(3,018)**	**(3,018)**
Change in non-admitted assets	**–**	**–**	**3,067**	**3,067**
Change in contingency reserves	**–**	**–**	**(24,799)**	**(24,799)**
Change in foreign exchange adjustment	**–**	**–**	**(1)**	**(1)**
Balance, December 31, 2019	**$ 15,000**	**$ 300,000**	**$ (248,600)**	**$ 66,400**

See accompanying notes.

Financial Guaranty Insurance Company

Statutory-Basis Statements of Cash Flows
(Dollars in Thousands)

	Year Ended December 31	
	2019	**2018**
Operations		
Premiums collected, net of reinsurance	**$ 4,212**	$ 4,955
Losses paid, net	**(127,916)**	(172,791)
Loss adjustment expenses paid, net	**(7,090)**	(13,372)
Underwriting expenses paid	**(25,681)**	(27,254)
Ceding commission received	**66**	68
Net investment income received	**89,926**	90,886
Other income received	**14,171**	12,547
Federal income tax recovered	**5,742**	–
Net cash used in operations	**(46,570)**	(104,961)
Investment activities		
Proceeds from sales, maturities, or repayments of investments:		
Bonds	**653,365**	716,388
Common stock	**135,559**	25,000
Surplus notes	**–**	544
Other invested assets	**22,136**	13,959
Net gains (losses) on short-term investments	**1**	(9)
Miscellaneous proceeds	**–**	2,453
Total investment proceeds	**811,061**	758,335
Cost of investments acquired:		
Bonds	**(690,798)**	(683,231)
Common stock	**–**	(3,129)
Surplus notes	**–**	(601)
Other invested assets	**(18,952)**	(34,825)
Miscellaneous applications	**(5,919)**	–
Total investments acquired	**(715,669)**	(721,786)
Net cash provided by investment activities	**95,392**	36,549
Financing and miscellaneous activities		
Other cash provided	**853**	663
Net increase (decrease) in cash, cash equivalents and short-term investments	**49,675**	(67,749)
Cash, cash equivalents and short-term investments:		
Beginning of year	**41,923**	109,672
End of year	**$ 91,598**	$ 41,923

See accompanying notes.

1. Organization and Background

Financial Guaranty Insurance Company (the “Company” or “FGIC”), a New York stock insurance corporation, is a wholly owned subsidiary of FGIC Corporation (“FGIC Corp.”), a Delaware corporation which emerged from a proceeding under Chapter 11 of the United States Bankruptcy Code on April 19, 2013.

FGIC previously issued financial guaranty insurance policies insuring public finance, structured finance and other obligations, but it is no longer engaged in the business of writing new insurance policies. FGIC operates in accordance with the terms and conditions set forth in the Rehabilitation Plan (defined below). FGIC’s primary regulator is the New York State Department of Financial Services (the “NYSDFS”). FGIC UK Limited (“FGIC UK”), a wholly owned United Kingdom insurance subsidiary of FGIC, previously issued financial guaranties covering public finance, structured finance and other obligations, but it is no longer engaged in the business of writing new financial guaranties. FGIC UK’s primary regulator is the UK Prudential Regulation Authority.

On June 28, 2012, the Supreme Court of the State of New York (the “Rehabilitation Court”) issued an order pursuant to Article 74 of the New York Insurance Law (the “NYIL”) placing FGIC in rehabilitation and appointing the Superintendent of Financial Services of the State of New York as FGIC’s rehabilitator.

On June 11, 2013, the Rehabilitation Court approved the First Amended Plan of Rehabilitation for FGIC, dated June 4, 2013, together with all exhibits and the plan supplement thereto (as the same may be amended from time to time, collectively, the “Rehabilitation Plan”) in an order issued pursuant to Article 74 of the NYIL. The Rehabilitation Plan became effective on August 19, 2013 (the “Effective Date”), whereupon FGIC’s rehabilitation proceeding terminated. By notice dated on the Effective Date, FGIC’s rehabilitator set the initial cash payment percentage (“CPP”) at 17%.

On the Effective Date, FGIC emerged from its rehabilitation proceeding as a solvent insurance company under the NYIL, with its policies restructured in a manner intended to ensure it remains solvent and the Rehabilitation Plan became the exclusive means for resolving and paying (i) all policy claims, whenever arising, (ii) all other claims arising during, or relating to, the period prior to the Effective Date and (iii) all equity interests in FGIC in existence as of the commencement date of FGIC’s rehabilitation proceeding (June 28, 2012), in each case other than claims (including policy claims) paid in full by FGIC prior to such date. Claims arising during or relating to the period on and after the Effective Date (other than policy claims) are not covered by the Rehabilitation Plan and will be resolved and paid by FGIC in the ordinary course of business.

1. Organization and Background (continued)

As of the Effective Date, any and all policies in force as of the Effective Date (except for certain policies that were novated on that date) were automatically modified by the Rehabilitation Plan.

The Rehabilitation Plan, including the restructured policy terms attached to the Rehabilitation Plan as Exhibit B (the "Restructured Policy Terms"), supersedes any and all provisions of each policy that are inconsistent with the Rehabilitation Plan. FGIC is responsible for administering, reviewing, verifying, reconciling, objecting to, compromising or otherwise resolving all claims (including policy claims) not resolved prior to the Effective Date, in each case in compliance with the Rehabilitation Plan and any applicable guidelines the NYSDFS has issued or may issue to carry out the purposes and effects of the Rehabilitation Plan ("NYSDFS Guidelines").

With respect to any policy claim permitted by FGIC, pursuant to the Rehabilitation Plan and the applicable policy (as modified by the Rehabilitation Plan), FGIC is obligated to pay in cash to the applicable policy payee only an upfront amount equal to the product of the then-existing CPP and the amount of such permitted policy claim (subject to any setoff rights FGIC may have). The portion of such permitted policy claim not paid or deemed to be paid by FGIC generally comprises a deferred payment obligation ("DPO") with respect to the applicable policy. The DPO with respect to any policy generally represents the aggregate amount of all permitted policy claims under such policy minus the aggregate amount paid, or deemed to be paid, in cash by FGIC with respect to such policy (other than DPO Accretion, defined below) from and after the Effective Date, subject to further adjustments as provided in the Rehabilitation Plan. From and after the Effective Date, each policy with an outstanding DPO accrues an amount ("DPO Accretion") as described in Note 2, Significant Accounting Policies, under the sub-heading "Loss Reserves – DPO Accretion." The DPO for any policy and any related DPO Accretion shall only be payable by FGIC when, if and to the extent provided in the Restructured Policy Terms and the Rehabilitation Plan. In the absence of an upward adjustment of the CPP, FGIC shall have no obligation to pay any portion of any DPO or DPO Accretion.

FGIC is required to re-evaluate the CPP (at least annually) pursuant to the procedures set forth in the Restructured Policy Terms to determine whether the CPP should remain the same or be adjusted upward or downward (each, a "CPP Revaluation"). All CPP Revaluations require review and approval by the board of directors of FGIC, and any change in the CPP (among other things) requires the approval of the NYSDFS. In October 2019, in connection with FGIC's annual CPP Revaluation for 2019, the NYSDFS approved an upward adjustment to the CPP from 38.5% to 43.5%. In August 2018, in connection with FGIC's annual CPP Revaluation for 2018, the NYSDFS approved an upward adjustment to the CPP from 33% to 38.5%.

1. Organization and Background (continued)

The percentage of permitted policy claims that FGIC ultimately pays in cash in accordance with the Rehabilitation Plan, and the timing of any such payments, are subject to various factors and the outcome of future events, including the performance of FGIC's insured and investment portfolios and the results of FGIC's litigation and other loss mitigation efforts, and no assurance can be given with respect to the amount of any such percentage or the timing of any such payments. Based on the magnitude of FGIC's accrued and projected policy claims, while the CPP may further increase over time, FGIC expects to make payments in cash pursuant to the Rehabilitation Plan of only a fractional portion of its permitted policy claims and it does not expect to make any payments pursuant to the Rehabilitation Plan with respect to non-policy claims or equity interests.

References to and descriptions of provisions of the Restructured Policy Terms, the Rehabilitation Plan (and related agreements) and orders of the Rehabilitation Court included in these financial statements are merely summaries thereof, and do not contain all information necessary to fully understand such provisions and orders. Please refer to the specific terms, requirements and conditions of the Restructured Policy Terms, the Rehabilitation Plan (and related agreements) and orders of the Rehabilitation Court for a full understanding thereof, which in all cases shall govern, rather than any summary description contained in these financial statements.

2. Significant Accounting Policies

The accompanying financial statements of the Company have been prepared in conformity with statutory accounting practices prescribed or permitted by the NYSDFS as well as those accounting practices detailed in NYSDFS Guidelines, as described below ("SAP"). The preparation of financial statements in conformity with SAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and the accompanying notes. Actual results could differ from those estimates, and those differences could be material.

SAP differs in some respects from accounting principles generally accepted in the United States ("GAAP"). The effects of the variances from GAAP on the accompanying statutory-basis financial statements have not been determined for the years ended December 31, 2019 and 2018, but are presumed to be material. Significant accounting policies and variances from GAAP, where applicable, are as follows:

2. Significant Accounting Policies (continued)

NYSDFS Guidelines

Pursuant to the provisions of the Rehabilitation Plan, the NYSDFS has issued NYSDFS Guidelines that define certain accounting practices for FGIC for reporting periods ending on or after the Effective Date. In accordance with such NYSDFS Guidelines, for reporting periods ending on or after the Effective Date, FGIC records loss reserves at the applicable reporting date in an amount equal to the excess of (i) the amount of FGIC's admitted assets minus FGIC's minimum required statutory surplus to policyholders at the reporting date (the "Minimum Surplus Amount," currently $66.4 million) over (ii) the sum of FGIC's statutory reserves excluding loss reserves (e.g., unearned premiums, contingency reserves, loss adjustment expense reserves) and other liabilities. In accordance with such NYSDFS Guidelines, the loss reserve amount comprises the total amount of (i) the sum, net of reinsurance, of (x) the total amount of all policy claims submitted to FGIC in accordance with the Rehabilitation Plan that are unpaid (excluding any portions of such policy claims that are being disputed by FGIC) and (y) the net present value of the total amount of all policy claims that the Company expects to receive in the future in accordance with the Rehabilitation Plan (using the prescribed statutory discount rate which is based on the average rate of return on FGIC's admitted assets) (such sum is referred to as the "Claims Reserve"), (ii) the DPO for all policies at such reporting date and (iii) the DPO Accretion for all policies at such reporting date, minus an adjustment (the "Policy Revision Adjustment") in an amount that will permit FGIC to report a surplus to policyholders at such reporting date equal to the Minimum Surplus Amount (See also Note 8, Loss Reserves).

Cash and Cash Equivalents

The Company considers all bank deposits and all certificates of deposit with maturities of one year or less at the date of purchase to be cash. The Company considers highly liquid investments that are readily convertible to known amounts of cash with original maturities of three months or less to be cash equivalents. Cash and cash equivalents other than money market mutual funds are carried at cost, which approximates fair value. Money market mutual funds are recorded at fair value. Changes in carrying values of money market mutual funds are recorded as changes in unrealized capital gains/losses, a component of surplus. Under GAAP, these securities are adjusted to net asset value and included in cash and cash equivalents.

2. Significant Accounting Policies (continued)

Investments

Investments are valued in accordance with the requirements of the National Association of Insurance Commissioners (“NAIC”).

Bonds with an NAIC designation of 1 or 2 determined by the Securities Valuation Office (“SVO”) are stated at amortized cost, with premiums and discounts amortized to net income using the effective interest method over the remaining term of the securities. Bonds with an NAIC designation of 3 through 6 determined by the SVO are stated at the lower of amortized cost or fair value. Under GAAP, bonds are designated at purchase as either held-to-maturity, available-for-sale or trading. Bonds designated as held-to-maturity are reported at amortized cost. Bonds designated as available-for-sale are reported at fair value with unrealized gains and losses reported in stockholders’ equity, net of tax. Bonds designated as trading are reported at fair value with unrealized gains and losses reported in net investment income.

Common stocks include shares of mutual funds that invest principally in common stocks. Common stocks (excluding investments in common stock of subsidiary, controlled and affiliated (“SCA”) entities (which are included in the balance sheet as common stock – investment in subsidiaries)) are recorded at fair value. Changes in carrying values are recorded as changes in unrealized capital gains/losses, a component of surplus, net of tax. Dividends are reported in net investment income. Under GAAP, investments in such common stocks are designated at purchase as either available-for-sale or trading. Common stocks designated as available-for-sale are reported at fair value with unrealized gains or losses reported as a component of stockholders’ equity, net of tax. Common stocks designated as trading are reported at fair value with unrealized gains and losses reported in net investment income.

Under SAP, investments in common stock of SCA entities are recorded based on the audited underlying equity adjusted to a statutory basis to the extent admissible under Statement of Statutory Accounting Principles (“SSAP”) 97, *Investments in Subsidiary, Controlled, and Affiliated Entities*, and subject to applicable limitations under the NYIL. One such limit restricts the amount reported as investments in common stock of SCA entities to 50% of the Company’s statutory surplus to policyholders. Under SAP, the reporting entity cannot admit as an asset the investment in an SCA entity for which audited financial statements are not prepared. Changes in the values of SCA entities are recorded as unrealized gains or losses and reported as a component of unassigned deficit. Under GAAP, SCA entities meeting certain criteria are consolidated with the Company.

2. Significant Accounting Policies (continued)

Surplus notes with an NAIC designation equivalent of 1 or 2 as designated by an NAIC credit rating provider are stated at amortized cost, with premiums and discounts amortized to net income using the effective interest method over the remaining term of the notes. All other surplus notes are stated at the lower of amortized cost or fair value. If the issuer is subject to any order of liquidation, conservation, rehabilitation or any company action level event based on its risk-based capital, the surplus notes are non-admitted until such regulatory action ends. Under GAAP, these notes are stated at fair value.

Short-term investments are stated at amortized cost. Realized gains and losses on the sale of short-term investments are determined based on the specific identification method and are reflected in the determination of net income.

Included within bonds are loan-backed and structured securities (e.g., asset-backed and mortgage-backed securities), which are valued at amortized cost using the interest method, including anticipated prepayments. Prepayment assumptions are obtained from dealer surveys or internal estimates and are based on the current interest rate and economic environment. All such securities are adjusted for the effects of changes in prepayment assumptions on the related accretion of discount or amortization of premium of such securities using the retrospective method.

Other-Than-Temporary Impairments

For all investments in bonds (including loan-backed and structured securities) acquired prior to October 1, 2015, a decline in the fair value of any such security below its cost basis as of a reporting date is automatically treated as an other-than-temporary impairment ("OTTI").

FGIC conducts an impairment review no less than quarterly for all investments in bonds (including loan-backed and structured securities) acquired on or after October 1, 2015, and for all investments in surplus notes and common stocks, in each case which have fair values lower than their respective cost bases as of the review date. The analysis of a security's decline in value is performed at the lot level. FGIC first determines whether it intends to sell the security. For loan-backed and structured securities, FGIC also determines whether it is more likely than not that it will be unable to hold the security for a period of time to recover its amortized cost basis. The impairment for any security that FGIC determines it intends to sell or, in the case of loan-backed and structured securities, it is more likely than not that it will be unable to hold for a period of time to recover its amortized cost basis, is considered to be an OTTI.

2. Significant Accounting Policies (continued)

For bonds (other than loan-backed and structured securities), surplus notes and common stocks that FGIC does not intend to sell, FGIC conducts a quantitative and qualitative impairment review that requires management to make numerous judgments, estimates and assumptions concerning relevant factors, such as (i) the magnitude and duration of the impairment, and (ii) possible explanations for the impairment (e.g., general interest rate, credit spread, market index movements; issuer-specific developments such as material negative credit events (e.g., actual or threatened bankruptcy or similar proceedings or debt restructurings); and security-specific developments such as existing or projected monetary and material non-monetary defaults and credit rating downgrades). Based on this review, FGIC determines whether the decline in fair value for any such security is temporary or an OTTI, with the decline in fair value for any such security that does not satisfy the specified quantitative or qualitative criteria treated as temporary.

If the decline in fair value for any such bond or surplus note is determined to be temporary, an unrealized loss is not recorded. If the decline in fair value for any common stock is determined to be temporary, FGIC records it as an unrealized loss, as common stocks are recorded at fair value. If the decline in fair value for any such bond, surplus note or common stock is treated as or determined to be an OTTI, the carrying value of such security is reduced to fair value as of the reporting date, establishing a new cost basis, with a charge to realized loss at the reporting date. Such realized losses are recorded through income and the new cost basis is not adjusted for subsequent recoveries in fair value. Amortization of any premium or discount from the date bonds or surplus notes are written down is based on the new cost basis.

For loan-backed and structured securities that the Company does not intend to sell and has not determined that it is unable to hold until recovery of their amortized cost bases, the Company estimates the cash flows expected to be collected over the term of each security as of the review date and calculates the present value of those expected cash flows using a discount rate equal to the original effective yield of the security, or in the case of floating rate securities, the then-current coupon. If the present value of future expected cash flows is less than the amortized cost basis of the security, the carrying value of such security is reduced to such present value as of the reporting date, establishing a new cost basis, with a charge to realized loss at such date for the entire reduction. Such realized losses are recorded through income and the new cost basis is not adjusted for subsequent recoveries in fair value. Amortization of premium or discount, as applicable, from the date the security is written down is based on the new cost basis.

2. Significant Accounting Policies (continued)

Other Invested Assets

Other invested assets include FGIC-insured securities purchased by FGIC and securities or other non-cash assets purchased, received or recovered by FGIC, in connection with its loss mitigation efforts.

For FGIC-insured securities purchased in connection with loss mitigation efforts, the value of the security comprises two components: (i) the portion representing the value of FGIC's insurance (the "Insurance Portion") and (ii) the remaining portion representing the value of the security without giving credit for FGIC's insurance (the "Non-Insurance Portion"). For each security, the Company estimates the value of the Insurance Portion using internally developed formulas, with the remainder of the value being the Non-Insurance Portion. The Insurance Portion is included in losses incurred and is deducted from the amortized cost and fair value of these FGIC-insured securities at the time of purchase and at each reporting date, respectively. For each FGIC-insured security purchased in connection with loss mitigation efforts, FGIC reduces the related Claims Reserve at each reporting date on a pro rata basis for the ratable portion of the securities purchased by FGIC. The reduction in Claims Reserves is also included in losses incurred.

The remaining Non-Insurance Portion of each purchased security is classified as other invested assets in the balance sheet and is subject to impairment analysis at each subsequent balance sheet date. Realized gains or losses and OTTI on the Non-Insurance Portion of these securities are recorded in other income. The amortized cost and fair value of these securities are shown excluding the Insurance Portion. Under SAP, these securities are carried at the lower of amortized cost or fair value as these securities have an NAIC designation of 3 through 6. Under GAAP, these securities are carried at fair value.

For securities or other non-cash assets purchased, received or recovered by FGIC in connection with its loss mitigation efforts, FGIC records the asset at the lower of cost or fair value at acquisition. FGIC generally does not consider the payment of claims to be included in the determination of the cost basis of assets purchased, received or recovered in connection with such claims. Realized gains or losses and OTTI on these assets are recorded in other income. Under SAP, these assets are carried at the lower of amortized cost or fair value. Under GAAP, these securities are carried at fair value.

2. Significant Accounting Policies (continued)

Fair Value Measurements

The Company discloses the fair value of its financial instruments in accordance with SSAP 100R, *Fair Value – Revised* ("SSAP 100R"), which requires the use of a fair value hierarchy with the highest priority given to quoted prices in active markets. The general disclosure requirements are for those items measured and reported at fair value in the balance sheet. Securities that are reported at amortized cost, but for which amortized cost equals fair value (such as a bond with a recognized OTTI on the reporting date) would not be included in the disclosures. SSAP 100R also requires certain disclosures of fair value measurements and valuation techniques, where practicable to determine, for financial instruments not carried at fair value in the balance sheet. SSAP 100R does not require companies to distinguish between recurring and non-recurring fair value measurements, which is required under GAAP.

Premium Revenue Recognition

For SAP, premiums collected in a single payment at policy inception are generally earned in proportion to the scheduled principal and interest payments over the legal lives of the insured bonds. Premiums collected periodically are reflected in income pro rata over the period covered by the premium payment. Under GAAP, premiums are earned in proportion to the amount of insurance protection provided over the expected life for homogeneous pools and over the legal life for non-homogeneous pools of policies. Ceded premiums are earned in a manner consistent with the underlying policies. Under SAP, the liability for unearned premiums is reflected net of reinsurance. Under GAAP, ceded unearned premiums are reported as an asset. When an obligation insured by the Company is refunded prior to the end of the expected policy coverage period, any remaining unearned premium is recognized at that time. A refunding occurs when an insured obligation is repaid or retired in full or legally defeased. Net premiums earned on refundings were $0.1 million and $0.6 million for the years ended December 31, 2019 and 2018, respectively.

Non-Admitted Assets

Certain assets are charged directly against surplus but are reflected as assets under GAAP. Such assets principally include adjusted gross deferred tax assets and property and equipment. The Company recorded non-admitted assets of $3.2 million and $6.3 million as of December 31, 2019 and 2018, respectively.

2. Significant Accounting Policies (continued)

Loss Reserves

Loss reserves comprise the total amount of (i) the Claims Reserve, (ii) the DPO for all policies, and (iii) the DPO Accretion for all policies, minus the Policy Revision Adjustment. The Policy Revision Adjustment is prescribed by NYSDFS Guidelines and reflects the reduction in the loss reserve components necessary to reflect a Minimum Surplus Amount of $66.4 million (see "NYSDFS Guidelines" above). Under GAAP, unpaid losses are reported on a gross basis (i.e., before reinsurance), and are discounted based on the risk-free rate for the anticipated shortfall in excess of the related unearned premium revenue, and the Policy Revision Adjustment is not recognized. The Company's loss reserves are disclosed in Note 8, Loss Reserves. The Company's losses incurred (released) for any reporting period equal the sum of the total Claims Reserve incurred (released), DPO Accretion for the period, and decreases (increases) in the Policy Reserve Adjustment.

Claims Reserve

The Claims Reserve is calculated on a policy-by-policy basis, net of reinsurance, as of the reporting date for each policy for which a payment default on an underlying insured obligation has occurred or is probable and the loss can be reasonably estimated. The Claims Reserve is determined for each policy using internally developed cash flow projection models or other methods for estimating losses and recoveries, calculated on a net present value basis using FGIC's prescribed statutory discount rate. The Claims Reserve represents the total undisputed amount of all policy claims submitted to the Company that have not yet been permitted and paid (or deemed paid) by the Company in accordance with the Rehabilitation Plan, plus an estimate of the total amount of policy claims that the Company expects to receive in the future, less an estimate of the total amount that the Company expects to recover in the future in respect of policy claims paid (or deemed paid) by the Company prior to such recovery. The Company reduces the Claims Reserve to give effect to FGIC-insured securities purchased by FGIC (or for which FGIC has effectively stripped its insurance) in connection with loss mitigation efforts. The Company may increase the Claims Reserve to reflect potential obligations it may have under the Rehabilitation Plan in respect of certain cash reimbursements it has received.

DPO

When FGIC pays (or is deemed to have paid) in cash the CPP of a permitted policy claim, the remaining unpaid balance of such permitted policy claim is added to the DPO under the related policy.

2. Significant Accounting Policies (continued)

If, as a result of any CPP Revaluation, the CPP is adjusted upward, FGIC is obligated to pay the applicable policy payee in respect of the DPO under each policy an amount, determined in accordance with the Rehabilitation Plan, to true up the amounts of cash previously paid (or deemed to have been paid) by FGIC in respect of permitted policy claims paid at the prior CPP, which payment will generally reduce the DPO by an equal amount.

FGIC does not reduce the DPO or DPO Accretion balance recorded under any policy to give effect to FGIC-insured securities purchased by FGIC (or for which FGIC has effectively stripped its insurance) in connection with loss mitigation efforts. In the event of any subsequent CPP increase, FGIC, as the holder of such securities or stripped portions, would be entitled to receive a ratable portion of the related DPO and DPO Accretion payments payable under such policy.

DPO Accretion

Under the Restructured Policy Terms, each policy with an outstanding DPO accrues DPO Accretion in accordance with the Rehabilitation Plan based on such DPO at a rate of 3% per annum (on a daily basis on the basis of a 365-day year). DPO Accretion is calculated using the DPO with respect to the applicable policy as of the preceding June 30 or, with respect to the first year in which there is a DPO under such policy and until the next June 30, the first day on or after the Effective Date on which the DPO exists (the “First Payment Date”). DPO Accretion for any policy with a DPO commences on the First Payment Date for such policy and continues until such time (if ever) as the DPO for such policy is permanently reduced to zero. All DPO Accretion is calculated on a simple basis rather than a compound basis (i.e., no DPO Accretion accretes based on accumulated DPO Accretion). No DPO Accretion is added to a DPO, but is recorded separately. If, as a result of any CPP Revaluation, the CPP is adjusted upward, FGIC will pay in cash to the applicable policy payee a portion of the DPO Accretion under each policy having a DPO in an amount determined in accordance with the Rehabilitation Plan, which will reduce the DPO Accretion balance.

Loss Adjustment Expense Reserve

A reserve for loss adjustment expense is recorded as a liability on the balance sheet. The loss adjustment expense reserve represents management’s best estimate of the ultimate future net cost, determined using internally developed estimates, of the efforts involved in managing and mitigating existing and future policy claims. Such loss adjustment expense reserve is not subject to a Policy Revision Adjustment. The Company’s loss adjustment expense reserve is disclosed in Note 9, Loss Adjustment Expense Reserve.

2. Significant Accounting Policies (continued)

Contingency Reserves

Contingency reserves are computed on the basis of statutory requirements for the security of all policyholders, regardless of whether loss contingencies actually exist. The Company establishes contingency reserves in accordance with the NYIL, which is consistent with the requirements of SSAP 60, *Financial Guaranty Insurance*. Changes in the contingency reserve are charged directly to surplus. Under GAAP, contingency reserves are not required.

During 2019 and 2018, the Company was granted permission by the NYSDFS to decrease contingency reserves by $1.1 million and $2.8 million, respectively.

Federal Income Taxes

Deferred tax assets and liabilities are recognized to reflect the tax impact attributable to temporary differences between the financial statement carrying amounts of assets and liabilities and their respective tax bases.

Deferred tax assets and liabilities are measured using statutory tax rates expected to apply to taxable income in the years in which temporary differences are expected to be recovered or settled and are recorded as a component of surplus. Under SAP and GAAP, a valuation allowance is established for deferred tax assets that are not expected to be realized. Under SAP, a net deferred tax asset is subject to limitations and may be non-admitted.

Reinsurance

A liability is recorded for uncollateralized amounts due from unauthorized reinsurers. Changes in this liability are charged or credited directly to unassigned surplus. Amounts due from unauthorized reinsurers that are secured by letters of credit or trust agreements are not included in this liability. Under GAAP, an allowance for amounts deemed uncollectible would be established through a charge to earnings.

Ceded loss reserves are calculated as reductions of the related gross Claims Reserves rather than assets, as would be required under GAAP. Prospective ceded losses are accounted for on a basis consistent with that used in accounting for the original policies issued, the terms of the reinsurance contracts, and the terms of the Rehabilitation Plan, which provides that payments are due in full from reinsurers with respect to any permitted policy claims covered by the reinsurance without

2. Significant Accounting Policies (continued)

regard to (i) the timing or amount of any cash payment made by FGIC on the underlying claims, (ii) the modification pursuant to the Rehabilitation Plan of FGIC's obligations to pay such permitted policy claims in cash or (iii) any language in the applicable reinsurance agreements that would contradict this result. The net Claims Reserve amount is reduced to give effect to such reinsurance. Ceded loss adjustment expense reserves and unearned premiums ceded to reinsurers have been reported as reductions of the related reserves rather than as assets, as would be required under GAAP. Prospective reinsurance premiums and loss adjustment expenses are accounted for on bases consistent with those used in accounting for the original policies issued and the terms of the reinsurance contracts.

Consolidation

The accounts and operations of the Company's subsidiaries are not consolidated with the accounts and operations of the Company, as would be required under GAAP.

As part of its structured finance business, the Company may have insured debt obligations or certificates issued by special purpose entities that could be considered variable interest entities ("VIE"). The Company does not consolidate the assets and liabilities of a VIE. Under GAAP, the Company would be required to consolidate the assets and liabilities of a VIE if the Company were to determine that it was the primary beneficiary because it directs significant activities of and holds an economic interest in the entity.

Statements of Cash Flow

The statutory-basis statements of cash flow are presented in a specified format, which differs from the format prescribed under GAAP. Cash, cash equivalents, and short-term investments in the statements of cash flow represent cash balances and investments with initial maturities of one year or less. Under GAAP, the corresponding caption of cash and cash equivalents includes cash balances and investments with initial maturities of three months or less.

Comprehensive Income

Comprehensive income is not determined under SAP.

2. Significant Accounting Policies (continued)

Property and Equipment

Property and equipment consists of office furniture, fixtures, computer equipment and software that are non-admitted assets. Under GAAP, these assets are reported at cost less accumulated depreciation.

Reclassifications

Certain 2018 amounts in the Company's statutory-basis financial statements have been reclassified to conform to the 2019 statutory-basis financial statement presentation.

3. Financial Guaranty Contracts

The ending expected future premiums for 2019 shown below are based on various prepayment, collection and other assumptions and circumstances as of December 31, 2019, and actual premiums earned or collected could differ materially. In addition, these expected future premiums shown below do not give effect to policy terminations that have occurred, or may occur, after December 31, 2019, which could materially reduce the actual premiums collected.

The following is a roll-forward of the undiscounted future premiums expected to be collected on policies with installment premiums for the years ended December 31, 2019 and 2018:

	Year Ended December 31	
	2019	**2018**
	(In Thousands)	
Beginning expected future premiums	**$ 46,349**	$ 55,557
Premium payments received	**(5,266)**	(5,924)
Adjustments for changes in expected premiums, including impact of terminations and FX movement	**2,788**	(3,284)
Ending expected future premiums	**$ 43,871**	$ 46,349

3. Financial Guaranty Contracts (continued)

The following is a schedule of undiscounted future premiums expected to be collected on policies with installment premiums, shown by the periods in which those collections are expected to occur, as of December 31, 2019:

	Undiscounted Premiums Expected to be Collected
	(In Thousands)
Quarter ended	
March 31, 2020	$ 819
June 30, 2020	1,035
September 30, 2020	1,017
December 31, 2020	997
Total 2020	3,868
Year ended	
December 31, 2021	3,825
December 31, 2022	3,526
December 31, 2023	3,228
December 31, 2024	3,033
Five years ended	
December 31, 2029	11,927
December 31, 2034	7,820
December 31, 2039	4,721
December 31, 2044	1,764
December 31, 2049	159
Total	$ 43,871

3. Financial Guaranty Contracts (continued)

The following table presents the expected unearned premiums balance and the expected future premium earnings on non-installment policies as of and for the periods presented:

	Unearned Premiums	Expected Future Premium Earnings
	(In Thousands)	
December 31, 2019	$ 36,112	$ –
Quarter ended		
March 31, 2020	35,496	616
June 30, 2020	35,277	219
September 30, 2020	33,291	1,986
December 31, 2020	33,041	250
Year ended		
December 31, 2021	28,152	4,889
December 31, 2022	24,503	3,649
December 31, 2023	22,879	1,624
December 31, 2024	21,285	1,594
Five years ended		
December 31, 2029	15,279	6,006
December 31, 2034	7,890	7,389
December 31, 2039	3,698	4,192
December 31, 2044	1,820	1,878
December 31, 2049	–	1,820
Total		$ 36,112

The remaining amount of unearned premiums that would have been recorded if all expected future premiums on policies with installment premiums had been received at inception amounted to $32.0 million as of December 31, 2019.

4. Fair Value Measurements

SSAP 100R specifies a fair value hierarchy based on whether the inputs to valuation techniques used to measure fair value are observable or unobservable. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Company's assumptions about market participants' assumptions based on the best information available in the circumstances. The fair value hierarchy prioritizes model inputs into three broad levels: quoted prices for identical instruments in active markets are Level 1 inputs; quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-derived valuations in which all significant inputs and significant value drivers are observable in active markets are Level 2 inputs; and model-driven valuations in which one or more significant inputs or significant value drivers are unobservable are Level 3 inputs.

There have been no transfers into or out of Level 3 during the period.

The fair values of the Company's admitted investments in bonds, surplus notes, common stocks, other invested assets, short-term investments and cash equivalents by level, and their related admitted values, are as follows:

	Level 1	Level 2	Level 3	Admitted Value
	(In Thousands)			
December 31, 2019				
Bonds:				
Obligations of states and political subdivisions	**$ –**	**$ 183,690**	**$ –**	**$ 160,745**
Loan-backed and structured securities	**–**	**573,732**	**–**	**568,862**
Obligations of the U.S. government and its agencies and instrumentalities	**–**	**109,443**	**–**	**102,677**
Corporate obligations	**–**	**1,271,621**	**–**	**1,187,937**
Total bonds	**–**	**2,138,486**	**–**	**2,020,221**
Surplus notes	**–**	**10,472**	**–**	**8,858**
Common stocks	**–**	**–**	**–**	**–**
Other invested assets	**–**	**–**	**70,397**	**38,764**
Short-term investments	**–**	**601**	**–**	**601**
Cash equivalents	**–**	**80,737**	**–**	**80,737**
Total	**$ –**	**$ 2,230,296**	**$ 70,397**	**$ 2,149,181**

4. Fair Value Measurements (continued)

	Level 1	Level 2	Level 3	Admitted Value
	(In Thousands)			
December 31, 2018				
Bonds:				
Obligations of states and political subdivisions	$ –	$ 233,391	$ –	$ 220,124
Loan-backed and structured securities	–	390,759	–	398,855
Obligations of the U.S. government and its agencies and instrumentalities	–	204,342	–	205,577
Corporate obligations	–	1,114,795	–	1,130,521
Total bonds	–	1,943,287	–	1,955,077
Surplus notes	–	8,840	–	8,865
Common stocks	121,148	–	–	121,148
Other invested assets	–	–	72,324	43,244
Short-term investments	–	750	–	750
Cash equivalents	–	30,717	–	30,717
Total	$ 121,148	$ 1,983,594	$ 72,324	$ 2,159,801

(a) Fair Value of Financial Instruments

The following methods and assumptions were used by the Company in estimating fair values of financial instruments. Fair values estimated based upon internal valuation models are not necessarily indicative of the amount the Company could realize in a current market exchange.

Bonds: Fair values for bonds are based on quoted market prices, if available. If a quoted market price is not available, fair value is estimated using quoted market prices for similar securities. Because many bonds do not trade on a daily basis, information and other data, including benchmark curves, benchmarking of like securities and matrix pricing, are utilized to value the securities. Inputs to the valuation process include benchmark yields, reported trades, broker/dealer quotes, issuer spreads, two-sided markets, benchmark securities, bids, offers, and other reference data.

4. Fair Value Measurements (continued)

Surplus Notes: Fair values for surplus notes are based on quoted market prices, if available. If a quoted market price is not available, fair value is estimated using quoted market prices for similar securities.

Common Stocks: Fair values for common stocks are based on quoted market prices.

Short-Term Investments: Short-term investments are carried at amortized cost, which approximates fair value.

Cash Equivalents: Cash equivalents other than money market mutual funds are carried at cost, which approximates fair value. Fair values for money market mutual funds are based on quoted market prices.

Other Invested Assets: Other invested assets include the Non-Insurance Portion of FGIC-insured securities purchased by FGIC for loss mitigation purposes and securities or other non-cash assets that FGIC has purchased, received or recovered as a result of loss mitigation efforts. Other invested assets that are classified as NAIC designations 3 through 6 by the SVO are recorded at the lower of amortized cost or fair value as determined by the SVO, which are reduced by the Insurance Portion of each FGIC-insured security purchased by FGIC for loss mitigation efforts. The SVO fair values may be based on third-party proprietary pricing models. These models may consider inputs such as expected cash flows, estimated prepayment speeds and estimated default rates for each security or for similar securities. FGIC determines the Insurance Portion of each FGIC-insured security using internally developed formulas. These assets are considered Level 3.

4. Fair Value Measurements (continued)

(b) Financial Instruments for which Measurement of Fair Value is Not Practicable

Financial Guaranty Insurance Contracts: The carrying value of financial guaranty insurance contracts includes loss reserves, unearned premiums, premiums receivable and ceded balances payable. Loss reserves have been determined in accordance with the statutory accounting practices prescribed by NYSDFS Guidelines and comprise the total amount of (i) the Claims Reserve, (ii) the DPO for all policies and (iii) the DPO Accretion for all policies, minus the Policy Revision Adjustment.

The fair value of the Company's financial guaranty contracts accounted for as insurance was not practicable to determine. The Company has not developed or obtained valuation models, and the cost of developing valuation models necessary to make the estimate or of obtaining an independent valuation appears excessive considering that the Company no longer writes insurance contracts but rather is responsible for administering its outstanding policies in accordance with the terms and conditions of such policies (as modified by the Rehabilitation Plan) and applicable law. If a valuation were performed, it would be intended to reflect management's estimate of what a financial guaranty insurance company with similar creditworthiness would demand to acquire the Company's in-force book of financial guaranty insurance business. In making this estimate, management would seek to develop pricing assumptions based on similar portfolio transfers that have occurred in the financial guaranty market with adjustments for the Company's particular circumstances, including loss reserves, the present value of premiums expected to be collected on installment contracts over the contract period, as well as an estimate of the return on capital the acquiring company would demand. Any fair value measurement would be considered Level 3.

5. Investments

The amortized cost and fair value of the Company's admitted investments in bonds, surplus notes, common stocks, other invested assets, short-term investments and cash equivalents are as follows:

	Amortized Cost	Gross Unrealized Holding Gains	Gross Unrealized Holding Losses	Fair Value
	(In Thousands)			
December 31, 2019				
Bonds:				
Obligations of states and political subdivisions	**$ 160,745**	**$ 22,986**	**$ (41)**	**$ 183,690**
Loan-backed and structured securities	**568,862**	**7,065**	**(2,195)**	**573,732**
Obligations of the U.S. government and its agencies and instrumentalities	**102,677**	**7,054**	**(288)**	**109,443**
Corporate obligations	**1,187,937**	**84,380**	**(696)**	**1,271,621**
Total bonds	**2,020,221**	**121,485**	**(3,220)**	**2,138,486**
Surplus notes	**8,858**	**1,614**	**–**	**10,472**
Common stocks	**–**	**–**	**–**	**–**
Other invested assets	**38,764**	**31,633**	**–**	**70,397**
Short-term investments	**601**	**–**	**–**	**601**
Cash equivalents	**80,737**	**–**	**–**	**80,737**
Total	**$ 2,149,181**	**$ 154,732**	**$ (3,220)**	**$ 2,300,693**

5. Investments (continued)

	Amortized Cost	Gross Unrealized Holding Gains	Gross Unrealized Holding Losses	Fair Value
		(In Thousands)		
December 31, 2018				
Bonds:				
Obligations of states and political subdivisions	$ 220,124	$ 14,728	$ (1,461)	$ 233,391
Loan-backed and structured securities	398,855	1,379	(9,475)	390,759
Obligations of the U.S. government and its agencies and instrumentalities	205,577	3,400	(4,635)	204,342
Corporate obligations	1,130,521	9,821	(25,547)	1,114,795
Total bonds	1,955,077	29,328	(41,118)	1,943,287
Surplus notes	8,865	–	(25)	8,840
Common stocks	114,739	6,740	(331)	121,148
Other invested assets	43,244	29,080	–	72,324
Short-term investments	750	–	–	750
Cash equivalents	30,717	–	–	30,717
Total	$ 2,153,392	$ 65,148	$ (41,474)	$ 2,177,066

The Company has recorded OTTI of $1.0 million and $7.4 million on certain bonds for the years ended December 31, 2019 and 2018, respectively. OTTI on bonds is included in “Net realized capital gains or losses net of tax” in the statutory-basis statements of operations and represents the difference between the cost bases of these securities and their fair values (or, in the case of loan-backed and structured securities, the present value of expected cash flows) at the reporting date. The Company has recorded OTTI of $13.4 million and $5.5 million on other invested assets for the years ended December 31, 2019 and 2018, respectively. OTTI on other invested assets is included in “Other income” in the statutory-basis statements of operations and represents the difference between the cost bases of these securities and their fair values at the reporting date.

5. Investments (continued)

In accordance with SSAP 43R, the Company is required to categorize its OTTI on loan-backed and structured securities based upon the reason for which the Company recognized an OTTI. The following summarizes those securities held at December 31, 2019 and 2018 for which an OTTI was recorded during the years ended December 31, 2019 and 2018, respectively:

	Year Ended December 31 2019	2018
	(In Thousands)	
Intent to sell	**$ 120**	$ 632
Inability to retain the investment in the security for a period of time sufficient to recover the amortized cost basis	**–**	–
Present value of the cash flows expected to be collected is less than the amortized cost basis of the security	**–**	1,207
Total OTTI on loan-backed and structured securities	**$ 120**	$ 1,839

The amortized cost and fair value of investments in bonds (including loan-backed and structured securities) at December 31, 2019, by contractual maturity date, are shown below. Expected maturities may differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

	Amortized Cost	Fair Value
	(In Thousands)	
Due in one year	$ 21,088	$ 21,259
Due after one through five years	519,588	539,788
Due after five years through ten years	379,406	401,818
Due after ten years	531,277	601,889
Loan-backed and structured securities	568,862	573,732
Total	$ 2,020,221	$ 2,138,486

5. Investments (continued)

The amortized cost, fair value and unrealized holding loss for bonds, surplus notes, common stocks and short-term investments for which fair value declined and remained below amortized cost at December 31, 2019 and 2018 were as follows:

	Less Than 12 Months			Greater Than 12 Months		
	Amortized Cost	Fair Value	Unrealized Holding Loss	Amortized Cost	Fair Value	Unrealized Holding Loss
	(In Thousands)					
December 31, 2019						
Bonds:						
Obligations of states and political subdivisions	**$ 12,760**	**$ 12,719**	**$ (41)**	**$ –**	**$ –**	**$ –**
Loan-backed and structured securities	**171,213**	**169,497**	**(1,716)**	**68,938**	**68,459**	**(479)**
Obligations of the U.S. government and its agencies and instrumentalities	**10,715**	**10,427**	**(288)**	**–**	**–**	**–**
Corporate obligations	**58,148**	**57,452**	**(696)**	**–**	**–**	**–**
Total bonds	**$ 252,836**	**$ 250,095**	**$ (2,741)**	**$ 68,938**	**$ 68,459**	**$ (479)**
Surplus notes	**$ –**	**$ –**	**$ –**	**$ –**	**$ –**	**$ –**
Common stocks	**$ –**	**$ –**	**$ –**	**$ –**	**$ –**	**$ –**
Short-term investments	**$ –**	**$ –**	**$ –**	**$ –**	**$ –**	**$ –**

	Less Than 12 Months			Greater Than 12 Months		
	Amortized Cost	Fair Value	Unrealized Holding Loss	Amortized Cost	Fair Value	Unrealized Holding Loss
	(In Thousands)					
December 31, 2018						
Bonds:						
Obligations of states and political subdivisions	$ 27,030	$ 26,693	$ (337)	$ 9,590	$ 8,466	$ (1,124)
Loan-backed and structured securities	143,345	141,758	(1,587)	172,509	164,621	(7,888)
Obligations of the U.S. government and its agencies and instrumentalities	–	–	–	39,004	34,369	(4,635)
Corporate obligations	526,543	505,912	(20,631)	51,478	46,562	(4,916)
Total bonds	$ 696,918	$ 674,363	$ (22,555)	$ 272,581	$ 254,018	$ (18,563)
Surplus notes	$ 8,865	$ 8,840	$ (25)	$ –	$ –	$ –
Common stocks	$ 7,245	$ 6,914	$ (331)	$ –	$ –	$ –
Short-term investments	$ –	$ –	$ –	$ –	$ –	$ –

5. Investments (continued)

As of December 31, 2019, the Company did not have more than 5% of its investment portfolio concentrated in a single issuer, industry, or state other than obligations of the U.S. government or U.S. government agencies and certain money market mutual funds.

Net investment income was derived from the following sources:

	Year Ended December 31	
	2019	**2018**
	(In Thousands)	
Income from bonds	**$ 80,490**	$ 77,309
Income from common stocks	**–**	2,761
Income from surplus notes	**411**	221
Income from cash, cash equivalents and short-term investments	**1,591**	2,132
Total investment income	**82,492**	82,423
Investment expenses	**(2,131)**	(1,908)
Net investment income	**$ 80,361**	$ 80,515

For the year ended December 31, 2019, prepayment penalties and acceleration fees reported as investment income were reported for twelve CUSIPs. The aggregate amount of investment income related to such penalties and fees was $0.9 million.

For the years ended December 31, 2019 and 2018, proceeds from dispositions of investments in bonds carried at amortized cost were $653.4 million and $716.4 million, respectively. For the years ended December 31, 2019 and 2018, gross realized gains of $34.5 million and $22.8 million, respectively, were realized on such dispositions. For the years ended December 31, 2019 and 2018, gross realized losses of $2.6 million and $10.1 million, respectively, were realized on such dispositions.

For the years ended December 31, 2019 and 2018, proceeds from dispositions of investments in common stock were $135.6 million and $25.0 million, respectively. Gross realized gains on such dispositions were $20.9 million and $7.1 million for the years ended December 31, 2019 and 2018, respectively. There were no gross realized losses on such dispositions for the years ended December 31, 2019 and 2018. The Company sold all its investments in common stocks in February 2019.

5. Investments (continued)

Investments in cash, cash equivalents and bonds carried at amortized cost of $4.5 million and $4.3 million as of December 31, 2019 and 2018, respectively, were on deposit with various regulatory authorities. Investments in cash, cash equivalents and bonds carried at amortized cost totaling $44.3 million and $35.0 million as of December 31, 2019 and 2018, respectively, were on deposit with an institutional trustee to provide a secure funding source for certain non-policy obligations that may become due in the future.

The carrying values of the Company's investment in the common stock of SCA entities were $33.2 million as of both December 31, 2019 and 2018. There were no changes in such carrying values for the years ended December 31, 2019 and December 31, 2018. In July 2018, the Company dissolved an SCA entity that was not conducting any active business. The Company recorded a realized gain of $13.3 million from such dissolution.

6. Income Taxes

FGIC Corp. files a consolidated U.S. federal income tax return which includes FGIC. The method of allocation between FGIC Corp. and FGIC is determined under an amended and restated income tax allocation agreement approved by the NYSDFS and is based upon separate return calculations.

6. Income Taxes (continued)

The following is a reconciliation of current federal income taxes computed at the statutory rate on income before provision for federal income taxes and the provision for current federal income taxes.

	Year Ended December 31	
	2019	**2018**
	(In Thousands)	
Income taxes computed at the statutory rate on income before provision for federal income taxes	**$ 4,706**	$ 9,231
Tax effect of:		
Tax-exempt interest	**–**	(91)
Provision to return adjustments	**30**	84
NOL carryforward adjustment	**–**	(10)
Change in valuation allowance	**(4,653)**	(1,924)
Change in unrealized gain on foreign currency	**–**	1
Realized gain on dissolution of subsidiary	**–**	(2,783)
Other, net	**60**	(507)
Expense for federal income taxes	**$ 143**	$ 4,001
Federal income tax benefit	**$ (2,875)**	$ (5,751)
Expense related to change in net deferred income taxes	**3,018**	9,752
Total statutory income taxes	**$ 143**	$ 4,001

The composition of current federal income tax benefit for the years ended December 31, 2019 and 2018 is as follows:

	Year Ended December 31	
	2019	**2018**
	(In Thousands)	
Current income tax:		
Federal	**$ (11,782)**	$ (11,150)
Federal income tax expense on net capital gains	**8,907**	5,399
Federal income tax benefit	**$ (2,875)**	$ (5,751)

6. Income Taxes (continued)

The change in net deferred income taxes is composed of the following:

	December 31		
	2019	**2018**	**Change**
	(In Thousands)		
Total adjusted gross deferred tax assets	**$ 249,121**	$ 271,632	$ (22,511)
Less: Total gross deferred tax liabilities	**246,245**	265,881	(19,636)
Net deferred tax asset	**$ 2,876**	$ 5,751	(2,875)
Less: tax effect of net unrealized gains (losses)			143
Change in net deferred income taxes			$ (3,018)

As of December 31, 2019, the Company had a domestic net operating loss ("NOL") carryforward of $3,214.4 million for federal income tax purposes, which will be available (subject to certain limitations) to offset future taxable income. If not used, the NOL carryforward will start expiring in 2029 through 2037 depending on the originating year.

As of December 31, 2019, the Company had an AMT credit carryforward of $2.9 million for federal income tax purposes. In the absence of offsetting taxable income, the Company may claim a refund of 50% of the remaining AMT credit carryforward in 2020 and 100% of the then remaining AMT credit carryforward in 2021. The Company has recognized the AMT credit as a current year recoverable to the extent it relates to refundable AMT credits for the 2019 tax year. The remaining AMT credit carryforward has been recognized as a deferred tax asset.

6. Income Taxes (continued)

		December 31, 2019
		(In Thousands)
Gross AMT credit recognized as:		
Current year recoverable	$	2,875
Deferred tax asset		2,876
Beginning balance of AMT credit carryforward		5,751
Amounts recovered		(2,875)
Adjustments		–
Ending balance of AMT credit carryforward		2,876
Non-admitted		–
Ending balance of AMT credit carryforward	$	2,876

As of December 31, 2019, the Company had a foreign tax credit carryforward of $0.8 million, which will be available to offset future foreign tax. If not used, the foreign tax credit carryforward will start expiring in 2034 through 2036 depending on the originating year.

The amount of federal income taxes incurred and available for recoupment in the event of future losses is $0.

In accordance with SSAP 101, *Income Taxes* ("SSAP 101"), the Company evaluates its deferred income tax asset to determine whether a valuation allowance is required. SSAP 101 requires that companies assess whether a valuation allowance should be established based on the consideration of all available evidence using a "more likely than not" standard. In making such judgments, significant weight is given to evidence that can be objectively verified. Management believes it is more likely than not that the amortization of the net unearned premium reserve, collection of future installment premiums on contracts already written, and income from the investment portfolio will not generate sufficient taxable income to realize the entire deferred tax asset that currently exists. Accordingly, a valuation allowance of $475.7 million was established against the Company's domestic net deferred tax asset as of December 31, 2019. This resulted in a net deferred tax asset of $2.9 million, which relates to the Company's AMT credit carryforward discussed above. Such net deferred tax asset is not admitted under SAP. The Company will continue to analyze the need for a valuation allowance on a quarterly basis. The Company's tax returns are subject to routine audits by the Internal Revenue Service and other taxing authorities.

6. Income Taxes (continued)

The following table presents the total of deferred tax assets and liabilities by tax character:

	December 31 2019	December 31 2018
	(In Thousands)	
Gross deferred tax assets:		
Ordinary income	**$ 694,955**	$ 742,608
Capital losses	**29,876**	9,387
Gross deferred tax assets	**724,831**	751,995
Statutory valuation allowance adjustment	**(475,710)**	(480,363)
Adjusted gross deferred tax assets	**249,121**	271,632
Deferred tax assets non-admitted adjustment	**(2,876)**	(5,751)
Subtotal net admitted deferred tax asset	**246,245**	265,881
Deferred tax liabilities:		
Ordinary income	**(246,176)**	(265,766)
Capital gains	**(69)**	(115)
Deferred tax liabilities	**(246,245)**	(265,881)
Net admitted deferred tax asset	**$ –**	$ –

6. Income Taxes (continued)

The tax effects of temporary differences that give rise to significant portions of the net deferred tax asset at December 31, 2019 and 2018 are presented below by tax component:

	December 31 2019	2018
	(In Thousands)	
Deferred tax assets:		
Premium revenue recognition	**$ 816**	$ 891
Net operating loss carryforward	**675,026**	700,074
Impairment losses on investments	**2,894**	4,839
AMT credit	**2,876**	5,751
Losses-salvage and subrogation recoverable	**3,148**	6,448
Unrealized loss from FGIC UK	**19,629**	19,629
Deemed repatriation of FGIC UK E&P	**4,423**	2,808
Other	**16,019**	11,555
Gross deferred tax assets	**724,831**	751,995
Statutory valuation allowance adjustment	**(475,710)**	(480,363)
Adjusted gross deferred tax assets	**249,121**	271,632
Deferred tax assets non-admitted adjustment	**(2,876)**	(5,751)
Net admitted gross deferred tax assets	**246,245**	265,881
Deferred tax liabilities:		
Tax basis losses incurred adjustment	**(245,180)**	(264,804)
Discount on bonds and other	**(1,065)**	(1,077)
Deferred tax liabilities	**(246,245)**	(265,881)
Net admitted deferred tax asset	**$ –**	$ –

7. Reinsurance

Pursuant to reinsurance agreements with other insurance companies (reinsurers), the Company has ceded, and the reinsurers have assumed, specified portions of certain of the Company's insured risks, in exchange for the Company paying to the reinsurers the related premiums (net of a ceding commission charged by the Company). The Company remains primarily liable to pay all claims under the related policies in accordance with the terms and conditions of such policies (as modified by the Rehabilitation Plan), and neither reinsurance nor the failure of a reinsurer to fulfill all its reinsurance obligations relieves the Company of its primary obligation to the policyholders. The reinsurer is responsible for its proportionate share of the entire amount of the policy claims in respect of the policies reinsured by the reinsurer, and that amount is not reduced or otherwise impacted by the payment the Company makes on such policy claims in accordance with the Rehabilitation Plan.

The Company regularly monitors the financial condition of its reinsurers. The Company evaluated the financial condition of its reinsurers and did not record a provision for reinsurance at December 31, 2019 or 2018.

Under most of the Company's reinsurance agreements, the Company has the right to reassume all the exposure ceded to a reinsurer (and receive all the remaining net unearned premiums ceded and any ceded loss reserves at that time) in the event of a specified ratings downgrade of the reinsurer or the occurrence of certain other events.

Under certain reinsurance agreements, the Company holds collateral in the form of letters of credit or trust accounts, which can be drawn on in the event of default by the related reinsurer. Such collateral totaled $34.4 million at December 31, 2019.

7. Reinsurance (continued)

The effects of reinsurance on premiums written and earned are as follows:

	Year Ended December 31			
	2019		2018	
	Written	Earned	Written	Earned
	(In Thousands)			
Direct premiums	**$ 4,419**	**$ 7,702**	$ 5,127	$ 6,896
Ceded premiums:				
Affiliates	**–**	**–**	–	–
Non-affiliates	**(220)**	**(272)**	(225)	(371)
Net premiums	**$ 4,199**	**$ 7,430**	$ 4,902	$ 6,525

From time to time, the Company may seek to commute reinsurance under certain reinsurance agreements or in respect of certain policies. In connection with these commutations, the Company will reassume the related insured risks.

The amount deducted from unearned premiums for reinsurance ceded to other companies was $0.8 million and $0.8 million at December 31, 2019 and 2018, respectively. The amount of commissions that would be required to be returned by the Company if all reinsurance was canceled was $0.2 million and $0.2 million at December 31, 2019 and 2018, respectively. The amount deducted from loss reserves for reinsurance ceded was $23.9 million and $23.3 million at December 31, 2019 and 2018, respectively. The amount deducted from loss adjustment expense reserves for reinsurance ceded was $0.2 million and $0.2 million at December 31, 2019 and 2018, respectively.

Amounts payable or recoverable for reinsurance on paid or unpaid losses are not subject to periodic or maximum limits.

The Company has no assumed exposure from other insurance companies under reinsurance agreements.

8. Loss Reserves

Loss reserves comprise the total amount of (i) the Claims Reserve, (ii) the DPO for all policies and (iii) the DPO Accretion for all policies, minus the Policy Revision Adjustment. The Policy Revision Adjustment shown in the table below is prescribed by NYSDFS Guidelines and reflects the reduction in the loss reserve components necessary to reflect a Minimum Surplus Amount of $66.4 million.

The loss reserve components as of December 31, 2019 and 2018 are summarized as follows:

	December 31	
	2019	**2018**
	(In Thousands)	
Claims Reserve	**$ 1,213,340**	$ 1,334,365
DPO	**1,414,003**	1,453,824
DPO Accretion	**231,886**	206,171
Total	**2,859,229**	2,994,360
Policy Revision Adjustment	**(1,180,546)**	(1,276,565)
Loss reserves, net balance at end of year	**$ 1,678,683**	$ 1,717,795

Claims Reserve

The Claims Reserve is calculated on a policy-by-policy basis for insured obligations, net of reinsurance, as of the reporting date (using the prescribed statutory discount rate which is based on the average rate of return on the Company’s admitted assets, which was 4.16% and 4.60% at December 31, 2019 and 2018, respectively). The amount of the discount applied to the Claims Reserve as of December 31, 2019 and 2018 was $775.2 million and $934.5 million, respectively. The amount of the discount decreased by $159.3 million and $34.5 million for the years ended December 31, 2019 and 2018, respectively. Any decrease (increase) in the amount of the discount is recorded as an increase (decrease) to losses incurred.

8. Loss Reserves (continued)

Activity related to the Claims Reserve for the years ended December 31, 2019 and 2018 is summarized as follows:

	December 31	
	2019	**2018**
	(In Thousands)	
Claims Reserve, beginning of year	**$ 1,334,365**	$ 1,518,188
Total Claims Reserve released related to:		
Current year	**–**	–
Prior years	**(50,159)**	(56,595)
Total released	**(50,159)**	(56,595)
Paid (net of recoveries received) related to:		
Current year	**–**	–
Prior years	**(1,992)**	(42,797)
Total paid	**(1,992)**	(42,797)
DPO related to policy claims paid at the applicable CPP, less DPO reductions:		
Current year	**–**	–
Prior years	**(68,874)**	(84,431)
Total related to DPO	**(68,874)**	(84,431)
Claims Reserve, end of year	**$ 1,213,340**	$ 1,334,365

As of December 31, 2019, FGIC's Claims Reserve was attributable nearly entirely to its Puerto Rico-related insured exposures and certain residential mortgage-backed securities ("RMBS") insured by FGIC. The Claims Reserve decreased $121.1 million to $1,213.3 million at December 31, 2019 from $1,334.4 million at December 31, 2018. The Claims Reserve released of $50.2 million for the year ended December 31, 2019 was primarily driven by decreases in estimated losses for certain FGIC-insured floating rate RMBS due to forward interest rate movements and certain recoveries that were not previously recorded, which were partially offset by a decrease in the amount of discount applied to the Claims Reserve.

8. Loss Reserves (continued)

The following table shows the gross and net par in force for FGIC's Puerto Rico-related insured exposures as of December 31, 2019:

	Gross Par In Force*	Net Par In Force*
	(In Thousands)	
Puerto Rico General Obligation	$ 189,655	$ 188,078
Puerto Rico Convention Center District Authority	97,075	97,075
Puerto Rico Highways and Transportation Authority (Trans Revs – Senior)	367,200	339,529
Puerto Rico Highways and Transportation Authority (Trans Revs – Subordinate)	27,320	27,320
Puerto Rico Infrastructure Financing Authority**	293,030	293,030
Total	$ 974,280	$ 945,032

* *With respect to any FGIC-insured exposure, (i) gross par in force is based on the outstanding principal amount of such exposure, as of the date of determination, but, if such exposure has been the subject of any permitted policy claim paid by FGIC at the CPP in accordance with the Rehabilitation Plan, the gross par in force is reduced by the total amount of all such permitted policy claims relating to principal (without duplication of any other actual reductions), not merely by the CPP portion thereof paid in cash, since the Rehabilitation Plan prohibits future policy claims for that principal amount or interest thereon, and (ii) net par in force means the gross par in force for such exposure net of any related reinsurance.*

** *Includes capital appreciation bonds (CABs) using their total original principal amount of $111.2 million. As of December 31, 2019, the total accreted value of these CABs was $217.4 million.*

8. Loss Reserves (continued)

The following table shows the scheduled net debt service due on FGIC's Puerto Rico-related insured exposures as of December 31, 2019, for each of the years presented:

	Puerto Rico General Obligation	Puerto Rico Convention Center District Authority	Puerto Rico Highways and Transportation Authority (Trans Revs – Senior)	Puerto Rico Highways and Transportation Authority (Trans Revs - Subordinate)	Puerto Rico Infrastructure Financing Authority	Total
			(In Thousands)			
2020	$ 26,244	$ 4,755	$ 24,820	$ 12,571	$ 54,716	$ 123,106
2021	95,132	19,075	38,486	17,258	54,712	224,663
2022	60,170	19,073	47,226	–	54,713	181,182
2023	1,579	19,076	28,866	–	8,045	57,566
2024	1,579	19,075	28,865	–	8,045	57,564
Thereafter	36,458	38,147	411,232	–	482,756	968,593
Total	$ 221,162	$ 119,201	$ 579,495	$ 29,829	$ 662,987	$ 1,612,674

FGIC's Puerto Rico-related insured exposures are subject to significant stress and credit deterioration arising from Puerto Rico's fiscal, financial, liquidity and other challenges. There is substantial uncertainty as to Puerto Rico's ability and willingness to pay its various debt service obligations, as discussed below.

Puerto Rico has defaulted on all semi-annual debt service payments on FGIC-insured Puerto Rico Infrastructure Financing Authority ("PRIFA") bonds due from and after January 1, 2016, FGIC-insured General Obligation ("GO") and GO Guaranteed bonds due from and after July 1, 2016, and FGIC-insured Puerto Rico Highways and Transportation Authority ("PRHTA") and Puerto Rico Convention Center District Authority ("PRCCDA") bonds due from and after July 1, 2017. Due to Puerto Rico's defaults, FGIC has made payments in accordance with the terms of its related policies (as modified by the Rehabilitation Plan) in respect of aggregate policy claims of approximately $358.4 million through December 31, 2019, and additional aggregate policy claims of approximately $22.5 million were received in January 2020. To the extent Puerto Rico continues to fail to pay scheduled debt service on FGIC-insured exposures as and when due, FGIC would be obligated to pay the related claims under its policies (as modified by the Rehabilitation Plan), and such claims could be material. While FGIC will seek to recover any claim payments it makes, there can be no assurance that FGIC will be able to recover any such payments.

8. Loss Reserves (continued)

On June 30, 2016, the President of the United States signed into law the Puerto Rico Oversight Management and Economic Stability Act ("PROMESA"). PROMESA, among other things, established the Financial Oversight and Management Board (the "Oversight Board") with broad responsibilities and authority for (i) overseeing the development of budgets and fiscal plans for the Commonwealth and its instrumentalities and (ii) initiating judicial processes under Title III of PROMESA to restructure the debts of the Commonwealth and its instrumentalities, by accessing multiple sections of the U.S. Bankruptcy Code (including cramdown provisions) that were not previously available to Puerto Rico. PROMESA also set forth collective action provisions intended to facilitate consensual debt restructurings pursuant to Title VI of PROMESA. PROMESA provided for an automatic stay of debt-related litigation and other enforcement actions upon its enactment (the "PROMESA Stay"), which expired on May 1, 2017.

On May 3, 2017, the Oversight Board filed a petition in the U.S. District Court for the District of Puerto Rico and thereby commenced a debt adjustment proceeding for the Commonwealth of Puerto Rico under Title III of PROMESA. On May 21, 2017, the Oversight Board filed a petition in the U.S. District Court for the District of Puerto Rico and thereby commenced a debt adjustment proceeding for PRHTA under Title III of PROMESA. The terms and timing for any final outcome of these Title III proceedings are uncertain but could materially impact FGIC.

On June 14, 2017, Judge Laura Taylor Swain (the federal judge hearing the Title III cases) entered an order designating a mediation team comprising five sitting federal judges to facilitate confidential settlement negotiations of any and all issues and proceedings arising in the Title III cases. On July 24, 2019, Judge Swain entered an order (i) staying the litigation of various issues in the Commonwealth and PRHTA Title III cases, including adversary proceedings and other disputes involving FGIC, and (ii) requiring litigants, including FGIC, to participate in the mediation of various matters before the designated mediators. Judge Swain from time to time has modified such order, among other things, to extend the litigation stay (currently to March 11, 2020) and to permit the filing and briefing of certain motions in certain actions, including actions involving FGIC (such order as modified, the "Stay and Mediation Order"). Since 2017, FGIC has participated in many mediation and negotiation sessions with no resolution of its claims.

The Oversight Board has certified several fiscal plans for the Commonwealth and PRHTA. On May 9, 2019, the Oversight Board certified a revised fiscal plan for the Commonwealth, which projects annual budgetary surpluses through 2037, followed by annual budgetary deficits (the "May 2019 Certified Fiscal Plan"). As was the case with prior certified fiscal plans for the

8. Loss Reserves (continued)

Commonwealth, this revised fiscal plan does not provide a high degree of detail regarding the underlying data, assumptions and rationales supporting those assumptions, which hinders the reconciliation and verification of the financial projections. In addition, the Oversight Board and the Commonwealth appear to be at odds over basic assumptions used in the revised fiscal plan. Consequently, it is difficult to predict with any certainty the ability and willingness of the Oversight Board and Commonwealth to pay, or allocate or appropriate funds for payment of, the existing contractual debt service obligations of the Commonwealth and its authorities and public corporations, including PRIFA and PRCCDA, shown in the revised fiscal plan.

On June 5, 2019, the Oversight Board certified a revised fiscal plan for PRHTA, which continues to exclude large sources of PRHTA revenues from the forecasted cash flows for PRHTA and consequently continues to show limited capacity to pay PRHTA’s existing contractual debt service obligations over the six-year period covered by such revised fiscal plan.

The Oversight Board may revise these certified fiscal plans if it determines that revisions are warranted. It is unclear, however, whether, or to what extent, the Oversight Board may revise these certified fiscal plans in the future. The nature and extent of any such revisions could be material to FGIC, since the final certified fiscal plans for the Commonwealth and PRHTA are intended to serve as the basis for the plans of adjustment in their respective Title III proceedings.

On September 27, 2019, the Oversight Board filed a joint plan of adjustment for the Commonwealth, the Employees Retirement System and the Puerto Rico Public Buildings Authority, in the Commonwealth’s Title III proceeding. The proposed plan of adjustment provides for, among other things, discounted recoveries for holders of GO and GO Guaranteed bonds and minimal recoveries for holders of PRIFA, PRCCDA and PRHTA bonds, which vary by bond type. On February 9, 2020, the Oversight Board disclosed that it had entered into an amended plan support agreement with holders of approximately $8 billion of GO and GO Guaranteed bonds (the “GO PSA”) and that it intends to file an amended proposed plan of adjustment based on the terms of the GO PSA on or before February 28, 2020. The GO PSA purportedly provides for, among other things, recoveries on pre-2011 GO bonds (which includes all the GO bonds insured by FGIC) equal to 74.9% of the related claim amount as of the Commonwealth’s Title III petition date and continues to provide for only minimal recoveries for holders of PRIFA, PRCCDA and PRHTA bonds (including the bonds insured by FGIC), which vary by bond type. FGIC is not a party to the GO PSA nor does FGIC support the GO PSA on its current terms. It is unclear, whether, or to what extent, the Oversight Board may further revise this proposed plan of adjustment in the future, but the nature and extent of any such revisions could be material to FGIC.

8. Loss Reserves (continued)

The Oversight Board has not yet filed a proposed plan of adjustment for PRHTA in PRHTA's Title III proceeding, and it is unclear when it will file such plan of adjustment. Any such proposed plan of adjustment, however, may provide for additional recoveries for holders of PRHTA bonds, including bonds insured by FGIC.

On February 15, 2019, the United States Court of Appeals for the First Circuit held that members of the Oversight Board were not appointed in compliance with the Appointments Clause of the U.S. Constitution, but it declined to invalidate any prior actions of the Oversight Board, including the PROMESA Title III proceedings commenced by the Oversight Board. On June 20, 2019, the Supreme Court of the United States granted the separate petitions of the Oversight Board and other parties to review the First Circuit's ruling. On July 2, 2019, the First Circuit extended the stay of its ruling, which had been in effect, pending disposition of the case by the Supreme Court. On October 18, 2019, the Supreme Court heard oral argument from the parties in interest. The Supreme Court's opinion, when rendered, may be material to FGIC.

FGIC has commenced various legal proceedings and taken various legal actions against the Commonwealth, the Oversight Board and others with respect to actions taken (or not taken) that affect the Puerto Rico-related exposures it insures, including those discussed in Note 14, Legal Proceedings.

The ultimate impact of PROMESA (including the Title III proceedings that have been or may be filed and legal challenges that have been or may be brought), laws enacted by the Commonwealth, executive orders issued by the Governor of Puerto Rico, and actions taken (or not taken) by the Oversight Board or the Commonwealth, on Puerto Rico and its fiscal, financial, liquidity and other challenges, including the payment or restructuring of its debt obligations (including those insured by FGIC), is uncertain, but could be material to FGIC.

As of December 31, 2019, FGIC's Claims Reserve for its Puerto Rico-related insured exposures was based on various factors and assumptions, including the possible timing and outcome of the Title III proceedings that have been or may be filed and legal challenges that have been or may be brought, the nature, timing and impact of disaster recovery efforts, the amount and timing of federal aid and assistance for Puerto Rico, and the impact of actions taken (or not taken) by the Oversight Board or the Commonwealth, and other matters, including those highlighted above. The establishment of such Claims Reserve is an inherently uncertain process involving numerous assumptions, estimates and subjective judgments by management about the outcome of future

8. Loss Reserves (continued)

events. Rulings, outcomes or other developments relating to, or otherwise affecting, Puerto Rico, including in the Title III proceedings, may lead to changes in the Claims Reserve for FGIC's Puerto Rico-related insured exposures and the policy claims that FGIC may be required to pay under its related policies, and such changes could be material. It is impossible to predict with any certainty how or when Puerto Rico will be able to resolve its debt and other challenges, and any such resolution could have a material effect on FGIC's Claims Reserve and the related policy claims that FGIC would be required to pay.

The cash flow projection models for estimating future losses and recoveries on insured RMBS utilize various important assumptions, including assumptions as to future mortgage loan performance (e.g., default rates, loss severity rates, and prepayment rates) and the amount and timing of collateral cash flows that are typically based on recent historical performance, the priority of application of those cash flows under the transaction documents, and future interest rates that are typically derived from forward interest rate curves. The Company has insured certain floating rate RMBS transactions. Accordingly, the Company is exposed to interest rate risk. For Claims Reserve purposes, each quarter the Company projects its insured exposure on these transactions using forward interest rate curves as of the end of the second month of such quarter. For such RMBS transactions, increases or decreases in the interest rates comprising such curves as compared to the prior quarter could significantly impact the related Claims Reserve, and such changes could be material. The Claims Reserve should be most significantly impacted on such RMBS transactions where FGIC is not required to pay policy claims relating to principal losses until legal maturity of the transactions (2035-2037) because they will continue to have relatively high principal balances on which interest generally will accrue except as otherwise provided in the transaction documents. The establishment of the Claims Reserve for RMBS is an inherently uncertain process involving numerous assumptions, estimates and subjective judgments by management about the outcome of future events. Actual loan performance and other RMBS-related developments (including interest rate movements) may lead to changes in the Claims Reserve for RMBS, and such changes could be material.

The Company believes that the Claims Reserve as of December 31, 2019 is adequate. However, the establishment of the Claims Reserve is an inherently uncertain process involving numerous assumptions, estimates and subjective judgments by management about the outcome of future events.

8. Loss Reserves (continued)

Small changes in the assumptions, estimates or judgments used by management, which may arise from, among other things, the matters highlighted above, including further deterioration in FGIC-insured Puerto Rico-related exposures or the performance of FGIC-insured RMBS, interest rate movements, or changes in the ability or willingness of insured obligors (including Puerto Rico-related entities) to pay their debt service obligations, could result in significant changes in the Company's loss expectations and the related Claims Reserve. These changes will not affect the Company's loss reserve or operating results as long as a Policy Revision Adjustment is required to be made. There can be no assurance that the Company's estimate of the Claims Reserve is accurate. Accordingly, there can be no assurance that the total amount of policy claims permitted by the Company after December 31, 2019 will not exceed or be less than its Claims Reserve at December 31, 2019, and it is possible that they could significantly exceed such reserve.

The Company reviews its insured obligations on a regular basis with the objective of monitoring credit quality and performance, identifying credit deterioration, and avoiding or minimizing losses. Based on these reviews, the Company assigns each insured obligation to one of the following risk categories, to set the extent and frequency of the Company's ongoing surveillance efforts:

Risk Category 1 – Performing – Regular Surveillance

Includes insured obligations that are performing with no expectation of loss in current or anticipated circumstances. Insured obligations assigned to this risk category are reviewed on at least an annual basis.

Risk Category 2 – Performing – Heightened Surveillance

Includes insured obligations that are performing with no expectation of loss in current or anticipated circumstances, but which have been identified as deserving heightened surveillance due to the occurrence of one or more factors that have impacted, or may impact, the credit quality of the insured obligation, such as financial, economic, political, legal, contractual, performance or other issues adversely impacting an issuer/transaction or an entire sector or category of insured obligations, the breach of one or more representations, covenants or deal triggers by the issuer/transaction, or the downgrade of an insured obligation to low or below investment grade. Insured obligations assigned to this risk category are reviewed on at least a semi-annual basis.

8. Loss Reserves (continued)

Risk Category 3 – Credit Deterioration – Possible Loss

Includes insured obligations that have suffered credit deterioration sufficient to create a significant possibility of loss in the future, but for which no losses have been incurred or are judged to be probable. Insured obligations assigned to this risk category are reviewed on at least a quarterly basis.

Risk Category 4 – Actual or Probable Payment Default

Includes insured obligations for which a payment default has occurred or is probable. Claims Reserves are established for insured obligations for which the ultimate loss can be reasonably estimated and are inclusive of any anticipated recoveries of loss payments. Insured obligations assigned to this risk category are reviewed on at least a quarterly basis.

The following table is a breakdown, as of December 31, 2019, of the Company's portfolio of insured obligations assigned to risk categories 2, 3 and 4:

	Risk Category 2	Risk Category 3	Risk Category 4	Total
	(Dollars in Thousands)			
Number of policies	14	–	83	97
Remaining weighted-average contract period (in years)	12	–	9	XXX
Insured contractual payments outstanding:				
Principal	$ 605,085	$ –	$ 2,990,338	$ 3,595,423
Interest	143,000	–	1,347,950	1,490,950
Total	$ 748,085	$ –	$ 4,338,288	$ 5,086,373
Gross Claims Reserve	$ –	$ –	$ 2,273,871	$ 2,273,871
Less:				
Gross projected recoveries	–	–	231,070	231,070
Discount	–	–	795,384	795,384
Gross Claims Reserve, net of discount and projected recoveries	$ –	$ –	$ 1,247,417	$ 1,247,417
Unearned premiums	$ 2,594	$ –	$ 25,451	$ 28,045
Reinsurance recoverable reported in the balance sheet	$ –	$ –	$ 41	$ 41

8. Loss Reserves (continued)

In RMBS, asset-backed securities and other securitization transactions insured by FGIC, the structure of the waterfall of cash flows in the transaction documents and applicable terms and conditions of the Rehabilitation Plan may permit FGIC to recover claims paid from subsequent cash flows. The projected recoveries in the above table reflect FGIC's current estimate of these recoveries, but there can be no assurance that such recoveries will be received by FGIC. The Company's insured obligations are structured to provide for rights and remedies in order to mitigate claim loss exposure. Loss mitigation activities may include making repurchase claims or pursuing other claims for breaches of representations and warranties by the originator or others, obtaining appraisals of collateral or reviews of loan files, enforcing collateral provisions and covenants of the servicer or others, more frequent meetings with the issuer or servicer, evaluating the financial position of the originator or servicer, renegotiating financial covenants, triggers, or terms of servicing, enforcing rights to remove and replace the servicer, evaluating restructuring plans or bankruptcy proceedings, and commencing litigation or arbitration proceedings as and where appropriate.

There can be no assurance that any loss mitigation efforts will be successful, or as to the magnitude of any benefit that might be derived from any such efforts that are successful.

In accordance with the Rehabilitation Plan, each reinsurer is obligated to pay FGIC in full in cash for such reinsurer's reinsured portion of the entire amount of each permitted policy claim covered by the reinsurance, in each case without giving effect to the modification of FGIC's policy obligations and regardless of the amount paid in cash by FGIC on account of such policy claim. Any reinsurance recoverable on losses is calculated in a manner consistent with the calculation of the gross Claims Reserve and reflected in the Claims Reserve as a reduction of the liability.

8. Loss Reserves (continued)

DPO

Activity in the DPO for the years ended December 31, 2019 and 2018 is summarized as follows:

	December 31 2019	December 31 2018
	(In Thousands)	
DPO, beginning of year	**$ 1,453,824**	$ 1,484,761
Payments of DPO	**(133,331)**	(138,789)
DPO related to policy claims paid at the applicable CPP, less DPO reductions	**68,874**	84,431
DPO increases related to amounts recovered by FGIC	**24,636**	23,421
DPO, end of year	**$ 1,414,003**	$ 1,453,824

DPO Accretion

Activity in the DPO Accretion for the years ended December 31, 2019 and 2018 is summarized as follows:

	December 31 2019	December 31 2018
	(In Thousands)	
DPO Accretion, beginning of year	**$ 206,171**	$ 171,972
DPO Accretion for the year	**42,944**	48,825
Payments of DPO Accretion	**(17,229)**	(14,626)
DPO Accretion, end of year	**$ 231,886**	$ 206,171

8. Loss Reserves (continued)

Policy Revision Adjustment

Activity in the Policy Revision Adjustment for the years ended December 31, 2019 and 2018 is summarized as follows:

	December 31	
	2019	**2018**
	(In Thousands)	
Policy Revision Adjustment, beginning of year	**$ (1,276,565)**	$ (1,331,071)
Decrease in Policy Revision Adjustment	**96,019**	54,506
Policy Revision Adjustment, end of year	**$ (1,180,546)**	$ (1,276,565)

9. Loss Adjustment Expense Reserve

The Company estimates a loss adjustment expense reserve based on the ultimate future net cost, determined using internally developed estimates, of the efforts involved in managing and mitigating existing and future policy claims and recovering or mitigating its policy losses and liabilities.

9. Loss Adjustment Expense Reserve (continued)

Activity in the loss adjustment expense reserve for the years ended December 31, 2019 and 2018 is summarized as follows:

	December 31 2019	December 31 2018
	(In Thousands)	
Net balance at beginning of year	**$ 16,646**	$ 26,828
(Released) incurred related to:		
Current year	**–**	–
Prior years	**(148)**	3,190
Total (released) incurred	**(148)**	3,190
Paid related to:		
Current year	**–**	–
Prior years	**(7,090)**	(13,372)
Total paid	**(7,090)**	(13,372)
Net balance at end of year	**$ 9,408**	$ 16,646

10. Related-Party Transactions

The Company is a party to cost-sharing agreements with FGIC Corp. and FGIC UK, pursuant to which the Company may provide these affiliates with management, administrative and other services, the Company may incur and pay costs and other expenses that benefit these affiliates, and these affiliates are obligated to pay the Company for the allocated cost of such services and to reimburse the Company for their allocated share of such expenses paid by the Company. Such shared costs and expenses are allocated to affiliates and vary depending on the assumptions underlying the allocations. The Company allocated costs and expenses of $0.8 million and $1.4 million to its affiliates in 2019 and 2018, respectively.

10. Related-Party Transactions (continued)

The Company is a party to an amended and restated income tax allocation agreement with FGIC Corp. (see Note 6, Income Taxes).

The assets provided by the City of Detroit, Michigan in connection with the settlement of certain claims related to the FGIC-insured certificates of participation (the "COPs") issued by the Detroit Retirement Systems Funding Trust 2005 and the Detroit Retirement Systems Funding Trust 2006 (together, the "COPs Trusts") pursuant to Detroit's bankruptcy plan were transferred to Gotham Motown Recovery, LLC ("GMR"), a Delaware limited liability company formed in 2016 for the purpose of owning, managing, administering, and otherwise dealing with such assets. Following the sale of the last of such assets owned by GMR and the distribution of GMR's remaining cash assets (net of an expense reserve) to the COPs Trusts (as members of GMR), GMR was dissolved and liquidated in December 2019. The COPs Trusts distributed substantially all of such distributions to the holders of the COPs in January 2020. At such time, FGIC owned 43.5% of the COPs by virtue of having paid policy claims in cash, and accordingly FGIC received 43.5% of such distributions made by the COPs Trusts, which FGIC recorded as a reduction to losses incurred for the year ended December 31, 2019. Expense reimbursements that FGIC received from GMR in connection with acting as the managing member of GMR were recorded as reductions to other underwriting expenses. In accordance with SAP, FGIC did not assign any value as an asset to its membership interest in GMR nor does it assign any such value to its ownership of COPs.

11. Employee Benefit Plans

Since January 1, 2004, the Company has offered a defined contribution savings plan under Section 401(k) of the Internal Revenue Code. This plan covers substantially all employees who meet minimum age and service requirements and allows participants to defer a portion of their annual compensation on a pre-tax basis. The Company makes matching contributions to the plan on behalf of employees. The Company contributed $0.5 million and $0.6 million to the plan on behalf of employees for the years ended December 31, 2019 and 2018, respectively.

Effective April 1, 2014, the Company adopted a Long-Term Incentive Plan, a non-qualified, unfunded deferred compensation plan for certain employees (the "LTIP"). All issued and outstanding LTIP units are valued at least annually by the Compensation Committee of the Board of Directors based on specified metrics in accordance with the LTIP. The LTIP units issued in 2014 vested 100% on December 31, 2016 and the benefits under 50% of the units were paid in the first quarter of 2017 and the benefits under the remainder were paid in the first quarter of 2019.

11. Employee Benefit Plans (continued)

The LTIP units issued in 2015 vested 100% on December 31, 2017 and the benefits under all such units were paid in the first quarter of 2018. The LTIP units issued in 2016 vested 100% on December 31, 2019 and the benefits under all such units will be paid in the first quarter of 2020. For the years ended December 31, 2019 and 2018, the benefits accrued under the LTIP were $2.1 million and $1.5 million, respectively.

12. Dividends

Under the Rehabilitation Plan, equity interests (i.e., the interests of any holders of the issued and outstanding shares of the common or preferred stock of the Company) in existence as of the commencement date of FGIC's rehabilitation proceeding remain in existence; provided, however, that no holder of any of these shares shall be entitled to any distributions, dividends or other payments on account of its shares until all actual and expected permitted secured claims, permitted administrative expense claims, permitted policy claims, permitted non-policy claims and permitted late-filed claims are paid in full in cash or fully reserved for, as determined by FGIC with the express written consent of the NYSDFS.

During the years ended December 31, 2019 and 2018, FGIC did not declare or pay dividends.

13. Underwriting Exposure

Concentrations of Credit Risk

The Company's insured portfolio as of December 31, 2019 was diversified by geographic and bond market sector, with no single obligor representing more than 8.0% of the Company's net par in force. The total of Puerto Rico-related obligors represents 19.0% of the Company's net par in force.

13. Underwriting Exposure (continued)

The following presents the Company's gross and net par in force by category as of December 31, 2019:

	Gross Par In Force	Net Par In Force	% of Total Net Par In Force
	(Dollars in Thousands)		
U.S. public finance			
Tax backed	$ 792,550	$ 764,836	15%
Project finance	639,865	494,814	10
General obligation	272,516	266,896	6
Water and sewer	100	100	–
Investor-owned utilities	10,500	10,500	–
Housing	19,966	19,957	–
Higher education	4,650	4,650	–
Total U.S. public finance	1,740,147	1,561,753	31
U.S. structured finance			
RMBS	2,123,289	2,116,454	43
Student loan	156,123	156,123	3
RV/marine	149	149	–
Total U.S. structured finance	2,279,561	2,272,726	46
International			
Project finance	1,048,597	1,048,597	21
Investor-owned utilities	79,512	79,512	2
Toll road	15,491	15,491	–
Total international	1,143,600	1,143,600	23
Total	$ 5,163,308	$ 4,978,079	100%

13. Underwriting Exposure (continued)

As of December 31, 2019, the Company's RMBS exposure consisted of various collateral types as set forth in the table below.

	Number of Policies In Force	Net Par In Force	% of Total
	(Dollars in Thousands)		
Alt-A (1st lien)	15	$ 364,860	17%
HELOC	17	280,245	13
Closed end seconds	8	557,685	26
Subprime (1st lien)	30	913,619	44
Prime (1st lien)	1	45	–
Total	71	$ 2,116,454	100%

As of December 31, 2019, the Company's ceded reinsurance was as follows:

Reinsurer	Reinsurer Rating (S&P)	Ceded Principal Outstanding	Ceded UPR	Reinsurance Recoverable on Paid and Unpaid Losses
		(Dollars in Thousands)		
Assured Guaranty Re Ltd.	AA	$ 179,553	$ 770	$ 24,378
Assured Guaranty Corp.	AA	5,655	23	(671)
Total		$ 185,208	$ 793	$ 23,707

14. Legal Proceedings

FGIC may be involved from time to time in various legal proceedings filed against it. In addition, FGIC has received, and may in the future receive, various subpoenas, regulatory inquiries, requests for information and document preservation letters. Defending against legal proceedings and responding to subpoenas, regulatory inquiries, requests for information and document preservation letters may involve significant expense and diversion of management's attention and other FGIC resources.

FGIC has asserted, and from time to time may assert, claims in legal or arbitration proceedings against third parties to recover losses already incurred by FGIC or to mitigate future losses that FGIC may incur, including the lawsuits described below. The amount of losses that FGIC may recover or mitigate as a result of these proceedings is uncertain, although, in the event of favorable outcomes or settlements, such amount could be material to FGIC's results of operations, financial position, profitability or cash flows.

In *Financial Guaranty Insurance Company v. The Putnam Advisory Company, LLC* (U.S. District Court for the Southern District of New York, filed October 1, 2012 and thereafter amended on November 19, 2012), FGIC sued The Putnam Advisory Company ("Putnam"), alleging fraud, negligent misrepresentation and negligence by Putnam in connection with the Pyxis ABS CDO 2006-1 transaction for which Putnam acted as collateral manager. On September 10, 2013, FGIC's complaint was dismissed, with leave to file a further amended complaint. On September 30, 2013, FGIC filed a further amended complaint. On April 28, 2014, the District Court granted Putnam's motion to dismiss FGIC's claims. On April 15, 2015, the United States Court of Appeals for the Second Circuit vacated the District Court's dismissal of FGIC's complaint and remanded the case for further proceedings. On May 18, 2015, Putnam filed its answer to the complaint. On September 10, 2019, the District Court denied FGIC's motion for summary judgment as to its claims arising from Putnam's negligent misrepresentation and negligence, and denied the principal elements of Putnam's motion for summary judgment as to FGIC's claims. The District Court has scheduled FGIC's claims for trial commencing on April 27, 2020.

In November 2019, the parties settled the dispute that was the subject of *Financial Guaranty Insurance Company v. Morgan Stanley ABS Capital I Inc. and Morgan Stanley Mortgage Capital Holdings LLC,* (N.Y. Sup.Ct., Index No. 652853/2014, filed on September 19, 2014), concerning the securitization transaction known as Basket of Aggregated Residential NIMS 2007-1.

14. Legal Proceedings (continued)

In *Financial Guaranty Insurance Company v. Morgan Stanley*, *et al.*, (N.Y. Sup.Ct., Index No. 652914/2014, filed on September 23, 2014), FGIC sued Morgan Stanley ABS Capital I Inc., Morgan Stanley Mortgage Capital Holdings LLC, Morgan Stanley and Morgan Stanley & Co. LLC (collectively, "Morgan Stanley"), and Saxon Mortgage Services, Inc. ("Saxon"), alleging, *inter alia*, that (i) Morgan Stanley fraudulently induced FGIC to insure the RMBS transaction known as MSAC 2007-NC4; (ii) Morgan Stanley breached various warranties and affirmative covenants, including their obligations to repurchase breaching or fraudulent mortgage loans and to reimburse FGIC for payments made under the related FGIC policy; and (iii) Saxon breached its warranties and obligations under the Pooling and Servicing Agreement for the MSAC 2007-NC4 transaction, including its obligation to provide notice of breaching mortgage loans. On January 23, 2017, the trial court denied in its entirety defendant's motion to dismiss FGIC's claims. On March 1, 2017, defendants filed their answer to the complaint. On September 13, 2018, the Appellate Division of the Supreme Court of New York, First Department, modified the decision of the trial court and granted defendants' motion to dismiss FGIC's fraud claim, but otherwise affirmed the trial court's decision denying defendants' motions to dismiss. On December 20, 2018, FGIC's motion for leave to reargue or appeal this dismissal was denied by the Appellate Division. On January 9, 2020, FGIC served an amended complaint that added (i) allegations that Morgan Stanley had been grossly negligent in selecting the mortgage loan pool for the MSAC 2007-NC4 transaction and (ii) a cause of action related to Morgan Stanley's failure to notify FGIC of breaches of loan warranties.

In Assured Guaranty Corp., et al. v. Commonwealth of Puerto Rico, et al., (D.P.R., Case No. 17-00156-LTS, filed on June 3, 2017, and thereafter amended on July 23, 2017), FGIC, Assured Guaranty Corp., Assured Guaranty Municipal Corp., and National Public Finance Guarantee Corporation commenced an adversary proceeding in the PRHTA Title III case seeking to enforce the special revenue protections of the U.S. Bankruptcy Code (11 U.S.C. §§ 902, 922(d), 928(a)), which Congress incorporated into Title III proceedings under PROMESA, with respect to special revenues pledged to secure the repayment of PRHTA bonds. Plaintiffs seek (i) a declaration that defendants have violated Sections 922(d) and 928(a) of the U.S. Bankruptcy Code, and that efforts to compel defendants to transfer such pledged revenues to pay for debt service on PRHTA bonds are not stayed, (ii) injunctive relief prohibiting defendants from taking or causing to be taken any action that would further violate Sections 922(d) and 928(a) of the U.S. Bankruptcy Code and ordering defendants to remit revenues securing the PRHTA Bonds in accordance with such Sections, and (iii) declaratory relief that all funds held in the PRHTA bond reserve accounts are property of the PRHTA bondholders and are being improperly withheld. On January 30, 2018, the District Court granted defendants' motion to dismiss this adversary proceeding. On March 26,

14. Legal Proceedings (continued)

2019, the United States Court of Appeals for the First Circuit affirmed the District Court's dismissal of this adversary proceeding. On July 31, 2019, the United States Court of Appeals for the First Circuit denied plaintiffs' petition for panel rehearing or rehearing *en banc* of this decision. On January 13, 2020, the Supreme Court of the United States denied the other plaintiffs' petition for writ of certiorari with respect to the First Circuit's decision.

In *Assured Guaranty Corp., et al. v. Commonwealth of Puerto Rico, et al.,* (D.P.R., Case No. 18-00059-LTS, filed on May 23, 2018), FGIC, Assured Guaranty Corp., and Assured Guaranty Municipal Corp. commenced an adversary proceeding in the Commonwealth of Puerto Rico's Title III case seeking a judgment declaring that the revised fiscal plan for the Commonwealth that was certified by the Oversight Board on April 29, 2018, is unlawful and unconstitutional based on, among other things, violations of various provisions of PROMESA and the Contracts, Takings and Due Process Clauses of the U.S. Constitution, and declaring that the Oversight Board cannot use the revised fiscal plan as the basis for proposing a plan of adjustment in the Commonwealth's Title III case. Since July 24, 2019, this adversary proceeding has been stayed pursuant to the Stay and Mediation Order. This adversary proceeding had previously been stayed by judicial order from August 13, 2018, until June 24, 2019.

In *The Financial Oversight and Management Board for Puerto Rico, et al. v. Ambac Assurance Corporation, et al.* (D.P.R. Case No. 19-00363, filed on May 20, 2019), the Oversight Board, the Official Committee of Unsecured Creditors and PRHTA commenced an adversary proceeding in PRHTA's Title III case against numerous parties, including FGIC and other insurers and holders of PRHTA bonds, seeking, among other things, declaratory judgments that such parties do not possess a security interest in anything beyond revenues received by PRHTA and deposited in accounts held by the fiscal agent, and that such parties' claims, to the extent they are valid, are unsecured. On June 11, 2019, FGIC filed its answer, counterclaims and third-party claims, seeking declaratory judgments that (i) FGIC has a lawful lien or priority in the revenues and taxes pledged to secure the PRHTA bonds, and that these pledged revenues and taxes are not subject to clawback or the conditions for effectuating any clawback have not been satisfied, (ii) the Oversight Board acted *ultra vires* and in violation of the U.S. and Commonwealth Constitutions when approving certain fiscal plans and budgets for the Commonwealth and PRHTA and (iii) such fiscal plans and budgets are void. FGIC further seeks through its and counterclaims and third-party claims both writs of mandamus and prohibition to: (a) require the Oversight Board to revoke the invalid fiscal plans and budgets and to develop and approve legal fiscal plans and budgets respecting such liens and priorities of the PRHTA bonds; and (b) prohibit the Oversight Board from approving any fiscal

14. Legal Proceedings (continued)

plans or budgets that do not respect such liens and priorities and from proposing any plan of adjustment that is *per se* unconfirmable. Since July 24, 2019, this adversary proceeding has been stayed pursuant to the Stay and Mediation Order.

In *The Financial Oversight and Management Board for Puerto Rico, et al v. Autonomy Master Fund Limited, et al.* (D.P.R. Case No. 19-00291, filed on May 2, 2019), the Oversight Board and the Official Committee of Unsecured Creditors commenced an adversary proceeding in the Commonwealth's Title III case against numerous parties, including FGIC and other insurers and holders of the Commonwealth's general obligation and guaranteed debt, seeking, among other things, declaratory judgments that such parties do not hold consensual or statutory liens against the Commonwealth's good faith, credit, and taxing power, available resources, allocable revenues or property tax revenues, and that such parties' claims, to the extent they are valid, are unsecured. Since July 24, 2019, this adversary proceeding has been stayed pursuant to the Stay and Mediation Order (except with respect to limited motions to dismiss in which FGIC is not participating).

On June 21, 2019, FGIC filed a joinder to Ambac Assurance Corporation's motion concerning application of the automatic stay to the rum tax revenues pledged to secure certain PRIFA bonds (D.P.R. Case No. 17-bk-3283-LTS, filed on May 30, 2019), which motion Assured Guaranty Corp. and Assured Guaranty Municipal Corp. have also joined. This motion requests an order finding that the automatic stay does not apply to two lawsuits relating to these PRIFA bonds or, in the alternative, relief from the automatic stay to pursue the two lawsuits in alternative forums or an order requiring the Commonwealth to provide adequate protection with respect to the movants' interests in such pledged revenues securing the PRIFA bonds. Since July 24, 2019, this motion has been stayed pursuant to the Stay and Mediation Order. On December 19, 2019, the District Court modified the Stay and Mediation Order to permit the filing of motions to amend, and briefing, on this motion. On January 30, 2020, the District Court granted the movants' motion for leave to amend this motion to allow the movants to present their arguments in light of intervening judicial decisions and to address significant factual developments, and to allow the Trustee for the PRIFA bonds to join the amended motion.

On January 16, 2020, FGIC, Assured Guaranty Corp., Assured Guaranty Municipal Corp., Ambac Assurance Corporation, and National Public Finance Guarantee Corporation filed a motion in the PRHTA and Commonwealth Title III cases seeking an order lifting the automatic stay in both cases to permit movants to bring one or more actions (other than before a Title III judge) seeking, among other things, application of the pledged revenues to the payment of the PRHTA bonds, including by enforcing the movants' liens on the pledged revenues, or, in the alternative, ordering adequate protection of the movants' interests in the pledged revenues.

14. Legal Proceedings (continued)

On January 16, 2020, FGIC, Assured Guaranty Corp., Assured Guaranty Municipal Corp., Ambac Assurance Corporation, and the Bank of New York Mellon, as Trustee, filed a motion in the Commonwealth's Title III case seeking an order declaring that the automatic stay does not apply to the movants' efforts to pursue an action against the PRCCDA and other persons (other than the Commonwealth) to enforce the movants' rights to the hotel taxes pledged to secure the repayment of the PRCCDA bonds.

In *The Financial Oversight and Management Board for Puerto Rico, et al. v. Ambac Assurance Corporation, et al.* (D.P.R. Case No. 20-00003, filed on January 16, 2020), the Oversight Board commenced an adversary proceeding in the Commonwealth's Title III case against numerous parties, including FGIC and other insurers and holders of PRIFA bonds, seeking, among other things, a judgment disallowing each and every defendants' proofs of claim filed against the Commonwealth relating to the PRIFA bonds.

In *The Financial Oversight and Management Board for Puerto Rico, et al. v. Ambac Assurance Corporation, et al.* (D.P.R. Case No. 20-00004, filed on January 16, 2020), the Oversight Board commenced an adversary proceeding in the Commonwealth's Title III case against numerous parties, including FGIC and other insurers and holders of PRCCDA bonds, seeking, among other things, a judgment disallowing each and every defendants' proofs of claim filed against the Commonwealth relating to the PRCCDA bonds.

In *The Financial Oversight and Management Board for Puerto Rico, et al. v. Ambac Assurance Corporation, et al.* (D.P.R. Case No. 20-00005, filed on January 16, 2020), the Oversight Board commenced an adversary proceeding in the Commonwealth's Title III case against numerous parties, including FGIC and other insurers and holders of PRHTA bonds, seeking, among other things, a judgment disallowing each and every defendants' proofs of claim filed against the Commonwealth relating to the PRHTA bonds.

In *The Financial Oversight and Management Board for Puerto Rico, et al. v. Ambac Assurance Corporation, et al.* (D.P.R. Case No. 20-00007, filed on January 16, 2020), the Oversight Board, the Official Committee of Unsecured Creditors and PRHTA commenced an adversary proceeding in PRHTA's Title III case against numerous parties, including FGIC and other insurers and holders of PRHTA bonds, seeking, among other things, a judgment disallowing each and every defendants' proofs of claim filed against PRHTA relating to the PRHTA bonds.

14. Legal Proceedings (continued)

In *Financial Guaranty Insurance Company v. Alejandro García Padilla, et al.*, (D.P.R., Case No. 3:16-cv-01095, filed on January 19, 2016), FGIC commenced an action for declaratory judgment and injunctive relief seeking, *inter alia*, to invalidate the executive orders issued by the Governor of Puerto Rico on November 30 and December 7, 2015, authorizing the Commonwealth's Treasury Department to clawback certain revenues assigned or pledged to secure the payment of bonds issued by PRIFA, PRHTA and PRCCDA, including bonds insured by FGIC, on the grounds that they are preempted by federal law and/or violate the Contracts, Due Process, Takings, and Equal Protection Clause of the United States Constitution. On January 21, 2016, FGIC's action was consolidated with an analogous action brought by Assured Guaranty Corp., Assured Guaranty Municipal Corp., and Ambac Assurance Corporation.

On October 4, 2016, the District Court entered an order denying all defendants' motions to dismiss FGIC's claims, except that it dismissed FGIC's preemption-based claim. This action was subject to the PROMESA Stay, and it is now stayed by the commencement of the Commonwealth's PROMESA Title III proceeding.

On March 16, 2017, FGIC filed a motion for leave to intervene as a plaintiff in Lex Claims, LLC, et al. v. The Commonwealth of Puerto Rico, et al., (D.P.R. Case No. 3:16-cv-02374, filed on July 20, 2016), which case was filed by a group of holders of the Commonwealth's general obligation bonds challenging, *inter alia*, the validity of the Puerto Rico Emergency Moratorium and Financial Rehabilitation Act, related executive orders, and the availability of resources pledged to pay bonds issued by the Puerto Rico Sales Tax Financing Corporation (also known by its acronym in Spanish, "COFINA"). Before the District Court ruled on FGIC's motion to intervene, the United States Court of Appeals for the First Circuit, on April 4, 2017, ruled that the PROMESA Stay applied to all claims asserted by the original plaintiffs in this action. Therefore, FGIC's motion for leave to intervene was similarly subject to the PROMESA Stay, and it is now stayed by the commencement of the Commonwealth's PROMESA Title III proceeding.

15. Commitments and Contingencies

In November 2016, FGIC entered into a lease agreement for office space in New York City, with a lease term commencing on February 1, 2017 and ending on December 31, 2026. The lease requires FGIC to make specified monthly base rent payments, with annual escalations each February 1.

As of December 31, 2019, future minimum rent payments under this lease are as follows:

	Year Ended December 31 *(In Thousands)*
2020	$ 492
2021	550
2022	565
2023	580
2024	596
2025 and thereafter	1,243
Total	$ 4,026

Rent expense for the years ended December 31, 2019 and 2018 was $0.5 million and $0.5 million, respectively.

16. Subsequent Events

Subsequent events described elsewhere in the notes to these financial statements include in Note 8, Loss Reserves, information about developments concerning FGIC's Puerto Rico-related insured exposures, in Note 10, Related Party Transactions, information about developments concerning certain distributions on the COPs, and in Note 14, Legal Proceedings, information about developments concerning certain legal proceedings.

The date through which subsequent events have been evaluated is February 24, 2020.

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