NAIC NATIONAL ASSOCIATION OF INSURANCE COMMISSIONERS

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TO: Carrie Mears, Chair, Valuation of Securities (E) Task Force
Members of the Valuation of Securities (E) Task Force

FROM: Eric Kolchinsky, Director, NAIC Structured Securities Group (SSG) and Capital Markets Bureau
Charles A. Therriault, Director, NAIC Securities Valuation Office (SVO)
Marc Perlman, Managing Investment Counsel, NAIC Securities Valuation Office (SVO)

RE: Amendment to the Purposes and Procedures Manual of the NAIC Investment Analysis Office (the "P&P Manual") to Include Collateralized Loan Obligations (CLO) as a Financially Model Security in Part Four

DATE: September 16, 2022 (**Updated: December 20, 2022**)

Summary – A collateralized loan obligation (CLO) is type of structured security backed by a pool of debt, typically corporate loans with low credit ratings. An insurer that purchases every tranche of a CLO holds the exact same investment risk as if it had directly purchased the entire pool of loans backing the CLO. The aggregate risk-based capital (RBC) factor for owning all of the CLO tranches should be the same as that required for owning all of the underlying loan collateral. If it is less, it means there is risk-based capital (RBC) arbitrage. As noted in the Investment Analysis Office's (IAO) memo of May 25, 2022, "Risk Assessment of Structured Securities – CLOs", it is currently possible to materially (and artificially) reduce C1 capital requirements just by securitizing a pool of assets.

Recommendation – The Investment Analysis Office recommends the Task Force assign the Structured Securities Group (SSG) the responsibility of financially modeling CLO investments. SSG can model CLO investments and evaluate all tranche level losses across all debt and equity tranches under a series of calibrated and weighted collateral stress scenarios to assign NAIC Designations that create equivalency between securitization and direct holdings, thereby eliminating RBC arbitrage.

The Task Force sent a referral to the Capital Adequacy (E) Task Force (CATF) and its Risk-Based Capital Investment Risk and Evaluation (E) Working Group (RBCIREWG) requesting those groups consider adding two new RBC factors. These recommended new RBC factors would account for the tail risk in any structured finance tranche. Staff also recommends adding NAIC Designation Categories (e.g. 6.A, 6.B and 6.C) with possible interim RBC factors of 30%, 75% and 100%, respectively, until those groups can further study structured securities. Staff request approval to draft a Blanks proposal for the new NAIC Designation Categories.

Proposed Amendment - The proposed text changes to P&P Manual are shown below with additions in red underline, deletions in ~~red strikethrough~~ as it would appear in the 2022 P&P Manual format. Changes made on December 20, 2022 are highlighted in yellow.

NATIONAL ASSOCIATION OF INSURANCE COMMISSIONERS

PART ONE

POLICIES OF THE NAIC VALUATION OF SECURITIES (E) TASK FORCE

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POLICIES APPLICABLE TO FILING EXEMPT (FE) SECURITIES AND PRIVATE LETTER (PL) RATING SECURITIES

Filing Exemption

82. Bonds, within the scope of SSAP No. 26R and SSAP No. 43R (excluding CLO, RMBS and CMBS subject to financial modeling) and Preferred Stock within scope of SSAP No. 32, that have been assigned an Eligible NAIC CRP Rating, are exempt from filing with the SVO (FE securities) with the exception of Bonds and or Preferred Stock explicitly excluded in this Manual.

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NATIONAL ASSOCIATION OF INSURANCE COMMISSIONERS

PART TWO
OPERATIONAL AND ADMINISTRATIVE INSTRUCTIONS APPLICABLE TO THE SVO

NAIC NATIONAL ASSOCIATION OF INSURANCE COMMISSIONERS

COMPILATION AND PUBLICATION OF THE SVO LIST OF INVESTMENT SECURITIES

Directive

3. On a quarterly basis, the SVO shall:

   - Compile a list of Investment Securities from each of the data files defined as VOS Process, Filing Exempt Securities Process, CLO/RMBS/CMBS Modeled Securities Process, U.S. Treasury Process and the Exempt U.S. Government Securities Process (each an SVO Sub-List bearing the name of the corresponding Process).

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CLO/RMBS/CMBS Modeled Securities Process

6. Collateralized Loan Obligations (CLO), Residential mortgage-backed securities (RMBS and commercial mortgage-backed securities (CMBS) are Investment Securities, reported by an insurance company to the NAIC and subsequently added by NAIC staff to the CLO/RMBS/CMBS Modeled Securities Process, where on an annual basis and for purposes of the annual surveillance they are evaluated for eligibility to be financially modeled.

7. CLO/RMBS and CMBS that are deemed to be subject to financial modeling are retained in the CLO/RMBS/CMBS Modeled Process. CLO, RMBS and CMBS that are deemed ineligible for financial modeling but that have been assigned credit ratings by NAIC CRPs migrate to the Filing Exempt Securities Process. CLO, RMBS and CMBS that are deemed ineligible for financial modeling and that have also not been assigned credit ratings by NAIC CRPs may be reported by the insurer in the **5GI General Interrogatory**.

8. Insurance companies shall not file Regulatory Transactions as eligible for the CLO/RMBS/CMBS Modeled Securities Process, and the NAIC staff shall not add a Regulatory Transaction to the CLO/RMBS/CMBS Modeled Securities Process.

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NAIC NATIONAL ASSOCIATION OF INSURANCE COMMISSIONERS

NAIC POLICY ON THE USE OF CREDIT RATINGS OF NRSROS

NOTE: See "Coordination Between the Statutory Accounting Principles Working Group and the Valuation of Securities Task Force, "Use of Credit Ratings of NRSROs in NAIC Processes" and "Policies Applicable to the Filing Exemption (FE) Process" in Part One; "Definition – Credit Ratings Eligible for Translation to NAIC Designations in this "NAIC Policy on the Use of Credit Ratings of NRSROs"; "Procedure Applicable to Filing Exempt (FE) Securities and Private Letter (PL) Rating Securities" in Part Three; and "Filing Exemption Status of CLO, RMBS and CMBS" in Part Four, which excludes CLO, RMBS and CMBS from the use of NRSRO credit ratings for NAIC regulatory processes.

NATIONAL ASSOCIATION OF INSURANCE COMMISSIONERS

PART THREE
SVO PROCEDURES AND METHODOLOGY FOR PRODUCTION OF NAIC DESIGNATIONS

NAIC NATIONAL ASSOCIATION OF INSURANCE COMMISSIONERS

PROCEDURE APPLICABLE TO FILING EXEMPT (FE) SECURITIES AND PRIVATE LETTER (PL) RATING SECURITIES

NOTE: See "Use of Credit Ratings of NRSROs in NAIC Processes" and "Coordination Between the Statutory Accounting Principles Working Group and the Valuation of Securities Task Force" (especially "NAIC Designations Do Not Communicate Statutory Accounting or Reporting" and "Policies Applicable to the Filing Exemption (FE) Process") in Part One; "NAIC Policy on the Use of Credit Ratings of NRSROs" (especially "Definition – Credit Ratings Eligible for Translation to NAIC Designations") in Part Two (the definition excludes the use of NAIC CRP credit ratings assigned to a security type where the NAIC has determined that the security type is not eligible to be reported on Schedule D or the it is not appropriate for NRSRO credit ratings to be used to determine the regulatory treatment of the security or asset, as specified in this Manual); and "Filing Exemption Status of CLO, RMBS and CMBS" in Part Four (excluding CLO, RMBS and CMBS from the use of credit ratings for NAIC regulatory processes).

FE SECURITIES

Filing Exemption

3. Bonds, within the scope of SSAP No. 26R and SSAP No. 43R (excluding CLO, RMBS and CMBS subject to financial modeling) and Preferred Stock within scope of SSAP No. 32, that have been assigned an Eligible NAIC CRP Rating, as described in this Manual, are exempt from filing with the SVO (FE securities) with the exception of Bonds and/or Preferred Stock explicitly excluded below.

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PART FOUR
THE NAIC STRUCTURED SECURITIES GROUP

NATIONAL ASSOCIATION OF INSURANCE COMMISSIONERS

DEFINITIONS

1. The following terms used in this Part Four have the meaning ascribed to them below.

   - **ABS** stands for asset-backed securities and means structured securities backed by consumer obligations originated in the United States.

   - **CLO** stands for collateralized loan obligation and means structured securities backed by a pool of debt, typically corporate loans with low credit ratings. The loans are managed by a collateral manager which bundles the initial loans (for example, ~~generally~~ 150 or more) together and then actively manages the portfolio -- buying and selling loans. To fund the purchase of new debt, the CLO manager sells various tranches of the CLO to outside investors, ~~such as~~ which could include insurers. Each tranche differs based on the ~~order~~ priority in which the investors will be paid when the underlying loan payments are made. As a result, they also differ with respect to the risk associated with the investment since investors who are in lower tranches ~~paid last~~ have a higher risk of default from the underlying loans. To compensate for the risk, the interest coupon payments on the subordinate tranches are higher. Investors who are in higher tranches ~~paid out first~~ have lower overall risk, but they receive smaller interest coupon payments, as a result.

   - **CMBS** stands for commercial mortgage-backed securities and means structured securities backed by commercial real estate mortgage loans originated in the United States. The definition of CMBS may refer to securitizations backed by commercial mortgages, respectively, originated outside of the Unites States if and to the extent that the vendor selected by the NAIC to conduct the financial modeling: (a) has the necessary information about the commercial mortgage and commercial mortgage loans originated outside of the United States to fully model the resulting securities; and (b) can adapt the modeling process to account for any structural peculiarities associated with the jurisdiction in which the mortgage was originated.

   - **Initial Information** means the documentation required to be filed with an Initial Filing of an CLO, RMBS or a CMBS CUSIP, pursuant to the section below and pertaining to Loan Information, Reps and Warranty Information and Structure and Formation Information for the transaction, where:

- *Loan Information* For RMBS and CMBS, means a review of the loan files by a third party to assess the sufficiency of legal title and other related issues. For middle market loans in CLOs, means a review consistent with the guidance in Part Three of this manual for General Corporate and Municipal Methodology for Independent Credit Quality Assessment. This requirement will generally not apply to broadly syndicated bank loans.
- *Reps and Warranty Information* means the actual representation and warranties in effect for the securitization given by the mortgage originator(s) to the Trust pertaining to loan origination processes and standards, compliance with applicable law, loan documentation and the process governing put backs of defective mortgages back to the originator(s). Rep and Warranty information will generally not be applicable or required in the case of CLOs.
- *Structure and Formation Information* means the waterfall, as described in the definition of Ongoing Information, information and documentation in the form of legal opinions and documentation governing the formation of the securitization and its entities relative to issues such as bankruptcy remoteness, true sale characterization, the legal standards and procedures governing the securitization and other similar issues. In each case, as applicable to the relevant asset class in question.

- **Intrinsic Price** is an output of financial modeling, defined as '1 – weighted average of discounted principal loss' expressed as a percentage, reflecting the credit risk of the security.
- **Legacy Security**, for the purposes of this section shall mean any RMBS and any CMBS that closed prior to January 1, 2013.
- **Official Price Grids** means and refers to those generated by the SSG and provided to an insurance company or insurance companies that own the security for regulatory reporting purposes.

- **Ongoing Information** differs based on the asset class of the security being reviewed. In general, Ongoing Information can consist~~s~~ of: (a) tranche level data; such as principal balance, factors, principal and interest due and paid, interest shortfalls, allocated realized losses, appraisal reductions and other similar information typically provided by the trustee in periodic reports for the specific tranche; (b) trust level data, such as aggregate interest and principal and other payments received, balances and payments to non-trance accounts, aggregate pool performance data and other similar information; (c) loan level performance information (where such information is not otherwise available - for example, broadly syndicated loans - it will generally not require such information); and (d) a computerized model of rules that govern the order and priority of the distribution of cash from the collateral pool (i.e., the "waterfall") to the holders of the certificates/securities—provided in the format and modeling package used by the NAIC financial modeling vendor.

- **Original Source**, with respect to a specific set of data, means the Trustee, Servicer or similar entity that is contractually obligated under the agreement governing the RMBS or CMBS to generate and maintain the relevant data and information in accordance with standards specified in applicable agreements or an authorized re-distributor of the same.

- **NAIC Designation Intrinsic Price Mapping** is the mapping of the Intrinsic Price to a single NAIC Designation and Designation Category employing the midpoints between each adjoining AVR RBC charges (pre-tax). The midpoints are directly used as the minimum Intrinsic Prices (weighted average loss points) for corresponding NAIC Designations and Designation Categories.

- **Price Grids** means and refers to CUSIP-specific price matrices containing six price breakpoints; i.e., each price corresponding to a specific NAIC Designation category. Each breakpoint on a Price Grid is the price point that tips the NAIC Designation for the RMBS CUSIP into the next NAIC Designation (credit quality/credit risk) category. The plural is used because two Price Grids are generated for any CUSIP. This reflects the difference in RBC for those insurance companies that maintain an asset valuation reserve and for those insurance companies that do not.

- **Re-REMIC** is a securitization backed by: (a) otherwise eligible RMBS from one or two transactions; or (b) otherwise eligible CMBS from one or two transactions at closing. Re-REMICs cannot acquire any Underlying Securities after closing.

- **RMBS** stands for residential mortgage-backed securities and means structured securities backed by non-agency residential mortgages originated in the United States, where the collateral consists of loans pertaining to non-multi-family homes. That includes prime, subprime and Alt-A mortgages, as well as home-equity loans, home-equity lines of credit and Re-REMICs of the above. Excluded from this definition is agency RMBS, where the mortgages are guaranteed by federal and federally sponsored agencies such as the Government National Mortgage Association (GNMA), Federal National Mortgage Association (FNMA) or Federal Home Loan Mortgage Corporation (FHLMC) and loans against manufactured or mobile homes or collateralized debt obligations backed by RMBS. The exclusion covers bonds issued and guaranteed by, or only guaranteed by, the respective agency. Also not included are loans guaranteed by the U.S. Department of Veteran Affairs or the U.S. Department of Agriculture's Rural Development Housing and Community Facilities Programs. The definition of RMBS may refer to securitizations backed by residential mortgages, respectively, originated outside of the Unites States if and to the extent that the vendor selected by the NAIC to conduct the financial modeling: (a) has the necessary information about the residential mortgage and residential mortgage loans originated outside of the United States to fully model the resulting securities; and (b) can adapt the modeling process to account for any structural peculiarities associated with the jurisdiction in which the mortgage was originated.

- **Underlying Security** means the RMBS or CMBS backing a Re-REMIC. A Re-REMIC cannot be an Underlying Security.

NOTE: The definitions of CLO, RMBS and CMBS reflect limitations associated with the financial modeling process, NAIC credit rating provider (CRP) internal naming conventions and SSG processes, as more fully discussed below and may, therefore, be subject to a narrower or a broader reading in any reporting period. Please call the SSG with any concerns or questions about the scope of the definitions for a given reporting period. Also note:

- It is possible that the scope of the CLO, RMBS and CMBS definitions may be broadened because the financial modeling vendors indicate other collateral or waterfall structures can be modeled.
- NAIC CRPs may adopt different internal conventions with respect to what market or asset segments are within their rated populations of CLO, RMBS, CMBS or ABS. This could affect the application of the adopted NAIC methodology or require the NAIC to select which naming process it wishes to adopt.
- It is possible that the SSG will acquire analytical assessment capabilities that permit the assessment of existing, additional or different structured securities that cannot now be modeled or that are not currently rated.

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ADMINISTRATIVE AND OPERATIONAL MATTERS

Certain Administrative Symbols

2. The following administrative symbols are used in the Valuation of Securities (VOS) Products to identify RMBS and CMBS that the NAIC vendor has confirmed will be subject to the financial modeling methodology and application of Price Grids described in this Part.

   - **FMR** – Indicates that the specific CUSIP identifies a Legacy Security RMBS that is subject to the financial modeling methodology and the application of Price Grids to determine a NAIC Designation and Designation Category.
   - **FMC** – Indicates that the specific CUSIP identifies a Legacy Security CMBS that is subject to the financial modeling methodology and the application of Price Grids to determine a NAIC Designation and Designation Category
   - Non-Legacy RMBS and CMBS subject to the financial modeling methodology would be assigned an NAIC Designation and Designation Category by the SSG without an administrative symbol.
   - CLO subject to the financial modeling methodology would be assigned an NAIC Designation and Designation Category by the SSG without an administrative symbol.

   NOTE: The administrative symbols **FMR** and **FMC** are related to symbols that insurers are required to use in the financial statement reporting process. Under applicable financial statement reporting rules, an insurer uses the symbol **FM** as a suffix to identify Legacy Security modeled RMBS and CMBS CUSIPs. The symbol **FM** is inserted by the insurer in the financial statement as a suffix following the NAIC Designation Category for Legacy Security RMBS and CMBS; (e.g., **2.B FM**), and for CLO and Non-Legacy RMBS and CMBS it would be left blank (e.g. **3.C**).

   The use of these administrative symbols in the VOS Product means the insurer should not use the filing exempt process for the security so identified.

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Quarterly Reporting of CLO, RMBS and CMBS

3. To determine the NAIC Designation to be used for quarterly financial statement reporting for a CLO, RMBS or CMBS purchased subsequent to the annual surveillance described in this Part, the insurer uses the prior year-end modeling data for that CUSIP (which can be obtained from the NAIC) and follows the instructions in contained under the heading "Use of Net Present Value and Carrying Value for Financially Modelled Legacy Security RMBS and CMBS" or "Use of Intrinsic Price for Financially Modelled non-Legacy Security RMBS and CMBS" below, subject to, and in accordance with, *SSAP No. 43R—Loan-Backed and Structured Securities*.

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FILING EXEMPTIONS

Limited Filing Exemption for CLO, RMBS and CMBS

4. **CLO, RMBS and CMBS that Can be Financially Modeled** – CLO, RMBS and CMBS that can be financially modeled are exempt from filing with the SVO. NAIC Designations for CLO, RMBS and CMBS that can be financially modeled are determined by application of the methodology discussed in this Part, not by the use of credit ratings of CRPs.

5. **CLO, RMBS and CMBS securities that Cannot be Financially Modeled**

   - **But Are Rated by a CRP** – CLO, RMBS and CMBS that cannot be financially modeled but that are rated by a CRP are exempt from filing with the SSG. The NAIC Designations for these CLO, RMBS and CMBS are determined by application of the filing exemption procedures discussed in this Manual.

   - **But Are Not Rated by a CRP** – CLO, RMBS and CMBS that cannot be financially modeled and that are not rated by a CRP are not filing exempt and must be filed with the SSG or follow the procedures, as discussed below in this Part.

Filing Exemption for ABS

6. ABS rated by a CRP are exempt from filing with the SSG.

Review of Decisions of the SSG

7. Analytical decisions made through the application of financial modeling are not subject to the appeal process. In the absence of an appeal, the SSG shall provide whatever clarification as to the results of financial modeling is possible to any insurer who requests it and owns the security, provided that it is not unduly burdensome for the SSG to do so. Any decision made by the SSG that results in the assignment of an NAIC Designation and does not involve financial modeling methodology, whether developed by the SSG on its own or in collaboration with the SVO, is subject to the appeal process.

8. The policy statement set forth in this section shall be applicable generally to any transaction filed with the SSG for an analytical assessment, including, but not limited to, a Price Grid or for assignment of an NAIC Designation. Any filing with the SSG is deemed to be incomplete unless the insurer has provided the information, documentation, and data in quantity and quality sufficient to permit the SSG to conduct an analysis of the creditworthiness of the issuer and the terms of the security to determine the requested analytical value. It is the obligation of the reporting insurance company to provide the SSG with all necessary information. It is the responsibility of the SSG to determine whether the information provided is sufficient and reliable for its purposes and to communicate informational deficiencies to the reporting insurance company.

Documentation Standards

9. In order for an insurer-owned CLO, RMBS or CMBS to be eligible for the year-end modeling process, conducted pursuant to this section below, the analysis must be based on information, documentation and data of the utmost integrity. A Legacy Security must meet the Ongoing Information requirements. A CLO, RMBS, CMBS or Re-REMIC that is not a Legacy Security must meet the Initial Information and Ongoing Information requirements. For the purposes of determining a Re-REMIC's status as a Legacy Security, the closing date of the Re-REMIC (not the Underlying Security) shall be used. The SSG may, in its sole discretion, determine that the Initial Information and/or Ongoing Information is not sufficient and/or not reliable to permit the CLO, RMBS or CMBS CUSIP to be eligible for financial modeling. If the SSG determines that the Initial Information and/or Ongoing Information is not sufficient and/or not reliable to permit the CLO, RMBS or CMBS CUSIP to be eligible for financial modeling, it will communicate this decision to the insurer and invite a dialogue to ascertain whether alternative information is available that would be deemed sufficient and/or reliable by the SSG.

Initial Information Requirements

10. A CLO, RMBS or CMBS meets the Initial Information Requirements if the security meets one of the following three conditions:

- **RTAS** – The RMBS or CMBS was assigned a preliminary price grid or designation as described in this Part;
- **Initial Sufficiency Filing** – The CLO, RMBS or CMBS was reviewed by SSG through an Initial Sufficiency Filing; or
- **Safe Harbor** – The CLO, RMBS or CMBS meets the Safe Harbor requirements.

Initial Sufficiency Information Filing

11. An insurance company may file Initial Sufficiency Information with the SSG for the purpose of obtaining a determination that a CLO, RMBS or CMBS CUSIP is eligible for financial modeling under the annual surveillance process discussed below. Initial Sufficiency Information is only filed once for any given CLO, RMBS or CMBS. Reporting insurance companies are solely responsible for providing the SSG with Initial Information. A determination by the SSG that a given CLO, RMBS or CMBS CUSIP is eligible for financial modeling after an Initial Sufficiency Filing assessment is subject to the further and continuing obligation that the SSG obtain or the insurer provide the SSG with updated Ongoing Information close to the date of the annual surveillance.

12. **Required Documents for Initial Sufficiency Filing** – An insurer that owns a CLO, RMBS or a CMBS for which Initial Information is not publicly available shall provide the SSG with the following documentation.

13. **CLO** – Unless otherwise specified by the SSG in a Modeling Alert, as further described below, an Initial Filing for a CLO consists of submission of Initial Information and Ongoing Information in the form of the following documentation, as may be appropriate:

    - ~~Pooling and Servicing Agreement~~ Indenture or similar
    - Prospectus, Offering Memorandum or similar; Accountant's comfort letter, if obtained in connection with such transaction.
    - If applicable, ISDA Schedules and Confirmations or similar
    - Legal opinions given in connection with the transaction
    - Any other documents referenced by the above
    - ~~Third-Party Due diligence scope document and raw results. If less than 100% due diligence, detailed description of the loan selection process.~~

- ~~If applicable, loan purchase agreements or similar.~~
- ~~Loan Tape~~
- All available eligible CRP ratings for underlying loan portfolio.
- For each unrated underlying loans, the Prospectus, Offering Memorandum or similar; 3-years of audited financial statements for the issuing entity.

14. **RMBS** – Unless otherwise specified by the SSG in a Modeling Alert, as further described below, an Initial Filing for an RMBS consists of submission of Initial Information and Ongoing Information in the form of the following documentation:
    - Pooling and Servicing Agreement or similar
    - Prospectus, Offering Memorandum or similar; Accountant's comfort letter
    - If applicable, ISDA Schedules and Confirmations or similar
    - Legal opinions given in connection with the transaction
    - Any other documents referenced by the above
    - Third-Party Due diligence scope document and raw results. If less than 100% due diligence, detailed description of the loan selection process
    - If applicable, loan purchase agreements or similar. Loan Tape
15. **CMBS** – Unless otherwise specified by the SSG in a Modeling Alert, as further described below, an Initial Filing for a CMBS consists of submission of Initial Information and Ongoing Information in the form of the following documentation:
    - Pooling and Servicing Agreement or similar
    - Prospectus, Offering Memorandum or similar; Accountant's comfort letter
    - If applicable, ISDA Schedules and Confirmations or similar
    - Legal opinion given in connection with the transaction
    - Any other documents referenced in the above
    - Asset Summaries
    - Loan Tape

- Loan documents, including reliable information about the terms of the transaction; including, but not limited to, financial covenants, events of default, legal remedies and other information about financial, contractual or legal aspects of the transaction in form and substance consistent with industry best practices for CMBS issuance.
- In certain cases, additional documents below will enable the SSG to verify and validate initial underwriting information of the property securing the CMBS. These documents may be required in form and substance consistent with best practices for typical CMBS issuance.
- Historical operating statements and borrower's budget
- Underwriter's analysis of stabilized cash flow with footnotes of assumptions used
- Property type specific, rent roll information
- Appraisals and other data from recognized industry market sources
- Independent engineering report (Property Condition Assessment)
- Environmental Site Assessment (ESA) – Phase I/Phase II
- Documentation related to seismic, flood and windstorm risks
- Franchise agreements and ground leases, if applicable
- Management agreements

SSG Modeling Alerts

16. The SSG shall at all times have discretion to determine that differences in the structure, governing law, waterfall structure or any other aspect of a securitization or a class of securitization requires that insurance companies provide Initial Information and/or Ongoing Information additional to or different from that identified in this Part. The SSG shall communicate such additional or different documentation requirements to insurers by publishing a Modeling Alert on the NAIC website and scheduling a meeting of the VOS/TF to ensure public dissemination of the decision.

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Safe Harbor

17. Safe Harbor options serve as proxies for the Initial Sufficiency filing. The options reflect publicly available information that a third party has analyzed the Initial Information. Because the structured securities market is quite dynamic, the list of Safe Harbor options may change frequently, with notice and opportunity for comment, as described in this section. A CLO, RMBS or CMBS meets the Initial Information requirement if:

    - At least two Section 17(g)-7 reports issued by different CRPs are publicly available; or
    - A security that is publicly registered under the federal Securities Act of 1933.

Ongoing Information Requirements

18. A CLO, RMBS or CMBS meets the Ongoing Information Requirements if Ongoing Information is available to the SSG and the relevant third-party vendor from an Original Source. The SSG, in its sole discretion and in consultation with the relevant third-party vendor, may determine that the Ongoing Information is not sufficient or reliable to permit a given CLO, RMBS or CMBS CUSIP to be financially modeled. However, in making such a determination, the SSG shall take into account reasonable market practices and standards.

Special Rules for Certain Re-REMICs

19. Re-REMICs are generally simple restructurings of RMBS or CMBS. An Initial Sufficiency Filing for a Re-REMIC (a) which is not a Legacy Security itself but (b) where each Underlying Security is a Legacy Security shall not require submission of information regarding the Underlying Securities. In most cases, a prospectus for the Re-REMIC will be sufficient. If the SSG determines that additional information about the Re-REMIC structure or formation is required, it will communicate this decision to the insurer and invite a dialogue to ascertain whether additional information is available that would be deemed sufficient by the SSG.

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ANALYTICAL ASSIGNMENTS

ANNUAL SURVEILLANCE OF CLO, RMBS AND CMBS – MODELED AND NON-MODELED SECURITIES

Scope

20. This section explains the financial modeling methodology applicable to all CLO, RMBS and CMBS (defined above) securitizations, the book/adjusted carrying value methodology applicable to a modeled Legacy Security, the NAIC Designation Intrinsic Price Mapping applicable to a modeled non-Legacy Security, and non-modeled securities subject to *SSAP No. 43R—Loan-Backed and Structured Securities*. Please refer to SSAP No. 43R for a description of securities subject to its provisions. The VOS/TF does not formulate policy or administrative procedures for statutory accounting guidance. Reporting insurance companies are responsible for determining whether a security is subject to SSAP No. 43R and applying the appropriate guidance.

Important Limitation on the Definitions of CLO, RMBS and CMBS

21. The definitions of CLO, RMBS and CMBS above are intended solely to permit the SSG to communicate with financial modeling vendors, insurance company investors who own CLO, RMBS and CMBS subject to financial modeling and/or the book/adjusted carrying value methodology and their investment advisors to facilitate the performance by the SSG of the financial modeling methodology described below. The definitions contained in this section are not intended for use and should not be used as accounting or statutory statement reporting instructions or guidance.

    NOTE: Please refer to *SSAP No. 43R—Loan-Backed and Structured Securities* for applicable accounting guidance and reporting instructions.

ANALYTICAL PROCEDURES APPLICABLE TO CLO, RMBS AND CMBS SECURITIZATIONS SUBJECT TO FINANCIAL MODELING METHODOLOGY

Filing Exemption Status of CLO, RMBS and CMBS

22. CLO, RMBS and CMBS are not eligible for filing exemption because credit ratings of CRPs are no longer used to set risk-based capital (RBC) for CLO, RMBS or CMBS. However, CLO, RMBS and CMBS are not submitted to the SSG.

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Use of Financial Modeling for Year-End Reporting for CLO, RMBS and CMBS

23. Beginning with year-end 2009 for RMBS, and 2010 for CMBS, probability weighted net present values will be produced under NAIC staff supervision by an NAIC-selected vendor using its financial model with defined analytical inputs selected by the SSG. The vendor will provide the SSG with a Intrinsic Price and/or a range of net present values for each RMBS or CMBS corresponding to each NAIC Designation category. The NAIC Designation for a specific Legacy Security RMBS or CMBS is determined by the insurance company, based on book/adjusted carrying value ranges, and the NAIC Designation for a specific non-Legacy Security RMBS or CMBS is determined by the NAIC Designation Intrinsic Price Mapping by SSG.

24. Beginning with year-end 2024 ~~2023~~ for CLOs, probability weighted net present values will be produced under NAIC staff supervision by SSG using its financial model ~~by SSG~~ with defined analytical inputs selected by the SSG. SSG will model CLO investments and evaluate all tranche level losses across all debt and equity tranches under a series of calibrated and weighted collateral stress scenarios to assign NAIC Designation~~s~~ Categories for a specific CLO tranche ~~is will be~~ as determined by the NAIC. ~~Designation Intrinsic Price Mapping by SSG~~.

    NOTE: Please refer to *SSAP No. 43R—Loan-Backed and Structured Securities* for guidance on all accounting and related reporting issues.

    NOTE: Effective as of January 1, 2024, SSG will financially model CLOs.

Analytical Procedures for CLO, RMBS and CMBS

25. The SSG shall develop and implement all necessary processes to coordinate the engagement by the NAIC of a vendor who will perform loan-level analysis of insurer-owned CLO, RMBS and CMBS using the vendor's proprietary models.

CLO, RMBS AND CMBS SUBJECT TO FINANCIAL MODELING

Setting Microeconomic Assumptions and Stress Scenarios

26. Not later than September of each year, the SSG shall begin working with the vendor to identify the assumptions, stress scenarios and probabilities (hereafter model criteria) the SSG intends to use at year-end to run the vendor's financial model.

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The Financial Modeling Process

27. Information about the financial modeling process can be found at *www.naic.org/structured_securities/index_structured_securities.htm.*

Use of Net Present Value and Carrying Value for Financially Modeled Legacy Security RMBS and CMBS

28. For each modeled Legacy Security RMBS and CMBS, the financial model determines the net present value at which the expected loss equals the midpoint between the RBC charges for each NAIC Designation; i.e., each price point, if exceeded, changes the NAIC Designation. Net present value is the net present value of principal losses, discounted using the security's coupon rate (adjusted in case of original issue discount securities to book yield at original issue and in case of floating rate securities, discounted using LIBOR curve + Origination spread). Because of the difference in RBC charge, the deliverable is five values for each RMBS and CMBS security for companies required to maintain an asset valuation reserve (AVR) and five values for companies not required to maintain an AVR. This is illustrated in the chart below.

RBC charge / NAIC designation (pre-tax)

P&C	RBC	Midpoint
1	0.3%	0.65%
2	1.0%	1.50%
3	2.0%	3.25%
4	4.5%	7.25%
5	10.0%	20.00%
6	30.0%	
Life	**RBC**	**Midpoint**
1	0.4%	0.85%
2	1.3%	2.95%
3	4.6%	7.30%
4	10.0%	16.50%
5	23.0%	26.50%
6	30.0%	

29. The NAIC Designation and NAIC Designation Category for a given modeled Legacy Security RMBS or CMBS CUSIP owned by a given insurance company depends on the insurer's book/adjusted carrying value of each RMBS or CMBS, whether that carrying value, in accordance with *SSAP No. 43R—Loan-Backed and Structured Securities*, paragraphs 25 through 26a, is the amortized cost or fair value, and where the book/adjusted carrying value matches the price ranges provided in the model output for each NAIC Designation and the mapped NAIC Designation Category, reflected in the table below, to be used for reporting an NAIC Designation Category until new prices ranges are developed to reflect the full range of new Risk Based Capital factors adopted for each NAIC Designation Category; except that a modeled Legacy Security RMBS or CMBS tranche that has no expected loss under any of the selected modeling scenarios would be assigned an **NAIC 1 Designation** and **NAIC 1.A Designation Category** regardless of the insurer's book/adjusted carrying value.

NOTE: Please refer to the detailed instructions provided in SSAP No. 43R.

NAIC Designation Determined by Modeled Price Ranges	Mapped NAIC Designation Category
1	1.D
2	2.B
3	3.B
4	4.B
5	5.B
6	6

Use of Intrinsic Price for Financially Modeled CLO and non-Legacy Security RMBS and CMBS

30. The NAIC Designation and NAIC Designation Category for a given modeled CLO and non-Legacy Security RMBS or CMBS CUSIP owned by a given insurance is assigned by SSG and **does not** depend on the insurer's book/adjusted carrying value of each CLO, RMBS or CMBS. The NAIC Designation and Designation Category assigned will be determined by applying the Intrinsic Price to the NAIC Designation Intrinsic Price Mapping, as defined in this Part.

Securities Not Modeled by the SSG and Not Rated by an NAIC CRP or Designated by the SVO

31. Securities subject to *SSAP No. 43R—Loan-Backed and Structured Securities* that cannot be modeled by the SSG and are not rated by an NAIC CRP or designated by the SVO are either: (a) assigned the NAIC administrative symbol **ND** (not designated), requiring subsequent filing with the SVO; or (b) assigned the NAIC Designation for Special Reporting Instruction [i.e., an **NAIC 5GI,** NAIC Designation Category **NAIC 5.B GI** or **NAIC 6*** (six-star)].

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MORTGAGE REFERENCED SECURITIES

Definition

32. A Mortgage Referenced Security has the following characteristics: A Mortgage Referenced Security's coupon and/or principal payments are linked, in whole or in part, to prices of, or payment streams from, real estate, index or indices related to real estate, or assets deriving their value from instruments related to real estate, including, but not limited to, mortgage loans.

Not Filing Exempt

33. A Mortgage Referenced Security is not eligible for filing exemption but is subject to the filing requirement.

NAIC Risk Assessment

34. In determining the NAIC Designation of a Mortgage Referenced Security, the SSG may use the financial modeling methodology discussed in this Part, adjusted (if and as necessary) to the specific reporting and accounting requirements applicable to Mortgage Referenced Securities.

Quarterly Reporting for Mortgage Reference Securities

35. To determine the NAIC Designation to be used for quarterly financial statement reporting for a Mortgage Reference Security purchased subsequent to the annual surveillance described in this Part, the insurer uses the prior year-end modeling data for that CUSIP (which can be obtained from the NAIC) until the annual surveillance data is published for the current year. For a Mortgage Reference Security that is not in the prior year-end modeling data for that CUSIP, the insurer may follow the instructions in Part Two of this manual for the assignment of the SVO Administrative Symbol "Z" provided the insurer owned security meets the criteria for a security that is in transition in reporting or filing status.

NOTE: Please refer to SSAP No. 26R and SSAP No. 43R for the definition of and guidance on Structured Notes and Mortgage Referenced Securities. Please also refer to Part Three of this Manual for guidance about the filing exempt status of Structured Notes.

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GROUND LEASE FINANCING TRANSACTIONS

Definition

36. Ground Lease Financing (GLF) transactions are defined and explained in "Ground Lease Financing Transactions" in Part Three of this Manual.

SSG Role and Process

37. On occasion, the SVO may refer a GLF transaction to the SVO for financial modeling of the GLF space leases or business operation, as applicable, in accordance with the process set forth in "Ground Lease Financing Transactions" in Part Three of this Manual. Following an SVO referral the SSG and SVO will maintain open communication related to requests for additional data, analytical questions and analytical conclusions. Any GLF transaction NAIC Designation will be assigned by the SVO.

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THE RTAS – EMERGING INVESTMENT VEHICLE

Purpose

38. Price grids and/or NAIC Designation and Designation Categories are generated for the exclusive use of insurance companies and the NAIC regulatory community. Insurance companies use official Prices Grids and/or NAIC Designations and Designation Categories by following the instructions in *SSAP No. 43R—Loan-Backed and Structured Securities* to derive a final NAIC Designation for the CLO, RMBS or CMBS, which they use to derive the RBC applicable for the CLO, RMBS or CMBS.

    NOTE: Please refer to SSAP No. 43R for a full explanation of the applicable procedure.

Extension of Authority

39. The Regulatory Treatment Assessment Service – Emerging Investment Vehicle procedure is extended to the SSG, and the SSG is authorized to determine probable regulatory treatment for CLO, RMBS and CMBS pursuant to this Part or for other securities, where, in the opinion of the SSG, financial modeling methodology would yield the necessary analytical insight to determine probable regulatory treatment or otherwise enable the SSG to make recommendations to the VOS/TF as to regulatory treatment for a security.

Interpretation

40. To facilitate this purpose, wherever in the Regulatory Treatment Assessment Service – Emerging Investment Vehicle procedure reference is made to the SVO, it shall be read to also refer to and apply to the SSG, adjusting for differences in the operational or methodological context. The Regulatory Treatment Assessment Service – Emerging Investment Vehicle procedure shall also be read as authority for collaboration between SVO and SSG staff functions so as to encompass RTAS assignments that require the use of SVO financial, corporate, municipal, legal, and structural analysis and related methodologies, as well as of financial modeling methodologies.

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Translation of Preliminary into Official Price Grids and/or NAIC Designations and Designation Categories

41. Price Grids and/or Designations and Designation Categories ("PGD") generated by the SSG pursuant to an RTAS are preliminary within the meaning of that term as used in the Regulatory Treatment Assessment Service – Emerging Investment Vehicle procedure and accordingly cannot be used for official NAIC regulatory purposes. Preliminary NAIC Designations are translated into official NAIC Designations by the SVO when an insurance company purchases and files the security and the SVO conducts an official assessment. However, this Manual does not require the filing of CLO, RMBS and CMBS subject to financial modeling methodology with the SSG. It is, therefore, necessary to specify a procedure for the translation of preliminary Price Grids and/or Designations and Designation Categories ("Preliminary PGD") into official PGD that can be used for NAIC regulatory purposes. Preliminary PGDs generated by the SSG become an official PGD within the meaning of this section when an insurance company has purchased the security for which the PGD was generated and reported that security for quarterly reporting purposes using the SSG generated PGD. A PGD for a security reported by an insurance company for quarterly reporting is effective until the SSG conducts the next annual surveillance pursuant to this Part at which the time the PGD generated by the SSG at year-end shall be the official PGDs for that security.

https://naiconline.sharepoint.com/teams/SVOVOSTaskForce/Shared Documents/Meetings/2022/2022-12 - Fall National Meeting/02-CLOs Part Four/2022-004.12b - PP Amend to Add CLO to Part Four v2.docx