

**STATE OF ALABAMA
DEPARTMENT OF INSURANCE
MONTGOMERY, ALABAMA**

REPORT OF EXAMINATION

**AHP TITLE DIRECT, INC.
FOLEY, ALABAMA**

AS OF

DECEMBER 31, 2023

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EXAMINER'S AFFIDAVIT

STATE OF ALABAMA COUNTY OF MONTGOMERY

Agnes Denise Riggins being duly sworn, states as follows:

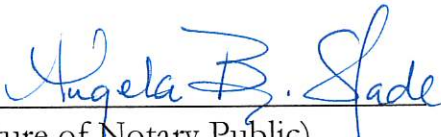
1. I have authority to represent Alabama in the examination of AHP Title Direct, Inc.
2. Alabama is accredited under the National Association of Insurance Commissioners Financial Regulation Standards and Accreditation.
3. I have reviewed the examination workpapers and examination report, and the examination of AHP Title Direct, Inc. was performed in a manner consistent with the standards and procedures required by the State of Alabama.

The affiant says nothing further.


Agnes Denise Riggins
Examiner-in-Charge

Subscribed and sworn before me by Agnes Denise Riggins on this 27th day of May 2025.

(SEAL)


(Signature of Notary Public)

My commission expires 8/17/2026

EXAMINER'S AFFIDAVIT

**STATE OF ALABAMA
COUNTY OF MONTGOMERY**

Francis Blase Abreo being duly sworn, states as follows:

1. I have authority to represent Alabama in the examination of AHP Title Direct, Inc.
2. Alabama is accredited under the National Association of Insurance Commissioners Financial Regulation Standards and Accreditation.
3. I have reviewed the examination workpapers and examination report, and the examination of AHP Title Direct, Inc. was performed in a manner consistent with the standards and procedures required by the State of Alabama.

The affiant says nothing further.

Francis Blase Abreo

Francis Blase Abreo, CFE

Insurance Examination Supervisor

Subscribed and sworn before me by Francis Blase Abreo on this 27th day of May 2025.

(SEAL)

Angela B. Gade

(Signature of Notary Public)

My commission expires 01/17/2026



KAY IVEY
GOVERNOR

MARK FOWLER
COMMISSIONER

STATE OF ALABAMA
DEPARTMENT OF INSURANCE
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DEPUTY COMMISSIONERS
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LARRY CHAPMAN
RICHARD FIORE
CHIEF EXAMINER
SHEILA TRAVIS
STATE FIRE MARSHAL
SCOTT F. PILGREEN
GENERAL COUNSEL
REYN NORMAN

May 27, 2025

Mark Fowler, Commissioner
State of Alabama
Department of Insurance
201 Monroe Street, Suite 502
Montgomery, Alabama 36104

Dear Commissioner Fowler:

Pursuant to your authorization and in compliance with the statutory requirements of the State of Alabama and resolutions adopted by the National Association of Insurance Commissioners (NAIC), an examination has been made of the affairs and financial condition of

**AHP Title Direct, Inc.
Foley, Alabama**

as of December 31, 2023. The examination was performed remotely at 201 Monroe Street, Montgomery, Alabama 36104. The report of examination is submitted herewith.

Where the description "Company" appears herein, without qualification, it will be understood to indicate AHP Title Direct, Inc.

SCOPE OF EXAMINATION

We have performed an examination of AHP Title Direct, Inc., a multi-state insurance company in run-off. The last examination covered the period of January 1, 2017 through December 31, 2019. The current examination covers the period of January 1, 2020 through December 31, 2023.

The examination was conducted in accordance with applicable statutory requirements of the Code of Alabama as amended, the Alabama Insurance Department regulations, bulletins and directives, and in accordance with the procedures and guidelines promulgated by the NAIC, as deemed appropriate, and in accordance with generally accepted examination standards and practices.

The examination was conducted in accordance with the NAIC *Financial Condition Examiners Handbook*. The Handbook requires that we plan and perform the examination to evaluate the financial condition, assess corporate governance, identify current and prospective risks of the Company and evaluate system controls and procedures used to mitigate those risks. An examination also includes identifying and evaluating significant risks that could cause an insurer's surplus to be materially misstated both currently and prospectively.

All accounts and activities of the Company were considered in accordance with the risk-focused examination process. This may include assessing significant estimates made by management and evaluating management's compliance with Statutory Accounting Principles. The examination does not attest to the fair presentation of the financial statements included herein. If, during the examination an adjustment is identified, the impact of such adjustment will be documented separately following the Company's financial statements.

This examination report includes significant findings of fact, as mentioned in the Code of Alabama as amended, and general information about the insurer and its financial condition. There may be other items identified during the examination that, due to their nature, are not included within the examination report but separately communicated to other regulators and/or the Company.

The Company's annual statements for each year under examination were compared with or reconciled to the corresponding general ledger account balances.

The Company had no information technology systems (IT). The Company is in run-off. The records of the Company consist mostly of paper documents.

A market conduct examination was performed concurrently with the financial examination. The examination included reviews of the Company's territory, plan of operation, claims handling, advertising and marketing, policy forms and underwriting, policyholders' complaints, producers' licensing requirements, and privacy standards.

The Company's annual statements for each year under examination were compared with the corresponding general ledger account balances. During the period covered by the examination, the Company received an exemption from filing audited financial statements and actuarial opinions; the exemption was allowed under Annual Title Statement Instructions and ALA. ADMIN. CODE § 482-1-142-.02 (2) (2008).

A signed letter of representation was obtained at the conclusion of the examination. In this letter, management attested to having valid title to all assets and to the nonexistence of unrecorded liabilities as of December 31, 2023.

ORGANIZATION AND HISTORY

The Company was organized in Foley, Alabama, on September 22, 1978, under the laws of the State of Alabama. The Certificate of Incorporation was filed for record in the office of the Judge of Probate, Baldwin County, Alabama, on November 16, 1978.

In accordance with ALA. CODE § 27-29-3 (2022), and other pertinent provisions of the Alabama Insurance Code, the acquisition of the Company by Agents Title was approved by the Department on June 30, 2016.

100% of the outstanding shares of the Company were owned by the parent company, AHP Title Holdings, LLC.

As of December 31, 2023, the Company reported common capital stock of \$200,000, gross paid in and contributed surplus of \$380,000, unassigned funds (surplus) of (\$305,457) and treasury stock at cost of \$2,424.

MANAGEMENT AND CONTROL

Stockholders

100% of the outstanding shares of the Company were owned by the parent company, AHP Title Holdings LLC.

Board of Directors

The following directors were elected and serving as of December 31, 2023:

<u>Director</u>	<u>Principal Occupation</u>
Jorge Percival Newbery	Chairman of the Board/President/Treasurer
Echieverria Newbery	Board Member/Secretary

The review of the annual Board Meeting Minutes and Subsequent Events Board Meeting Minutes determined the Company did not have a minimum of 3 directors with at least one-third of the directors as a resident of this state. The review determined the Company was not in compliance with ALA. Code § 27-27-23 (1975) which states:

- (a) The affairs of every domestic insurer shall be managed by not less than three directors, and at least one-third of the directors shall be bona fide residents of this state.

Committees

Audit Committee

The Board of Directors of the Company served as the Audit Committee for the Company.

Officers

The following officers were elected and serving as of December 31, 2023:

<u>Officer</u>	<u>Title</u>
Jorge Percival Newbery	Chairman of the Board/President/Treasurer
Echeverria Kelly Newbery	Secretary

Conflict of Interest

Conflict of Interest Statements were reviewed for each director, officer, and key personnel. No material conflicts were noted.

CORPORATE RECORDS

The Articles of Incorporation and By-Laws as amended were inspected during the examination and appeared to provide for the Company's operation in accordance with the usual corporate practices and applicable statutes and regulations.

Minutes of meetings of the Shareholder and Board of Directors were reviewed for the period under examination. The minutes appeared to be complete and provided for the operation of the Company in accordance with usual corporate practices and applicable statutes and regulations.

Officers, Directors, Trustees

The review of the Company's Annual Statements for each year under examination determined the Company was not in compliance with NAIC *Annual Statement Instructions, Officers, Directors, Trustees* which states:

Officers, Directors, Trustees

Show full name (initials not acceptable) and title (indicate by number sign (#) by those officers and directors who did not occupy the indicated position in the prior annual statement).

- The review of the 2022 and 2023 Annual Statement Jurat pages determined a Director/Officer name was shown with an initial.
- The review of the 2021, 2022 and 2023 Annual Statement Jurat page determined the full name of a Director and Officers of the Company was not shown.

Schedule T

The review of the Company's Annual Statements for each year under examination determined the Company was not in compliance with NAIC *Annual Statement Instructions, Schedule T* which states:

Column 1 - Active Status

Use the following codes to identify the reporting entity's status for each state or territory reported in the schedule as of the end of the reporting period. Enter the code that applies to the reporting entity's status in the state or territory. Each line must have an entry in order to subtotal Footnote (a).

L - Licensed or Chartered (Licensed Insurance Carrier and Domiciled Risk Retention Groups referred to in some states as admitted.)

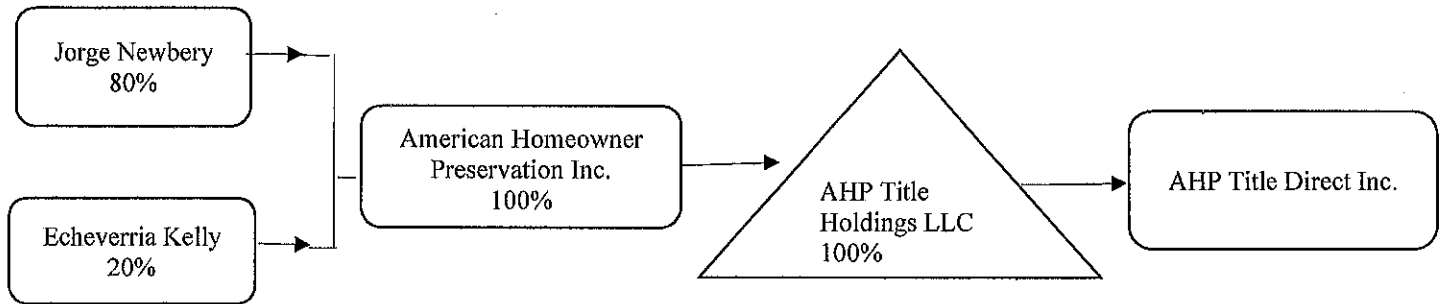
- The review of the 2022 Annual Statement Schedule T determined the Company did not reflect it was licensed in Mississippi.
- The review of the 2023 Annual Statement Schedule T determined the Company did not reflect it was licensed in Alabama and Mississippi.

HOLDING COMPANY AND AFFILIATE MATTERS

Holding Company Registration

The Company is subject to the *Alabama Holding Company Regulatory Act* as defined in ALA. CODE § 27-29-1 (2022), as amended. The review of the Company's filings during the examination period of January 1, 2020 through December 31, 2023, indicated that the required disclosures were included in the Company's filings.

Organizational Chart



Management and Service Agreements

The Company is in run-off. The Company had no Management and Service Agreements during the examination period.

PENSIONS AND STOCK OWNERSHIP

The Company is in run-off. The Company had no employees during the examination period.

COMPLIANCE WITH 18 U.S.C. § 1033

18 U.S.C. § 1033 of the U.S. Code and ALA. ADMIN. CODE 482-1-146-.11 (2009) requires the Company to determine if prospective and current employees are in conflict with 18 U.S.C. § 1033, which prohibits persons with certain felony offenses from participating in the conducting of the business of insurance without the written consent of the Commissioner of Insurance.

The review determined the Company complied with 18 U.S.C. § 1033 of the U.S. Code and ALA. ADMIN. CODE 482-1-146-.11 (2009).

SCHEDULE OF SPECIAL DEPOSITS

To comply with the statutory requirements for doing business in the state of Alabama, the Company had the following on deposit with the Alabama Department of Insurance as of December 31, 2023:

Description	Book/Adjusted Carrying Value	Fair Value
*Certificate of Deposit	\$100,000	\$100,000
Total	\$100,000	\$100,000

*For the benefit of all Policyholders

FINANCIAL CONDITION / GROWTH OF THE COMPANY

The following table sets presents significant items that reflect the growth and financial condition of the Company for the period under review:

	Admitted Assets	Liabilities	Capital and Surplus	Net Premium Income
2023	\$ 303,069	\$ 30,950	\$ 272,119	\$ 0
2022	\$ 303,673	\$ 12,102	\$ 291,571	\$ 0
2021	\$ 307,054	\$ 10,704	\$ 296,350	\$ 0
2020	\$ 316,593	\$ 14,642	\$ 301,951	\$ 0

MARKET CONDUCT ACTIVITIES

Plan of Operation

The Company discontinued writing business on June 18, 2010. Company management indicated plans to sell the Company.

Territory

As of December 31, 2023, the Company was licensed to transact title insurance business in the states of Alabama and Mississippi. The Certificate of Authority for each state was inspected for the period under examination.

Advertising and Marketing

The Company did not have a formal advertisement program during the examination period.

Claims Handling

The Company did not have any claims during the examination period.

Dividends to Stockholders

There were no dividends paid to stockholders during the examination period.

Policyholders' Complaints

No complaints were filed with the Company or the Alabama Department of Insurance during the examination period.

Producers' Licensing Requirements

The Company wrote no new business during the examination period. The Company had no producers.

Policy Forms and Underwriting

The Company is in run-off. No new business was written during the examination period.

Privacy

The Company did not collect or disclose personal private information as defined by ALA. ADMIN. CODE 482-1-122 (2001).

REINSURANCE

Reinsurance Assumed

The Company did not assume any reinsurance during the examination period.

Reinsurance Ceded

The Company did not cede any reinsurance during the examination period.

ACCOUNTS AND RECORDS

The Company's principal accounting records were maintained primarily on electronic data processing (EDP) equipment.

FINANCIAL STATEMENT INDEX

The following financial statements are based on the statutory financial statements filed by the Company with the Alabama Department of Insurance and present the financial condition of the Company for the period ending December 31, 2023. The accompanying comments on the financial statement reflect any examination adjustments to the amount reported in the annual statement and should be an integral part of the financial statements.

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**AHP TITLE DIRECT, INC.
STATEMENT OF ASSETS
FOR THE YEAR ENDED DECEMBER 31, 2023**

ASSETS:

	<u>Assets</u>	Nonadmitted <u>Assets</u>	Net Admitted <u>Assets</u>	Prior Year Net Admitted <u>Assets</u>
Bonds	\$ 0	\$ 0	\$ 0	\$101,641
Common Stocks	0	0	0	0
Cash, cash equivalents and short-term investments	<u>101,632</u>	<u>0</u>	<u>101,632</u>	<u>201,947</u>
Subtotals, cash and invested assets	<u>101,632</u>	<u>0</u>	<u>101,632</u>	<u>303,588</u>
Investment income due and accrued	0	0	0	0
Current federal and foreign income tax recoverable and interest thereon	85	0	85	85
Receivables from parent, subsidiaries and affiliates	201,352	0	201,352	0
Aggregate write-ins for other-than-invested assets	1,170	1,170	0	0
Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts	<u>304,239</u>	<u>1,170</u>	<u>303,069</u>	<u>303,673</u>
Total Assets	<u>\$ 304,239</u>	<u>\$ 1,170</u>	<u>\$ 303,069</u>	<u>\$303,673</u>

**THE NOTES IMMEDIATELY FOLLOWING THE FINANCIAL STATEMENTS IN
THIS REPORT ARE AN INTEGRAL PART THEREOF.**

AHP TITLE DIRECT, INC.
STATEMENT OF LIABILITIES, SURPLUS AND OTHER FUNDS
FOR THE YEAR ENDED DECEMBER 31, 2023

LIABILITIES:

	<u>Current</u> <u>Year</u>	<u>Prior</u> <u>Year</u>
Statutory premium reserve	\$ 6,346	\$ 7,747
Other expenses	5,769	2,625
Taxes, licenses and fees (excluding taxes, licenses and fees)	1,730	1,730
Payable to parent, subsidiaries and affiliates	<u>17,105</u>	<u>0</u>
Total Liabilities	\$ <u>30,950</u>	\$ <u>12,102</u>

CAPITAL AND SURPLUS:

Common capital stock	\$ 200,000	\$ 200,000
Gross paid in and contributed surplus	380,000	380,000
Unassigned funds (surplus)	(305,457)	(286,005)
Less treasury stock, at cost:	<u>2,424</u>	<u>2,424</u>
Surplus as regards policyholders	\$ 272,119	\$ 291,571
Total Liabilities, Capital and Surplus	\$ <u>303,069</u>	\$ <u>303,673</u>

**THE NOTES IMMEDIATELY FOLLOWING THE FINANCIAL STATEMENTS IN
THIS REPORT ARE AN INTEGRAL PART THEREOF.**

AHP TITLE DIRECT, INC.
SUMMARY OF OPERATIONS
FOR THE YEARS ENDED DECEMBER 31, 2023, 2022, 2021 AND 2020

	2023	2022	2021	2020
Operating Income				
Title insurance premiums earned	\$ <u>1,401</u>	\$ <u>1,477</u>	\$ <u>1,568</u>	\$ <u>1,664</u>
Total Operating Income	<u>1,401</u>	<u>1,477</u>	<u>1,568</u>	<u>1,664</u>
Expenses				
Losses and loss adjustment expenses incurred	0	0	0	0
Operating expenses incurred	<u>19,748</u>	<u>5,748</u>	<u>8,025</u>	<u>17,958</u>
Total Operating Expenses	<u>19,748</u>	<u>5,748</u>	<u>8,025</u>	<u>17,958</u>
Net operating gain or (loss)	<u>(18,347)</u>	<u>(4,271)</u>	<u>(6,457)</u>	<u>(16,294)</u>
Investment Income				
Net investment income earned	65	(508)	74	890
Net realized capital gains or (losses) less capital gains tax	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>
Net investment gain (loss)	<u>65</u>	<u>(508)</u>	<u>74</u>	<u>890</u>
Other Income				
Net income, after capital gains tax and before all other federal taxes	(18,282)	(4,779)	(6,530)	(15,404)
Federal and foreign income taxes incurred	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>
Net income	\$ <u>(18,282)</u>	\$ <u>(4,779)</u>	\$ <u>(6,530)</u>	\$ <u>(15,404)</u>

**THE NOTES IMMEDIATELY FOLLOWING THE FINANCIAL STATEMENTS IN
THIS REPORT ARE AN INTEGRAL PART THEREOF.**

AHP TITLE DIRECT, INC.
CAPITAL AND SURPLUS ACCOUNT
FOR THE YEARS ENDED DECEMBER 31, 2023, 2022, 2021 AND 2020

	2023	2022	2021	2020
Surplus as regards policyholders, December 31 prior year	\$ 291,571	\$ 296,350	\$ 301,951	\$ 318,081
Net income	(18,282)	(4,779)	(6,531)	(15,4041)
Change in net unrealized capital gains or (losses) less capital gains tax of \$ 0				
Change in nonadmitted assets	(1,170)		930	(726)
Change in supplemental reserves	0	0	0	0
Capital Changes: Paid in	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>
Change in surplus as regards policyholders for the year	<u>(19,452)</u>	<u>(4,779)</u>	<u>(5,601)</u>	<u>(16,130)</u>
Surplus as regards policyholders, December 31 current year	<u>\$ 272,119</u>	<u>\$ 291,571</u>	<u>\$ 296,350</u>	<u>\$ 301,951</u>

**THE NOTES IMMEDIATELY FOLLOWING THE FINANCIAL STATEMENTS IN
THIS REPORT ARE AN INTEGRAL PART THEREOF.**

NOTES TO FINANCIAL STATEMENTS

Note 1 - Receivables from parent, subsidiaries, and affiliates	\$201,352
<u>Payable to Parent, subsidiaries, and affiliates</u>	\$17,105

The captioned asset is \$201,352 less than the \$201,352 reported by the Company and the captioned liability is \$17,105 less than the \$17,105 reported by the Company in its 2023 Annual Statement.

The two amounts will reduce the surplus by \$184,247 as noted below.

	Description	Amount
1.	Receivables from parent, subsidiaries and affiliates	\$201,352
2.	Payable to parent, subsidiaries and affiliates	(\$17,105)
	Total	\$184,247

The examination determined that the Company and its affiliates did not have a written agreement to enter into related party transactions as required by SSAP 25, paragraph 10 of the NAIC *Accounting Practices and Procedures Manual*. The examination also determined that the balance reported by the Company in its 2023 Annual Statement was not settled within ninety days of the as of date of December 31, 2023. The Company was not in compliance with SSAP 25, paragraph 10 of the NAIC *Accounting and Procedures Manual*, which states:

Transactions between related parties must be in the form of a written agreement. The written agreement must provide for timely settlement of amounts owed, with a specified due date. Amounts owed to the reporting entity over ninety days from the written agreement due date shall be nonadmitted, except to the extent this is specifically addressed by other statements of statutory accounting principles (SSAPs). If the due date is not addressed by the written agreement, any uncollected receivable is nonadmitted.

Note 2 – Analysis of Changes to Surplus

Analysis of Changes to Surplus			
Surplus at Dec. 31, 2023, per Annual Financial Statement			\$272,119
	<u>Increase</u>	<u>Decrease</u>	
23. Receivables from parent, subsidiaries and affiliates		\$201,352	
18. Payable to parent, subsidiaries and affiliates	\$17,105		
Net increase (or decrease)			\$184,247
Surplus at Dec. 31, 2023, after adjustment			\$87,872

CONTINGENT LIABILITIES AND PENDING LITIGATION

The review of contingent liabilities and pending litigation included a review of the statutory financial statement disclosures, minutes of the corporate governing bodies, examination of the accounts and unrecorded items; and obtaining a letter of representation from management. These reviews did not disclose any items that would have a material effect on the Company's financial condition.

SUBSEQUENT EVENTS

A review of events subsequent to the December 31, 2023, examination date was completed. The review of subsequent events included an inspection of the general journal entries, minutes of meetings, interim financial statements and an inquiry of accounting matters. These reviews did not disclose any items that would have a material effect on the Company's financial condition in the event of an adverse outcome.

COMPLIANCE WITH PREVIOUS RECOMMENDATIONS

A review of the Company's compliance with recommendations made in the previous examination report indicated the Company had satisfactorily complied with the previous examination recommendations.

COMMENTS AND RECOMMENDATIONS

Board of Directors – Page 4

It is recommended that the Company have a minimum of 3 directors with at least one-third of the directors as a resident of this state in compliance with ALA. Code § 27-27-23 (1975) which states:

- (b) The affairs of every domestic insurer shall be managed by not less than three directors, and at least one-third of the directors shall be bona fide residents of this state.

Corporate Records – Page 5

Officers, Directors, Trustees

It is recommended that the Company show the full name (initials not acceptable) of officers and directors in compliance with NAIC *Annual Statement Instructions, Officers, Directors, Trustees* which states:

Officers, Directors, Trustees

Show full name (initials not acceptable) and title (indicate by number sign (#) by those officers and directors who did not occupy the indicated position in the prior annual statement).

Schedule T

It is recommended that the Company comply with NAIC Annual Statement Instructions, Schedule T, which states:

Column 1 - Active Status

Use the following codes to identify the reporting entity's status for each state or territory reported in the schedule as of the end of the reporting period. Enter the code that applies to the reporting entity's status in the state or territory. Each line

must have an entry in order to subtotal Footnote (a).

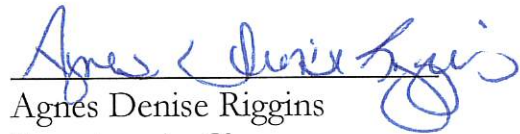
L - Licensed or Chartered (Licensed Insurance Carrier and Domiciled Risk Retention Groups referred to in some states as admitted.)

CONCLUSION

Acknowledgment is hereby made of the courtesy and cooperation extended by all persons representing AHP Title Direct, Inc.

The customary insurance examination procedures, as recommended by the National Association of Insurance Commissioners, have been followed to the extent appropriate in connection with the verification and valuation of assets and determination of liabilities set forth in this report.

Respectfully submitted,

A handwritten signature in blue ink, reading "Agnes Denise Riggins", is written over a horizontal line.

Agnes Denise Riggins
Examiner-in-Charge
State of Alabama Department of Insurance