

NORTH CAROLINA

IN THE GENERAL COURT OF JUSTICE
SUPERIOR COURT DIVISION
18 CVS 14480

WAKE COUNTY

MIKE CAUSEY,
 COMMISSIONER OF INSURANCE
 OF NORTH CAROLINA,

 Petitioner,

 NORTH CAROLINA MUTUAL
 LIFE INSURANCE COMPANY,
 A North Carolina Domiciled
 Insurance Company,

 Respondent.

DOMICILIARY LIQUIDATOR'S
QUARTERLY REPORT

NOW COMES the Commissioner of Insurance of North Carolina and Liquidator of North Carolina Mutual Life Insurance Company (Liquidator), and hereby makes this report pursuant to North Carolina General Statute § 58-30-105 and the Order of this Court dated October 11, 2022, which requires the Liquidator to make a quarterly report to the Court including a statement of receipts and disbursements to date and a statement of financial position (balance sheet). Attached hereto and incorporated herein by reference as Exhibit A, is the statement of financial position as of December 31, 2022, and the statement of receipts and disbursements of NC Mutual for the three months ending December 31, 2022, and for the period from December 3, 2018, the date of rehabilitation, through December 3, 2022, by the Special Deputy Liquidator on behalf of the Liquidator.

This the 23rd day of August, 2024.

JOSH STEIN
ATTORNEY GENERAL
Attorney for Petitioner,

By: M. Denise Stanford
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CERTIFICATE OF SERVICE

I, the undersigned attorney, do certify that a copy of the foregoing pleading or paper was served as follows:

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in the following manner:

() by United States mail, first class postage prepaid, as provided by Rule 5(b) of the North Carolina Rules of Civil Procedure,

() by facsimile transmission to the facsimile number set out above, as provided by Rule 5 of the North Carolina Rules of Civil Procedure,

(XX) by electronic mail.

This the 23rd day of August, 2024.

JOSH STEIN
ATTORNEY GENERAL
Attorney for Petitioner,

By: 

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**NORTH CAROLINA MUTUAL LIFE INSURANCE COMPANY
NORTH CAROLINA COMMISSIONER OF INSURANCE AS RECEIVER**

BALANCE SHEET

AS OF MARCH 31, 2023

AS OF JUNE 30, 2023

AS OF SEPTEMBER 30, 2023

AS OF DECEMBER 31, 2023

STATEMENT OF RECEIPTS AND DISBURSEMENTS

FOR THE THREE MONTHS ENDING MARCH 31, 2023

FOR THE SIX MONTHS ENDING JUNE 30, 2023

FOR THE NINE MONTHS ENDING SEPTEMBER 30, 2023

FOR THE TWELVE MONTHS ENDING DECEMBER 31, 2023

AND FOR THE PERIOD FROM DECEMBER 3, 2018,

THROUGH DECEMBER 31, 2023

INTRODUCTION

BACKGROUND

North Carolina Mutual Life Insurance Company (hereinafter, “NC Mutual” or “Company”) was originally chartered under the laws of the State of North Carolina as a mutual assessment company on February 28, 1899, with the name North Carolina Mutual and Provident Association. An amendment to the charter was filed at the office of the Secretary of State of North Carolina on August 6, 1913, establishing the Association as a legal reserve company. In 1919, the Company’s name was changed to North Carolina Mutual Life Insurance Company. On December 3, 2018, the Wake County Superior Court (hereinafter, the “Court”) issued an Order of Rehabilitation against NC Mutual and appointed the Commissioner of Insurance for the State of North Carolina as Rehabilitator. On December 3, 2018, the Court also issued a Confidentiality Order to ensure the confidentiality of the Rehabilitation proceeding and to seal the court file pursuant to N.C. Gen. Stat. §§ 58-30-20 and 58-30-70. On February 1, 2019, the Court issued an Order to Rescind Confidentiality Order and Unseal the Court File. In addition, on February 1, 2019, the Court entered an Order Granting Motion for Moratorium on Policy Surrenders and Other Relief (hereinafter “Moratorium”). On January 21, 2020, the Court issued an Order Amending Order of Rehabilitation changing the Rehabilitator’s reporting requirements to the Court from monthly to quarterly. On October 11, 2022, the Court entered an Order of Liquidation, with an effective date of October 31, 2022, and appointed the Commissioner of Insurance for the State of North Carolina as Liquidator. The Commissioner of Insurance of the State of North Carolina, in his capacity as Rehabilitator and Liquidator of NC Mutual, is hereinafter referred to as Receiver.

PURPOSE OF THIS REPORT

The purpose of this report is to provide an update to the Court on the work that the Receiver and his staff have carried out since the issuance of the Rehabilitation Order, to set out the present situation of NC Mutual, and to provide a statement of financial position (balance sheet) as of March 31, 2023, June 30, 2023, September 30, 2023, December 31, 2023, and statement of receipts and disbursements through December 31, 2023.

LIMITATIONS

This report is based only on the knowledge that the Receiver and his staff have gained from the work performed since the issuance of the Order of Rehabilitation. Facts may exist that the Receiver is unaware of that may have a material effect on the information provided in this report. The Receiver will update the information in future reports as additional facts are discovered.

SUMMARY

NC MUTUAL PROPERTY

- In accordance with the Order of Rehabilitation, the Receiver took possession of all known assets and property of NC Mutual.
- The Receiver completed the sale of certain assets of its wholly owned subsidiary, North Carolina Mutual Financial, LLC (“NCMF”), on June 17, 2019. NC Mutual received approximately \$4 million of cash from the sale of such assets and transfer of NCMF’s retained assets.

- The Receiver discontinued the operations of NC Mutual's other wholly owned subsidiary, North Carolina Mutual Insurance Agency, LLC. The Receiver successfully negotiated settlements with North Carolina Mutual Insurance Agency's creditors and made a pro rata distribution of the remaining assets.
- In 2019 the Receiver received two unsolicited offers to purchase a portion of NC Mutual's mortgage loan portfolio. The Receiver determined that acceptance of the offers was not in the best interest of NC Mutual. On August 16, 2022, the Receiver sold the mortgage loan portfolio for \$3,332,758.01.
- On December 16, 2020, the Receiver sold 186,040 shares of M&F Bancorp, Inc. common stock for \$617,652.80.
- The Receiver continues evaluating real property held by NC Mutual to determine the appropriate disposition of these assets. One property had a structure that was condemned, and the Receiver donated the structure to the local fire department to use for training purposes. A controlled burn took place on December 12, 2020, with at least 10 fire departments participating. The sale of the property closed May 3, 2021, with total proceeds received of \$45,531.
- The Receiver received an offer to novate NC Mutual's Cancer and Dread Disease Medical Insurance Coverage book of business. The Receiver worked to finalize agreements and obtain regulatory approvals necessary to complete the transaction. However, it was determined that the transaction could not be completed in a cost-effective manner for both parties that would meet all requirements to obtain approvals. As of October 15, 2021, cancellation notices, in accordance with the terms of the Dread Disease Medical Insurance policies, were mailed to all group policyholders and certificate holders.
- The Receiver has been made aware of a pending unclaimed property audit involving thirty-one (31) state Departments of Revenue. At the Receiver's request, Verus Analytics, LLC (the appointed auditor) and the North Carolina Department of Revenue have agreed to suspend the audit.
- On October 11, 2021, four parcels of land owned by NC Mutual in Durham, NC were listed for sale. The parcels were packaged together for a total list price of \$109,900.
- On December 17, 2021, one parcel of land owned by NC Mutual was sold for \$11,287.
- On February 28, 2022, two parcels of land owned by NC Mutual were sold for a total of \$20,400.
- The Receiver discontinued the use of outdated equipment including on-site servers and has migrated systems to more secure Cloud based servers. With this change, there were costs associated with acquiring and replacing laptop computers and necessary peripherals for staff. Going forward there will be cost savings associated with utilizing cloud-based servers and storage.

EXPENSE REDUCTIONS

- The Receiver has evaluated all of NC Mutual's contracts to identify those that are essential for ongoing operations. As part of this effort, the Receiver has and continues to negotiate more favorable terms of essential contracts as they are up for renewal.
- The Receiver has canceled unnecessary services such as cell phones issued to staff of NC Mutual.

- NC Mutual's staff was reduced by nine positions in early 2019, resulting in an annualized savings of approximately \$1,200,000 in salaries and benefits. The Receiver has also terminated non-essential independent contractors. Through December 31, 2023, current staffing was 17 employees.
- The Receiver terminated NC Mutual's annual statutory financial audit as financial statements prepared during the Rehabilitation and Liquidation proceedings will be prepared under the supervision of the Receiver's staff. Termination of the audit results in an annual expense reduction of approximately \$173,000. Batchelor Tillery & Roberts, LLP has been engaged to conduct the audits of cash receipts and disbursements.
- The Receiver replaced certain IT equipment of NC Mutual during rehabilitation which resulted in an annualized expense reduction of approximately \$70,000.
- On October 7, 2020, the Receiver filed a Motion for Approval to Reject and Disavow ("Motion") the unexpired lease agreement for office space used by NC Mutual. On or about October 10, 2020, the Receiver received notice that the office space property was under new ownership. Following such notice, the Receiver entered into negotiations with the new landlord and on January 28, 2021, the Receiver entered into an amendment to the existing lease whereby NC Mutual relocated from the 12th floor to the 3rd floor of the building following certain improvements to be made by the landlord. Following relocation to the 3rd floor in June 2021, NC Mutual's monthly lease expense was reduced by approximately \$27,000 per month. As a result of the negotiations, the October 7, 2020, Motion was withdrawn. An extension to the lease through January 1, 2024, was executed on January 4, 2023. The lease was extended on January 22, 2024, for another year through January 1, 2025, with an option to terminate with notice without default on or after August 1, 2024.
- The Receiver has adjusted current services provided by NC Mutual's appointed actuary resulting in annualized expense reduction of approximately \$42,000.
- In late 2021, the Receiver replaced the Company's accounting software with QuickBooks Enterprise resulting in an annualized expense reduction of approximately \$52,000.

LITIGATION

To the Receiver's knowledge, at the time of the Order of Rehabilitation and through December 31, 2023, NC Mutual was a party to the following lawsuits:

North Carolina Mutual Life Insurance Company v. Stamford Brook Capital, LLC, et al., Civil Action No. 1:16-cv-1174; United States District Court for the Middle District of North Carolina, Durham Division

This complaint was filed on September 23, 2016, to recover \$34 million of assets improperly transferred to and through the named defendants. An amended complaint was filed on August 8, 2018, adding additional causes of action including breach of fiduciary duty, breach of contract, fraud, RICO Act violations, unfair and deceptive trade practices, civil conspiracy, conversion, unjust enrichment and other similar causes of action.

NC Mutual has obtained entries of default against five corporate defendants and one individual defendant.

Defendant Reifler, who is appearing *pro se*, answered NC Mutual's complaint and brought counterclaims and a third-party complaint against NC Mutual, Michael Lawrence and James Speed. NC Mutual and Lawrence filed Motions to Dismiss the counterclaims and third-party claims for failure to state a claim pursuant to Rule 12(b)(6). Reifler responded to Lawrence's Motion to Dismiss on December 27, 2018, and Lawrence's response was due January 10, 2019. On or about January 4, 2019, Defendant Wasitowski filed a Motion to Dismiss and Or To Transfer Venue. On January 7, 2019, Lawrence filed a Reply in Support of Motion to Dismiss. On January 28, 2019, Defendant Reifler filed a Motion for Entry of Default against Third-Party Defendant James Speed. On January 28, 2019, the Clerk of Court entered an Entry of Default against Speed. On January 31, 2019, Speed filed a Motion to Vacate the Entry of Default and Motion to Dismiss. On January 31, 2019, Plaintiff filed a Response in Opposition to Defendant Wasitowski's Motion to Dismiss and Or To Transfer Venue. On February 14, 2019, Defendant Wasitowski filed a Reply Memorandum of Law in Support of His Motion to Dismiss and Or, In the Alternative, To Transfer Venue. On March 15, 2019, Plaintiffs filed a Voluntary Dismissal without Prejudice as to Defendant Summit Trust Co. On or about June 12, 2019, Reifler filed a Motion for Leave to File Amended Counterclaim and Third-party Complaint, a Memorandum of Law in support of his Motion for Leave, and a Notice of Change of Address. On July 8, 2019, NC Mutual and Michael Lawrence filed their Responses in Opposition to Reifler's Motion for Leave to File Amended Counterclaim and Third-party Complaint. On July 22, 2019, Reifler filed his Reply to NC Mutual's and Michael Lawrence's Responses in Opposition to Reifler's Motion for Leave to File Amended Counterclaim and Third-party Complaint. On July 24, 2019, the motion, responses and replies were submitted to the judge's chambers. On September 27, 2019, the United States District Court for the Middle District of North Carolina Durham Division granted NC Mutual's Motion to Dismiss Defendant Reifler's counterclaims, denied Defendant Wasitowski's Motion to Dismiss and or to Transfer Venue, granted Lawrence's Motion to Dismiss Third-party Complaint, granted Speed's Motion to Dismiss Third-party Complaint, vacated the default judgment against Speed, and denied Defendant Reifler's Motion to File Amended Counterclaims against NC Mutual and Amended Third-party Claims against Lawrence and Speed. Defendant Wasitowski was required to answer NC Mutual's Amended Complaint on or before October 11, 2019, following the Court's denial of his Motion to Dismiss and or To Transfer Venue. On October 11, 2019, Wasitowski filed an Answer to NC Mutual's Amended Complaint. On October 24, 2019, the Clerk entered an order requiring the parties to hold their rule 26(f) planning conference on or before November 28, 2019, and setting the initial pretrial conference for December 12, 2019. On November 11, 2019, the parties filed a Joint Rule 26(f) Report and Plan with the Court. On December 2, 2019, the Court entered an order adopting the parties' Joint Rule 26(f) Report, requiring the parties to submit the name of an agreed-upon mediator on or before December 27, 2019, and ordering that mediation be completed midway through the discovery period. On December 2, 2019, Defendant Port Royal filed a Motion to Compel Arbitration seeking to have NC Mutual's claims against it resolved in private arbitration. NC Mutual sought and received an extension for the time to file its response to Port Royal's Motion to Compel Arbitration. NC Mutual filed a response to Port Royal's Motion to Compel Arbitration on January 22, 2020. On April 10, 2020, the Court granted Port Royal's Motion to Compel Arbitration and stayed the current action as to Port Royal only. In accordance with the Court's December 27, 2019, order, NC Mutual mediated its claims against defendants Reifler and Wasitowski on May 8, 2020. The mediation did not result in a settlement. NC Mutual filed a Motion to Extend Discovery Deadlines in the action on May 28, 2020, which was supplemented on May 28, 2020. The Motion was referred to the Court on June 3, 2020, and

granted on June 4, 2020. On July 8, 2020, NC Mutual filed a Motion for Protective Order to govern disclosure of certain confidential material. The Motion for Protective Order was entered on August 13, 2020. On July 17, 2020, NC Mutual filed a Second Motion to Extend Discovery Deadlines, which was granted on July 27, 2020. On August 26, 2020, the Court set a tentative trial date of July 6, 2021. On September 22, 2020, NC Mutual filed a Motion to Compel discovery from Reifler, to which he responded on October 5, 2020, and NC Mutual filed its reply on October 13, 2020.

On October 8, 2020, Reifler filed a Motion to Dismiss the claims against him and on October 15, 2020, filed a Motion to Quash Depositions. NC Mutual responded in opposition to the Motion to Quash Depositions on October 21, 2020. On October 27, 2020, NC Mutual filed a Third Motion to Extend Discovery Deadlines. On November 4, 2020, Reifler filed another Motion to Compel Discovery Responses from NC Mutual, to which NC Mutual filed its response in opposition on November 18, 2020. On November 16, 2020, the Court granted NC Mutual's Motion to Compel, denied Reifler's Motion to Quash Depositions, granted NC Mutual's Motion to Extend Time to Respond to Reifler's Motion to Dismiss, and granted NC Mutual's motion to extend discovery deadlines. On November 25, 2020, Reifler filed a Motion for Reconsideration, asking the Court to reconsider its decision to deny his Motion to Quash Depositions. On November 30, 2020, NC Mutual filed its response in opposition to Reifler's motion to dismiss and on December 11, 2020, Reifler filed his reply. Reifler's motion to dismiss remains pending. On December 3, 2020, Reifler filed an Emergency Motion to Stay Depositions while his Motion for Reconsideration is pending, to which NC Mutual filed its response in opposition on December 11, 2020. On December 4, 2020, NC Mutual filed its response in opposition to Reifler's Motion for Reconsideration. On December 4, 2020, NC Mutual filed its Fourth Motion to Extend Discovery Deadlines. On December 16, 2020, the Court denied Reifler's Motion to Compel, Motion for Reconsideration, and Emergency Motion to Stay, and granted NC Mutual's Fourth Motion to Extend Discovery Deadlines. Pursuant to the Court's December 16, 2020, Order, discovery is to be completed by February 5, 2021, and the trial was set for October 4, 2021.

On December 1, 2020, Reifler was indicted by a grand jury in the Middle District of North Carolina for four counts of wire fraud and one count of perjury in case number 1:20-CR-512-1. The indictment alleges, among other things, that Reifler developed a scheme to defraud NC Mutual¹ to divert its' assets for his personal use and benefit. The indictment further alleges that Reifler perjured himself by submitting a declaration in this litigation² that was false. On January 7, 2021, NC Mutual filed a Motion to Stay this action following Reifler's felony indictment for related criminal conduct. Reifler responded on January 25, 2021, to which NC Mutual replied on January 27, 2021. The Motion to Stay was denied on April 30, 2021. On March 5, 2021, NC Mutual filed a motion for extension of time to complete discovery and file dispositive motion while the motion to stay was pending. The Court denied the motion for extension of time on March 12, 2021.

On July 6, 2021, NC Mutual filed a motion for sanctions related to Reifler's spoliation of certain evidence. Reifler responded in opposition on July 28, 2021. On July 19, 2021, NC Mutual filed

¹ Although the indictment does not name NC Mutual, it is clear that the allegations relate to Reifler's conduct as alleged in this litigation.

² Similarly, the indictment does not explicitly name this litigation but it is clear that the declaration at issue was submitted in this litigation.

a second motion for sanctions related to Reifler's failure to comply with certain discovery requirements. On July 28, 2021, and August 9, 2021, Reifler filed oppositions to NC Mutual's motions for sanctions, to which NC Mutual replied on August 10, 2021, and August 20, 2021. On August 26, 2021, the Court issued a text order staying the case pending the resolution of Reifler's criminal trial.

On May 5, 2022, Reifler pleaded guilty to one count of wire fraud in his criminal action pending in the Middle District of North Carolina. On October 27, 2022, Reifler was sentenced to a five-year term of imprisonment and ordered to pay NC Mutual approximately \$20.3 million.

On May 1, 2023, NC Mutual filed a motion to lift the stay as to Reifler following Reifler's report to begin his term of imprisonment.

On May 12, 2023, Reifler responded in opposition to lifting the stay. That same day, Reifler filed a "request for review" of his pending Motion to Dismiss (filed in 2020).

On May 26, 2023, NC Mutual filed its reply in support of its motion to lift the stay and filed a response in opposition to the "request for review" filed by Reifler.

On August 17, 2023, NC Mutual and Wasitowski filed a Consent Motion to Lift the Stay as to Defendant Wasitowski for the limited purpose of filing a dismissal of Defendant Wasitowski from the litigation. That motion was granted on September 20, 2023.

On September 22, 2023, NC Mutual and Wasitowski filed a consent motion to dismiss Defendant Wasitowski from the litigation. That motion was granted on September 28, 2023.

On November 11, 2023, the Court entered an order lifting the stay to permit the matter to proceed against Reifler. The Court then entered a notice of trial calendar setting this matter for trial on December 4, 2024.

Settlement Agreement with Joel Schreiber

On October 17, 2018, NC Mutual entered into a settlement agreement with Joel Schreiber regarding the repayment of loans made to Schreiber and/or various entities owned by Schreiber from NC Mutual assets improperly transferred through the named defendants in this action. The amount of repayment required by the settlement agreement totaled \$3,215,018.00, to be paid in full by February 12, 2019, with a late payment penalty of \$5,000.00 for failure to pay in full for each day that elapses beyond the initial payment due date. On February 28, 2019, the parties executed an amendment to the October 17, 2018, settlement agreement to extend the initial payment date to April 13, 2019, with consideration of a payment of \$1,000,000.00 in partial satisfaction of the full settlement amount and an increase in the late payment penalty to \$10,000.00. A \$1,000,000.00 payment was made by Schreiber on February 12, 2019. On March 16, 2019, NC Mutual and Schreiber entered into a second amendment to the October 17, 2018, settlement agreement to extend the initial payment date to May 25, 2019, with consideration of a payment of \$250,000.00 in partial satisfaction of the full settlement amount and an increase in the late payment penalty to \$15,000.00. A \$250,000.00 payment was made by Schreiber on March 18, 2019. On May 13, 2019, NC Mutual and Schreiber entered into a third amendment to the October 17, 2018

settlement agreement whereby Schreiber agreed to make a \$250,000.00 partial payment on May 13, 2019 and further agreed that in the event the balance of the Settlement Amount following such payment is not indefeasibly paid in full by May 24, 2019, in addition to the Late Penalty being increased from \$10,000.00 to \$15,000.00 per day (as set forth in the Second Amendment to the Settlement Agreement), the balance of the Settlement Amount shall immediately increase by \$50,000.00 and the Initial Payment Date shall be deemed extended from May 25, 2019 to June 27, 2019. Pursuant to the Third Amendment, payment of \$250,000.00 was received on May 13, 2019. On June 27, 2019, NC Mutual and Schreiber entered into a fourth amendment to the October 17, 2018 settlement agreement whereby Schreiber agreed to make a \$200,000.00 partial payment on June 27, 2019 and further agreed that in the event the balance of the Settlement Amount following such payment is not indefeasibly paid in full by August 20, 2019, the Late Penalty shall be \$15,000.00 per day (as set forth in the referenced Third Amendment to Settlement Agreement). Pursuant to the Fourth Amendment, payment of \$200,000.00 was received on June 27, 2019. On August 12, 2019, NC Mutual and Schreiber entered into a fifth amendment to the October 17, 2018 settlement whereby Schreiber agreed to make a \$100,000.00 partial payment no later than August 19, 2019, and further agreed that in the event the balance of the Settlement Amount following such payment is not indefeasibly paid in full by August 29, 2019, the Initial Payment Date shall be deemed extended to September 30, 2019, and the Settlement Amount of \$1,615,018.00 shall be immediately increased by \$50,000.00. In the event the new Settlement Amount is not indefeasibly paid in full by September 30, 2019, the Late Penalty shall be \$15,000.00 per day (as set forth in the Third Amendment to Settlement Agreement). Pursuant to the Fifth Amendment, payment of \$100,000.00 was received on August 16, 2019. On September 18, 2019, NC Mutual and Schreiber entered into a sixth amendment to the October 17, 2018 settlement whereby Schreiber agreed to make a \$100,000.00 partial payment no later than September 20, 2019, and further agreed that in the event the balance of the Settlement Amount following such payment is not indefeasibly paid in full by September 19, 2019, the Initial Payment Date shall be deemed extended to November 15, 2019, and the Settlement Amount of \$1,565,018.00 shall be immediately increased by \$50,000.00. In the event the new Settlement Amount is not indefeasibly paid in full by November 15, 2019, the Late Penalty shall be \$15,000.00 per day (as set forth in the Fourth Amendment to Settlement Agreement). Pursuant to the Sixth Amendment, payment of \$100,000 was received on September 20, 2019. On November 13, 2019, NC Mutual and Schreiber entered into a seventh amendment to the October 17, 2018 settlement whereby Schreiber agreed to make a \$50,000 partial payment no later than November 15, 2019, and further agreed that in the event the balance of the Settlement Amount following such payment is not indefeasibly paid in full on November 15, 2019, the Initial Payment Date shall be deemed extended to January 15, 2020, and the Settlement Amount of \$1,515,018 shall be immediately increased by \$50,000. In the event the Settlement Amount of \$1,515,018 is not indefeasibly paid in full by January 15, 2020, the Late Penalty shall be \$15,000 per day (as set forth in the referenced Fourth Amendment to Settlement Agreement). Pursuant to the Seventh Amendment, payment of \$50,000 was received on November 15, 2019. On January 16, 2020, NC Mutual and Schreiber entered into an eighth amendment to the October 17, 2018 settlement whereby Schreiber agreed to make a \$25,000 partial payment no later than January 16, 2020, and further agreed that in the event the balance of the Settlement Amount following such is not indefeasibly paid in fully on January 16, 2020, the Initial Payment Date shall be deemed extended to March 31, 2020, and the Settlement Amount of \$1,515,018, shall be immediately increased by \$50,000. In the event the Settlement Amount of \$1,540,018 is not indefensibly paid in full by March 31, 2020, the Late Penalty shall be \$15,000

per day (as set forth in the referenced Fourth Amendment to Settlement Agreement). Pursuant to the Eighth Amendment, payment of \$25,000 was received on January 16, 2020. On March 30, 2020, NC Mutual and Schreiber entered into a ninth amendment to the October 17, 2018 settlement agreement whereby Schreiber agreed to make a \$100,000 partial payment in increments of no less than \$25,000 no later than March 31, 2020, April 30, 2020, May 31, 2020, and June 15, 2020, and further agreed that in the event the balance of the Settlement Amount is not indefeasibly paid in full on March 31, 2020, the Initial Payment Date shall be deemed extended to June 30, 2020, with the total of the March-June Extension Payments being applied to reduce the Settlement Amount to \$1,440,018; provided, however, that in the event that the Settlement Amount of \$1,440,018 (after application of the March-June Extension Payments) is not made by the new Payment Date of June 30, 2020, the Settlement Amount shall not be reduced by the March-June Extension Payments, but rather shall remain \$1,540,018. In addition, in the event the Settlement Amount of \$1,440,018 (assuming timely payment of all of the March-June Extension Payments) is not indefeasibly paid in full on June 30, 2020, the Late Penalty (as set forth in the Fourth Amendment to Settlement Agreement) shall be \$15,000 per day. Pursuant to the Ninth Amendment, payments of \$25,000 were received on March 31, 2020, and April 29, 2020. On or about June 23, 2020, NC Mutual and Schreiber entered into a tenth amendment to the October 17, 2018 settlement agreement whereby Schreiber agreed to make a \$25,000 penalty payment no later than June 30, 2020, and three additional payments, each in the amount of \$25,000, by July 15, 2020, August 15, 2020 and September 15, 2020, respectively; and, further agreed that Initial Payment Date shall be deemed extended to 5:00 p.m. on September 30, 2020, and in the event the balance of the Settlement Amount of \$1,365,018 (after application of the July-September Extension Payments) is not indefeasibly paid in full on September 30, 2020, in addition to the Settlement Amount not being reduced by the July-September Extension Payments or the March-June Extension Payments, the Late Penalty will be \$15,000 per day. On June 29, 2020, pursuant to the Tenth Amendment, a penalty payment of \$25,000 was received by NCM. On July 16, 2020, a payment of \$25,000 was received. On or about September 29, 2020, NC Mutual and Schreiber entered into an eleventh amendment to the October 17, 2018 Settlement Agreement whereby Schreiber agreed to make a \$25,000 penalty payment no later than September 30, 2020, and four additional payments, each in the amount of \$25,000, by October 15, 2020, November 15, 2020, December 15, 2020, and January 15, 2021 respectively; and, further agreed that the Initial Payment Date shall be extended to 5:00 p.m. on January 31, 2021, and in the event the balance of the Settlement Amount of \$1,265,018 (after application of the March-June Extension Payments, July-September Extension Payments, and October-January Extension Payments) is not indefeasibly paid in full on January 31, 2021, in addition to the Settlement Amount not being reduced by the March-January Extension Payments, the Late Penalty will be \$15,000 per day. On October 15, 2020, a payment of \$25,000 was received. On November 13, 2020, a payment of \$25,000 was received. On December 15, 2020, a payment of \$25,000 was received. On January 7, 2021 NC Mutual and Schreiber entered into a twelfth amendment to the October 17, 2018 Settlement Agreement whereby Schreiber agreed to make a \$25,000 penalty payment no later than February 1, 2021, and three additional payments, each in the amount of \$25,000, by February 15, 2021, March 15, 2021, April 15, 2021, respectively; and, further agreed that the Initial Payment Date shall be extended to 5:00 p.m. on May 15, 2021, and in the event the balance of the Settlement Amount of \$1,190,018 (after application of each of the Extension Payment, collectively the March-May Extension Payments) is not indefeasibly paid in full on May 15, 2021, the Settlement Amount shall not be reduced by the March-May Extension Payments, but rather shall remain \$1,540,018. In addition, in the event

the Settlement Amount of \$1,190,018 (assuming timely payment of (i) the final October-January Extension Payment in the amount of \$25,000 (the “January 15th Payment”), which amount must be received by NC Mutual by no later than 5:00 p.m. (New York time) on January 15, 2021, and (ii) each of the February-May Extension Payments) are not indefeasibly paid in full by 5:00 p.m. (New York time) on May 15, 2021, in addition to the Settlement Amount not being reduced by the March-May Extension Payments (*i.e.*, the Settlement Amount remaining \$1,540,018), the Late Penalty (as defined in the original Settlement Agreement) shall be \$15,000 per day, but will not accrue in the interim. The Late Penalty shall apply for each day (or part thereof) after May 15, 2021, that the Settlement Amount (*i.e.*, \$1,540,018) shall not have been indefeasibly paid in full. On January 15, 2021, a payment of \$25,000 was received. On January 29, 2021, the penalty payment of \$25,000 was received. On February 16, 2021, a payment of \$25,000 was received. On March 15, 2021, a payment of \$25,000 was received. On May 6, 2021, NC Mutual and Schreiber entered into a thirteenth amendment to the October 17, 2018 Settlement Agreement whereby Schreiber agreed to make a \$25,000 penalty payment no later than May 17, 2021, and three additional payments, each in the amount of \$25,000, by June 15, 2021, July 15, 2021, and August 16, 2021 respectively; and, further agreed that Initial Payment Date shall be deemed extended to 5:00 pm on September 15, 2021. The Thirteenth Amendment further provided that the June-September 2021 Extension Payments, the February-May Extension Payments, the October-January Extension payments, and the July-September Extension Payments shall be applied to reduce the Settlement Amount from \$1,540,018 (the amount due to NC Mutual as of May 17, 2021) to \$1,115,018; however, in the event the Settlement Amount of \$1,115,018 is not indefeasibly paid in full by September 15, 2021, the Settlement Amount shall not be reduced but rather shall remain \$1,540,018. The Thirteenth Amendment further provided that in the event the balance of the Settlement Amount of \$1,115,018 (assuming timely payment of the May 17, 2021 penalty payment and the June 15, 2021, July 15, 2021, and August 15, 2021 payments) is not indefeasibly paid in full on September 15, 2021, in addition to the Settlement Amount not being reduced by the March 2019-September 2021 Extension Payments, the Late Penalty will be \$15,000 per day. On May 15, 2021, a payment of \$25,000 was received. On June 15, 2021, a payment of \$25,000 was received. On July 15, 2021, a payment of \$25,000 was received. On September 15, 2021, NC Mutual and Schreiber entered into a Fourteenth Amendment to the October 17, 2018 Settlement Agreement whereby Schreiber agreed to make a \$25,000 penalty payment no later than September 15, 2021, and five additional payments, each in the amount of \$25,000, by October 15, 2021; November 15, 2021; December 15, 2021; January 15, 2022; and, February 15, 2022, respectively; and, further agreed that Initial Payment Date shall be deemed extended to 5:00 pm on March 15, 2022. The Fourteenth Amendment further provided that the June-September 2021 Extension Payments, the February-May Extension Payments, the October-January Extension payments, the July-September Extension Payments, and the March-June Extension Payments shall be applied to reduce the Settlement Amount from \$1,540,018 (the amount due to NC Mutual as of September 15, 2021) to \$990,018; however, in the event the Settlement Amount of \$1,115,018 is not indefeasibly paid in full by March 15, 2022, the Settlement Amount shall not be reduced but rather shall remain \$1,540,018. The Fourteenth Amendment further provided that in the event the balance of the Settlement Amount of \$1,115,018 (assuming timely payment of the September 15, 2021 penalty payment and the October 15, 2021, November 15, 2021, December 15, 2021, January 15, 2022, and February 15, 2022 payments) is not indefeasibly paid in full on March 15, 2022, in addition to the Settlement Amount not being reduced by the March 2019-March 2022 Extension Payments, the Late Penalty will be \$15,000 per day. On September 15, 2021, a payment

of \$25,000 was received. On October 18, 2021, a payment of \$25,000 was received. On November 15, 2021, a payment of \$25,000 was received. On December 15, 2021, a payment of \$25,000 was received. On January 18, 2022, a payment of \$25,000 was received. On February 15, 2022, a payment of \$25,000 was received. On March 10, 2022, NC Mutual and Schreiber entered into a Fifteenth Amendment to the October 17, 2018 Settlement Agreement whereby Schreiber agreed to make a \$25,000 penalty payment no later than March 15, 2022, and four additional payments, each in the amount of \$25,000, by April 15, 2022, May 16, 2022, June 15, 2022, and July 15, 2022, respectively; and, further agreed that the Initial Payment Date shall be deemed extended to 5:00 p.m. on August 1, 2022. The Fifteenth Amendment further provided that the April-July Extension Payments, shall be applied to reduce the Settlement Amount from \$990,018 to \$890,018; however, in the event the Settlement Amount of \$890,018 is not indefeasibly paid in full by August 1, 2022, the Settlement Amount shall not be reduced but rather shall remain \$1,540,018. The Fifteenth Amendment further provided that in the event the Settlement Amount of \$890,018 (assuming timely payment of the March 2022 Penalty Payment in the amount of \$25,000 and each of the April 2022-July 2022 payments) is not indefeasibly paid in full on August 1, 2022, in addition to the Settlement Amount not being reduced by the March 2019-July 2022 Extension Payments, the Late Penalty will be \$15,000 per day. On March 15, 2022, a payment of \$25,000 was received. On April 18, 2022, a payment of \$25,000 was received. On May 16, 2022, a payment of \$25,000 was received. On June 16, 2022, a payment of \$25,000 was received. On July 15, 2022, a payment of \$25,000 was received. On August 1, 2022, NC Mutual and Schreiber entered into a Sixteenth Amendment to the October 17, 2018 Settlement Agreement whereby Schreiber agreed to make a \$25,000 penalty payment not later than August 1, 2022, and four additional payments, each in the amount of \$25,000 by August 31, 2022, September 30, 2022, October 31, 2022 and November 28, 2022, respectively; and further agreed that the Initial Payment Date shall be deemed extended to 5:00 p.m. on December 30, 2022. The Sixteenth Amendment further provided that the August-December Extension Payments, shall be applied to reduce the Settlement Amount from \$890,018 to \$790,018; however, in the event the Settlement Amount of \$790,018 is not indefeasibly paid in full by December 30, 2022, the Settlement Amount shall not be reduced but rather shall remain \$1,540,018. The Sixteenth Amendment further provided that in the event the Settlement Amount of \$790,018 (assuming timely payment of the August 2022 Penalty Payment in the amount of \$25,000 and each of the August-December payments) is not indefeasibly paid in full on December 30, 2022, in addition to the Settlement Amount not being reduced by the March 2019-December 2022 Extension Payments, the Late Penalty will be \$15,000 per day. On August 1, 2022, a \$25,000 payment was received. On August 31, 2022, a \$25,000 payment was received. On September 30, 2022, a \$25,000 payment was received. On October 31, 2022, a \$25,000 payment was received. On November 29, 2022, a \$25,000 payment was received. On December 13, 2022, NC Mutual and Schreiber entered into a Seventeenth Amendment to the October 17, 2018 Settlement Agreement whereby Schreiber agreed to make a \$25,000 penalty payment not later than December 30, 2022, and four additional payments, each in the amount of \$25,000 by January 31, 2023, February 28, 2023, March 31, 2023 and April 28, 2023, respectively; and further agreed that the Initial Payment Date shall be deemed extended to 5:00 p.m. on May 31, 2023. The Seventeenth Amendment further provided that the January 2023-April 2023 Extension Payments, shall be applied to reduce the Settlement Amount from \$790,018 to \$690,018; however, in the event the Settlement Amount of \$690,018, (assuming timely payment of the December 30, 2022, Penalty Payment in the amount of \$25,000 and each of the January-April payments) is not indefeasibly paid in full by May 31, 2023, an addition to the

Settlement Amount may not be reduced by the March 2019-May 2023 Extension Payments, the Late Penalty will be \$15,000 per day. On December 30, 2022, a \$25,000 payment was received. On April 13, 2023, NC Mutual and Schreiber entered into an Eighteenth Amendment to the October 17, 2018, Settlement Agreement whereby Schreiber agreed to make a Final Settlement Amount of \$365,018 no later than 5:00 p.m. on April 22, 2023. The Eighteenth Amendment provided that upon payment of the Settlement Amount of \$365,018 in full, that all obligations would be deemed fully satisfied and released and neither party having any continuing or future obligations. The payment was received on April 21, 2023, concluding all matters with Mr. Schreiber.

Marietta McClendon v. North Carolina Mutual Life Insurance Company, Case No. 3:17-cv-00404; United States District Court Middle District of Tennessee at Nashville

Plaintiff filed her initial complaint on March 1, 2017. Her claims were for breach of contract, unjust enrichment and violation of the North Carolina Unfair or Deceptive Trade Practices Act related to a life insurance policy. Plaintiff also pled grounds seeking class certification. On June 29, 2018, NC Mutual filed a Motion for Summary Judgment on all three claims.

On September 19, 2018, the Plaintiff moved to file a Second Amended Complaint. The Court denied the motion in part, which left four claims before the Court: (1) breach of contract; (2) unjust enrichment; (3) violation of North Carolina Unfair or Deceptive Trade Practices Act; and (4) violation of the Alabama Deceptive Trade Practices Act. The Court ruled that NC Mutual's Motion for Summary Judgment applied to all four claims.

On December 10, 2018, NC Mutual filed a Motion to Dismiss the North Carolina Unfair or Deceptive Trade Practices Act and the Alabama Deceptive Trade Practices Act claims.

The deposition of the Plaintiff took place on January 10, 2019. On January 14, 2019, counsel filed a Motion to Dismiss the two-consumer protection claims that the Plaintiff asserted in the most recent complaint (under both North Carolina and Alabama Law).

On February 15, 2019, NC Mutual filed a Supplemental Motion for Summary Judgment seeking judgment on the unjust enrichment, AL deceptive trade practices and NC unfair trade practices claims. On February 15, 2019, the Plaintiff filed a Motion for Partial Summary Judgment for relief on the breach of contract and AL deceptive trade practices claims, as well as for injunctive relief. The Plaintiff additionally filed a motion requesting the Court certify a class for this action and made its expert disclosures.

On February 19, 2019, NC Mutual filed additional exhibits in support of its Supplemental Motion for Summary Judgment. On February 19, 2019, an Order was issued to transmit the file to the District Judge for consideration of the pending dispositive motions.

On May 10, 2019, Plaintiff filed a Motion for Leave to File Supplemental Memorandum in Support of Plaintiff's Motion for Class Certification. On May 22, 2019, counsel filed Defendant's Motion To Ascertain Status of two of the pending dispositive motions, a motion to dismiss and the motion for summary judgment. On May 24, 2019, NC Mutual filed a Notice of Filing in Support of Defendant's Response in Opposition to Plaintiff's Motion for Leave to

File Late-filed Motion for Class Certification. On May 31, 2019, Plaintiff filed a Reply in Support of Plaintiff's Motion for Leave to File Supplemental Memorandum in Support of Plaintiff's Motion for Class Certification. On June 5, 2019, NC Mutual filed a Motion for Leave to File Sur-reply, which was granted. On June 6, 2019, NC Mutual filed its Sur-reply Opposing Plaintiff's Late-filed Motion for Class Certification. On June 14, 2019, NC Mutual filed a Notice to the Court of Binding Legal Authority Regarding Defendant's Motion for Summary Judgment, NC Mutual's Opposition to Plaintiff's Motion for Partial Summary Judgment, a filing of exhibits in support of its Response in opposition to Plaintiff's Motions for (a) Class Certification and (b) for Partial Summary Judgment, a Statement of Undisputed Material Facts in support of Motion for Summary Judgment, and NC Mutual's Opposition to Plaintiff's Motion for Class Certification. On June 14, 2019, Plaintiff's Opposition to Defendant's Supplemental Motion for Summary Judgment was filed along with the Declaration of Annika K. Martin in Support of Plaintiff's Opposition to Defendant's Supplemental Motion for Summary Judgment. On June 18, 2019, Plaintiff's Response to Defendant's Statement of Undisputed Material Facts in Support of its Supplemental Motion for Summary Judgment was filed. The parties conducted discovery, including conducting depositions of named experts. On June 28, 2019, NC Mutual filed its Reply in Support of its Supplemental Motion for Summary Judgment. On the same day, Plaintiff filed her Reply Brief in Support of Plaintiff's Motion for Partial Summary Judgment and a Reply in Support of her Motion for Class Certification, along with a Declaration of her attorney in Support of Plaintiff's Reply in Support of her Motion for Summary Judgment. On July 23, 2019, NC Mutual filed a Motion for Leave to File Sur-reply.

On July 26, 2019, the federal court issued an Order which: (1) dismissed Plaintiff's North Carolina and Alabama deceptive trade practices claims; (2) dismissed Plaintiff's unjust enrichment claim; and, (3) granted Plaintiff partial summary judgment on her breach of contract claim with regard to the period within the applicable statute of limitation. On August 9, 2019, NC Mutual filed a Motion and Memorandum in support of 12(b)(1) Motion to Dismiss for Lack of Subject Matter Jurisdiction and a Supplemental Brief Opposing Class Certification. On August 9, 2019, Plaintiff filed a Supplemental Brief regarding Class Certification. On August 23, 2019, Plaintiff filed its Opposition to NCM's Rule 12(b)(1) Motion to Dismiss for Lack of Subject Matter Jurisdiction. On August 30, 2019, NC Mutual filed a Reply in Support of its 12(b)(1) Motion to Dismiss. On September 12, 2019, Plaintiff filed an Unopposed Motion to Set Case Management Conference. On September 19, 2019, the Court held a telephone conference call to discuss the trial schedule and issued an Order continuing the trial until March 24, 2020. On September 25, 2019, the federal court issued an Order for Plaintiff to Show Cause why the case should not be dismissed for lack of subject matter jurisdiction. On October 10, 2019, Plaintiff's filed a Memorandum in Response to Court Order to Show Cause Why This Court Has Subject Matter Jurisdiction Over This Action, along with a declaration by Plaintiff's expert in support of Plaintiff's Response to Order to Show Cause. On October 17, 2019, NC Mutual filed a Motion for Leave to Respond in Opposition to Plaintiff's Response to the Order to Show Cause. On January 9, 2020, the Court issued an Order denying Plaintiff's Motion to Certify Class. On January 9, 2020, the Court also issued an Order denying NC Mutual's Motion to Dismiss for Lack of Subject Matter Jurisdiction. On January 21, 2020, the Court issued a Pretrial Order setting the case

for trial starting March 3, 2020. On February 19, 2020, the parties entered into a Settlement Agreement and Mutual Release resulting in the dismissal of the case.

North Carolina Mutual Life Insurance Company v. Bradley Reifler, Case No. 17-35075; United States Bankruptcy Court, Southern District of New York

On January 20, 2017, Bradley Reifler filed a bankruptcy petition in the United States Bankruptcy Court, Southern District of New York. On May 1, 2017, NC Mutual filed a Verified Complaint for Non-Dischargeability of Debts and Denial of Discharge. On September 12, 2017, NC Mutual issued multiple deposition notices with subpoenas seeking documents. On November 16, 2017, the Court issued a Scheduling Order mandating that discovery end on March 15, 2018. An extension to discovery was granted up to March 19, 2018. On December 28, 2017, the Court ordered Defendant Reifler to turn over computers and electronic devices to forensic expert for analysis. On January 16, 2018, NC Mutual filed a Motion for Contempt alleging Defendant Reifler's violations of the Court Order regarding electronic devices and seeking judgment by default against Defendant Reifler as a penalty. On February 6, 2018, the Court issued an Order finding Defendant Reifler in contempt and ordering him to fully comply with the Order regarding electronic devices and to pay NC Mutual's attorney fees and expert fees. The Court noted that further violations by Defendant Reifler could result in entry of judgment in favor of N.C. Mutual. In March 2018, NC Mutual took multiple depositions. On May 4, 2018, following an evidentiary hearing, the Court issued an Order Finding Defendant in Continuing Contempt of Court Imposing Additional Sanctions and Entering Default Judgment. Defendant Reifler appealed the Order entering default judgment against him to the United States District Court, Southern District of New York. On January 31, 2019, the United States District Court, Southern District of New York issued an Order affirming the May 4, 2018, Order of the Bankruptcy Court and ordering the clerk of court to enter the judgment for NC Mutual and close the case. To date, Reifler has not appealed the District Court's order and his time to do so under applicable rules has expired. On or about June 23, 2020, the bankruptcy trustee filed an interim final report and interim fee application with the Bankruptcy Court.

Metropolitan Life Insurance Company v Willis, Brown, NC Mutual Financial LLC and Knight and Lindsey Funeral Home, LLC, Case No. 19-CV-6-KS-MTP; United States District Court, Southern District of Mississippi

NC Mutual was named in an interpleader action filed in the United States District Court, Southern District of Mississippi. Upon information and belief, service of process on NC Mutual, or its wholly owned subsidiary NC Mutual Financial LLC, was incomplete. On April 30, 2019, Plaintiff and Defendants entered into a Stipulation of Dismissal pursuant to Federal Rule of Civil Procedure 41(a)(1)(A)(ii).

In re Estate of Eugene Moore; Henry County Probate Court, Georgia

On February 28, 2019, NC Mutual received service of process regarding an Order of Notice of a Petition for Discharge of Personal Representative in an estate action filed in Henry County Probate Court, Georgia. NC Mutual has taken no action at this time.

Rena Lennon v. Joseph S. Mitchell, Jr., North Carolina Mutual Life Insurance Company; Superior Court, Pender County, North Carolina

On November 3, 2020, the Plaintiff filed an action seeking the appointment of a receiver and judicial determination that Joseph S. Mitchell, Jr., is deceased pursuant to Chapter 28C of the North Carolina General Statutes. NC Mutual is named solely in its capacity as the life insurer of Joseph S. Mitchell, Jr. Plaintiff is seeking to have her brother, Joseph S. Mitchell, Jr., declared dead and a receiver appointed to preserve his only known property, a life insurance policy with NC Mutual, as well as a separate undivided interest in real property located in Wilmington, NC. On November 30, 2020, NC Mutual received an extension of time to file its responsive pleadings by January 6, 2021. NC Mutual filed an Answer on January 5, 2021. NC Mutual filed a Motion for Summary Judgment on or about September 2, 2021. The motion was heard on September 20, 2021, in Pender County Superior Court. On September 20, 2021, the trial court entered an Order of Final Decree finding that Joseph S. Mitchell, Jr., died on August 16, 2018; and, granted NC Mutual's Motion for Summary Judgment, which resulted in dismissal of all claims against NC Mutual with prejudice.

North Carolina Mutual Life Insurance Company v. Steven Fickes, Case No. 1:22-cv-501, United States District Court, Middle District of North Carolina

On June 30, 2022, NC Mutual filed suit against Steven Fickes for his role in the improper transfer of more than \$34 million of NC Mutual's assets to and through Mr. Reifler and his Forefront companies, discussed above. The complaint alleges the following causes of action: fraud, negligent misrepresentation; RICO Act violations, unfair and deceptive trade practices, civil conspiracy, breach of contract, unjust enrichment, and piercing the corporate veil.

On September 6, 2022, Fickes moved to dismiss the action and compel NC Mutual to litigate its claims against him in arbitration. On September 27, 2022, NC Mutual responded to Fickes' motion and agreed to arbitrate its claims against Fickes in order to preserve the company's resources. NC Mutual asked the Court to stay this matter while the parties pursue arbitration. On October 4, 2022, Fickes replied in support of his motion seeking dismissal of the action.

On October 10, 2023, the Court granted Fickes' Motion to Compel Arbitration and compelled NC Mutual's claims against Fickes to be heard in arbitration.

Levolyre F. Pitt v. North Carolina Mutual Life Insurance Company; Superior Court, Wilson County, North Carolina

On May 17, 2023, the Plaintiff filed an action seeking a court decree that Plaintiff owns title to certain property previously owned by NC Mutual through adverse possession. Defendant NC

Mutual filed a Motion to Dismiss Complaint or in the alternative Motion for Change of Venue and a Motion to Dispense with Mediated Settlement Conference.

OTHER MATTERS

- The Receiver purchased a one-year extended reporting period on NC Mutual's expired Directors & Officers insurance policy in 2019. On November 15, 2019, the Receiver filed a notice of claim under the Directors & Officers insurance policy. This claim remains open.
- Pursuant to the Moratorium Order, the Receiver imposed a moratorium on cash surrenders, annuitizations, and policy loans against NC Mutual policies until such time as the Court approves lifting of the moratorium. With the Liquidation Order, the moratorium was lifted effective October 31, 2022.
- In accordance with the Moratorium Order, the Receiver adopted and implemented a policy to provide substitute benefits in lieu of the contractual obligations of NC Mutual for annuity benefits and cash withdrawals for NC Mutual Policyholders who petitioned for payment under claims of legitimate hardship. NC Mutual received and evaluated claims of hardship on a case-by-case basis. Through October 31, 2022, the Receiver had received 960 hardship requests and closed 943 of such requests. With the Liquidation Order, claims of hardship are no longer necessary to be requested.
- The Receiver has evaluated options related to funding of NC Mutual's defined pension plan and has determined that it is in the best interest of NC Mutual to make annual contributions in the minimum required amount. As such, NC Mutual made contributions of \$116,500 on June 14, 2019, and \$615,499 on April 14, 2020, \$71,499 on September 30, 2020, \$71,499 on October 31, 2020, \$71,499 on January 1, 2021, \$56,470 on April 30, 2021, \$67,115 on July 15, 2021, \$47,953 on September 30, 2021, and \$67,115 on October 15, 2021. On September 30, 2022, the contribution for the 2021 plan year was made totaling \$108,659. The Receiver is currently working with the Pension Benefit Guaranty Corporation to transfer NC Mutual's pension obligations.
- The Governor of North Carolina declared a state of emergency on March 10, 2020, followed by the city and county of Durham, on March 15, 2020, due to COVID-19. In response, a business continuity plan was instituted for the Company and the offices were temporarily closed to the public on March 19, 2020. The Receiver worked to facilitate NC Mutual staff working from home in anticipation of the stay-at-home orders issued by the State and local authorities. The office remains closed to the public and staff continues to work from home.
- On March 27, 2019, in accordance with NC Mutual's bylaws, the Receiver held the 2019 annual meeting of policyholders. Due to COVID-19 and the stay-at-home orders in effect, the 2020 annual meeting of policyholders was not held. Although the stay-at-home orders were lifted, continued COVID-19 restrictions on gatherings and social distancing requirements remained in effect and as such the 2021 annual meeting of policyholders was not held.

- Effective September 15, 2020, NC Mutual and Southland National Insurance Corporation (“Southland”) amended their December 31, 2014, Reinsurance and Administration Agreement (the “Agreement”) whereby NC Mutual ceded and retroceded to Southland, on a one hundred percent (100%) indemnity reinsurance basis, certain insurance policies previously written or assumed by NC Mutual. Pursuant to the terms of the Agreement, Southland (as Grantor) established a reinsurance trust to secure its obligations to NC Mutual. Following notice from the trustee of its intent to resign, NC Mutual and Southland amended the Agreement and voluntarily terminated the trust agreement effective September 15, 2020. In conjunction with termination of the trust agreement, the trustee was instructed to transfer all “Eligible Assets,” as such term is defined in the Agreement, to NC Mutual and to transfer all other assets (the “Ineligible Assets”), then described as being held in the trust, to Southland. In accordance with the amended Agreement, the Ineligible Assets are pledged to NC Mutual and NC Mutual has made a UCC-1 filing to secure its interest in the Ineligible Assets. Following notification from Southland of its inability to perform under the terms of the Agreement, NC Mutual issued a notice of default informing Southland, pursuant to the terms of the amended Agreement, the Eligible Assets previously transferred will be used to satisfy Southland’s monthly obligations owing to NC Mutual. The impact of Southland’s default is more fully described in Note A of the financial statement. Additionally, absent recovery on the Ineligible Assets and upon exhaustion of the Eligible Assets, NC Mutual will no longer receive the \$4.00 per in-force policy administration fee provided for in the Agreement. On March 12, 2021, Mike Causey, Commissioner of Insurance of North Carolina and rehabilitator of Southland, filed a Verified Petition for an Order of Liquidation against Southland and Petition Seeking Injunctive Relief in the Wake County Superior Court.
- On September 4, 2021, Mike Causey, Commissioner of Insurance of North Carolina and Receiver of NC Mutual, filed a Verified Petition for an Order of Liquidation against NC Mutual, Petition Seeking Injunctive Relief and Approval of Service Agreement and Early Access Agreement in the Wake County Superior Court. On October 11, 2022, the Court entered an Order of Liquidation, with an effective date of October 31, 2022, and appointed the Commissioner of Insurance for the State of North Carolina as Liquidator.

INTRODUCTION TO NORTH CAROLINA MUTUAL LIFE INSURANCE COMPANY

FINANCIAL STATEMENTS
AS OF MARCH 31, 2023
AS OF JUNE 30, 2023
AS OF SEPTEMBER 30, 2023
AS OF DECEMBER 31, 2023

Introduction and Basis of Presentation: NC Mutual is a North Carolina domiciled life, accident and health insurance company that was placed in rehabilitation by the Wake County Superior Court on December 3, 2018, and in liquidation effective October 31, 2022. NC Mutual is under the control of the Commissioner of Insurance of the State of North Carolina, who is the Receiver of NC Mutual. It is the Receiver's responsibility to take possession of the assets of NC Mutual and to administer them under the general supervision of the Court.

The accompanying unaudited financial statements were prepared by NC Mutual staff under the supervision of the Receiver, as of March 31, 2023, June 30, 2023, September 30, 2023, and December 31, 2023. The financial statements have been prepared using the liquidation basis of accounting.

NORTH CAROLINA MUTUAL LIFE INSURANCE COMPANY
NORTH CAROLINA COMMISSIONER OF INSURANCE AS RECEIVER
Statement of Financial Position
As of March 31, 2023

Assets

Cash and Cash Equivalents	(Note A)	\$ 64,992,337
Bonds	(Note B)	2,111,495
Common Stock	(Note C)	6,867
Real Estate	(Note D)	9,426
Contract Loans		1,807,540
Other Assets	(Note E)	98,484
Inv't income - Due & Accrued	(Note F)	66,172
Reinsurance Ceded Receivable	(Note G)	1,525,649
Net CSV Officers Insurance Receivable	(Note H)	6,301,599
Advances to Guaranty Associations	(Note I)	2,552,523
Prepaid Rent		34,653
Total Assets		<u>79,506,746</u>

Liabilities

Class 1 and 2 Liabilities		
Claims Against the Estate-Policyholders	(Note J)	32,526
Claims Against the Estate-Guaranty Associations	(Note K)	159,864,382
		<u>159,896,908</u>
Class 3 and Higher Liabilities		
Claims Against the Estate-Class 3 State & Local	(Note L)	3,334
Claims Against the Estate-Class 5 General	(Note M)	2,013,918
		<u>2,017,252</u>
Account Payable Others, Net of Reinsurance	(Note N)	(8,977,144)
Total Liabilities		<u>152,937,016</u>
Excess of Liabilities Over Assets		<u>\$ (73,430,270)</u>

The financial statements should be read together with the notes to the financial statements which are considered to be an integral part of this statement.

NORTH CAROLINA INSURANCE COMPANY
NORTH CAROLINA COMMISSIONER OF INSURANCE AS RECEIVER
Statement of Receipts and Disbursements

	<u>For The Three Months Ended March 31, 2023</u>	<u>Cumulative From December 3, 2018 - March 31, 2023</u>
OPERATING ACTIVITIES		
<u>Receipts</u>		
Premium Receipts	\$ 13,646	\$ 10,931,108
Commission & Expense Allowances	1,008,753	17,486,514
Other Income	865,834	(44,473)
Guaranty Association Assessment Refund	-	-
Total Receipts	1,888,233	28,373,149
<u>Disbursements</u>		
Distribution to Guaranty Associations	865,605	2,552,523
<u>Policy Related Disbursements</u>		
Death Claims	(4,542)	7,490,918
Surrender Benefits	96,621	1,125,331
Disability Benefits	-	10,487
Others Reserves	-	160,877
	92,079	8,787,613
<u>General Expenses and Other</u>		
Personnel Expense	283,251	9,403,639
Rent and Occupancy	52,001	1,269,462
Actuarial Services	10,500	52,500
Legal Services	53,763	2,828,685
Consulting Services	158,321	2,601,555
Other Outside Consultants	35,111	1,269,657
Office Expenses	30,206	1,111,731
Furniture, Equipment and EDP	-	-
Travel Related Expenses	182	11,277
Taxes, Licenses, and Fees	3,305	382,798
Corporate Insurance	39	1,076,035
Data Processing & IT Security	54,191	1,247,944
Miscellaneous Expenses	7,077	240,717
	687,947	21,496,000
Total Operating Disbursements	780,026	30,283,613
Net Cash Used in Operating Activities	242,602	(4,462,987)

The financial statements should be read together with the notes to the financial statements which are considered to be an integral part of this statement.

	For The Three Months Ended <u>March 31, 2023</u>	Cumulative From December 3, 2018 - <u>March 31, 2023</u>
INVESTING ACTIVITIES		
Net (Purchases)/Sales of Invested Assets	-	12,629,097
Net Investment Income	63,652	2,706,503
Other Investing Activities	-	(43,035)
Net Cash Provided by Investing Activities	<u>63,652</u>	<u>15,292,565</u>
OTHER ACTIVITIES		
Escheat Liability	706,586	706,586
Policy Loans, Net of Repayments	-	949,980
Officers Life Insurance Settlement	1,255,551	1,255,551
Reinsurance Settlements	640,484	47,128,321
Other Account Receivables	-	106,594
Net Cash Provided by Other Activities	<u>2,602,621</u>	<u>50,147,032</u>
FINANCING ACTIVITIES		
Guaranty Association Funding	2,330,592	2,538,350
Other Financing Activities	-	-
Net Cash Used in Financing Activities	<u>2,330,592</u>	<u>2,538,350</u>
Net Change in Cash and Cash Equivalents	5,239,467	63,514,960
Net Increase (Decrease) in Cash and Cash Equivalen	5,239,467	63,514,960
Cash and Cash Equivalents at Beginning of Period	59,752,871	1,477,377
Cash and Cash Equivalents at End of Period	<u>\$ 64,992,337</u>	<u>\$ 64,992,337</u>

The financial statements should be read together with the notes to the financial statements which are considered to be an integral part of this statement.

NORTH CAROLINA INSURANCE COMPANY
NORTH CAROLINA COMMISSIONER OF INSURANCE AS RECEIVER
Advance to Guaranty Associations

State	Balance 12/31/2022	Advanced	Recovered	Balance 3/31/2023
AL	-	149,200	-	149,200
AR	-	925	-	925
CA	-	5,285	-	5,285
DC	-	17,455	-	17,455
FL	-	6,150	-	6,150
GA	-	47,350	-	47,350
ID	-	30	-	30
IL	-	32,580	-	32,580
IN	-	1,085	-	1,085
KY	-	1,190	-	1,190
LA	-	2,870	-	2,870
MD	-	48,280	-	48,280
MI	-	43,695	-	43,695
MO	-	8,810	-	8,810
MS	-	6,615	-	6,615
NC	1,686,918	275,120	-	1,962,038
NJ	-	20,690	-	20,690
NV	-	500	-	500
OH	-	6,715	-	6,715
OK	-	580	-	580
PA	-	54,265	-	54,265
SC	-	41,960	-	41,960
TN	-	28,050	-	28,050
TX	-	7,835	-	7,835
VA	-	58,370	-	58,370
Totals	1,686,918	865,605	-	2,552,523

The financial statements should be read together with the notes to the financial statements which are considered to be an integral part of this statement.

NOTES TO FINANCIAL STATEMENTS

Note A – All cash and cash equivalents have a maturity of less than 1 year except as described below and are carried at cost, which equals market value.

		Maturity
Cash	9,667,067	
Money Market Funds - Statutory Deposit	2,692,952	
Money Market	7,375,009	
Invested Cash - Restricted Trust Account	45,257,309	< 18 Years
Total Cash and Cash Equivalents	64,992,337	

Note B – Bonds are carried at fair market value. All bonds are investment grade. Bonds and cash equivalents totaling \$4,050,146 are held on deposit by various state insurance departments for the benefit of either all policyholders or the policyholders of their respective states. The bonds and cash held by the states are detailed below.

State	Statutory Deposits	
	Bonds	Cash Equivalents
FL	518,190	559,127
GA	29,637	4,833
KY	-	436,737
MI	398,653	105,000
NC	-	1,421
NV	-	200,000
OH	108,391	55,016
OK	289,641	-
SC	-	186,750
TN	123,486	33,265
VA	-	1,000,000
	1,467,998	2,582,148

Note C – Common Stock is carried at fair market value. This represents common stock in a publicly held company. The Company has eighty-three shares of Prudential Financial Inc. stock.

Note D – Real Estate balance represents amounts carried at market value.

Note E – Other Assets represents Legal Retainers held with engaged attorneys.

NOTES TO FINANCIAL STATEMENTS

Note F – Investments Income-Due and Accrued represents the net interest due as detailed below:

Bonds	12,257
Net Policy Loans	53,915
	66,172

Note G – Reinsurance Ceded Receivable represents the Company’s estimated share value of the December 31, 2022 Conversion Pool Fund with Metropolitan Life Insurance Company. The FEGLI conversion pool is a reinsurance facility in which member companies may cede any qualifying risk resulting from the exercise of a conversion privilege for a period of 10 years from the conversion date. Due to the government’s guarantee to convert the policy without physical exam, the government will reimburse the Company for claims policies issued for a 10-year period at the net amount at-risk. As of July 19, 2017, the Company has ceased writing new business.

Note H– Net Cash Value - Officers Insurance Receivable represents life insurance policies, net of policy loans. These cover previous executives of the Company with a majority of the policies held by Northwestern Mutual Life Insurance Company. One of the former executives passed away in early 2023, resulting in net balance death benefits receivable of approximately \$5.6 MM, received in the 2nd quarter of 2023.

Note I – The Advances to Guaranty Associations represents the collection of statutory deposit(s) of the Company by various state Guaranty Associations to cover policyholder claims. The Guaranty Associations will receive reimbursements on a pro-rata basis, and all accounts will be settled according to the final calculations approved by the court.

Note J – Claims Against the Estate-Class 2 Policyholders represents Class 2 claims for priority of distribution pursuant to N.C. Gen. Stat. §58-30-220.

Note K – Claims Against the Estate-Class 2 Guaranty Associations represents Class 2 claims for priority of distribution pursuant to N.C. Gen. Stat. §58-30-220.

Note L – Claims Against the Estate-Class 3 State & Local are amounts owed by the Company for unpaid premiums & municipal taxes at the time of the rehabilitation. These represent Class 3 claims for priority of distribution pursuant to N.C. Gen. Stat. §58-30-220. It is anticipated the assets of the estate will not be sufficient to pay these claims.

Note M – Claims Against the Estate-Class 5 General represent amounts the Company owes to all other vendors and credits. A majority of the balance is a run-off disability reinsurance agreement with Prudential Insurance Company terminated in 2010 for a total of \$1,651,402. These represent Class 5 claims for priority of distribution pursuant to N.C.

NOTES TO FINANCIAL STATEMENTS

Gen. Stat. §58-30-220. It is anticipated the assets of the estate will not be sufficient to pay these claims.

Note N – Accounts Payable Others represents the net receivable of Reinsurance and the Reinsurance Ceded Reserve.

Note O – The Company and Southland National Insurance Corporation (“Southland”) entered into a Reinsurance and Administration Agreement on December 31, 2014 (“Agreement”). Credit for reinsurance ceded to Southland is allowed pursuant to N.C. Gen. Stat. §58-7-21(b)(1).

Simultaneously, with the execution and delivery of the Agreement, the Company, Southland and the Trustee entered into a Trust Agreement, pursuant to which the Trustee was to hold cash and/or investments of the type consistent with the requirements of the insurance laws of the State of North Carolina (“Eligible Assets”) as security for the satisfaction of the obligations of Southland. As part of the Agreement, Southland was required to ensure that the Trust Account held Eligible Assets with a Statutory Book Value equal to the Required Balance at all times.

On June 27, 2019, the Wake County Superior Court issued an Order of Rehabilitation against Southland and appointed the Commissioner of Insurance for the State of North Carolina as Rehabilitator.

Effective September 15, 2020, the Company and Southland amended the Agreement (the “Amendment”). Per the Amendment, the prior Trustee notified the Company and Southland of its intent to resign as trustee. As such, the Company and Southland decided to voluntarily terminate the Trust Agreement and discharge the prior Trustee. The Company and Southland instructed the prior Trustee, immediately upon termination of the Trust Agreement, to (a) transfer all Eligible Assets in the Trust Account to the Company; and (b) transfer all other assets held in the Trust Account (the “Ineligible Assets”) to Southland. The Company shall hold the Eligible Assets as a funds withheld liability and only use the Eligible Assets as set forth in the Agreement. Southland shall hold the Ineligible Assets as pledged or otherwise encumbered assets, to be used exclusively and only as set forth in the Agreement for the benefit of the Company.

On December 3, 2020, the Company issued a notice of default to Southland after receiving notification from Southland of its inability to perform under the terms of the Agreement. The notice of default informed Southland of the Company’s intent to begin withdrawing assets from the funds withheld account to settle all related amounts due from Southland pursuant to the Agreement.

NOTES TO FINANCIAL STATEMENTS

As of March 31, 2023, the Company held \$45,764,512 of cash and reported a corresponding liability due to them.

As of March 31, 2023, the book value of the Ineligible Assets was \$72 million, detailed below. The Company has been granted a secured interest in these assets. However, these assets are not income producing as required by N.C. Gen. Stat. §58-7-167. At present time, Southland is unable to replace these assets with Eligible Assets.

<u>Ineligible Assets by Class</u>		
Type	Amount	%
Equities	\$ 13,349,912	19%
Promissory Notes	58,650,508	81%
	<u>\$ 72,000,420</u>	<u>100%</u>

The Company ceded a total of \$96,326,823 in reserves to Southland as of March 31, 2023. Given Southland no longer has the ability to meet its payment obligations under the terms of the Agreement, and is also unable to replace the Ineligible Assets with Eligible Assets, the Company recorded a \$50,562,314 Provision for Uncollectible Reinsurance Reserves for those reserves ceded to Southland in excess of the cash held by the Company as funds withheld.

NORTH CAROLINA MUTUAL LIFE INSURANCE COMPANY
NORTH CAROLINA COMMISSIONER OF INSURANCE AS RECEIVER
Statement of Financial Position
As of June 30, 2023

Assets

Cash and Cash Equivalents	(Note A)	\$ 69,814,507
Bonds	(Note B)	552,076
Common Stock	(Note C)	7,322
Real Estate	(Note D)	9,426
Contract Loans		1,778,918
Other Assets	(Note E)	98,484
Inv't income - Due & Accrued	(Note F)	61,669
Reinsurance Ceded Receivable	(Note G)	1,522,085
Net CSV Officers Insurance Receivable	(Note H)	650,861
Advances to Guaranty Associations	(Note I)	3,073,320
Prepaid Rent		34,653
Total Assets		<u>77,603,322</u>

Liabilities

Class 1 and 2 Liabilities		
Claims Against the Estate-Policyholders	(Note J)	34,560
Claims Against the Estate-Guaranty Associations	(Note K)	157,659,247
		<u>157,693,807</u>
Class 3 and Higher Liabilities		
Claims Against the Estate-Class 3 State & Local	(Note L)	3,334
Claims Against the Estate-Class 5 General	(Note M)	2,033,214
		<u>2,036,548</u>
Account Payable Others, Net of Reinsurance	(Note N)	(9,130,085)
Total Liabilities		<u>150,600,270</u>
Excess of Liabilities Over Assets		<u>\$ (72,996,948)</u>

The financial statements should be read together with the notes to the financial statements which are considered to be an integral part of this statement.

NORTH CAROLINA INSURANCE COMPANY
NORTH CAROLINA COMMISSIONER OF INSURANCE AS RECEIVER

Statement of Receipts and Disbursements

	For The Three Months Ended <u>June 30, 2023</u>	Cumulative From December 3, 2018 - <u>June 30, 2023</u>
OPERATING ACTIVITIES		
<u>Receipts</u>		
Premium Receipts	\$ -	\$ 10,931,108
Commission & Expense Allowances	996,080	18,482,594
Other Income	502,906	458,432
Guaranty Association Assessment Refund	-	-
Total Receipts	1,498,986	29,872,134
<u>Disbursements</u>		
Early Distribution to Guaranty Associations	520,797	3,073,320
Premiums Distribution to Guaranty Associations	3,286,252	3,286,252
<u>Policy Related Disbursements</u>		
Death Claims	65,244	7,556,162
Surrender Benefits	317,553	1,442,884
Disability Benefits	-	10,487
Others Reserves	-	160,877
	382,797	9,170,410
<u>General Expenses and Other</u>		
Personnel Expense	290,842	9,694,481
Rent and Occupancy	52,449	1,321,911
Actuarial Services	10,500	63,000
Legal Services	94,692	2,923,377
Consulting Services	86,963	2,688,518
Other Outside Consultants	29,600	1,299,257
Office Expenses	26,791	1,138,522
Furniture, Equipment and EDP	-	-
Travel Related Expenses	306	11,583
Taxes, Licenses, and Fees	3,928	386,726
Corporate Insurance	13,769	1,089,804
Data Processing & IT Security	70,614	1,318,558
Miscellaneous Expenses	12,120	252,837
	692,574	22,188,574
Total Operating Disbursements	1,075,371	31,358,984
Net Cash Used in Operating Activities	(3,383,434)	(7,846,421)

The financial statements should be read together with the notes to the financial statements which are considered to be an integral part of this statement.

	For The Three Months Ended <u>June 30, 2023</u>	Cumulative From December 3, 2018 - <u>June 30, 2023</u>
INVESTING ACTIVITIES		
Net (Purchases)/Sales of Invested Assets	1,561,000	14,190,097
Net Investment Income	55,824	2,762,327
Other Investing Activities	-	(43,035)
Net Cash Provided by Investing Activities	<u>1,616,824</u>	<u>16,909,389</u>
OTHER ACTIVITIES		
Escheat Liability	-	706,586
Policy Loans, Net of Repayments	(85,067)	864,913
Officers Life Insurance Settlement	5,624,063	6,879,613
Reinsurance Settlements	(2,116,203)	45,012,119
Other Account Receivables	-	106,594
Net Cash Provided by Other Activities	<u>3,422,793</u>	<u>53,569,825</u>
FINANCING ACTIVITIES		
Guaranty Association Funding	3,165,987	5,704,337
Other Financing Activities	-	-
Net Cash Used in Financing Activities	<u>3,165,987</u>	<u>5,704,337</u>
Net Change in Cash and Cash Equivalents	4,822,170	68,337,130
Net Increase (Decrease) in Cash and Cash Equivalents	4,822,170	68,337,130
Cash and Cash Equivalents at Beginning of Period	<u>64,992,337</u>	<u>1,477,378</u>
Cash and Cash Equivalents at End of Period	<u>\$ 69,814,507</u>	<u>\$ 69,814,507</u>

The financial statements should be read together with the notes to the financial statements which are considered to be an integral part of this statement.

**NORTH CAROLINA INSURANCE COMPANY
NORTH CAROLINA COMMISSIONER OF INSURANCE AS RECEIVER
Advance to Guaranty Associations**

State	Balance 12/31/2022	Advanced	Recovered	Balance 6/30/2023
AL	-	238,720	-	238,720
AR	-	1,482	-	1,482
CA	-	8,456	-	8,456
DC	-	27,928	-	27,928
FL	-	9,840	-	9,840
GA	-	75,760	-	75,760
ID	-	48	-	48
IL	-	52,128	-	52,128
IN	-	1,736	-	1,736
KY	-	1,904	-	1,904
LA	-	4,592	-	4,592
MD	-	77,248	-	77,248
MI	-	69,912	-	69,912
MO	-	14,096	-	14,096
MS	-	10,584	-	10,584
NC	1,686,918	441,624	-	2,128,542
NJ	-	33,104	-	33,104
NV	-	800	-	800
OH	-	10,744	-	10,744
OK	-	928	-	928
PA	-	86,824	-	86,824
SC	-	67,136	-	67,136
TN	-	44,880	-	44,880
TX	-	12,536	-	12,536
VA	-	93,392	-	93,392
Totals	1,686,918	1,386,402	-	3,073,320

The financial statements should be read together with the notes to the financial statements which are considered to be an integral part of this statement.

NOTES TO FINANCIAL STATEMENTS

Note A - All cash and cash equivalents have a maturity of less than 1 year except as described below and are carried at cost, which equals market value.

		Maturity
Cash	8,414,486	
Money Market Funds - Statutory Deposit	2,582,148	
Money Market	13,701,279	
Invested Cash - Restricted Trust Account	45,116,594	< 18 Years
Total Cash and Cash Equivalents	69,814,507	

Note B – Bonds are carried at fair market value. All bonds are investment grade. Bonds and cash equivalents totaling \$4,062,004 are held on deposit by various state insurance departments for the benefit of either all policyholders or the policyholders of their respective states. The bonds and cash held by the states are detailed below.

State	Statutory Deposits	
	Bonds	Cash Equivalents
FL	-	1,090,911
GA	31,340	4,890
KY	-	441,653
MI	-	505,000
NC	-	-
NV	-	200,000
OH	105,484	55,287
OK	288,504	-
SC	-	186,750
TN	119,746	32,439
VA	-	1,000,000
	545,074	3,516,930

Note C – Common Stock is carried at fair market value. This represents common stock in a publicly held company. The Company has eighty-three shares of Prudential Financial Inc. stock.

Note D – Real Estate balance represents amounts carried at market value.

Note E – Other Assets represents Legal Retainers held with engaged attorneys.

NOTES TO FINANCIAL STATEMENTS

Note F – Investments Income-Due and Accrued represents the net interest due as detailed below:

Bonds	5,946
Net Policy Loans	55,723
	61,669

Note G – Reinsurance Ceded Receivable represents the Company’s estimated share value of the December 31, 2022, Conversion Pool Fund with Metropolitan Life Insurance Company. The FEGLI conversion pool is a reinsurance facility in which member companies may cede any qualifying risk resulting from the exercise of a conversion privilege for a period of 10 years from the conversion date. Due to the government’s guarantee to convert the policy without physical exam, the government will reimburse the Company for claims policies issued for a 10-year period at the net amount at-risk. As of July 19, 2017, the Company has ceased writing new business.

Note H –Net Cash Value - Officers Insurance Receivable represents life insurance policies, net of policy loans. These cover previous executives of the Company with a majority of the policies held by Northwestern Mutual Life Insurance Company.

Note I – The Advances to Guaranty Associations represents the collection of statutory deposit(s) of the Company by various state Guaranty Associations to cover policyholder claims. The Guaranty Associations will receive reimbursements on a pro-rata basis, and all accounts will be settled according to the final calculations approved by the court.

Note J – Claims Against the Estate-Class 2 Policyholders represents Class 2 claims for priority of distribution pursuant to N.C. Gen. Stat. §58-30-220.

Note K – Claims Against the Estate-Class 2 Guaranty Associations represents Class 2 claims for priority of distribution pursuant to N.C. Gen. Stat. §58-30-220.

Note L – Claims Against the Estate-Class 3 State & Local are amounts owed by the Company for unpaid premiums & municipal taxes at the time of the rehabilitation. These represent Class 3 claims for priority of distribution pursuant to N.C. Gen. Stat. §58-30-220. It is anticipated the assets of the estate will not be sufficient to pay these claims.

Note M – Claims Against the Estate-Class 5 General represent amounts the Company owes to all other vendors and credits. A majority of the balance is a run-off disability reinsurance agreement with Prudential Insurance Company terminated in 2010 for a total of \$1,651,402. These represent Class 5 claims for priority of distribution pursuant to N.C.

NOTES TO FINANCIAL STATEMENTS

Gen. Stat. §58-30-220. It is anticipated the assets of the estate will not be sufficient to pay these claims.

Note N – Accounts Payable Others represents the net receivable of Reinsurance and the Reinsurance Ceded Reserve.

Note O – The Company and Southland National Insurance Corporation (“Southland”) entered into a Reinsurance and Administration Agreement on December 31, 2014 (“Agreement”). Credit for reinsurance ceded to Southland is allowed pursuant to N.C. Gen. Stat. §58-7-21(b)(1).

Simultaneously, with the execution and delivery of the Agreement, the Company, Southland and the Trustee entered into a Trust Agreement, pursuant to which the Trustee was to hold cash and/or investments of the type consistent with the requirements of the insurance laws of the State of North Carolina (“Eligible Assets”) as security for the satisfaction of the obligations of Southland. As part of the Agreement, Southland was required to ensure that the Trust Account held Eligible Assets with a Statutory Book Value equal to the Required Balance at all times.

On June 27, 2019, the Wake County Superior Court issued an Order of Rehabilitation against Southland and appointed the Commissioner of Insurance for the State of North Carolina as Rehabilitator.

Effective September 15, 2020, the Company and Southland amended the Agreement (the “Amendment”). Per the Amendment, the prior Trustee notified the Company and Southland of its intent to resign as trustee. As such, the Company and Southland decided to voluntarily terminate the Trust Agreement and discharge the prior Trustee. The Company and Southland instructed the prior Trustee, immediately upon termination of the Trust Agreement, to (a) transfer all Eligible Assets in the Trust Account to the Company; and (b) transfer all other assets held in the Trust Account (the “Ineligible Assets”) to Southland. The Company shall hold the Eligible Assets as a funds withheld liability and only use the Eligible Assets as set forth in the Agreement. Southland shall hold the Ineligible Assets as pledged or otherwise encumbered assets, to be used exclusively and only as set forth in the Agreement for the benefit of the Company.

On December 3, 2020, the Company issued a notice of default to Southland after receiving notification from Southland of its inability to perform under the terms of the Agreement. The notice of default informed Southland of the Company’s intent to begin withdrawing assets from the funds withheld account to settle all related amounts due from Southland pursuant to the Agreement.

NOTES TO FINANCIAL STATEMENTS

As of June 30, 2023, the Company held \$43,672,858 of cash and reported a corresponding liability due to them.

As of June 30, 2023, the book value of the Ineligible Assets was \$72 million, detailed below. The Company has been granted a secured interest in these assets. However, these assets are not income producing as required by N.C. Gen. Stat. §58-7-167. At present time, Southland is unable to replace these assets with Eligible Assets.

<u>Ineligible Assets by Class</u>		
<u>Type</u>	<u>Amount</u>	<u>%</u>
Equities	\$ 13,349,912	19%
Promissory Notes	58,650,508	81%
	<u>\$ 72,000,420</u>	<u>100%</u>

The Company ceded a total of \$95,192,062 in reserves to Southland as of June 30, 2023. Given Southland no longer has the ability to meet its payment obligations under the terms of the Agreement and is also unable to replace the Ineligible Assets with Eligible Assets, the Company recorded a \$51,519,207 Provision for Uncollectible Reinsurance Reserves for those reserves ceded to Southland in excess of the cash held by the Company as funds withheld.

NORTH CAROLINA MUTUAL LIFE INSURANCE COMPANY
NORTH CAROLINA COMMISSIONER OF INSURANCE AS RECEIVER
Statement of Financial Position
As of September 30, 2023

Assets

Cash and Cash Equivalents	(Note A)	\$ 68,778,909
Bonds	(Note B)	552,934
Common Stock	(Note C)	7,876
Real Estate	(Note D)	9,426
Contract Loans		1,806,090
Other Assets	(Note E)	48,484
Inv't income - Due & Accrued	(Note F)	73,699
Reinsurance Ceded Receivable	(Note G)	1,494,898
Net CSV Officers Insurance Receivable	(Note H)	570,275
Advance to Guaranty Association	(Note I)	3,592,678
Prepaid Rent		34,653
Total Assets		<u>76,969,922</u>

Liabilities

Class 1 and 2 Liabilities		
Claims Against the Estate-Policyholders	(Note J)	3,503
Claims Against the Estate-Guaranty Associations	(Note K)	157,433,464
		<u>157,436,967</u>
Class 3 and Higher Liabilities		
Claims Against the Estate-Class 3 State & Local	(Note L)	3,334
Claims Against the Estate-Class 4 Employees		0
Claims Against the Estate-Class 5 General	(Note M)	1,285,088
		<u>1,288,422</u>
Account Payable Others, Net of Reinsurance	(Note N)	(8,984,483)
Total Liabilities		<u>149,740,905</u>
Excess of Liabilities Over Assets		<u>\$ (72,770,983)</u>

The financial statements should be read together with the notes to the financial statements which are considered to be an integral part of this statement.

NORTH CAROLINA INSURANCE COMPANY
NORTH CAROLINA COMMISSIONER OF INSURANCE AS RECEIVER
Statement of Receipts and Disbursements

	For The Three Months Ended <u>September 30, 2023</u>	Cumulative From December 3, 2018 - <u>September 30, 2023</u>
OPERATING ACTIVITIES		
<u>Receipts</u>		
Premium Receipts	\$ -	\$ 10,931,108
Commission & Expense Allowances	984,622	19,467,216
Other Income	519,590	978,021
Guaranty Association Assessment Refund	-	-
Total Receipts	<u>1,504,212</u>	<u>31,376,345</u>
<u>Disbursements</u>		
Early Distribution to Guaranty Associations	519,358	3,592,678
Premiums Distribution to Guaranty Associations	1,329,777	4,616,029
<u>Policy Related Disbursements</u>		
Death Claims	(45,075)	7,511,087
Surrender Benefits	218,626	1,661,510
Disability Benefits	1,500	11,987
Others Reserves	-	160,877
	<u>175,051</u>	<u>9,345,461</u>
<u>General Expenses and Other</u>		
Personnel Expense	264,262	9,958,743
Rent and Occupancy	26,286	1,348,197
Actuarial Services	10,500	73,500
Legal Services	29,533	2,952,910
Consulting Services	212,838	2,901,356
Other Outside Consultants	28,677	1,327,934
Office Expenses	29,448	1,167,970
Furniture, Equipment and EDP	-	-
Travel Related Expenses	248	11,831
Taxes, Licenses, and Fees	2,500	389,226
Corporate Insurance	39	1,089,843
Data Processing & IT Security	65,374	1,383,932
Miscellaneous Expenses	13,619	266,456
	<u>683,324</u>	<u>22,871,898</u>
Total Operating Disbursements	<u>858,375</u>	<u>32,217,359</u>
Net Cash Used in Operating Activities	(1,203,298)	(9,049,720)

The financial statements should be read together with the notes to the financial statements which are considered to be an integral part of this statement.

	For The Three Months Ended <u>September 30, 2023</u>	Cumulative From December 3, 2018 - <u>September 30, 2023</u>
INVESTING ACTIVITIES		
Net (Purchases)/Sales of Invested Assets	-	14,190,097
Net Investment Income	73,192	2,835,519
Other Investing Activities	-	(43,035)
Net Cash Provided by Investing Activities	<u>73,192</u>	<u>16,982,581</u>
OTHER ACTIVITIES		
Escheat Liability	-	706,586
Policy Loans, Net of Repayments	(46,985)	817,928
Officers Life Insurance Settlement	-	6,879,613
Reinsurance Settlement	(2,191,104)	42,821,015
Other Account Receivables	-	106,594
Net Cash Provided by Other Activities	<u>(2,238,089)</u>	<u>51,331,736</u>
FINANCING ACTIVITIES		
Guaranty Association Funding	2,282,597	7,986,934
Other Financing Activites	50,000	50,000
Net Cash Used in Financing Activities	<u>2,332,597</u>	<u>8,036,934</u>
Net Change in Cash and Cash Equivalents	(1,035,598)	67,301,531
Net Increase (Decrease) in Cash and Cash Equivalents	(1,035,598)	67,301,531
Cash and Cash Equivalents at Beginning of Period	<u>69,814,507</u>	<u>1,477,378</u>
Cash and Cash Equivalents at End of Period	<u>\$ 68,778,909</u>	<u>\$ 68,778,909</u>

NORTH CAROLINA INSURANCE COMPANY
NORTH CAROLINA COMMISSIONER OF INSURANCE AS RECEIVER
Advances to Guaranty Associations

<u>State</u>	<u>Balance 12/31/2022</u>	<u>Advanced</u>	<u>Recovered</u>	<u>Balance 9/30/2023</u>
AL	-	328,238	-	328,238
AR	-	2,040	-	2,040
CA	-	11,623	-	11,623
DC	-	38,404	-	38,404
FL	-	13,531	-	13,531
GA	-	104,174	-	104,174
ID	-	65	-	65
IL	-	71,679	-	71,679
IN	-	2,389	-	2,389
KY	-	2,613	-	2,613
LA	-	6,316	-	6,316
MD	-	106,213	-	106,213
MI	-	96,131	-	96,131
MO	-	19,385	-	19,385
MS	-	14,557	-	14,557
NC	1,686,918	606,686	-	2,293,604
NJ	-	45,517	-	45,517
NV	-	1,100	-	1,100
OH	-	14,774	-	14,774
OK	-	1,273	-	1,273
PA	-	119,381	-	119,381
SC	-	92,307	-	92,307
TN	-	61,713	-	61,713
TX	-	17,240	-	17,240
VA	-	128,411	-	128,411
Totals	<u>1,686,918</u>	<u>1,905,760</u>	<u>-</u>	<u>3,592,678</u>

The financial statements should be read together with the notes to the financial statements which are considered to be an integral part of this statement.

NOTES TO FINANCIAL STATEMENTS

Note A - All cash and cash equivalents have a maturity of less than 1 year except as described below and are carried at cost, which equals market value.

		Maturity
Cash	3,436,964	
Money Market Funds - Statutory Deposit	3,542,145	
Money Market	17,367,441	
Invested Cash - Restricted Trust Account	44,432,359	< 18 Years
Total Cash and Cash Equivalents	68,778,909	

Note B – Bonds are carried at fair market value. All bonds are investment grade. Bonds and cash equivalents totaling \$4,069,720 are held on deposit by various state insurance departments for the benefit of either all policyholders or the policyholders of their respective states. The bonds and cash held by the states are detailed below.

State	Statutory Deposits	
	Bonds	Cash Equivalents
FL	-	1,104,623
GA	25,916	5,479
KY	-	447,022
MI	-	505,000
NC	-	-
NV	-	200,000
OH	102,734	58,240
OK	290,941	-
SC	-	186,750
TN	107,984	35,031
VA	-	1,000,000
	527,575	3,542,145

Note C – Common Stock is carried at fair market value. This represents common stock in a publicly held company. The Company has eighty-three shares of Prudential Financial Inc. stock.

Note D – Real Estate balance represents amounts carried at market value.

Note E – Other Assets represents Legal Retainers held with engaged attorneys.

NOTES TO FINANCIAL STATEMENTS

Note F— Investments Income-Due and Accrued represents the net interest due as detailed below:

Bonds	2,223
Net Policy Loans	<u>71,476</u>
	73,699

Note G – Reinsurance Ceded Receivable represents the Company’s estimated share value of the December 31, 2022, Conversion Pool Fund with Metropolitan Life Insurance Company. The FEGLI conversion pool is a reinsurance facility in which member companies may cede any qualifying risk resulting from the exercise of a conversion privilege for a period of 10 years from the conversion date. Due to the government’s guarantee to convert the policy without physical exam, the government will reimburse the Company for claims policies issued for a 10-year period at the net amount at-risk. As of July 19, 2017, the Company has ceased writing new business.

Note H –Net Cash Value- Officers Insurance Receivable represents life insurance policies, net of policy loans. These cover previous executives of the Company with a majority of the policies held by Northwestern Mutual Life Insurance Company.

Note I – The Advances to Guaranty Associations represents the collection of statutory deposit(s) of the Company by various state Guaranty Associations to cover policyholder claims. The Guaranty Associations will receive reimbursements on a pro-rata basis, and all accounts will be settled according to the final calculations approved by the court.

Note J – Claims Against the Estate-Class 2 Policyholders represents Class 2 claims for priority of distribution pursuant to N.C. Gen. Stat. §58-30-220.

Note K – Claims Against the Estate-Class 2 Guaranty Associations represents Class 2 claims for priority of distribution pursuant to N.C. Gen. Stat. §58-30-220.

Note L – Claims Against the Estate-Class 3 State & Local are amounts owed by the Company for unpaid premiums & municipal taxes at the time of the rehabilitation. These represent Class 3 claims for priority of distribution pursuant to N.C. Gen. Stat. §58-30-220. It is anticipated the assets of the estate will not be sufficient to pay these claims.

Note M – Claims Against the Estate-Class 5 General represent amounts the Company owes to all other vendors and credits. A majority of the balance is a run-off disability reinsurance agreement with Prudential Insurance Company terminated in 2010 for a total of \$1,285,088. These represent Class 5 claims for priority of distribution pursuant to N.C.

NOTES TO FINANCIAL STATEMENTS

Gen. Stat. §58-30-220. It is anticipated the assets of the estate will not be sufficient to pay these claims.

Note N – Accounts Payable Others represents the net receivable of Reinsurance and the Reinsurance Ceded Reserve.

Note O – The Company and Southland National Insurance Corporation (“Southland”) entered into a Reinsurance and Administration Agreement on December 31, 2014 (“Agreement”). Credit for reinsurance ceded to Southland is allowed pursuant to N.C. Gen. Stat. §58-7-21(b)(1).

Simultaneously, with the execution and delivery of the Agreement, the Company, Southland and the Trustee entered into a Trust Agreement, pursuant to which the Trustee was to hold cash and/or investments of the type consistent with the requirements of the insurance laws of the State of North Carolina (“Eligible Assets”) as security for the satisfaction of the obligations of Southland. As part of the Agreement, Southland was required to ensure that the Trust Account held Eligible Assets with a Statutory Book Value equal to the Required Balance at all times.

On June 27, 2019, the Wake County Superior Court issued an Order of Rehabilitation against Southland and appointed the Commissioner of Insurance for the State of North Carolina as Rehabilitator.

Effective September 15, 2020, the Company and Southland amended the Agreement (the “Amendment”). Per the Amendment, the prior Trustee notified the Company and Southland of its intent to resign as trustee. As such, the Company and Southland decided to voluntarily terminate the Trust Agreement and discharge the prior Trustee. The Company and Southland instructed the prior Trustee, immediately upon termination of the Trust Agreement, to (a) transfer all Eligible Assets in the Trust Account to the Company; and (b) transfer all other assets held in the Trust Account (the “Ineligible Assets”) to Southland. The Company shall hold the Eligible Assets as a funds withheld liability and only use the Eligible Assets as set forth in the Agreement. Southland shall hold the Ineligible Assets as pledged or otherwise encumbered assets, to be used exclusively and only as set forth in the Agreement for the benefit of the Company.

On December 3, 2020, the Company issued a notice of default to Southland after receiving notification from Southland of its inability to perform under the terms of the Agreement. The notice of default informed Southland of the Company’s intent to begin withdrawing assets from the funds withheld account to settle all related amounts due from Southland pursuant to the Agreement.

NOTES TO FINANCIAL STATEMENTS

As of September 30, 2023, the Company held \$44,432,359 of cash and reported a net liability due to them for \$41,457,462 after netting their unpaid reinsurance statements.

As of September 30, 2023, the book value of the Ineligible Assets was \$72 million, detailed below. The Company has been granted a secured interest in these assets. However, these assets are not income producing as required by N.C. Gen. Stat. §58-7-167. At present time, Southland is unable to replace these assets with Eligible Assets.

<u>Ineligible Assets by Class</u>		
Type	Amount	%
Equities	\$ 13,349,912	19%
Promissory Notes	58,650,508	81%
	<u>\$ 72,000,420</u>	<u>100%</u>

The Company ceded a total of \$94,209,336 in reserves to Southland as of September 30, 2023. Given Southland no longer has the ability to meet its payment obligations under the terms of the Agreement and is also unable to replace the Ineligible Assets with Eligible Assets, the Company recorded a \$52,751,871 Provision for Uncollectible Reinsurance Reserves for those reserves ceded to Southland in excess of the cash held by the Company as funds withheld.

NORTH CAROLINA MUTUAL LIFE INSURANCE COMPANY
NORTH CAROLINA COMMISSIONER OF INSURANCE AS RECEIVER
Statement of Financial Position
As of December 31, 2023

Assets

Cash and Cash Equivalents	(Note A)	\$ 69,890,913
Bonds	(Note B)	553,792
Common Stock	(Note C)	8,608
Real Estate	(Note D)	9,426
Contract Loans		1,555,816
Other Assets	(Note E)	48,484
Inv't income - Due & Accrued	(Note F)	84,951
Reinsurance Ceded Receivable	(Note G)	188,013
Net CSV Officers Insurance Receivable	(Note H)	789,184
Advance to Guaranty Association	(Note I)	7,439,069
Prepaid Rent		34,653
Total Assets		<u>80,602,909</u>

Liabilities

Class 1 and 2 Liabilities		
Claims Against the Estate-Policyholders	(Note J)	35,049
Claims Against the Estate-Guaranty Associations	(Note K)	156,074,056
		<u>156,109,105</u>
Class 3 and Higher Liabilities		
Claims Against the Estate-Class 3 State & Local	(Note L)	3,256
Claims Against the Estate-Class 4 Employees		-
Claims Against the Estate-Class 5 General	(Note M)	2,972,011
		<u>2,975,267</u>
Account Payable Others, Net of Reinsurance	(Note N)	(10,920,656)
Total Liabilities		<u>148,163,716</u>
Excess of Liabilities Over Assets		<u>\$ (67,560,807)</u>

The financial statements should be read together with the notes to the financial statements which are considered to be an integral part of this statement.

NORTH CAROLINA INSURANCE COMPANY
NORTH CAROLINA COMMISSIONER OF INSURANCE AS RECEIVER
Statement of Receipts and Disbursements

	For The Three Months Ended <u>December 31, 2023</u>	Cumulative From December 3, 2018 - <u>December 31, 2023</u>
OPERATING ACTIVITIES		
<u>Receipts</u>		
Premium Receipts	\$ -	\$ 10,931,108
Commission & Expense Allowances	973,484	20,440,700
Other Income	210,132	1,188,153
Guaranty Association Assessment Refund	-	-
Total Receipts	1,183,616	32,559,961
<u>Disbursements</u>		
Early Distribution to Guaranty Associations	569,208	4,161,886
Premiums Distribution to Guaranty Associations	1,644,603	6,260,632
<u>Policy Related Disbursements</u>		
Death Claims	47,216	7,558,303
Surrender Benefits	83,313	1,744,823
Disability Benefits	-	11,987
Others Reserves	-	160,877
	130,529	9,475,990
<u>General Expenses and Other</u>		
Personnel Expense	284,383	10,243,126
Rent and Occupancy	42,137	1,390,334
Actuarial Services	10,500	84,000
Legal Services	53,927	3,006,837
Consulting Services	160,302	3,061,658
Other Outside Consultants	18,198	1,346,132
Office Expenses	23,800	1,191,770
Furniture, Equipment and EDP	-	-
Travel Related Expenses	251	12,082
Taxes, Licenses, and Fees	(1,505)	387,721
Corporate Insurance	216,956	1,306,799
Data Processing & IT Security	78,913	1,462,845
Miscellaneous Expenses	13,776	280,232
	901,638	23,773,536
Total Operating Disbursements	1,032,167	33,249,526
Net Cash Used in Operating Activities	(2,062,362)	(11,112,082)

The financial statements should be read together with the notes to the financial statements which are considered to be an integral part of this statement.

	For The Three Months Ended <u>December 31, 2023</u>	Cumulative From December 3, 2018 - <u>December 31, 2023</u>
INVESTING ACTIVITIES		
Net (Purchases)/Sales of Invested Assets	-	14,190,097
Net Investment Income	64,320	2,899,839
Other Investing Activities	-	(43,035)
Net Cash Provided by Investing Activities	<u>64,320</u>	<u>17,046,901</u>
OTHER ACTIVITIES		
Escheat Liability	-	706,586
Policy Loans, Net of Repayments	(42,423)	775,505
Officers Life Insurance Settlement	-	6,879,613
Reinsurance Settlements	741,093	43,562,108
Other Account Receivables	-	106,594
Net Cash Provided by Other Activities	<u>698,670</u>	<u>52,030,406</u>
FINANCING ACTIVITIES		
Guaranty Association Funding	2,411,376	10,398,310
Other Financing Activities	-	50,000
Net Cash Used in Financing Activities	<u>2,411,376</u>	<u>10,448,310</u>
Net Change in Cash and Cash Equivalents	1,112,004	68,413,535
Net Increase (Decrease) in Cash and Cash Equivalents	1,112,004	68,413,535
Cash and Cash Equivalents at Beginning of Period	<u>68,778,909</u>	<u>1,477,378</u>
Cash and Cash Equivalents at End of Period	<u>\$ 69,890,913</u>	<u>\$ 69,890,913</u>

The financial statements should be read together with the notes to the financial statements which are considered to be an integral part of this statement.

**NORTH CAROLINA INSURANCE COMPANY
NORTH CAROLINA COMMISSIONER OF INSURANCE AS RECEIVER
Advances to Guaranty Associations**

<u>State</u>	<u>Balance 12/31/2022</u>	<u>Advanced</u>	<u>Recovered</u>	<u>Balance 12/31/2023</u>
AL	-	506,603	-	506,603
AR	-	24,488	-	24,488
CA	-	143,896	-	143,896
DC	-	355,380	-	355,380
FL	-	128,752	-	128,752
GA	-	190,420	-	190,420
ID	-	1,546	-	1,546
IL	-	189,124	-	189,124
IN	-	8,977	-	8,977
KY	-	7,673	-	7,673
LA	-	19,919	-	19,919
MD	-	306,201	-	306,201
MI	-	224,433	-	224,433
MO	-	46,553	-	46,553
MS	-	38,135	-	38,135
NC	1,686,918	1,878,735	-	3,565,652
NJ	-	83,181	-	83,181
NV	-	1,429	-	1,429
OH	-	57,068	-	57,068
OK	-	34,831	-	34,831
PA	-	212,383	-	212,383
SC	-	249,723	-	249,723
TN	-	158,484	-	158,484
TX	-	275,619	-	275,619
VA	-	608,597	-	608,597
Totals	<u>1,686,918</u>	<u>5,752,151</u>	<u>-</u>	<u>7,439,069</u>

The financial statements should be read together with the notes to the financial statements which are considered to be an integral part of this statement.

NOTES TO FINANCIAL STATEMENTS

Note A - All cash and cash equivalents have a maturity of less than 1 year except as described below and are carried at cost, which equals market value.

		Maturity
Cash	2,505,323	
Money Market Funds - Statutory Deposit	3,563,063	
Money Market	17,298,732	
Invested Cash - Restricted Trust Account	46,523,795	< 18 Years
Total Cash and Cash Equivalents	69,890,913	

Note B – Bonds are carried at fair market value. All bonds are investment grade. Bonds and cash equivalents totaling \$4,110,496 are held on deposit by various state insurance departments for the benefit of either all policyholders or the policyholders of their respective states. The bonds and cash held by the states are detailed below.

	Statutory Deposits	
	Bonds	Cash Equivalents
FL	-	1,119,064
GA	28,412	5,551
KY	-	452,599
MI	-	505,000
NC	-	-
NV	-	200,000
OH	106,297	58,627
OK	294,340	-
SC	-	186,750
TN	118,384	35,472
VA	-	1,000,000
	547,433	3,563,063

Note C –Common Stock is carried at fair market value. This represents common stock in a publicly held company. The Company has eighty-three shares of Prudential Financial Inc. stock.

Note D – Real Estate balance represents amounts carried at market value.

Note E – Other Assets represents Legal Retainers held with engaged attorneys.

NOTES TO FINANCIAL STATEMENTS

Note F— Investments Income-Due and Accrued represents the net interest due as detailed below:

Bonds	6,237
Net Policy Loans	78,714
	84,951

Note G – Reinsurance Ceded Receivable represents the Company’s estimated share value of the December 31, 2022, Conversion Pool Fund with Metropolitan Life Insurance Company. The FEGLI conversion pool is a reinsurance facility in which member companies may cede any qualifying risk resulting from the exercise of a conversion privilege for a period of 10 years from the conversion date. Due to the government’s guarantee to convert the policy without physical exam, the government will reimburse the Company for claims policies issued for a 10-year period at the net amount at-risk. As of July 19, 2017, the Company has ceased writing new business.

Note H –Net Cash Value- Officers Insurance Receivable represents life insurance policies, net of policy loans. These cover previous executives of the Company with a majority of the policies held by Northwestern Mutual Life Insurance Company.

Note I – The Advances to Guaranty Associations represents the collection of statutory deposit(s) of the Company by various state Guaranty Associations to cover policyholder claims. The Guaranty Associations will receive reimbursements on a pro-rata basis, and all accounts will be settled according to the final calculations approved by the court.

Note J –Claims Against the Estate-Class 2 Policyholders represents Class 2 claims for priority of distribution pursuant to N.C. Gen. Stat. §58-30-220.

Note K – Claims Against the Estate-Class 2 Guaranty Associations represents Class 2 claims for priority of distribution pursuant to N.C. Gen. Stat. §58-30-220.

Note L – Claims Against the Estate-Class 3 State & Local are amounts owed by the Company for unpaid premiums & municipal taxes at the time of the rehabilitation. These represent Class 3 claims for priority of distribution pursuant to N.C. Gen. Stat. §58-30-220. It is anticipated the assets of the estate will not be sufficient to pay these claims.

Note M – Claims Against the Estate-Class 5 General represent amounts the Company owes to all other vendors and credits. A majority of the balance is a run-off disability reinsurance agreement with Prudential Insurance Company terminated in 2010 for a total of \$1,285,088. These represent Class 5 claims for priority of distribution pursuant to N.C.

NOTES TO FINANCIAL STATEMENTS

Gen. Stat. §58-30-220. It is anticipated the assets of the estate will not be sufficient to pay these claims.

Note N – Accounts Payable Others represents the net receivable of Reinsurance and the Reinsurance Ceded Reserve.

Note O – The Company and Southland National Insurance Corporation (“Southland”) entered into a Reinsurance and Administration Agreement on December 31, 2014 (“Agreement”). Credit for reinsurance ceded to Southland is allowed pursuant to N.C. Gen. Stat. §58-7-21(b)(1).

Simultaneously, with the execution and delivery of the Agreement, the Company, Southland and the Trustee entered into a Trust Agreement, pursuant to which the Trustee was to hold cash and/or investments of the type consistent with the requirements of the insurance laws of the State of North Carolina (“Eligible Assets”) as security for the satisfaction of the obligations of Southland. As part of the Agreement, Southland was required to ensure that the Trust Account held Eligible Assets with a Statutory Book Value equal to the Required Balance at all times.

On June 27, 2019, the Wake County Superior Court issued an Order of Rehabilitation against Southland and appointed the Commissioner of Insurance for the State of North Carolina as Rehabilitator.

Effective September 15, 2020, the Company and Southland amended the Agreement (the “Amendment”). Per the Amendment, the prior Trustee notified the Company and Southland of its intent to resign as trustee. As such, the Company and Southland decided to voluntarily terminate the Trust Agreement and discharge the prior Trustee. The Company and Southland instructed the prior Trustee, immediately upon termination of the Trust Agreement, to (a) transfer all Eligible Assets in the Trust Account to the Company; and (b) transfer all other assets held in the Trust Account (the “Ineligible Assets”) to Southland. The Company shall hold the Eligible Assets as a funds withheld liability and only use the Eligible Assets as set forth in the Agreement. Southland shall hold the Ineligible Assets as pledged or otherwise encumbered assets, to be used exclusively and only as set forth in the Agreement for the benefit of the Company.

On December 3, 2020, the Company issued a notice of default to Southland after receiving notification from Southland of its inability to perform under the terms of the Agreement. The notice of default informed Southland of the Company’s intent to begin withdrawing assets from the funds withheld account to settle all related amounts due from Southland pursuant to the Agreement.

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2023, the Company held \$46,523,795 of cash and reported a net liability due to them for \$ 41,609,071 after netting their unpaid reinsurance statements.

As of December 31, 2023, the book value of the Ineligible Assets was \$72 million, detailed below. The Company has been granted a secured interest in these assets. However, these assets are not income producing as required by N.C. Gen. Stat. §58-7-167. At present time, Southland is unable to replace these assets with Eligible Assets.

<u>Ineligible Assets by Class</u>		
Type	Amount	%
Equities	\$ 13,349,912	19%
Promissory Notes	58,650,508	81%
	<u>\$ 72,000,420</u>	<u>100%</u>

The Company ceded a total of \$93,152,187 in reserves to Southland as of December 31, 2023. Given Southland no longer has the ability to meet its payment obligations under the terms of the Agreement and is also unable to replace the Ineligible Assets with Eligible Assets, the Company recorded a \$51,543,119 Provision for Uncollectible Reinsurance Reserves for those reserves ceded to Southland in excess of the cash held by the Company as funds withheld.

NORTH CAROLINA

WAKE COUNTY

VERIFICATION

JEFFREY A. TRENDEL, being first duly sworn, deposes and says that he is a Deputy Commissioner of Insurance for the North Carolina Department of Insurance and appointed as Special Deputy Liquidator for North Carolina Mutual Life Insurance Company by the Commissioner of Insurance and Liquidator, that he has read the foregoing Statement of Financial Position as of March 31, 2023, as of June 30, 2023, as of September 30, 2023, and as of December 31, 2023, and the Statement of Receipts and Disbursements for the three months ending March 31, 2023, for the three months ending June 30, 2023, for the three months ending September 30, 2023, and for the three months ending December, 31, 2023 and for the period from December 8, 2018, the date of rehabilitation, through December 31, 2023, and that the contents of same are true and correct to the best of his knowledge and belief.

This the 20th day of August, 2024.



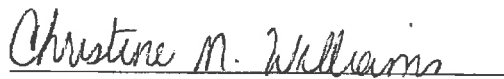
Deputy Commissioner of Insurance and
Special Deputy Liquidator for
North Carolina Mutual Life Insurance Company

NORTH CAROLINA

WAKE COUNTY

Sworn to and subscribed before me this

The 20 day of August, 2024.
(Official Seal)


Notary Public

My Commission Expires: 01/20/2025

