

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

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In the Matter of

the Ancillary Receivership of

Index No.: 453158/17
(Goetz, P.)

GUARANTEE INSURANCE COMPANY.
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AFFIRMATION

Lauren M. Reber, an attorney at law duly admitted to practice before the Courts of the State of New York, hereby affirms the following to be true under penalties of perjury:

1. I am an attorney with the New York Liquidation Bureau (the “NYLB”), the organization that serves as the staff for Maria T. Vullo, Superintendent of Financial Services of the State of New York in her capacity as ancillary receiver (the “Ancillary Receiver”) of Guarantee Insurance Company (“Guarantee”), and submit this affirmation, upon information and belief, based on my review of the Guarantee files maintained by the NYLB and the conversations I have had with employees of the Ancillary Receiver, in support of the Ancillary Receiver’s application to approve the report on the status of and request to close the ancillary receivership proceeding of Guarantee (the “Closing Report”) annexed hereto as Exhibit “1”.

2. By order dated November 27, 2017 (the “Liquidation Order”), Guarantee, organized under the laws of the State of Florida and licensed to underwrite workers’ compensation insurance policies in the State of New York, was placed in liquidation in the State of Florida (the “Domestic Liquidation Proceeding”) and the Florida Department of Financial Services was appointed as Receiver of Guarantee (the “Domestic Receiver”). A copy of the Liquidation Order is annexed as Exhibit “A” to the Closing Report annexed hereto as Exhibit 1.

3. By order entered January 26, 2018 (the “Ancillary Order”), this Court placed Guarantee into ancillary receivership (the “Ancillary Receivership Proceeding”) and appointed

the Superintendent as Ancillary Receiver. A copy of the Ancillary Order is annexed as Exhibit “B” to the Closing Report annexed hereto as Exhibit “1”.

4. The Ancillary Receivership Proceeding was commenced to permit the New York Workers’ Compensation Security Fund (the “WC Fund”) to make payments to claimants or policyholders holding Guarantee claims that are covered by the WC Fund.

5. During the course of the Ancillary Receivership Proceeding, eligible claims covered by the WC Fund were referred by the Domestic Receiver and accepted by the Ancillary Receiver. Determinations of the validity of the amount of workers’ compensation claims are made by the Workers’ Compensation Board and paid from the WC Fund. Under the Workers’ Compensation Law, WC Fund payments to claimants are not subject to approval by the Ancillary Receiver or by the Court. No Guarantee claims other than workers’ compensation claims were referred to the Ancillary Receiver.

THE ANCILLARY RECEIVERSHIP PROCEEDING IS RIPE FOR CLOSURE

6. Paragraph 31 of the Liquidation Order established May 27, 2018 as the claims bar date in the Domestic Liquidation Proceeding. *See* Exhibit “A” to the Closing Report annexed hereto as Exhibit “1”. In an order signed on September 5, 2018 and entered September 7, 2018, attached as Exhibit C to the Closing Report annexed hereto as Exhibit “1”, the deadline to file a claim against Guarantee in domestic receivership was extended to November 27, 2018 (the “Claims Bar Date”). The Claims Bar Date is the last day by which proofs of claim must be filed with the Domestic Receiver in the Domestic Liquidation Proceeding. In addition, paragraph 3 of the Ancillary Order, a copy of which is annexed as Exhibit “B” to the Closing Report annexed hereto as Exhibit “1”, specifies that the Claims Bar Date in the Domestic Liquidation Proceeding “applies to this Ancillary Receivership proceeding and all New York claims under Guarantee

policies.”

7. All claims submitted to the Ancillary Receiver have been processed and determined by the Workers’ Compensation Board. Any referred or other claims, if eligible, will be processed in the same manner. No further action is required in the Ancillary Receivership Proceeding and it may now be terminated. The Ancillary Receiver requests that this Court enter an order, substantially in the form of the proposed order annexed hereto as Exhibit “2”, granting the relief sought herein.

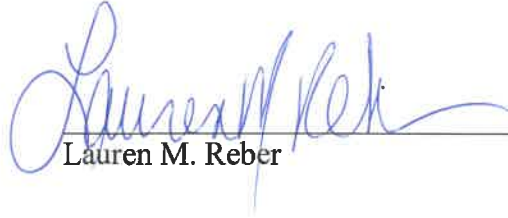
8. The Ancillary Receiver also requests that the Court sign the accompanying Order to Show Cause setting a return date for a hearing on the Ancillary Receiver’s application to be held before the Court at least thirty (30) days after the date of issuance of the Order to Show Cause.

9. A previous application for the relief sought herein was made prior to the Ancillary Receiver receiving the order of the domestic receivership court extending the Claims Bar Date. Upon receipt of that order, the original application was withdrawn with leave to resubmit by this Court’s order dated September 28, 2018.

WHEREFORE, it is respectfully requested that this Court enter an order: (1) approving the Closing Report and the financial transactions delineated in such report; (2) authorizing the continuing payment of administrative expenses, if any, including such expenses for the closing of the Ancillary Receivership Proceeding; (3) authorizing the NYLB to receive and disburse to the WC Fund any future distributions in connection with the Ancillary Receivership Proceeding to pay amounts owed to the WC Fund without further application to this Court; (4) terminating and closing the Ancillary Receivership Proceeding; (5) releasing and discharging the Ancillary Receiver, her predecessors and successors in office, and their agents, attorneys and employees,

from any and all liability arising from their acts or omissions in connection with the Ancillary Receivership Proceeding; and (6) granting such other and further relief as may just and proper.

Dated: New York, New York
November 28, 2018



Lauren M. Reber

EXHIBIT 1

**FINAL REPORT ON THE STATUS OF AND REQUEST TO CLOSE
THE ANCILLARY RECEIVERSHIP PROCEEDING
OF GUARANTEE INSURANCE COMPANY**

Maria T. Vullo, Superintendent of Financial Services of the State of New York (“Superintendent”) as ancillary receiver (“Ancillary Receiver”) of Guarantee Insurance Company (“Guarantee”), hereby submits this report (“Closing Report”) on the status of the ancillary receivership proceeding (“Ancillary Receivership Proceeding”) and respectfully requests that the proceeding be closed.

**COMMENCEMENT OF DOMESTIC RECEIVERSHIP AND
ANCILLARY RECEIVERSHIP**

On November 27, 2017, the Circuit Court of the Second Judicial Circuit, in Leon County, Florida (“Florida Court”), entered an order (“Liquidation Order”) finding Guarantee was insolvent and appointing the Florida Department of Financial Services as Receiver of Guarantee (“Domestic Receiver”). A copy of the Liquidation Order is attached hereto as Exhibit A. By an order of the Supreme Court of the State of New York, New York County (“Court”) entered on January 26, 2018 (“Ancillary Order”), Guarantee was placed into ancillary receivership in the State of New York and the Superintendent of Financial Services of the State of New York and her successors in office were appointed Ancillary Receiver of Guarantee. A copy of the Ancillary Order is attached hereto as Exhibit B. The Ancillary Receivership Proceeding was commenced to permit payments of eligible claims covered by the New York Workers’ Compensation Security Fund (“WC Fund”). In this proceeding, all claims referred to the Ancillary Receiver were workers’ compensation claims that are covered by the WC Fund. Such claims have been processed and benefits are either being paid by the WC Fund or have been denied by the New York Workers’ Compensation Board.

THE ANCILLARY RECEIVERSHIP PROCEEDING MAY BE TERMINATED

Following the placement of Guarantee into liquidation (“Domestic Liquidation Proceeding”), all claims by Guarantee’s policyholders, claimants and creditors were processed by the Domestic Receiver. The Domestic Receiver assigned a claim number and referred those claims involving a New York-based workers’ compensation policy to the Ancillary Receiver in order for covered claims to be paid by the WC Fund.

Eligibility for workers’ compensation benefits under Guarantee’s workers’ compensation policies are decided upon by the Workers’ Compensation Board. Under the Workers’ Compensation Law, WC Fund payments to claimants are not subject to approval by the Ancillary Receiver or the Court. Rather, the WC Fund makes payments as directed by the Workers’ Compensation Board.

Under paragraph 31 of the Liquidation Order, the Florida Court established May 27, 2018, as the last date upon which any and all claims against Guarantee must be filed with the Domestic Receiver. *See* Exhibit A. In an order signed on September 5, 2018 and entered September 7, 2018, attached hereto as Exhibit C, the Florida Court extended the deadline to file a claim against Guarantee in the domestic receivership to November 27, 2018 (“Claims Bar Date”). The Ancillary Order provides that the Claims Bar Date “applies to this Ancillary Receivership proceeding and all New York Claims under Guarantee policies.” *See* Exhibit B, ¶4.

All claims submitted to the Ancillary Receiver by the Domestic Receiver have been processed and determined by the Workers’ Compensation Board. Because there is no time limitation on the submission of claims to the WC Fund, any referred or other claims, if eligible, presented to the WC Fund will be processed in the same manner by the Workers’ Compensation Board to ensure continuation and timely payment of benefits to eligible claimants under the

Workers' Compensation Law. No further action is required in the Ancillary Receivership Proceeding and may now be closed.

In light of the foregoing, the Ancillary Receiver respectfully requests that the Ancillary Receivership Proceeding be closed.

FINANCIAL REPORT

The Ancillary Receiver completed all activities related to the Ancillary Receivership Proceeding and has closed Guarantee's books as of June 30, 2018 ("Closing Date"). Guarantee's Summary of Loss Adjustment Expenses ("LAE"), Administrative Expenses and Distributions and Other Recoveries for the period between January 26, 2018 and the Closing Date are annexed hereto as Exhibit D.

1. Cash Receipts and Disbursements

As of the Closing Date, the WC Fund's administrative expenses totaled \$387,538. These expenses constitute the actual and necessary costs of administration incurred in connection with claims handling during the Guarantee Ancillary Receivership Proceeding, including third-party administrators, salaries, rent, professional fees, and other general administrative expenses of the Ancillary Receiver and the WC Fund.

In addition, the WC Fund covered claims in the amount of \$7,182,539, of which \$6,141,091 was for loss; and \$1,041,448 was for LAE. The WC Fund's covered claims have either been paid or are continuing to be paid by the WC Fund.

2. Reserves

As of the closing date, the WC Fund carried reserves associated with open workers' compensation claims that are being handled by the New York Liquidation Bureau ("NYLB") in

the total amount of \$55,439,413, of which \$46,489,164 is for loss, \$3,377,232 is for LAE and \$5,573,017 is for administrative expenses.

3. The WC Fund's Claim in the Domestic Liquidation Proceeding

The WC Fund is entitled to reimbursements of the claims payments and expenses it makes on behalf of GIC's policyholders. The WC Fund has filed a claim in the Domestic Liquidation Proceeding equal to its payments as well as for reserves on open claims in the amount \$63,009,490. As of the Closing Date, salvage and subrogation recoveries were made in the amount of \$355,080 for the WC Fund.

RELIEF SOUGHT

The Ancillary Receiver submits this Closing Report in order to provide information on the status of the Ancillary Receivership Proceeding and to request that it be closed. Based on this Closing Report together with the Ancillary Order and other materials submitted in this proceeding, the Ancillary Receiver requests that the Court issue an order:

1. approving the Closing Report and the financial transactions delineated therein;
2. authorizing the continued payment of administrative expenses, if any, including expenses for the closing of the Ancillary Receivership Proceeding;
3. authorizing the NYLB to receive and disburse to the WC Fund any future distributions in connection with the Ancillary Receivership Proceeding to pay amounts owed to the WC Fund without further application to this Court;
4. terminating and closing the Ancillary Receivership Proceeding;
5. releasing and discharging the Ancillary Receiver, her predecessors and successors in office, and their agents, attorneys and employees, from any and all liability arising from their acts or omissions in connection with the Ancillary Receivership Proceeding; and

6. granting such other and further relief as may be just and proper.

Dated: New York, New York
November 28, 2018

A handwritten signature in dark ink, appearing to read "David Axinn", written over a horizontal line.

David Axinn
Special Deputy Superintendent and
Agent of Maria T. Vullo
Superintendent of Financial Services
of the State of New York as Ancillary
Receiver of Guarantee Insurance Company

L24563

EXHIBIT A

**IN THE CIRCUIT COURT OF THE SECOND JUDICIAL CIRCUIT,
IN AND FOR LEON COUNTY, FLORIDA**

State of Florida, ex rel., the
Department of Financial Services
of the State of Florida,
Relator

v.

CASE NO.: 2017 CA 2421

Guarantee Insurance Company, a Florida corporation
Respondent. /

**CONSENT ORDER APPOINTING THE FLORIDA DEPARTMENT OF FINANCIAL
SERVICES AS RECEIVER OF GUARANTEE INSURANCE COMPANY FOR
PURPOSES OF LIQUIDATION, INJUNCTION, AND NOTICE OF AUTOMATIC STAY**

THIS CAUSE was considered on the Petition of the State of Florida, Department of Financial Services ("Department"), for a Consent Order appointing the Department of Financial Services as receiver of Guarantee Insurance Company ("Respondent" or "Company"), for purposes of liquidation, injunction, and notice of automatic stay, which was filed on November 21, 2017, (hereinafter, "Petition"). The Court, having reviewed and considered the pleadings of record, and otherwise being fully informed in the premises, finds as follows:

1. Section 631.021, Florida Statutes (2017), provides that a delinquency proceeding pursuant to Chapter 631, Florida Statutes, constitutes the sole and exclusive method of liquidating, rehabilitating, reorganizing, or conserving a Florida domiciled insurer.

2. This Court has jurisdiction over these proceedings pursuant to section 631.021(1), Florida Statutes, and this Court can exercise jurisdiction over any person required to cooperate with the Department and the Office of Insurance Regulation ("OIR") pursuant to section 631.391 Florida Statutes, and over all persons made subject to this Court's jurisdiction by other provisions of law as provided in section 631.025, Florida Statutes. Venue is proper in the Circuit Court of Leon County pursuant to section 631.021(2), Florida Statutes. Pursuant to section 631.021(1),

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Florida Statutes, this Court has jurisdiction over the receivership and is authorized to enter all necessary or proper orders to carry out the purpose of the Florida Insurers Rehabilitation and Liquidation Act, sections 631.001 *et seq.*, Florida Statutes.

3. Respondent was re-domesticated as a Florida domiciled insurance company and on January 5, 2007, was authorized by OIR to transact workers' compensation insurance business. Respondent's principal place of business is located at 401 E. Las Olas Boulevard, Suite 1540, Fort Lauderdale, Florida 33301.

4. Upon a determination by OIR that one or more grounds exist to initiate a delinquency proceeding against an insurer and upon OIR's determination that a delinquency proceeding should be initiated, OIR is required to refer the insurer to the Department for the initiation of such delinquency proceeding. § 631.031(1), Fla. Stat.

5. By letter dated November 17, 2017, pursuant to section 631.031(1), Florida Statutes, David Altmaier, Commissioner of OIR, advised Florida's Chief Financial Officer, Jimmy Patronis, that grounds exist for the initiation of liquidation proceedings against Respondent.

6. Sections 631.031(2), Florida Statutes, empowers the Department to petition this Court for an order directing it to liquidate a domestic insurer, and section 631.061, Florida Statutes, provides that the Department may apply for such an order if the insurer is or is about to become insolvent or upon the existence of any of the grounds specified in section 631.051, Florida Statutes.

7. Based on the evidence presented in the Department's Petition, the Court has determined that sufficient grounds exist for the liquidation of Respondent pursuant to the following provisions of law:

A. Section 631.061(1), Florida Statutes, due to Respondent's insolvency within the meaning of section 631.011(14), Florida Statutes;

B. Section 631.051(8), Florida Statutes, due to Respondent's willful violation of sections 624.424 and 625.332, Florida Statutes;

C. Section 631.051(13), Florida Statutes, due to the diversion of funds from Respondent, which threatened Respondent's solvency;

D. Section 631.051(11), Florida Statutes, due to Respondent's consent, through a Joint Stipulation of its board of directors, to the appointment of the Department as receiver of Respondent for the purposes of liquidation; and

E. Section 631.051(3), Florida Statutes, due to the existence of the foregoing grounds for liquidation, Respondent's further transaction of insurance is presently or prospectively hazardous to policyholders, creditors, stockholders, or the public.

8. The Court therefore finds that it is in the best interests of Respondent, its policyholders, creditors, stockholders, and the public that the Department be appointed receiver of Respondent for purposes of liquidation.

THEREFORE, IT IS ORDERED AND ADJUDGED:

9. The Department of Financial Services of the State of Florida shall be and is hereby appointed receiver of Respondent for purposes of liquidation, effective immediately upon the entry of this Order.

10. The Department has full power to direct and manage the affairs of Respondent, to hire and discharge employees, and to deal with the property and business of the Respondent.

11. All officers, directors, trustees, administrators, agents and employees, and all other persons representing Respondent or currently employed or utilized by Respondent in connection with the conduct of its business are discharged forthwith; provided, however, the Department may retain such persons in the Department's discretion.

12. For purposes of this Order, the term “affiliate” shall be defined in accordance with section 631.011(1), Florida Statutes, and shall include, but not be limited to, the following affiliates:

Ashmere Insurance Company	Patriot Captive Management (Cayman Islands), Ltd.
Contego Investigative Services, Inc.	Patriot Captive Management LLC
Contego Services Group, LLC	Patriot Care Management LLC
Corporate Claims Management, Inc.	Patriot Care Management, Inc. f/k/a Managed Care Risk Services, Inc.
CWIBenefits, Inc.	Patriot Claim Services, Inc.
Decision UR, LLC	Patriot National, Inc.
Deerfield Insurance Holding, Inc.	Patriot Risk Consultants, Inc.
Forza Lien, LLC	Patriot Risk Consultants, LLC
Global HR Research, Inc.	Patriot Risk Services, Inc.
Guarantee Insurance Group, Inc.	Patriot Risk Services, LLC
Guarantee Underwriters, Inc.	Patriot Services, LLC
Mehta & Pazol Consulting Services PVT, LTD India	Patriot Technology Solutions, LLC
National Fidelity Holdings, Inc.	Patriot Underwriters, Inc.
National Fidelity Insurance Agency, Inc.	PN India Holdings Mauritius
Old Guard Re, SPC	Radar Post-Closing Holding Company, Inc.
Patriot Audit Services, Inc.	Six Points Ventures III, LLC
Patriot Audit Services, LLC	Steven Mariano Trust
Patriot Captive Management (Bahamas), Ltd.	Trigen Hospitality Group, Inc.
	Trigen Insurance Solutions, Inc.

13. Title to all property, real or personal; contracts; rights of action; and all books and records of Respondent, wherever located, is vested in the Department pursuant to sections 631.111 and 631.141, Florida Statutes.

14. **THE DEPARTMENT IS AUTHORIZED AND DIRECTED TO:**

A. Take immediate possession of all the assets, estate, and property of every kind whatsoever and wherever located belonging to Respondent pursuant to sections 631.111 and 631.141, Florida Statutes, whether in the possession of Respondent or its officers, directors, shareholders, trustees, employees, consultants, attorneys, agents, affiliates, or other persons, including but not limited to: offices maintained by Respondent; furniture; fixtures; equipment; office supplies; choses in action; rights of action; contract rights; books, papers, claims and claim files, policy files, application files, premium records, rate books, underwriting manuals, personnel records, and all other records and data that are otherwise the property of the Respondent, in whatever form maintained; evidences of debt; bank accounts; savings accounts; certificates of deposit, stocks, bonds, debentures, and other securities; mortgages; real property; and all funds held by Respondent's agents, subagents, producing agents, brokers, solicitors, service representatives, premium finance companies, or others under agency contracts or otherwise which are due and unpaid to Respondent, including premiums, unearned commissions, agents' balances, agents' reserve funds, and subrogation recoveries.

B. Marshal and liquidate the assets of Respondent.

C. Publish notice specifying the time and place fixed for the filing of claims with the Department once each week for three consecutive weeks in the Florida Administrative Weekly published by the Secretary of State, at least once in the Florida Bar News, and in all states where Respondents may have issued insurance policies using methods of publication similar to

those being used in the State of Florida.

D. Give notice of this proceeding to Respondent's agents pursuant to section 631.341, Florida Statutes, and to its insureds, if any.

E. Employ and authorize the compensation of legal counsel, actuaries, accountants, clerks, consultants, and such assistants as it deems necessary, purchase or lease personal or real property as it deems necessary, and authorize the payment of the expenses of these proceedings and the necessary incidents thereof, as approved by the Court, to be paid out of the funds or assets of the Respondent in the possession of the Department or coming into its possession.

F. Reimburse such employees, from the funds of this receivership, for their actual necessary and reasonable expenses incurred while traveling on the business of this receivership.

G. Not defend or accept service of process on legal actions wherein Respondent, the Department, or the insured is a party defendant, commenced either prior to or subsequent to the order, without authorization of this Court; except, however, in actions where Respondent is a nominal party, as in certain foreclosure actions, and the action does not affect a claim against or adversely affect the assets of Respondent, the Department may file appropriate pleadings in its discretion.

H. Commence and maintain all legal actions necessary, wherever necessary, for the proper administration of this receivership proceeding.

I. Collect all debts that are economically feasible to collect that are due and owing to Respondent.

J. Deposit funds and maintain bank accounts in accordance with section

631.221, Florida Statutes.

K. Take possession of all of Respondent's securities and certificates of deposit on deposit with the Chief Financial Officer of Florida or any similar official of any other state, if any, and convert to cash as much as may be necessary, in its judgment, to pay the expenses of administration of this receivership.

L. Negotiate and settle subrogation claims and final judgments without further order of this Court.

M. Sell any salvage recovered property without further order of this Court.

N. Coordinate the operation of the receivership with the operation of the Florida Workers' Compensation Insurance Guaranty Association and any other affected guaranty association in accordance with the provisions of sections 631.395 and 631.397, Florida Statutes. The Department may in its discretion, contract with, provide data processing services for, and release claims files, records, documents pertaining to claims on file with Respondent, or insurance claims filed with the Department to the appropriate guaranty association(s) as necessary to carry out the purposes of Chapter 631, Florida Statutes.

O. Update its records to incorporate change of address information for interested individuals/entities (e.g. agent, claimant, creditor, policyholder, subscriber) if the Department determines that there has been a change of address for any interested individuals/entities. The Department is authorized to use change of address information for future mailings.

P. Transfer unclaimed funds to the unclaimed property unit(s) of the states(s) reflected in the claimants' last address of record in the Department's files.

Q. Dispose of and destroy obsolete and unneeded records pursuant to section

631.141(12), Florida Statutes.

R. Apply to this Court for further instructions in the discharge of its duties as the Department deems necessary.

IT IS FURTHER ORDERED AND DIRECTED:

15. Any "Covered Entity" or "Business Associate" in possession of "Protected Health Information" ("PHI") as defined in and governed by the federal Health Insurance Portability and Accountability of 1996, is authorized and directed to disclose such PHI to the Department as receiver of Respondent, to the same extent that such disclosure would have been permissible if made directly to Respondent prior to the entry of this Order.

16. Any "financial institution" in possession of "nonpublic personal information" ("NPI") as defined in and governed by the Gramm-Leach-Bliley Financial Modernization Act of 1999, is authorized and directed to disclosed such NPI to the Department as receiver of Respondent, to the same extent that such disclosure would have been permissible if made directly to Respondent prior to the entry of this Order.

17. Pursuant to the provisions of section 631.252, Florida Statutes, all policies of insurance or similar contracts of coverage that have not expired are canceled **on the date 30 days from the entry of this Order**. Policies or contracts of coverage with normal expiration dates prior to the dates otherwise applicable under this paragraph, or which are terminated by insureds, or lawfully cancelled by the Department or insurer before such date, shall stand canceled as of the earlier date.

18. The Department shall continue to coordinate with the applicable Guaranty Associations to provide continued coverage for Respondent's policyholders prior to the cancellation of policies pursuant to section 631.252, Florida Statutes.

19. All agents, brokers or other persons having sold policies of insurance and/or collected premiums on behalf of the Respondent are required to account for and pay all premiums and commissions unearned due to cancellation of policies in the normal course of business owed to the Respondent directly to the Department within twenty (20) days of demand by the Department or appear before this Court to show cause, if any they may have, as to why they should not be required to account to the Department or be held in contempt of Court for violation of the provisions of the Order. No agent, broker, premium finance company or other person should use premium monies owed to the Respondent for refund of unearned premium or for any purpose other than payment to the Department.

20. Any premium finance company that has entered into a contract to finance a premium for a policy issued by the Respondent is required to pay any premium owed to the Respondent directly to the Department.

21. Reinsurance premiums due to or payable by the Respondent shall be remitted to, or disbursed by, the Department. The Department shall handle reinsurance losses recoverable or payable by the Respondent. All correspondence concerning reinsurance shall be between the Department and the reinsuring company or intermediary.

22. The United States Postal Service shall be directed to provide any information requested by the Department regarding the Respondent and to handle future deliveries of Respondent's mail as directed by the Department.

23. Any bank, savings and loan association, financial institution or other person which has on deposit, in its possession, custody or control any funds, accounts and any other assets of the Respondent is directed to immediately transfer title, custody, and control of all such funds, accounts and other assets to the Department. The Department shall be authorized to change the

name of such accounts and other assets, withdraw them from such bank, savings and loan association or other financial institution, or take any lesser action necessary for the proper conduct of this receivership. No bank, savings and loan association or other financial institution shall be permitted to exercise any form of set-off, alleged set-off, lien, any form of self-help whatsoever, or refuse to transfer any funds or assets to the Department's control without permission of this Court.

24. Any entity furnishing telephone, water, electric, sewage, garbage or trash removal services to the Respondent is required to maintain such service and transfer any such accounts to the Department as of the date of the Order, unless instructed to the contrary by the Department.

25. Upon request by the Department, any company providing telephonic services to the Respondent is directed to provide a reference of calls from the number presently assigned to the Respondent to any such number designated by the Department or perform any other services or changes necessary to the conduct of the receivership.

26. All executory contracts to which the Respondent was a party shall be cancelled and stand cancelled unless specifically adopted by the Department within ninety (90) days of the date of this Order or from the date of the Department's actual knowledge of the existence of such contract, whichever is later. "Actual Knowledge" means the Department has in its possession a written contract to which the Respondent is a party, and the Department has notified the vendor in writing acknowledging the existence of the contract.

A. Further, the Department shall have the authority to do the following:

i. Pay for services provided by any of Respondent's vendors, in the ninety (90) day period prior to assuming or rejecting the contract, which are necessary to administer the receivership estate; and

ii. Once the Department determines Respondent's vendor is necessary in the continued administration of the receivership estate for a period to exceed the ninety (90) days from the date of this order, or from the date of Department's actual knowledge of such contract, whichever is later, the Department may make minimal modifications to the terms of the contract, including, but not limited to, the expiration date of the agreement, the scope of the services to be provide, and/or the compensation to be paid to Respondent's vendor pursuant to the contract. "Minimal Modifications" shall mean any minimum alteration made to the contract in order to adapt to the new circumstances of the receivership estate. In no event will any minimal modification be construed as the Department entering into a new contract with Respondent's vendor.

B. Any vendor, including but not limited to, any and all employees / contractors of insurer, claiming the existence of a contractual relationship with the insurer shall provide notice to the Department of such relationship. This notice shall include any and all documents and information regarding the terms and conditions of the contract, including a copy of the written contract between the vendor and the insurer, if any, what services or goods were provided pursuant to the contract, any current, future and/or past due amounts owing under the contract, and any supporting documentation for third party services or goods provided. Failure to provide the required information may result in vendors' contractual rights not being recognized by the Department. The rights of the parties to any such contracts are fixed as of the date of the Order and any cancellation under this provision shall not be treated as an anticipatory breach of such contracts.

27. Any information technology service provider or data processing service, which has custody or control of any data processing information and records including but not limited to

source documents, claims data, policy administration data, data processing cards, input tapes, all types of storage information, master tapes or any other recorded information relating to the Respondent is directed to transfer custody and control of such records to the Department. The Department shall be authorized to compensate any such entity for the actual use of hardware and software, which the Department finds to be necessary to this proceeding. Compensation should be based upon the monthly rate provided for in contracts or leases with Respondent which were in effect when this proceeding was instituted, or based upon such contract as may be negotiated by the Department, for the actual time such equipment and software is used by the Department. Any past due or pending balances due from Respondent shall be processed as claims against the estate, and shall not be a basis for withholding the services contemplated in this Paragraph.

28. All attorneys employed by Respondent as of the date of the Order, are required **within ten (10) days of receiving notice of this Order**, to report to the Department on the name, company claim number and status of each file they are handling on behalf of the Respondent. Said report should also include an accounting of any funds received from or on behalf of the Respondent. All attorneys employed by Respondent are advised that pursuant to sections 631.011(17) and 631.011(21), Florida Statutes, a claim based on mere possession does not create a secured claim and all attorneys employed by Respondent, pursuant to In Re the Receivership of Syndicate Two, Inc., 538 So.2d 945 (Fla. 1st DCA 1989), who are in possession of litigation files or other material, documents or records belonging to or relating to work performed by the attorney on behalf of Respondent are required to deliver such litigation files, material, documents or records intact and without purging to the Department, on request, notwithstanding any claim of a retaining lien which, if otherwise valid, should not be extinguished by the delivery of these documents.

29. All subsidiaries, affiliates, parent corporations, ultimate parent corporations, and any other business entity affiliated with Respondent having any interest in the building located at 401 E. Las Olas Boulevard, Suite 1540, Fort Lauderdale, Florida 33301 or any other facility in which Respondent may operate, shall make available, at that location and at no charge to the Department or to Respondent, office space, and related facilities (telephone service, copiers, computer equipment and software, office supplies, parking, etc.) to the extent deemed necessary by the Department in its sole discretion.

30. All subsidiaries, affiliates, parent corporations, ultimate parent corporations, and any other business entity affiliated with Respondent having any interest in the computer equipment, software, and peripherals currently used by or for Respondent shall provide complete access to and administrative control of all such computer equipment, software, and peripherals to the Department at no charge to the Department to the extent deemed necessary by the Department in its sole discretion.

31. All claims shall be filed with the Department **on or before the date that is six months from the date this Order is entered**, or be forever barred, and all such claims shall be filed on proof of claim forms prepared by the Department. If the deadline for filing claims falls on a Saturday, Sunday, or a legal holiday, the deadline is extended to the next business day.

32. To assure the validity of claim assignments, to assure that the processing of assignments does not create an undue burden on estate resources, and to assure that assignment decisions are made using the best information available, the Department shall not recognize or accept any assignment of claim by the claimant of record unless the following criteria are met:

A. A distribution petition has not been filed with this Court;

B. The Department has been provided with a properly executed and notarized assignment of claim agreement entered into between the parties; and

C. The Department has been provided with a properly executed and notarized Department's Assignment of Claim Change Form and required supporting documentation.

D. The Department's Assignment of Claim Change Form shall contain an acknowledgement by the claimant, or someone authorized to act on behalf of the claimant, that:

i. The claimant is aware that financial information regarding claims distributions and payments published on the Department's website or otherwise available can assist the claimant in making an independent and informed decision regarding the sale of the claim;

ii. The claimant understands that the purchase price being offered in exchange for the assignment may differ from the amount ultimately distributed in the receivership proceeding with respect to the claim;

iii. It is the claimant's intent to sell their claim and have the Department's records be permanently changed to reflect the new owner; and

iv. The claimant understands that that they will no longer have any title, interest, or rights to the claim including future mailings and distributions if they occur.

33. Any person, firm, corporation, or other entity having notice of the Order that fails to abide by its terms is directed to appear before this Court to show good cause, if any they may have, as to why they should not be held in contempt of Court for violation of the provisions of this Order.

CONTINUATION OF INVESTIGATION

34. The Department shall be authorized to conduct an investigation as authorized by section 631.156, Florida Statutes, to determine the causes of the insolvency; to discover assets for

recovery; to determine the location of assets and their manner of recovery; and to make fully available to the Court the true state of Respondent's financial affairs.

35. The Department may take statements under oath and examine and review the books, records, and documents of any present or former officer, director, manager, trustee, agent, adjuster, employee, or independent contractor of Respondent or its affiliates and any other person possessing any executive authority over, or exercising or having exercised any control over, any segment of the affairs of the Respondent (hereinafter "Controlling Persons").

36. Section 631.391, Florida Statutes, imposes on Controlling Persons a duty to cooperate with the Department during its investigation. Such cooperation shall include, but not be limited to, providing oral testimony under oath, in both their official, representative and individual capacities and the production of all documents that are calculated to disclose the true state of Respondent's affairs.

37. In furtherance of this investigation, Respondent's parent corporations, its subsidiaries, and affiliates are required to make all books, documents, accounts, records, including all records located in any premises occupied by such parent corporations, subsidiaries or affiliates available for full, free and unhindered inspection and examination by the Department during normal business hours (8:00 a.m. to 5:00 p.m.) Monday through Friday, from the date of the Order and to provide copies of any records requested by the Department whether or not such records are related to Respondent.

38. Upon receipt of a certified copy of Department the existence of any accounts of Respondent and any funds contained therein and any and all documents in its possession relating to Respondent for the Department's inspection and copying.

39. All Sheriffs and all law enforcement officials of this state shall cooperate with and assist the Department in the implementation of this Order.

40. In the event the Department determines that reorganization, consolidation, conversion, reinsurance, merger, or other transformation of the Respondent is appropriate, the Department shall prepare a plan to effect such changes and submit the plan to this Court for consideration.

INJUNCTION

41. Pursuant to sections 631.041(3) and (4), Florida Statutes, all persons, firms, corporations and associations within the jurisdiction of this Court, including, but not limited to, Respondent and its officers, directors, stockholders, affiliates, members, subscribers, agents, and all other persons are enjoined and restrained from the further transaction of the insurance business of the Respondent; from doing, doing through omission, or permitting to be done any action which might waste or dispose of the books, records and assets of the Respondent; from in any means interfering with the Department or these proceedings; from the transfer of property and assets of Respondent without the consent of the Department; from the removal, concealment, or other disposition of Respondent's property, books, records, and accounts; from the commencement or prosecution of any actions against the Respondent or the Department together with its agents or employees, the service of process and subpoenas, or the obtaining of preferences, judgments, writs of attachment or garnishment or other liens; and, from the making of any levy or execution against Respondent or any of its property or assets.

42. Notwithstanding the provisions of this paragraph, the Department should be permitted to accept and be subpoenaed for non-party production of claims files in its possession, including medical records, which may be contained therein. In such cases, the requesting party

must submit an affidavit to the Department stating that notice of the non-party production was appropriately issued and provided to the patient and that the patient was given the opportunity to object and either did not object to the non-party production, or objected and the Court overruled the objection, in which case a copy of the Court's ruling must be attached to the affidavit. The Department should be authorized to impose a charge for copies of such claim files pursuant to the provisions of sections 119.07(1)(a), and 624.501, Florida Statutes.

NOTICE OF AUTOMATIC STAY

43. Notice is hereby given that, pursuant to section 631.041(1), Florida Statutes, the filing of the Department's Petition herein operates as an automatic stay applicable to all persons and entities, other than the Department, which shall be permanent and survive the entry of the order, and which prohibits:

- A. The commencement or continuation of judicial, administrative, or other action or proceeding against the insurer or against its assets or any part thereof;
- B. The enforcement of a judgment against the insurer or an affiliate obtained either before or after the commencement of the delinquency proceeding;
- C. Any act to obtain possession of property of the insurer;
- D. Any act to create, perfect or enforce a lien against property of the insurer, except a secured claim as defined in section 631.011(21), Florida Statutes;
- E. Any action to collect, assess or recover a claim against the insurer, except claims as provided for under chapter 631, Florida Statutes; and
- F. The set-off or offset of any debt owing to the insurer except offsets as provided in section 631.281, Florida Statutes.

44. This Court retains jurisdiction of this cause for the purpose of granting such other and further relief as from time to time shall be deemed appropriate.

DONE and ORDERED in Chambers at the Leon County Courthouse in Tallahassee, Leon County, Florida this 27th day of November 2017.



CIRCUIT JUDGE

SUPREME COURT OF THE STATE OF NEW YORK NEW YORK COUNTY

Hon. Paul A. Goetz, JSC

PRESENT: _____
Justice

Vullo, MARIA T.

-v-

Guaran Tee Inc. Co.

PART

47

453158-17

INDEX NO. _____

MOTION DATE _____

MOTION SEQ. NO. 1

The following papers, numbered 1 to _____, were read on this motion to/for _____

Notice of Motion/Order to Show Cause — Affidavits — Exhibits _____ No(s). 1

Answering Affidavits — Exhibits _____ No(s). _____

Replying Affidavits _____ No(s). _____

Upon the foregoing papers, it is ordered that this motion is

OSC granted
order of Auxiliary receivership
signed.

MOTION/CASE IS RESPECTFULLY REFERRED TO JUSTICE
FOR THE FOLLOWING REASON(S):

Dated: 1/26/18


Hon. Paul A. Goetz, JSC

- | | | |
|--|---|---|
| 1. CHECK ONE: | ☒ CASE DISPOSED | ☐ NON-FINAL DISPOSITION |
| 2. CHECK AS APPROPRIATE:MOTION IS: | ☒ GRANTED ☐ DENIED | ☐ GRANTED IN PART ☐ OTHER |
| 3. CHECK IF APPROPRIATE: | ☐ SETTLE ORDER | ☐ SUBMIT ORDER |
| | ☐ DO NOT POST | ☐ FIDUCIARY APPOINTMENT ☐ REFERENCE |

EXHIBIT B

At IAS Part 47 of the Supreme Court
of the State of New York, County of
New York, at the Courthouse, 80
Centre Street in the County, City and
State of New York, on the 26 day of
JANUARY 2018.

P R E S E N T :

HON. PAUL A. GOETZ, J.S.C.

**SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK**

-----X
In the Matter of

Index No.: 453158/2017

the Application of

Maria T. Vullo, Superintendent of Financial Services
of the State of New York, for an Order of Appointment
as Ancillary Receiver of

**ORDER OF
ANCILLARY
RECEIVERSHIP**

GUARANTEE INSURANCE COMPANY.

-----X

Maria T. Vullo, Superintendent of Financial Services of the State of New York ("Superintendent"), having moved this Court for an order appointing the Superintendent and her successors in office as ancillary receiver ("Ancillary Receiver") of Guarantee Insurance Company ("Guarantee"), and upon reading and filing the petition of the Superintendent, duly verified on the 5th day of December, 2017 ("Verified Petition"), the Affidavit of Joan L. Riddell, Deputy Chief Insurance Examiner, Property Bureau, New York State Department of Financial Services, sworn to on the 5th day of December, 2017, and the exhibits annexed thereto, this Court finds that:

1. Guarantee is a property/casualty insurer organized under the laws of the State of Florida, with its main administrative office located in Fort Lauderdale, Florida;

2. Guarantee was licensed in the State of New York to transact the kinds of insurance specified in New York Insurance Law §§ 1113(a)(3) – (17), and (19) – (21);

3. By order dated November 27, 2017, the Circuit Court of the Second Judicial Circuit, In and For Leon County, Florida issued a Consent Order Appointing the Florida Department of Financial Services as Receiver of Guarantee for Purposes of Liquidation, Injunction and Notice of Automatic Stay and found Guarantee to be insolvent (the “Liquidation Order”). The Liquidation Order appointed Jimmy Patronis, Chief Financial Officer of the Florida State Department of Financial Services as receiver as (“Florida Receiver”) of Guarantee. The Liquidation Order also, among other things, established the date that is six months from the date of the Liquidation Order, which is May 27, 2018, as the bar date for the filing of claims against Guarantee (the “Claims Bar Date”);

4. Guarantee is subject to Article 74 of the New York Insurance Law (“Insurance Law”);

5. Florida is a reciprocal state within the meaning of Insurance Law § 7408(b)(6);

6. The Florida Receiver requested that the Superintendent commence an ancillary receivership proceeding for Guarantee; and

7. Insurance Law § 7410(a) mandates that the Superintendent be appointed Ancillary Receiver of Guarantee.

NOW, on the motion of the Honorable Eric T. Schneiderman, Attorney General of the State of New York, it is hereby

ORDERED as follows:

1. The relief requested in the Verified Petition seeking an order of ancillary receivership (“Order”) is granted in its entirety;

2. The Superintendent and her successors in office are appointed Ancillary Receiver of Guarantee and are vested with all rights and obligations granted to and imposed upon her pursuant to Article 74 of the Insurance Law;
3. The material provisions of the Liquidation Order as it pertains to this ancillary receivership proceeding, including injunctions, restrictions and directions set forth in paragraphs 41, 42 and 43 of the Liquidation Order apply to this ancillary receivership proceeding;
4. In accordance with Insurance Law § 7412(a), the Claims Bar Date of May 27, 2018, established in paragraph 31 of the Liquidation Order, applies to this ancillary receivership proceeding and all New York claims under Guarantee policies and evidence supporting such claims must be submitted to the Ancillary Receiver by May 27, 2018, and if not submitted by that date shall be barred;
5. All persons are permanently enjoined and restrained from commencing or prosecuting any actions, lawsuits or proceedings in the State of New York against Guarantee, and all persons are permanently enjoined and restrained from commencing or prosecuting any actions, lawsuits or proceedings in the State of New York against Guarantee, the Superintendent as Ancillary Receiver or as administrator of the New York security funds, the New York Liquidation Bureau, and their employees, attorneys, or agents, with respect to this proceeding or in the discharge of their duties;
6. All parties to actions, lawsuits, and special or other proceedings against insureds of Guarantee or in which Guarantee is obligated to defend an insured or provide a defense to a party pursuant to an insurance policy are enjoined and restrained from obtaining any judgment or proceeding with any discovery, court proceedings or other litigation tasks or procedures, including, but not limited to, conferences, trials, applications for judgment or proceedings on settlement or judgment, for a period of 180 days from the date of entry of this Order;
7. All persons who have first party policyholder loss claims against Guarantee in the State of New York are enjoined and restrained from presenting and filing claims with the Ancillary Receiver for a period of 90 days from the date of entry of this Order;
8. Judicial immunity is extended to the Superintendent in her capacities as Ancillary Receiver of Guarantee and as administrator of the New York security funds, her successors in office, the New York Liquidation Bureau, and their agents and employees, for any cause of action of any nature against them, individually or jointly, for any act or omission when acting in good faith, in accordance with the orders of this Court, or in the performance of their duties pursuant to Insurance Law Articles 74 and 76;
9. The Ancillary Receiver shall serve a copy of this Order on the Florida Receiver, to Jimmy Patronis, Chief Financial Officer, Florida State Department of Financial

Services, Division of Rehabilitation and Liquidation, Alexander Building, 2020 Capital Circle SE, Suite 310, Tallahassee, Florida 32301, by overnight mail;

10. The Ancillary Receiver shall provide notice of this Order, substantially in the form attached hereto (the "Notice"), to all creditors, claimants, and interested persons located in the State of New York by: (i) publication of the Notice in *The New York Post*, or a publication of similar circulation, within 30 days of entry of this Order; and (ii) posting the Notice and the Order on the Internet web page maintained by the New York Liquidation Bureau at <http://www.nylb.org> within 15 days after the entry of this Order;
11. Guarantee's license to do business in the State of New York is hereby revoked;
12. The caption for this proceeding is hereby amended as follows:

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

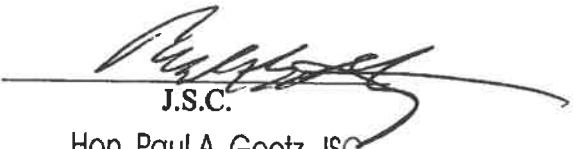
-----X
In the matter of

the Ancillary Receivership of

GUARANTEE INSURANCE COMPANY.
-----X

13. All further papers in this proceeding shall bear the above amended caption.

ENTER


J.S.C.

Hon. Paul A. Goetz, JSC

EXHIBIT C

**IN THE CIRCUIT COURT OF THE SECOND JUDICIAL CIRCUIT,
IN AND FOR LEON COUNTY, FLORIDA**

In Re: The Receivership of
Guarantee Insurance Company,
a Florida corporation

CASE NO.: 2017 CA 2421

ORDER EXTENDING THE DEADLINE FOR FILING CLAIMS

THIS CAUSE having come before the Court on the Motion of the Florida Department of Financial Services, Division of Rehabilitation and Liquidation as Receiver of Guarantee Insurance Company ("Department"), for an Order Extending the Claims filing Deadline, and the Court having reviewed the pleadings of record and otherwise being fully advised in the premises, it is hereby **ORDERED AND ADJUDGED** as follows:

- A. The Motion is Granted in all respects;
- B. The deadline to file a proof of claim with the Department is extended from May 29, 2018, to November 27, 2018; and
- C. Any claim filed with the Department after November 27, 2018, will be considered a late-filed claim unless such claim meets the requirements of section 631.181(1), Florida Statutes.

DONE AND ORDERED, in Chambers at the Leon County Courthouse in Tallahassee, Leon County, Florida, on this the 5th day of September, 2018.



Honorable Karen Gievers
Circuit Court Judge

EXHIBIT D

**NEW YORK LIQUIDATION BUREAU
GUARANTEE INSURANCE COMPANY
NEW YORK WORKERS' COMPENSATION SECURITY FUND
Incurred Losses, Loss Adjustment Expenses
and Administrative Expenses
from Inception to June 30, 2018**

Disbursements:	
Policyholder Claims	6,141,091
Unearned Premium Claims	-
Loss Adjustment Expenses	1,041,448
Administrative Expenses	387,538
Total Disbursements	7,570,077
Reserves:	
Policyholder Claims	46,489,164
Loss Adjustment Expenses	3,377,232
Administrative Expenses	5,573,017
Total Reserves	55,439,413
Total Incurred: Disbursements and Reserves	63,009,490
Receipts and Recoveries:	
Salvage and Subrogation	355,080
Total Receipts and Recoveries	355,080
Net after Receipts and Recoveries	62,654,410

**NEW YORK LIQUIDATION BUREAU
GUARANTEE INSURANCE COMPANY
NEW YORK WORKERS' COMPENSATION SECURITY FUND
Paid Losses, Loss Adjustment Expenses
and Administrative Expenses
from Inception to June 30, 2018**

Description	
Policyholder Claims	6,141,091
Unearned Premium Claims	-
Loss Adjustment Expenses (LAE)	1,041,448
Total Claims and LAE	7,182,539
Third Party Administrators	113,193
Employee Salaries	121,798
Employee Relations and Welfare	79,258
Rent and Related Expenses	40,051
Professional Services	7,226
General and Administrative Expenses	17,804
Other Miscellaneous Expenses	8,208
Total Administrative Expenses	387,538
Total Disbursements	7,570,077
Receipts and Recoveries:	
Salvage, Subrogation Recoveries	355,080
Total Receipts and Recoveries	355,080

EXHIBIT 2

At IAS Part 47 of the Supreme Court of the State of New York, County of New York, at the courthouse at 80 Centre Street, in the County, City and State of New York, on the ____ day of _____, 2018.

PRESENT: GOETZ, PAUL A.
JUSTICE, SUPREME COURT

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

-----X

In the Matter of

Index No.: 453158/17

the Ancillary Receivership of

GUARANTEE INSURANCE COMPANY.

ORDER

-----X

Upon the November 28, 2018, affirmation of Lauren M. Reber ("Reber Aff"), an attorney with the New York Liquidation Bureau, the organization that serves as the staff for Maria T. Vullo, Superintendent of Financial Services of the State of New York in her capacity as ancillary receiver (the "Ancillary Receiver") of Guarantee Insurance Company ("Guarantee"), for an order (i) approving the Ancillary Receiver's report attached as Exhibit "2" to the Reber Aff ("Closing Report") and the financial transactions delineated therein; and (ii) closing this ancillary receivership proceeding ("Ancillary Receivership Proceeding"), and upon all other papers previously submitted and all proceedings heretofore had herein;

NOW, on motion of the Ancillary Receiver and after due deliberation having been had, it is

ORDERED, that the application is granted; and it is further

ORDERED, that the Closing Report and financial transactions delineated therein is approved; and it is further

ORDERED, that the Ancillary Receiver is authorized to continue paying administrative expenses, if any, including such expenses for the closing of the Ancillary Receivership Proceeding; and it is further

ORDERED, that the New York Liquidation Bureau is authorized to receive and disburse to the New York Workers' Compensation Security Fund (the "WC Fund") any future distributions in connection with the Ancillary Receivership Proceeding to pay amounts owed to the WC Fund without further application to this Court; and it is further

ORDERED, that the Ancillary Receivership Proceeding is terminated and closed; and it is further

ORDERED, that the Ancillary Receiver, her predecessors and successors in office, and their agents, attorneys and employees, are released and discharged from any and all liability arising from their acts or omissions in connection with the Ancillary Receivership Proceeding.

E N T E R

J.S.C.

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