

**AGREEMENT ON CODE OF CONDUCT  
BETWEEN NEW YORK STATE DEPARTMENT OF FINANCIAL SERVICES  
AND CHUBB & SON, A DIVISION OF FEDERAL INSURANCE COMPANY FOR  
ITSELF AND AS MANAGER AND/OR AGENT OF GREAT NORTHERN INSURANCE  
COMPANY AND THE OTHER INSURERS OF THE CHUBB GROUP OF INSURANCE  
COMPANIES**

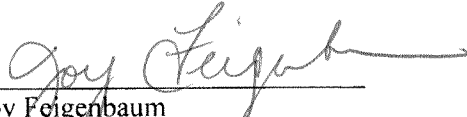
The New York State Department of Financial Services and Chubb & Son, a Division of Federal Insurance Company for itself and as manager and/or agent of Great Northern Insurance Company and the other insurers of the Chubb Group of Insurance Companies ("Chubb"), hereby enter into this Agreement pursuant to Financial Services Law § 301 with respect to force-placed insurance written by Chubb solely on New York properties as follows:

1. The terms of this Agreement on Code of Conduct apply to Chubb with respect to force-placed insurance insofar as force-placed insurance is written on New York properties.
2. Chubb shall not issue force-placed insurance on mortgaged properties serviced by a servicer affiliated with Chubb.
3. Chubb shall not pay commissions to a servicer or a person or entity affiliated with a servicer on force-placed insurance policies obtained by the servicer.
4. Chubb shall not reinsure force-placed insurance policies with a person or entity affiliated with the servicer that obtained the policies.
5. Chubb shall not pay contingent commissions on force-placed insurance based on underwriting profitability or loss ratios.
6. Chubb shall not provide free or below-cost outsourced services to servicers, lenders, or their affiliates, provided, however, that outsourced services do not include expenses associated with tracking functions that Chubb incurs for its own benefit to identify and protect themselves from (a) exposure to lost premium and losses on properties on which no other insurance coverage is in effect, or (b) administrative costs associated with providing and subsequently canceling force-placed insurance on properties on which force-placed insurance is not required.
7. Chubb shall not make any payments, including but not limited to the payment of expenses, to servicers, lenders, or their affiliates in connection with securing force-placed insurance business.

The signatures evidencing assent to this Agreement on Code of Conduct have been affixed hereto on the dates set forth below.

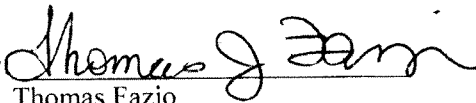
Dated: May 30, 2013

DEPARTMENT OF FINANCIAL SERVICES

By:   
Joy Feigenbaum  
Executive Deputy Superintendent  
Financial Frauds & Consumer Protection Division

May 30, 2013


CHUBB & SON, A DIVISION OF FEDERAL INSURANCE COMPANY FOR ITSELF AND AS MANAGER AND/OR AGENT OF GREAT NORTHERN INSURANCE COMPANY AND THE OTHER INSURERS OF CHUBB GROUP OF INSURANCE COMPANIES

By:   
Thomas Fazio  
Senior Vice President

May 23, 2013

THE FOREGOING AGREEMENT IS HEREBY APPROVED.

Dated: New York, NY  
May 30, 2013



BENJAMIN M. LAWSKY  
Superintendent of Financial Services