THE PMI GROUP, INC.

CONSOLIDATED FINANCIAL STATEMENTS

As of and for the years ended December 31, 2017 and 2016

CONTENTS

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors of
The PMI Group, Inc.

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated financial condition of The PMI Group, Inc. and its subsidiaries (the "Company") as of December 31, 2017 and 2016, and the related consolidated statements of operations, changes in stockholders' equity, and cash flows, for each of the two years in the period ended December 31, 2017, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2017 and 2016, and the results of their operations and their cash flows for each of the two years in the period ended December 31, 2017, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

We have served as the Company's auditor since 2016.

BPM LLP

San Francisco, California
March 14, 2018

THE PMI GROUP, INC.

CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION

As of December 31, 2017 and 2016

(In thousands, except share data)

	December 31, 2017	December 31, 2016
ASSETS		
Cash	$ 3,916	$ 3,942
Restricted cash	699	1,205
Other current assets	13	19
Total current assets	4,628	5,166
Deferred tax assets (Note 9)	-	-
Total assets	$ 4,628	$ 5,166
LIABILITIES AND STOCKHOLDERS' EQUITY		
Liabilities:		
Term loan, net of deferred financing costs ($473 and $868, respectively)	$ 4,076	$ 3,244
Accrued liabilities and accounts payable	49	68
Warrant liability	—	1
Total liabilities	4,125	3,313
Commitments and contingencies (Note 5)		
Stockholders' equity:		
Common stock, $0.01 par value; 10,000,000 shares authorized in 2017 and 2016 ; 2,074,441 shares issued and outstanding in 2017 and 2016	21	21
Preferred stock, $0.01 par value; 1,000,000 shares authorized in 2017 and 2016; no shares issued and outstanding in 2017 and 2016	—	—
Additional paid-in capital	7,967	7,967
Accumulated deficit	(7,485)	(6,135)
Total stockholders' equity	503	1,853
Total liabilities and stockholders' equity	$ 4,628	$ 5,166

The accompanying notes are an integral part of these consolidated financial statements.

THE PMI GROUP, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS

For the Years Ended December 31, 2017 and 2016

(In thousands)

	Year Ended December 31, 2017	Year Ended December 31, 2016
Revenue:		
Interest income	$ 2	$ 1
Total revenue	2	1
Expenses (income):		
General, administrative, and other expenses	520	419
Interest expense - amortization of deferred financing costs	395	459
Interest expense	437	427
Expense (income) in connection with QBE matter, net	—	(1,480)
Total expenses (income)	1,352	(175)
Net (loss) income	$ (1,350)	$ 176

The accompanying notes are an integral part of these consolidated financial statements.

THE PMI GROUP, INC.

CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

For the Years Ended December 31, 2017 and 2016

(In thousands, except share data)

	Common Stock		Preferred Stock				
	Shares	Amount	Shares	Amount	Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Equity
Balance, January 1, 2016	2,074,441	$ 21	—	—	$ 7,967	$ (6,311)	$ 1,677
Net income	—	—	—	—	—	176	176
Balance, December 31, 2016	2,074,441	$ 21	—	—	$ 7,967	$ (6,135)	$ 1,853
Net loss	—	—	—	—	—	(1,350)	(1,350)
Balance, December 31, 2017	2,074,441	$ 21	—	—	$ 7,967	$ (7,485)	$ 503

The accompanying notes are an integral
part of these consolidated financial statements.

THE PMI GROUP, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

For the Years Ended December 31, 2017 and 2016

(In thousands)

	For the Years Ended December 31,	
	2017	2016
Cash flows from operating activities:		
Net (loss) income	$ (1,350)	$ 176
Adjustments to reconcile net income (loss) to net cash (used in) provided by operating activities:		
Amortization of debt issuance costs	395	459
Paid-In-Kind interest expense	437	427
Foreign currency gain	—	(21)
Change in fair value of warrant liability	(1)	(151)
Net changes in assets and liabilities:		
Restricted cash	506	7
Other current assets	6	4
Deposits	—	432
Accrued liabilities and accounts payable	(19)	(21)
Net cash (used in) provided by operating activities	(26)	1,312
Cash flows from financing activities:		
Repayments of Paid-In-Kind interest portion of term loan	—	(459)
Net cash used in financing activities	—	(459)
(Decrease) increase in cash	(26)	853
Cash, beginning of period	3,942	3,089
Cash, end of period	$ 3,916	$ 3,942

The accompanying notes are an integral
part of these consolidated financial statements.

1. The Company

On November 23, 2011 (the “Petition Date”), The PMI Group, Inc. (“PMI” or the “Company”) filed a voluntary petition under chapter 11 of the Bankruptcy Code, thereby commencing case number 11-13730 (the “Chapter 11 Case”) in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”). During the pendency of the bankruptcy proceedings, PMI operated and managed its affairs as a debtor in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. On July 25, 2013, the Bankruptcy Court entered an order (the “Confirmation Order”) confirming the revised First Amended Plan of Reorganization of The PMI Group, Inc. pursuant to Chapter 11 of the United States Bankruptcy Code (the “Plan”), which became effective on October 1, 2013 (the “Effective Date”). Under the Plan, PMI was the disbursing agent (the “Disbursing Agent”) and, as such, had authority to (i) effect all actions and execute all agreements, securities, instruments, and other documents necessary to perform its duties under the Plan; (ii) make all distributions contemplated by the Plan; (iii) employ professionals to represent it with respect to its responsibilities; and (iv) exercise such other powers as may be vested in the Disbursing Agent by order of the Bankruptcy Court, pursuant to the Plan, or as deemed by the Disbursing Agent to be necessary and proper to implement the provisions of the Plan. Since the Effective Date, PMI has made distributions in the sum of approximately $188.8 million, to holders of allowed claims (the “Allowed Claims”).

On June 15, 2015, the Bankruptcy Court entered an amended order (the “Final Decree”) granting a final decree that the bankruptcy case was closed effective May 21, 2015. The Final Decree also states that PMI (i) has complied with all of its obligations regarding the Plan and Confirmation Order, (ii) is fully and finally released and discharged of and from any duties or obligations of any nature with respect to the Plan and Confirmation Order and (iii) has no further responsibilities or obligations in connection with the Plan or Confirmation Order. The Final Decree was effective subject to the final payment of outstanding claims $1.7 million, which was paid during June 2015. As of December 31, 2015, all allowed claims and bankruptcy related administrative costs and professional fees have been fully paid and no further payments are required.

Cancellation of Common Stock and Issuance of New Shares

In accordance with the Plan, all shares of common stock of PMI outstanding prior to the filing of its Second Amended and Restated Certificate of Incorporation, which was filed on the Effective Date were canceled. Pursuant to the Plan, each holder of $1,000 in allowed general unsecured claims, other than convenience claimants, received 3 shares of newly issued common stock, par value $0.01 per share, of PMI (the “Common Stock”), with any fractional interests rounded down to the nearest whole share for each $1,000 of allowed general unsecured claims held by such holder. Pursuant to its Second Amended and Restated Certificate of Incorporation, PMI has authorized 10 million shares of Common Stock and one million shares of Preferred Stock with a par value of $0.01. Pursuant to the Plan, PMI issued 2,074,441 shares of Common Stock (OTC Markets: PMIR) on October 24, 2013.

1. The Company, continued

Fresh Start Accounting

In connection with its emergence from Chapter 11, PMI applied fresh start accounting as of October 1, 2013 (emergence from bankruptcy) to its financial statements in accordance with Accounting Standards Codification ("ASC") 852, *Reorganization*, as (i) the holders of existing voting shares of PMI issued and outstanding as of the Petition Date received less than 50% of the voting shares of the emerging entity and (ii) the reorganization value of PMI's assets immediately prior to confirmation was less than the post- Petition Date liabilities and allowed claims.

Upon the application of fresh start accounting, PMI allocated the reorganization value to its individual assets based on their estimated fair values. Reorganization value represents the fair value PMI's assets before considering liabilities at its emergence from bankruptcy. The consolidated financial statements for PMI with respect to periods prior to the Effective Date ended on September 30, 2013. Following the Effective Date, the PMI financial statements began on October 1, 2013 (emergence from bankruptcy), after giving effect to the application of fresh-start accounting.

As a result of the adoption of fresh-start accounting, the consolidated financial statements prior to October 1, 2013 (emergence from bankruptcy) are not comparable to the consolidated financial statements after October 1, 2013, because they are, in effect, those of a new entity. ASC 852 requires that the consolidated financial statements for periods following the Chapter 11 filing through emergence distinguish transactions and events that are directly associated with the reorganization from the ongoing operations of the business. Accordingly, revenues, expenses, realized gains and losses and provisions for losses directly associated with the reorganization and restructuring of the business were recorded in the consolidated financial statements of the Pre-Effective Date Company as of September 30, 2013 as reorganization items. For the Post-Effective Date Company, Restricted Cash and subsequent distributions of cash used for reorganization items are disclosed separately in the consolidated statement of financial condition and the consolidated statement of cash flows, respectively. Equity was valued at the net assets of PMI after amounts reserved for claims based on Creditor Cash. There were no intangible assets or goodwill recorded as a result of adopting fresh start accounting.

Consideration of Strategic Alternatives and Corporate Matters

On the Effective Date, PMI emerged from Bankruptcy with a new Board of Directors appointed pursuant to the Plan. Since emergence, PMI has sought to identify and execute strategic alternatives intended to maximize PMI value.

1. The Company, continued

In connection with these efforts, PMI is pursuing and exploring a number of options, including, among others, discussions with respect to the sale or financing of PMI's assets and future operations, other potential avenues to raise additional capital including debt, preferred stock or common stock, as well as potential corporate transactions. As of December 31, 2017, PMI has not executed definitive documentation relating to any material transaction other than the BTO Transactions noted below.

BTO Transactions

On August 28, 2015, PMI entered into a series of transactions ("BTO Transactions") in conjunction with the acquisition by BTO PMI Holdings L.P. ("BTO Holdings") of 764,542 common shares from another shareholder, including entry into a Subordinated Loan Agreement with BTO PMI Holdings-NQ, L.P. ("BTO Holdings-NQ") (See Note 5) and the issuance of a Warrant to BTO Holdings-NQ (Collectively, BTO Holdings and BTO Holdings-NQ are referred to as "BTO"). Contemporaneous with the BTO transactions, PMI entered into an Investor Rights Agreement and a Registration Right Agreement with BTO which among other things provides BTO with certain governance rights and rights to demand and/or piggy-back in a registered offering under certain circumstances as defined in the agreements.

2. Summary of Significant Accounting Policies

The accompanying consolidated financial statements of PMI as of and for the years ended December 31, 2017 and 2016, have been prepared in accordance with U.S. generally accepted accounting principles ("GAAP") and in accordance with Accounting Standards Codification, as set forth by the Financial Accounting Standards Board ("FASB"). The following is a summary of significant accounting and reporting policies:

Principles of Consolidation

PMI is the 100% owner of PMI Mortgage Insurance Co. ("MIC"). On August 19, 2011, MIC was placed under formal supervision of the Arizona Department of Insurance ("ADI"). On October 20, 2011, the ADI filed a petition and complaint in the Arizona Superior Court, County of Maricopa (the "Receivership Court") seeking to have MIC placed into interim receivership under full possession and control of the ADI, which was granted that day (the "Possession Order"). On March 14, 2012, the Receivership Court, with the consent of PMI's bankrupt estate, entered an order ("the Receivership Order") appointing the Arizona Insurance Commissioner as Receiver and appointing a Special Deputy Receiver to manage the day-to-day affairs of MIC subject to the continuing oversight of the Receivership Court.

MIC is currently subject to the Receivership Order that effects a separation of control between PMI and MIC which, among other things, gives the Receiver exclusive custody and control of MIC's records and assets, including all of MIC's rights to control its operations and those of its subsidiaries.

2. **Summary of Significant Accounting Policies**, continued

The Receivership Order prohibits PMI (as MIC's stockholder) from transacting any of MIC's business or altering any of MIC's records. In accordance with the applicable accounting standards, when a subsidiary becomes subject to the control of a government, court, administrator, or regulator, deconsolidation of that subsidiary is generally required. The Company has therefore deconsolidated MIC for accounting purposes and eliminated the results of MIC's operations for all periods presented. However, MIC does remain as part of the PMI consolidated tax group.

The Company believes they have no responsibilities for liabilities of MIC. Although MIC is currently in rehabilitation, to the extent that MIC is rehabilitated and emerges from receivership, the residual interest would belong to PMI. The accounts of PMI include the accounts of PMI and its subsidiaries – PMI Insurance Co., and PMI Mortgage Service Co.

Use of Estimates

The preparation of consolidated financial statements in conformity with GAAP requires the Company to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. The Company believes that the estimates used in preparing its consolidated financial statements are reasonable and prudent; however, actual results could differ from those estimates.

Cash Equivalents

The Company considers all highly liquid investments with an original maturity date of three months or less at the date of purchase to be cash equivalents. There were no such investments at December 31, 2017 or December 31, 2016, as all cash was held in checking or savings accounts.

Foreign Currency Transactions

Transaction gains and losses are based on the change in exchange rates between the functional currency and the currency in which the foreign currency transaction is denominated. Transaction gains and losses are generally recognized in earnings in the period in which the exchange rate changes.

Income Taxes

PMI uses the asset and liability method of accounting for income taxes, pursuant to which deferred tax assets and liabilities are recognized with respect to the future tax consequences attributable to (i) differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and (ii) NOL carryforwards ("NOLs") and other tax credit carryforwards. Deferred tax assets and liabilities are calculated applying current income tax rates to taxable income in the years in which those differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in income tax rates is recognized in the results of operations in the period that includes the effective date for the new rates.

2. Summary of Significant Accounting Policies, continued

The ability to realize PMI's deferred tax assets is evaluated quarterly based on a "more-likely-than-not" standard, and to the extent this threshold is not met, a valuation allowance is recorded.

PMI evaluates tax positions taken or expected to be taken in the course of preparing PMI's tax returns to determine whether the tax positions are "more-likely-than-not" of being sustained by the applicable tax authority. Tax positions deemed to meet the "more-likely-than-not" threshold of being sustained would be recorded as a tax benefit in the current period. PMI has reviewed all open tax years in each respective jurisdiction and concluded that PMI has no tax liability resulting from unrecognized tax benefits relating to uncertain income tax positions. This is not expected to change significantly during the next twelve months.

PMI accounts for interest and penalties associated with income tax obligations as a component of income tax expense. PMI recognized no interest or penalties as part of the provision for income taxes in the statements of operations for the years ended December 31, 2017 and 2016.

Comprehensive Income (Loss)

Comprehensive income or loss is defined as the change in equity of PMI during a period from transactions and other events and circumstances excluding transactions resulting from investments by owners and distributions to owners. For the years ended December 31, 2017 and 2016, the Company had no items of other comprehensive income (loss). Therefore, the net income (loss) equals comprehensive income (loss) for the years then ended.

Recent Accounting Pronouncements

In May 2014, the accounting standard update related to the recognition of revenue from contracts with customers was issued. This standard update clarifies the principles for recognizing revenue and develops a common revenue standard for generally accepted accounting principles in the United States (U.S. GAAP) and International Financial Reporting Standards. The standard update also amends current guidance for the recognition of costs to obtain and fulfill contracts with customers requiring that all incremental costs of obtaining and direct costs of fulfilling contracts with customers be deferred and recognized over the expected customer life.

The standard update intends to provide a more robust framework for addressing revenue issues; improve comparability of revenue recognition practices across entities, industries, jurisdictions, and capital markets; and provide more useful information to users of financial statements through improved disclosure requirements. Upon adoption of this standard update, the Company currently does not expect there would be an impact on the consolidated financial statements and related disclosures. The revenue recognition standards is effective for the Company beginning after December 15, 2018.

2. Summary of Significant Accounting Policies, continued

In August 2016, the accounting standard update related to the classification of certain cash receipts and cash payments was issued. This standard update addresses eight specific cash flow issues with the objective of reducing the existing diversity in practice. The amendments in this update will be effective in fiscal years beginning after December 15, 2017, including interim periods within those fiscal years, and early adoption is permitted. The Company is currently in the process of assessing the impact of this standard update on the Company's consolidated financial statements and related disclosures.

In November 2016, the accounting standard update amended the existing accounting standards for the statement of cash flows by requiring restricted cash to be included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows. This standard update will be effective in fiscal years beginning after December 15, 2018, including interim periods within those fiscal years, and early adoption is permitted. The amendments should be applied retrospectively to all periods presented. The Company is currently in the process of assessing the impact of this standard update on the Company's consolidated financial statements and related disclosures.

3. Cash and Restricted Cash

Cash includes interest-earning deposits, and are held at financial institutions that may exceed federally insured limits. PMI has not experienced any losses on these accounts and does not believe it is exposed to any significant credit risk with respect to cash balances held in these financial institutions.

As of December 31, 2017 and 2016, PMI had approximately $0.7 million and $1.2 million, respectively, of restricted cash, which is for the escrow of the CAA (See Note 4). During 2017, $0.5 million was released from escrow to be available for the general operating activities of the Company.

4. Other Assets

On December 12, 2012, PMI and MIC agreed to the Second Amended and Restated Cost Allocation Agreement (the "CAA"), pursuant to which MIC provided certain Transition Services and Additional Services (both as defined in the CAA) to PMI. The agreement required the deposit of funds into an escrow account (the "Escrow Account") for the benefit of both PMI and MIC. The total funds contained in the escrow account are $1,096,000 of which PMI's share is $699,000. The parties agreed to pay their respective portions of the PMI Service Costs (as defined in the CAA) as invoiced from each party to the CAA. As of December 31, 2017 and 2016, related party receivables from MIC totaled approximately $13,000 and $19,000, respectively, which are included in other current assets on the consolidated statement of financial condition.

5. Subordinated Term Loan

On August 28, 2015, PMI entered into the Subordinated Loan Agreement, as amended, ("Loan Agreement") with BTO, pursuant to which BTO has agreed to make available to the Company in one or more term loans, as defined, in an aggregate principal amount up to $8.0 million ("Total Commitment"). Any amounts borrowed under the Loan Agreement, and subsequently repaid, may not be re-borrowed. On August 28, 2015, PMI borrowed $4.0 million ("Term Loan") under this Loan Agreement. The Company entered into an amendment to the Loan Agreement on August 31, 2017 to extend the draw period from August 2017 to August 2018. Additionally, the amendment extended the maturity date from August 28, 2018 to August 28, 2019. The Term Loan bears interest rate of 10% per annum. Interest is payable monthly in arrears. All payments of interest on each Term Loan are payable monthly in-kind ("PIK") and will be added to the principal amount of the Term Loan. Interest expense was $437,000 and $427,000 for the years ended December 31, 2017 and 2016, respectively. As of December 31, 2017 and 2016, the total outstanding principal balance under this Term Loan was $4.5 million and $4.1 million, respectively. The Term Loan is subject to certain covenants and conditions which, as of December 31, 2017 the Company is in compliance with.

In connection with obtaining the Loan Agreement, PMI incurred and paid debt issuance costs of $1,350,000, and is presented as a direct deduction from the related Term Loan. The debt issuance costs are being amortized to interest expense over the life of Term Loan using an effective interest method. Amortization expense was approximately $361,000 and $420,000 for the years ended December 31, 2017 and 2016, respectively. Amortization expense will be approximately $252,000 in 2018 and $180,000 in 2019.

Additionally, in connection with the Loan Agreement, PMI issued BTO a warrant (the "Warrant") to purchase 419,474 shares of the Company's common stock at an exercise price of $5.00 per share, which expires on August 28, 2020. The Company estimated the fair value of the warrants at the date of issuance to be approximately $127,000. The amount has been reflected as discount on the debt in the accompanying consolidated statement of financial condition and is being amortized to interest expense over the life of the Term Loan. Amortization expense was approximately $34,000 and $39,000 for the years ended December 31, 2017 and 2016, respectively. The determination of estimated fair value and the classification of the Warrant is discussed in Note 6 below. Amortization expense will be approximately $24,000 in 2018 and $17,000 in 2019.

On September 19, 2016, PMI entered into an Amendment to the Loan Agreement with BTO. The Amendment allowed PMI to repay the PIK interest portion of the loan and accrued interest upon receipt of proceeds from the QBE litigation (as described in Note 7). The Company made a payment of $459,000 in September 2016 in accordance with the Amendment.

6. Common Stock Warrants and Fair Value Measurements

The Company has determined the Warrant is classified as a liability and is adjusted to fair value at each year end with the changes in fair value recognized in general, administrative and other expenses in the consolidated statements of operations. The estimated fair value of the Warrant at December 31, 2017 and 2016 was $0 and $1,000, respectively, based on the Black-Scholes option-pricing model using the weighted-average assumptions below:

	December 31,	
	2017	**2016**
Volatility	32%	32%
Risk-free interest rate	1.95%	1.57%
Expected term (in years)	2.67	3.67
Expected dividend yield	- %	- %
Fair value of common stock	0.90	1.00

The Company accounts for certain of its financial assets and liabilities at fair value. In determining and disclosing fair value, the Company uses a fair value hierarchy established by GAAP. Due to their short maturity, the carrying amounts reported in the consolidated financial statements for cash and restricted cash, accounts payable and accrued liabilities, and Term Loan approximate their fair values.

As a basis for considering such assumptions, ASC 820-10, *Fair Value Measurements and Disclosures - Overall*, establishes a three-tier fair value hierarchy that prioritizes the inputs used in measuring fair value as follows:

Level 1 – Observable inputs, such as quoted prices in active markets for identical and unrestricted assets or liabilities.

Level 2 – Quoted prices for similar assets or liabilities or inputs other than quoted prices in active markets that are observable either directly or indirectly.

Level 3 – Unobservable inputs in which there is little or no market data, which require the Company to develop its own assumptions about the assumptions market participants would use in pricing the asset or liability. Valuation techniques include the use of option-pricing models, discounted cash flow models, and similar techniques.

6. Common Stock Warrants and Fair Value Measurements, continued

At December 31, 2017 and 2016, the Company had no assets or liabilities required to be measured at fair value using Level 1 or Level 2 inputs. The Company's common stock warrant liability is recorded at fair value, determined using Level 3 inputs.

A reconciliation of the liability related to the warrants measured and recorded at fair value on a recurring basis, using significant unobservable inputs (Level 3), is as follows:

Balance, January 1, 2016	$	152,000
Change in fair value of common stock warrants		(151,000)
Balance, December 31, 2016		1,000
Change in fair value of common stock warrants		(1,000)
Balance, December 31, 2017	$	—

7. QBE Matter

On May 1, 2014, PMI filed a claim against QBE Holdings Pty Ltd. ("QBE") in the Supreme Court of New South Wales, Australia for approximately AUD 22.3 million (the amount of the potential tax refund) plus interest and costs. PMI had previously sold its operations in Australia to QBE. In order to proceed with the QBE Claim, PMI was required as a foreign plaintiff in Australia, to post AUD 115,000 in July 2014, AUD 315,000 in September 2014 and an additional AUD 500,000 in March 2016, with the Australian Court to provide security with respect to the reimbursement of QBE's legal costs in the event PMI is unsuccessful in the prosecution of the QBE Claim. The Company recorded a foreign currency gain of approximately $0 and $21,000 during the years ended December 31, 2017 and 2016, respectively to reflect the impact of changing foreign currency exchange rates on the value of these AUD denominated security deposits.

The case proceeded to trial in May 2016. During June 2016, PMI was notified that the Australian Court ruled in favor of QBE dismissing the action and awarding QBE costs with respect to this litigation. PMI filed a notice of appeal with the Australian Court shortly thereafter.

7. QBE Matter, continued

On August 18, 2016, the Company and QBE entered into an agreement with respect to the settlement of the litigation with QBE which provided that QBE would pay in full and final settlement of the claim AUD 3,300,000 (approximately $2,516,000), that each of the Company and QBE would be responsible for their own costs incurred in connection with the claim and QBE would agree to the release to the Company of AUD 930,000, plus interest of AUD 19,000, (approximately $724,000) posted as security for QBE's costs incurred in the defense of the claim. In addition, the parties agreed to release and discharge each other from any and all claims related to the matter. In connection with the QBE matter, the Company incurred legal and related costs of approximately $0 and $479,000 for the years ended December 31, 2017 and 2016, respectively.

On July 11, 2014, PMI and MIC entered into a QBE Litigation Agreement, whereby MIC became a plaintiff in the QBE litigation. The Receivership Court approved the QBE Litigation Agreement on July 14, 2014. Under the QBE Litigation Agreement, MIC is entitled to receive 20% of the first $12.5 million of Recovered Value, up to a maximum $2.5 million. PMI's costs will be deducted from Recovered Value prior to calculating the amount to which MIC is entitled. Under this agreement, PMI has agreed to indemnify MIC against any loss incurred by MIC with respect to MIC's participation as a plaintiff of the QBE litigation. On October 24, 2014, PMI posted a $100,000 deposit as security for this indemnification. The QBE Litigation Agreement also entitled MIC to withdraw up to $400,000 from the existing cost allocation escrow agreement ("Escrow Security") established by PMI pursuant to the CAA in the event that any liability from the QBE litigation arises against MIC that was not paid by PMI. As part of the QBE Claim settlement, MIC received approximately $276,000 pursuant to the QBE Litigation Agreement, plus an additional $54,000 in legal costs incurred by MIC in connection with the QBE matter that had not been previously reimbursed the Company. The Company paid all amounts due to MIC during November 2016 and the $400,000 earmarked as Escrow Security was removed. As a result of the QBE settlement, the Company recognized a gain of $1.48 million, net of settlement costs in 2016.

8. Incentive Awards

Claim Resolution Incentive Award

On December 13, 2013, PMI entered into Claim Resolution Incentive Award Agreements ("Claim Resolution Award") with its then three Board members. In connection with the QBE Claim, as discussed in Note 7, amounts earned pursuant to the Claim Resolution Award will depend on the amount recovered from such claims ("Recovered Value"). As originally written (and still in effect as to a director who resigned in April 2015), in the event that the QBE Claim is resolved for 5.0 million or more Australian Dollars ("AUD"), the award amount will be 1% of the Recovered Value. Based upon the QBE settlement, the Company has no liability related to this claim resolution incentive award.

8. Incentive Awards, continued

Effective with the re-election of two of its Board members, PMI entered into an Amended and Restated Claim Resolution Award on May 28, 2015 with the two re-elected directors. The amended award amount is 3% of the Recovered Value up to $5.0 million, plus 2% of the Recovered Value in excess of $5.0 million up to $12.5 million, plus 1% of the Recovered Value above $12.5 million. In order for a Board member to receive any amounts earned under the original or amended Claim Resolution Award, the claim resolution needed to occur prior to December 31, 2018. The Company paid a total $194,000 in Claim Resolution Awards for the year ended December 31, 2016 as a result of the QBE Claim settlement discussed in Note 7.

Transaction Incentive Award

On December 13, 2013, PMI entered into Transaction Incentive Award Agreements ("Transaction Incentive Award") with its then three Board members. Effective with the re-election of two of its Board members, PMI entered into an Amended and Restated Transaction Incentive Award on May 28, 2015, with each of the two re-elected Board members, which was further amended with both Board members on August 28, 2015. The amended cash award amount is $50,000 in the event that the value of all completed transactions are less than $5 million and is 1% of the value of all completed transactions in the event that completed transactions are equal to or greater than $5 million. The cash award amount is capped at a maximum aggregate of $360,000 each. In addition, the transaction must have been agreed to by December 31, 2018 in order for a Board member to be entitled to any benefits under the agreement with respect to the transaction.

The Amended and Restated Transaction Incentive Award also provides for each Board member to receive an equity award equal to 0.50% of the common shares issued in a capital raising transaction or strategic acquisition up to maximum number of shares equal to the lesser of i) 40,000 common shares or ii) shares with a value of $500,000. The equity awards will be granted on the third anniversary of the BTO Transaction or earlier if the Board member's service ends due to a qualifying termination.

9. Taxes

The Company did not provide any current or deferred U.S. Federal or state income tax benefit on the current-year income due to recording a full valuation allowance.

The components of deferred tax assets consist of the following (*in thousands*):

	December 31,	
	2017	**2016**
Deferred tax assets:		
Net operating losses (1)	$ 172,920	$ 287,676
Total deferred tax assets	172,920	287,676
Less valuation allowance	(172,913)	(287,615)
Deferred tax assets	7	61
Deferred tax liabilities:		
Other	(7)	(61)
Net deferred tax assets	$ —	$ —

(1) The deferred tax asset noted in above table for net operating losses relates to the potential financial benefit of being able to utilize approximately $823 million of Federal NOLs in the future.

The difference between the Federal statutory tax rate of 35% and the effective tax rate of 0% for both 2017 and 2016 was attributable to the provision of a full valuation allowance. On December 22, 2017, the United States Congress and the Administration have approved a bill reforming the US corporate income tax code which will reduce corporate tax rate from 35% to 21%. The rate reduction would generally take effect on January 1, 2018. The carrying value of the Company's deferred tax assets is also determined by the enacted US corporate income tax rate. Consequently, any changes in the US corporate income tax rate will impact the carrying value of the Company's deferred tax assets.

Under new corporate income tax rate 21%, deferred income tax assets were decreased by $115.3 million and valuation allowance were decreased by $115.3 million. The net effect of the tax reform enactment on financial statements is $0 as of December 31, 2017.

9. Taxes, continued

Based upon available objective evidence as to current and anticipated taxable income from existing operations, the Company believes it is more likely than not that the net deferred tax assets will not be fully realized. Accordingly, the Company has established a valuation allowance for all deferred tax assets. The valuation allowance decreased by approximately $114.7 million and $0.1 million for the years ended December 31, 2017 and 2016, respectively. Should the Company generate sufficient taxable income in the future, all or a portion of the valuation allowance could be reversed.

The net change in the valuation allowance for the year ended December 31, 2017 was primarily made up of a decrease of $115.3 million due to the reduction in the tax rate and an increase of $0.5 million from the net loss from operations. The net change in the valuation allowance for the year ended December 31, 2016 was primarily due to a net income from operations and the recording of a deferred tax liability of $0.01 million.

As of December 31, 2017, PMI's consolidated tax group has approximately $162.7 million of tax credits, which may be available to PMI. Approximately $160.5 million of the tax credits are foreign tax credits, approximately $160.4 million of which will expire in 2018. The remaining credits will be fully expired by 2023. None of these tax credits are generally available to offset tax liabilities until all applicable NOLs have been utilized. The Company believes that most, if not all, of the available tax credits will expire unused based upon current and projected taxable income. Should the Company generate sufficient taxable income in the future, all or a portion of these tax credits may be usable, however the Company has not performed an analysis of any conditions to its usage or to determine how much would be realizable.

As of December 31, 2017, the Company has approximately $144 million in California NOLs that may be available to PMI, however the Company has not performed an analysis to determine how much California NOLs are potentially available or if the NOLs would be subsequently realizable.

The Company has not included the potential value of the tax credits or California NOLs in the schedule of deferred tax assets above given the uncertainty in realizing their value.

Prior to emergence from bankruptcy, PMI had approximately $3.2 billion of NOLs. Pursuant to the Amended Tax Sharing Agreement (as defined below), approximately $1.8 billion of these NOLs were allocated to MIC (as well as future NOLs derived from the operation of MIC).

9. Taxes, continued

PMI's remaining NOLs were further reduced by approximately $0.6 billion through the recognition of cancellation of debt income resulting upon satisfaction of its outstanding indebtedness for total consideration less than the "adjusted issue price" of the indebtedness that was discharged by the Company pursuant to the Plan.

In general, Section 382 of the Internal Revenue Code ("Section 382") limits the amount of NOL carryforwards and other tax attributes, including certain built-in losses, arising before an "ownership change" that may be used to offset taxable income following the "ownership change." An "ownership change," as defined under Section 382, occurs when certain five percent or greater shareholders of a corporation with NOLs increase their ownership percentage in the corporation by more than 50 percentage points during a rolling three-year period. Pursuant to the Plan, PMI's then-outstanding common stock was extinguished and new common stock of PMI was issued to creditors, resulting in an "ownership change." There are certain exceptions to the application of Section 382 that are applicable in bankruptcy context.

The Company believes that it qualifies for an exception and the NOLs are not limited by Section 382. There are rules other than Section 382 that could limit the use of the losses, but the Company believes those rules are not applicable.

Accordingly, the Company believes that the total available and utilizable Federal NOLs at December 31, 2017 are approximately $823 million. As of December 31, 2017, there was no limitation on the use of these NOLs. These NOLs will begin to expire in 2030. PMI's ability to utilize the NOLs or realize any benefits related to the NOLs is subject to a number of risks. Moreover, the law in this area is unsettled and despite management's belief that PMI's NOLs are not subject to any limitations, PMI's use of the NOLs may be challenged in the future by tax authorities.

PMI files income tax returns in the U.S. Federal jurisdiction and various states. With few exceptions, PMI is no longer subject to U.S. Federal, state, and local income tax examinations by tax authorities for years before 2012. As a matter of course, various taxing authorities, including the IRS, could audit PMI. There were no tax years under examination by major tax jurisdictions as of December 31, 2017.

PMI files a U.S. Federal consolidated tax return with eligible subsidiaries, including MIC. Also, in December 2012, PMI entered into the Amended Tax Sharing Agreement approved by the Bankruptcy Court and the Receivership Court, which among other things, allocated a portion of the consolidated tax group's NOLs between PMI and MIC, as described above.

10. Subsequent Events

The Company has evaluated all subsequent events for recognition and disclosure through March 14, 2018, the date, which these financial statements were available. Nothing has occurred outside the normal course of business operations that require disclosure or recognition as of December 31, 2017.