

Audited Financial Statements
STATE REGULATORY REGISTRY LLC
December 31, 2017

State Regulatory Registry LLC

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TRYON

A Professional Corporation

Certified Public

Accountants

and Consultants

Independent Auditor's Report

To the Board of Managers
State Regulatory Registry LLC

We have audited the accompanying financial statements of State Regulatory Registry LLC (SRR), a limited liability company whose sole member is the Conference of State Bank Supervisors, Inc., which comprise the statements of financial condition as of December 31, 2017 and 2016, and the related statements of operations and owner's equity and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to SRR's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of SRR's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of State Regulatory Registry LLC as of December 31, 2017 and 2016, and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Washington, DC
April 18, 2018

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State Regulatory Registry LLC

Statements of Financial Condition

<i>December 31,</i>	2017	2016
Assets		
Cash and cash equivalents	\$ 56,376,308	\$ 49,309,831
Accounts receivable	606,576	493,578
Investments	58,327,132	55,016,507
Prepaid expenses and other	114,192	335,727
Due from related parties, net	240,152	111,019
NMLS development costs, net	22,043,364	13,674,655
Capitalized test development costs, net	11,818	59,092
Total assets	\$ 137,719,542	\$ 119,000,409
Liabilities and Owner's Equity		
Liabilities		
Accounts payable and accrued expenses	\$ 5,879,001	\$ 4,500,459
Deferred revenue	1,048,684	1,005,744
Total liabilities	6,927,685	5,506,203
Owner's equity		
Retained earnings - undesignated	22,055,182	13,733,748
Retained earnings - designated for reserves and development	108,736,675	99,760,458
Total owner's equity	130,791,857	113,494,206
Total liabilities and owner's equity	\$ 137,719,542	\$ 119,000,409

See notes to the financial statements.

State Regulatory Registry LLC

Statements of Operations and Owner's Equity Year ended December 31, 2017

(With comparative totals for the year ended December 31, 2016)

	2017		2017	2016
	Operations (Undesignated)	Designated for reserves and development		
Revenue				
NMLS processing fees	\$ 44,504,563	\$ 6,229,943	\$ 50,734,506	\$ 47,812,495
NMLS professional services	19,618,436	2,746,274	22,364,710	22,575,041
Registration fees	258,196		258,196	595,122
NMLS state development contributions			-	1,000
Net investment income	3,490,709		3,490,709	1,951,686
Total revenue	67,871,904	8,976,217	76,848,121	72,935,344
Expenses				
Program expenses				
NMLS system operations	13,561,479		13,561,479	13,768,751
NMLS professional services	10,769,669		10,769,669	11,609,168
NMLS - call center	3,805,441		3,805,441	3,719,231
Professional services - legal, audit & other	7,442,332		7,442,332	4,610,525
Staff, board & member travel/meetings	1,316,997		1,316,997	1,000,834
Grants to Education Foundation	600,000		600,000	639,102
Total program expenses	37,495,918	-	37,495,918	35,347,611
Staffing & administrative expenses				
Salaries and benefits	16,324,773		16,324,773	14,348,298
Technology & general office	3,957,397		3,957,397	3,308,780
Rent and occupancy	1,772,382		1,772,382	1,534,897
Total staffing & administrative expenses	22,054,552	-	22,054,552	19,191,975
Total expenses	59,550,470	-	59,550,470	54,539,586
Change in net assets	8,321,434	8,976,217	17,297,651	18,395,758
Owner's equity, beginning of year	13,733,748	99,760,458	113,494,206	95,098,448
Owner's equity, end of year	\$ 22,055,182	\$ 108,736,675	\$ 130,791,857	\$ 113,494,206

State Regulatory Registry LLC

Statements of Cash Flows

Year Ended December 31,	2017	2016
Cash flows from operating activities		
Net income	\$ 17,297,651	\$ 18,395,758
Adjustments to reconcile change in net assets to net cash provided by operating activities:		
Depreciation and amortization	4,404,683	4,914,851
Gain on investments, net	(2,182,744)	(862,644)
Changes in assets and liabilities:		
Accounts receivable	(112,998)	(192,759)
Prepaid expenses	221,535	89,179
Accounts payable and accrued expenses	1,378,542	(686,325)
Due from related parties	(129,133)	11,538
Deferred revenue	42,940	(33,607)
Total adjustments	3,622,825	3,240,233
Net cash provided by operating activities	20,920,476	21,635,991
Cash flows from investing activities		
Purchases of NMLS systems and development	(12,726,118)	(2,250,804)
Purchases of investments	(1,127,881)	(1,057,228)
Net cash used in investing activities	(13,853,999)	(3,308,032)
Net increase in cash and cash equivalents	7,066,477	18,327,959
Cash and cash equivalents, beginning of year	49,309,831	30,981,872
Cash and cash equivalents, end of year	\$ 56,376,308	\$ 49,309,831

See notes to the financial statements.

State Regulatory Registry LLC

Notes to the Financial Statements

A. ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization: The State Regulatory Registry LLC (SRR) is a nonprofit entity that operates Nationwide Multistate Licensing System and Registry (NMLS) on behalf of state financial services regulatory agencies. SRR is governed by an eight-member Board of Managers comprised of state banking and financial regulators and a representative of the American Association of Residential Mortgage Regulators (AARMR). The SRR Board of Managers is responsible for all development, operations, and policy matters concerning NMLS.

SRR is a single-member limited liability company owned entirely by the Conference of State Bank Supervisors, Inc. (the Conference) and is therefore, consolidated with the Conference and its affiliates. The Conference was founded in 1902 as a nonprofit organization. The primary purpose of the Conference is to assure the ability of each state banking authority to provide safe, sound, and well-regulated financial institutions to meet the unique financial needs of local economies and their citizens. Its members are public entities who charter, regulate, and supervise state-chartered banks of the United States. State bankers are also members.

NMLS is a web-based system that allows state-licensed non-depository companies, branches, and individuals in the mortgage, consumer lending, money services businesses, and debt collection industries to apply for, amend, update, or renew a license online for all participating state agencies using a single set of uniform applications. Mortgage loan originators employed by insured depository institutions are also registered through NMLS. NMLS brings greater uniformity and transparency to these non-depository financial services industries while maintaining and strengthening the ability of state regulators to monitor these industries and protect their citizens. NMLS began operation on January 2, 2008. All individual mortgage loan originators are represented in the system.

Income taxes: As a single-member limited liability company, SRR is treated as a disregarded entity for income tax purposes. Thus, SRR's financial activity is reported in conjunction with the Federal income tax filings of the Conference.

Basis of accounting: SRR prepares its financial statements on the accrual basis of accounting. As such, revenue is recognized when earned and expenses when the underlying obligations are incurred.

Use of estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from estimates.

Cash and cash equivalents: For financial statement purposes, SRR considers all highly liquid investments with an original maturity of three months or less that are not held in investment accounts to be cash equivalents.

State Regulatory Registry LLC

Notes to the Financial Statements

A. ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

Accounts receivable: Accounts receivable consist primarily of NMLS processing fees for system transactions pending final processing by the bank, education course and credit banking fees, and registration fees for user training courses. Accounts receivable are presented at the net amount due to SRR (i.e., gross amount less allowance, if any). SRR's management periodically reviews the status of all accounts receivable balances for collectability. Each receivable balance is assessed based on management's knowledge of the customer, SRR's relationship with the customer, and the age of the receivable balance. SRR has established an allowance for doubtful accounts to estimate the portion of receivables that will not be collected. The allowance was less than \$1,000 as of each December 31, 2017 and 2016. This allowance is regularly reviewed by management.

Deferred revenue: Deferred revenue consists of NMLS processing fees paid in advance to SRR by participating third parties.

Owner's equity: SRR has designated a portion of its owner's equity as a reserve for the continued future maintenance and upgrading of NMLS.

Subsequent events: Subsequent events have been evaluated through April 18, 2018 which is the date the financial statements were available to be issued.

B. CREDIT AND MARKET RISK

Cash: SRR maintains demand deposits and overnight treasury fund sweep accounts with commercial banks. At times, certain balances held within these accounts may not be fully guaranteed or insured by the U.S. federal government. SRR has not experienced any such losses in the past, and does not believe it is exposed to any significant financial risk on these cash balances.

Investments: SRR invests primarily in mutual funds and exchange-traded funds (ETFs). Such investments are exposed to market and credit risks. Thus, SRR's investments may be subject to significant fluctuations in fair value. As a result, the investment balances reported in these financial statements may not be reflective of the portfolio's value during subsequent periods.

State Regulatory Registry LLC

Notes to the Financial Statements

C. INVESTMENTS AND FAIR VALUE MEASUREMENTS

SRR has implemented the accounting standard regarding fair value measurements. The standard defines fair value, establishes a framework for measuring fair value in accordance with generally accepted accounting principles, and expands disclosures about fair value measurements. The standard uses the following prioritized input levels to measure fair value. The input levels used for valuing investments are not necessarily an indication of risk.

Level 1 – Observable inputs that reflect quoted prices for identical assets or liabilities in active markets such as stock quotes;

Level 2 – Includes inputs other than level 1 inputs that are directly or indirectly observable in the marketplace such as yield curves or other market data;

Level 3 – Unobservable inputs which reflect the reporting entity's assessment of the assumptions that market participants would use in pricing the asset or liability including assumptions about risk such as bid/ask spreads and liquidity discounts.

The following is a summary of the input levels used to determine fair values, measured on a recurring basis, of the investment assets at December 31, 2017 and 2016:

2017	Total	Level 1	Level 2	Level 3
Equity mutual funds & ETFs	\$ 12,087,854	\$ 12,087,854	\$ -	\$ -
Fixed income mutual funds & ETFs	46,157,100	46,157,100		
Assets carried at fair value	58,244,954	\$ 58,244,954	\$ -	\$ -
Money market funds & cash*	82,178			
Total investments	\$ 58,327,132			

2016	Total	Level 1	Level 2	Level 3
Equity mutual funds & ETFs	\$ 9,880,203	\$ 9,880,203	\$ -	\$ -
Fixed income mutual funds & ETFs	45,125,784	45,125,784		
Assets carried at fair value	55,005,987	\$ 55,005,987	\$ -	\$ -
Money market funds & cash*	10,520			
Total investments	\$ 55,016,507			

*Money market funds and cash included in the investment portfolio are not subject to the provisions of fair value measurements as they are recorded at cost.

Investments consist of the following at December 31,:

	2017	2016
Fixed income mutual funds	\$ 26,148,178	\$ 25,790,265
Bond market ETFs	20,008,922	19,335,519
Equity mutual funds	10,555,028	8,428,777
Equity ETFs	1,532,826	1,451,426
Money market funds and cash	82,178	10,520
Total investments	\$ 58,327,132	\$ 55,016,507

State Regulatory Registry LLC

Notes to the Financial Statements

C. INVESTMENTS AND FAIR VALUE MEASUREMENTS - CONTINUED

Investment income consists of the following for the years ended December 31,:

	2017	2016
Dividends and interest	\$ 1,307,965	\$ 1,089,042
Net gain on investments	<u>2,182,744</u>	<u>862,644</u>
Net investment income	<u>\$ 3,490,709</u>	<u>\$ 1,951,686</u>

D. RELATED PARTY TRANSACTIONS

Due to/from related party – CSBS Education Foundation: At December 31, 2017 and 2016, SRR owed CSBS Education Foundation (the Foundation) \$37,480 and \$27,155, respectively, for expenses paid by the Foundation on SRR's behalf.

Due to/from related party – CSBS: Since 2007, the Boards of the Conference and SRR have orally agreed to allow certain expenses to be paid by the Conference as an administrative convenience to SRR. In addition, SRR may incur certain costs on behalf of the Conference. The Conference reimburses SRR for these costs. The total amount due from the Conference, net of amounts owed by SRR for accrued liabilities, was \$277,632 and \$138,174 at December 31, 2017 and 2016, respectively.

Grant to affiliate: For the years ended December 31, 2017 and 2016, SRR made unconditional grants to the Foundation of \$600,000 and \$639,102, respectively.

Expense allocations: The Conference pays the payroll costs of the employees allocated to SRR and certain other costs. Benefit costs, such as health insurance premiums and retirement plan costs, are allocated on the basis of each department's or entity's percentage of total salaries. As a result of SRR's share of this allocation, the Conference allocated \$2,302,066 and \$1,958,034 of its benefit costs to SRR for the years ended December 31, 2017 and 2016, respectively. Administrative and overhead costs, such as rent for SRR's portion of office space, are allocated on the basis of the percentage of office space each department's or entity's employees occupy at the Conference's DC offices.

The Conference performs services related to non-depository activities on behalf of SRR. Costs allocated to SRR for these services were \$900,000 and \$550,000 for the years ended December 31, 2017 and 2016, respectively.

Total costs allocated by the Conference to SRR were as follows for the years ended December 31,:

	2017	2016
Salaries and benefits	\$ 6,260,570	\$ 5,615,883
Rent and occupancy	1,772,383	1,534,897
Overhead and administrative services	<u>7,412,152</u>	<u>3,222,837</u>
Total allocated costs	<u>\$ 15,445,105</u>	<u>\$ 10,373,617</u>

State Regulatory Registry LLC

Notes to the Financial Statements

E. NMLS DEVELOPMENT COSTS

Acquisitions of property and equipment greater than \$5,000 are recorded at cost. The capitalized development costs of NMLS began amortizing when the system went live on January 2, 2008, and they were being amortized over the system's estimated useful life of seven years. The capitalized development costs of each subsequent update release version begins amortizing when the release becomes operational, and will be amortized over the estimated useful lives of each release, which are also determined to be seven years.

The capitalized purchase costs of the Cogent Background Check Automation System began amortizing when the system became operational in January 2010, and was amortized over a five year term. During the years ended December 31, 2017 and 2016, SRR recognized \$4,357,409 and \$4,851,722, respectively, of amortization expense related to capitalized software costs.

Net property and equipment consisted of the following at December 31,:

	2017	2016
NMLS development	\$ 59,456,381	\$ 46,730,263
Cogent Background Check Automation System	505,838	505,838
	<u>59,962,219</u>	<u>47,236,101</u>
Less accumulated amortization	(37,918,855)	(33,561,446)
Total property and equipment, net	<u>\$ 22,043,364</u>	<u>\$ 13,674,655</u>

F. CAPITALIZED TEST DEVELOPMENT COSTS

In order to address provisions of the Secure and Fair Enforcement of Mortgage Licensing Act of 2008, SRR developed a national test component as well as state-specific test components which all state-licensed mortgage loan originators registering on NMLS are required to take. SRR is amortizing these test development costs over an estimated useful life of five years. During the years ended December 31, 2017 and 2016, SRR recognized \$47,274 and \$63,129, respectively, of amortization expense.

Net capitalized test development costs consisted of the following at December 31,:

	2017	2016
National test component	\$ 633,595	\$ 633,595
State-specific test components	376,047	376,047
	<u>1,009,642</u>	<u>1,009,642</u>
Less accumulated amortization	(997,824)	(950,550)
Total capitalized test development costs, net	<u>\$ 11,818</u>	<u>\$ 59,092</u>

State Regulatory Registry LLC

Notes to the Financial Statements

G. COMMITMENTS AND CONTINGENCIES

Vendor relationship: The development of NMLS and its update releases is performed by FINRA. FINRA is also contracted to provide development support for NMLS' education and testing components. Given the size of the FINRA services contract, a disruption in the capabilities provided by FINRA could have a detrimental impact on SRR.

NMLS 2.0 development: In March 2017, the Boards of SRR and CSBS approved a contract for the development of NMLS 2.0, a redesign of the NMLS that will incorporate the latest technology and streamline the license approval process. The redesign of the NMLS is being performed by PwC and the services performed by FINRA will be gradually phased out. Budgeted expenditures range between \$42 million and \$50 million and the project is expected to be completed over several years.

H. RESERVES

In May 2014, SRR established a formal reserve policy. The primary purposes of the reserves are to ensure that SRR is financially prepared to meet the needs for planned system enhancements as well as uninsurable risks. Reserves are defined as unrestricted net assets less investments in items such as NMLS development costs and capitalized test development costs. Thus, the reserve balance at December 31, 2017 and 2016 was \$108,736,675 and \$99,760,458, respectively.