REPORT ON EXAMINATION

OF

VIGILANT INSURANCE COMPANY

AS OF

DECEMBER 31, 2016

DATE OF REPORT	MARCH 30, 2018
EXAMINER	JUSTIN MATHEW

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Andrew M. Cuomo
Governor

Maria T. Vullo
Superintendent

March 30, 2018

Honorable Maria T. Vullo
Superintendent
New York State Department of Financial Services
Albany, New York 12257

Madam:

Pursuant to the requirements of the New York Insurance Law, and in compliance with the instructions contained in Appointment Number 31572 dated March 6, 2017, attached hereto, I have made an examination into the condition and affairs of Vigilant Insurance Company as of December 31, 2016, and submit the following report thereon.

Wherever the designation "the Company" appears herein without qualification, it should be understood to indicate Vigilant Insurance Company.

Wherever the term "Department" appears herein without qualification, it should be understood to mean the New York State Department of Financial Services.

The examination was conducted at the Company's office located at 202A Hall's Mill Road, Whitehouse Station, New Jersey 08889.

1. SCOPE OF EXAMINATION

The Department has performed an examination of the Company, a multi-state insurer. The previous examination was conducted as of December 31, 2011. This examination covered the five-year period from January 1, 2012 through December 31, 2016. Transactions occurring subsequent to this period were reviewed where deemed appropriate by the examiner.

The examination was conducted in conjunction with the state of Indiana, which was the lead state of the Chubb Group. The examination was performed concurrently with the examinations of the following insurers:

Company	State of Domicile
Chubb Custom Insurance Company	New Jersey
Chubb Indemnity Insurance Company	New York
Chubb Insurance Company of New Jersey	New Jersey
Chubb Lloyds Insurance Company of Texas	Texas
Chubb National Insurance Company	Indiana
Executive Risk Indemnity Inc.	Delaware
Executive Risk Specialty Insurance Company	Connecticut
Federal Insurance Company	Indiana
Great Northern Insurance Company	Indiana
Pacific Indemnity Company	Wisconsin

Texas Pacific Indemnity Company ("TPIC"), a Texas domiciled insurer, was examined in the prior coordinated examination as of December 31, 2011. It is noted TPIC is not part of this coordinated examination due to a merger with Pacific Indemnity Company effective September 30, 2017.

Other states participating in this examination were Connecticut, Delaware, New Jersey, Texas and Wisconsin.

This examination was conducted in accordance with the National Association of Insurance Commissioners ("NAIC") Financial Condition Examiners Handbook ("Handbook"), which requires that we plan and perform the examination to evaluate the financial condition and identify current and prospective risks of the Company by obtaining information about the Company including corporate governance, identifying and assessing inherent risks within the Company and evaluating system controls and procedures used to mitigate those risks. This examination also includes assessing the principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation, management's compliance with New York Laws, statutory accounting principles, and annual statement instructions.

This examination report includes, but is not limited to, the following:

Company history
Management and control
Territory and plan of operation
Holding company description
Reinsurance
Loss review and analysis
Financial statement presentation
Significant subsequent events
Summary of recommendations

A review was also made to ascertain what action was taken by the Company with regard to comments and recommendations contained in the prior report on examination.

This report on examination is confined to financial statements and comments on those matters that involve departures from laws, regulations or rules, or that are deemed to require explanation or description.

2. DESCRIPTION OF COMPANY

The Company was incorporated under the laws of the State of New York as Reserve Insurance Company on July 17, 1939. The Company became licensed on October 18, 1939 and commenced business the same day. The present name was adopted on May 1, 1941.

The Company is wholly-owned by Federal Insurance Company ("FIC"), which is domiciled in the State of Indiana. FIC was wholly-owned by the Chubb Corporation ("Chubb"), a New Jersey domiciled Holding Corporation. On June 30, 2015, Chubb entered into an agreement and plan of merger with ACE Limited ("ACE"), a company organized under the laws of Switzerland, and William Investment Holdings Corporation, a New Jersey corporation and a wholly-owned indirect subsidiary of ACE, which provided for the acquisition of Chubb by ACE.

On January 14, 2016, ACE, now known as Chubb Limited completed the acquisition of Chubb, a leading provider of middle-market commercial, specialty, surety and personal insurance for approximately $29.5 billion, comprising $14.3 billion in cash and $15.2 billion in newly-issued stock, based on the Chubb Limited closing price on the acquisition date. In addition, Chubb Limited assumed outstanding equity awards to employees and directors with an attributed value of approximately $323 million. The total consideration was $29.8 billion.

The Company is a member of the Chubb Group of Insurance Companies ("Chubb Group"). As of December 31, 2016, the Chubb Group consisted of the following members:

Company	State of Domicile
Chubb Custom Insurance Company ("CCIC")	New Jersey
Chubb Indemnity Insurance Company ("CIIC")	New York
Chubb Insurance Company of New Jersey ("CICN")	New Jersey
Chubb Lloyds Insurance Company of Texas ("CLIC")	Texas
Chubb National Insurance Company ("CNIC")	Indiana
Executive Risk Indemnity Inc. ("ERII")	Delaware
Executive Risk Specialty Insurance Company ("ERSIC")	Connecticut
Federal Insurance Company ("FIC")	Indiana
Great Northern Insurance Company ("GNIC")	Indiana
Pacific Indemnity Company ("PIC")	Wisconsin
Texas Pacific Indemnity Company ("TPIC")	Texas
Vigilant Insurance Company ("VIC")	New York

A. Corporate Governance

Pursuant to the Company's charter and by-laws, management of the Company is vested in a board of directors consisting of not less than seven nor more than twenty-one members. The board meets four times during each calendar year. At December 31, 2016, the board of directors was comprised of the following seven members:

Name and Residence	Principal Business Affiliation
Christopher John Kearns New York, New York	Director, Vigilant Insurance Company
Paul Joseph Krump Mendham, New Jersey	Chairman and President, Vigilant Insurance Company

Name and Residence	Principal Business Affiliation
John Joseph Lupica Newtown, Pennsylvania	President, Ace American Insurance Company
Harold Lawrence Morrison, Jr. Basking Ridge, New Jersey	Director, Vigilant Insurance Company
Paul Gerard O'Connell Princeton, New Jersey	Senior Vice President and Chief Actuary, Vigilant Insurance Company
Kevin Michael Rampe New Hope, Pennsylvania	Director, Vigilant Insurance Company
Drew Kiehn Spitzer Summit, New Jersey	Executive Vice President, Chief Financial Officer and Treasurer, Vigilant Insurance Company

As of December 31, 2016, the principal officers of the Company were as follows:

Name	Title
Paul Joseph Krump	Chairman and President
Drew Kiehn Spitzer	Executive Vice President, Chief Financial Officer and Treasurer
Paul Gerard O'Connell	Senior Vice President and Chief Actuary
John Paul Taylor	Senior Vice President

B. Territory and Plan of Operation

As of December 31, 2016, the Company was licensed to write business in all fifty states, as well as the District of Columbia and the U.S. Virgin Islands.

As of the examination date, the Company was authorized to transact the kinds of insurance as defined in the following numbered paragraphs of Section 1113(a) of the New York Insurance Law:

Paragraph	Line of Business
3	Accident & health
4	Fire
5	Miscellaneous property
6	Water damage
7	Burglary and theft
8	Glass
9	Boiler and machinery

Paragraph	Line of Business
10	Elevator
11	Animal
12	Collision
13	Personal injury liability
14	Property damage liability
15	Workers' compensation and employers' liability
16	Fidelity and surety
17	Credit
19	Motor vehicle and aircraft physical damage
20	Marine and inland marine
21	Marine protection and indemnity
22	Residual value
26(A)(B)(C)(D)	Gap
27	Prize indemnification
29	Legal services

The Company is also authorized to transact such workers’ compensation insurance as may be incident to coverages contemplated under paragraphs 20 and 21 of Section 1113(a), including insurance described in the Longshore and Harbor Workers’ Compensation Act (Public Law No. 803, 69th Congress as amended; 33 USC Section 901 et seq. as amended), and as authorized by Section 4102(c), insurance of every kind or description outside of the United States and reinsurance of every kind or description. In addition, the Company is licensed to do within this State the business of special risk insurance pursuant to Article 63 of the New York Insurance Law.

Based upon the lines of business for which the Company is licensed and the Company’s current capital structure, and pursuant to the requirements of Articles 13 and 41 of the New York Insurance Law, the Company is required to maintain a minimum surplus to policyholders in the amount of $35,000,000.

The following schedule shows the direct and assumed premiums written by the Company for the period under examination:

Calendar Year	Direct Premiums	Assumed Premiums	Total Gross Premiums
2012	$500,197,752	$46,051,451	$546,249,203
2013	$494,532,141	$47,246,659	$541,778,800
2014	$493,594,354	$48,843,708	$542,438,062
2015	$485,328,847	$50,341,635	$535,670,482
2016	$474,517,373	$48,627,287	$523,144,660

Approximately 46.1% of the Company's direct writings in 2016 were concentrated in New York, Connecticut, California, New Jersey and Massachusetts. Major product lines written direct and assumed in 2016 were in homeowners multiple peril (42.2%), workers' compensation (16.9%), commercial multiple peril (13.9%) and inland marine (7.1%). The Company's products and services are distributed through brokers, independent agents and various forms of direct marketing. The Company has a substantial presence in the United States with a broad variety of coverages serving large corporate and upper middle market accounts, middle market and small commercial accounts, and personal lines. As of December 31, 2016, there are a total of 162 producer corporations for the Company.

Due to the intercompany pooling agreement (described in Section 2C of this report), the net exposure of the Company is significantly different than its direct exposure. At December 31, 2016, the Company reported $31,683,995 in net premiums written, $474,517,373 in direct premiums written and $48,627,287 in assumed premiums written.

C. Reinsurance

Intercompany Pooling Agreement

Effective October 1, 2006, the Company and eight other affiliates participate in an intercompany pooling agreement, the Chubb Group Reinsurance Pool ("the Pool"). This agreement covers substantially all business with the exception of foreign business, the run-off of an old aircraft voluntary pool, and certain asbestos and environmental losses from policies written by Pacific Indemnity Company prior to its acquisition. Federal Insurance Company is the lead insurer with a 68.5% participation in the Pool.

The Chubb Group Reinsurance Pool differs from traditional pooling agreements where participants cede all of their business to a lead reinsurer, who then retrocedes back to each pool participant according to their pool participation percentage. In the Chubb Group Reinsurance Pool, each participating company retains a percentage of its direct business equal to its pool participation percentage and cedes the remainder to the other pool participants. Each participating company also assumes its participation percentage from each of the other pool participants. Although the methodology utilized by the Pool differs from a "traditional" pooling agreement, the net financial results are identical.

The Company has a 0.5% share in the pool. The following chart shows the other Pool participants, their participation percentage, the ceded premiums to each, and the reinsurance recoverable due from each, as reported in the Company's 2016 Schedule F:

Pool Participants	Pooling Participation Percentage	Ceded Premiums	Reinsurance Recoverable
FIC	68.5%	$325,083,000	$490,025,000
PIC	17.0%	$ 80,667,000	$121,604,000
ERII	8.0%	$ 37,961,000	$ 57,222,000
GNIC	4.0%	$ 18,980,000	$ 28,611,000
CCIC	0.5%	$ 2,373,000	$ 3,575,000
CNIC	0.5%	$ 2,373,000	$ 3,575,000
ERSIC	0.5%	$ 2,373,000	$ 3,575,000
CIIC	0.5%	$ 2,373,000	$ 3,575,000

The remaining three Chubb Group members, which are non-participants in the pooling agreement, cede 100% of their business to one of the other companies within the Chubb Group. This business is then included within the Chubb Pool. Texas Pacific Indemnity Company cedes 100% of its business to PIC, Chubb Insurance Company of New Jersey cedes 100% of its business to FIC and Chubb Lloyds Insurance Company of Texas cedes 100% of its business to GNIC.

The intercompany pooling agreement was submitted to and approved by the Department pursuant to the provisions of Section 1505(d) of the New York Insurance Law.

<u>20% Net Liabilities Quota Share Reinsurance Agreement</u>

Effective January 2016, the Company entered into a net liabilities quota share reinsurance agreement with affiliate, ACE P&C where the reinsurer accepts a 20% pro rata quota share of the Company's net liability for losses occurring, claims made or claims discovered subject to the following loss limits:

(i) aggregate accident year loss ratio cap of 150% of Net Earned Premium, gross of ceding commission; once such loss ratio cap is breached, the reinsurer shall have no further liability hereunder;

(ii) the reinsurer's 20% pro rata share of $500,000,000 (or $100,000,000) for all Losses arising out of one Loss Occurrence as that term is defined in the relevant external property catastrophe reinsurance agreements to which the Company is a party.

(iii) the reinsurer's 20% pro rata share of $500,000,000 (or $100,000,000) for all Losses in the aggregate with respect to "Acts of Terrorism" or "cyber risk", both as defined in the relevant external reinsurance agreements to which the Company is a party.

Subsequent to the examination period, effective January 1, 2017, the Company amended the net liabilities quota share agreement to reflect the following: the pro rata quota share percentage increases from 20% to 35%. As a result of such pro rata quota share increase, the per Loss Occurrence, cyber risk and Acts of Terrorism limits in the agreement also have increased in the same proportion, from $100,000,000 to $175,000,000. In addition, the Net Earned Premium ceded under the Agreement has also changed from 20% to 35% to reflect this new increased cession.

The Company also participated in Chubb Limited's core property catastrophe reinsurance program. This program provides protection against natural catastrophes impacting primary property operations.

In 2016, the Company ceded approximately $491,461,000 in premiums. Per the terms of the intercompany pooling agreement, approximately $472,183,000 was ceded to the affiliates mentioned above. Approximately $14,171,000 was ceded to non-pool affiliates, ACE Property & Casualty Insurance Company ("ACE P&C") and ACE American Insurance Company ("ACE American"), which have authorized insurer status. Approximately $4,876,000 was ceded to external non-affiliated reinsurers as follows: $2,861,000 (Authorized), $1,285,000 (Unauthorized) and $730,000 (Certified). The remaining $231,000 was ceded to unauthorized affiliated reinsurers.

The vast amount of the recoverable amounts reported on Schedule F – Part 3 are not collateralized due to the authorized insurer status of all reinsurers. It is noted that the reinsurance recoverables from FIC (153% of surplus) and PIC (38% of surplus) are the Company's most significant financial items and ultimately, the Company's most significant financial risk is its ability to collect on the reinsurance recoverables. It is noted that FIC and PIC were examined concurrently with the Company and that there were no financial adjustments that impacted the surplus of those companies as a result of the examination.

The quota share reinsurance agreement with affiliate, ACE P&C was reviewed for compliance with Article 15 of the New York Insurance Law. It was noted that the agreement was filed with the Department pursuant to the provisions of Section 1505(d)(2) of the New York Insurance Law.

The intercompany pooling and net liabilities quota share agreements in effect as of the examination date were reviewed and found to contain the required clauses, including an insolvency clause, meeting the requirements of Section 1308 of the New York Insurance Law.

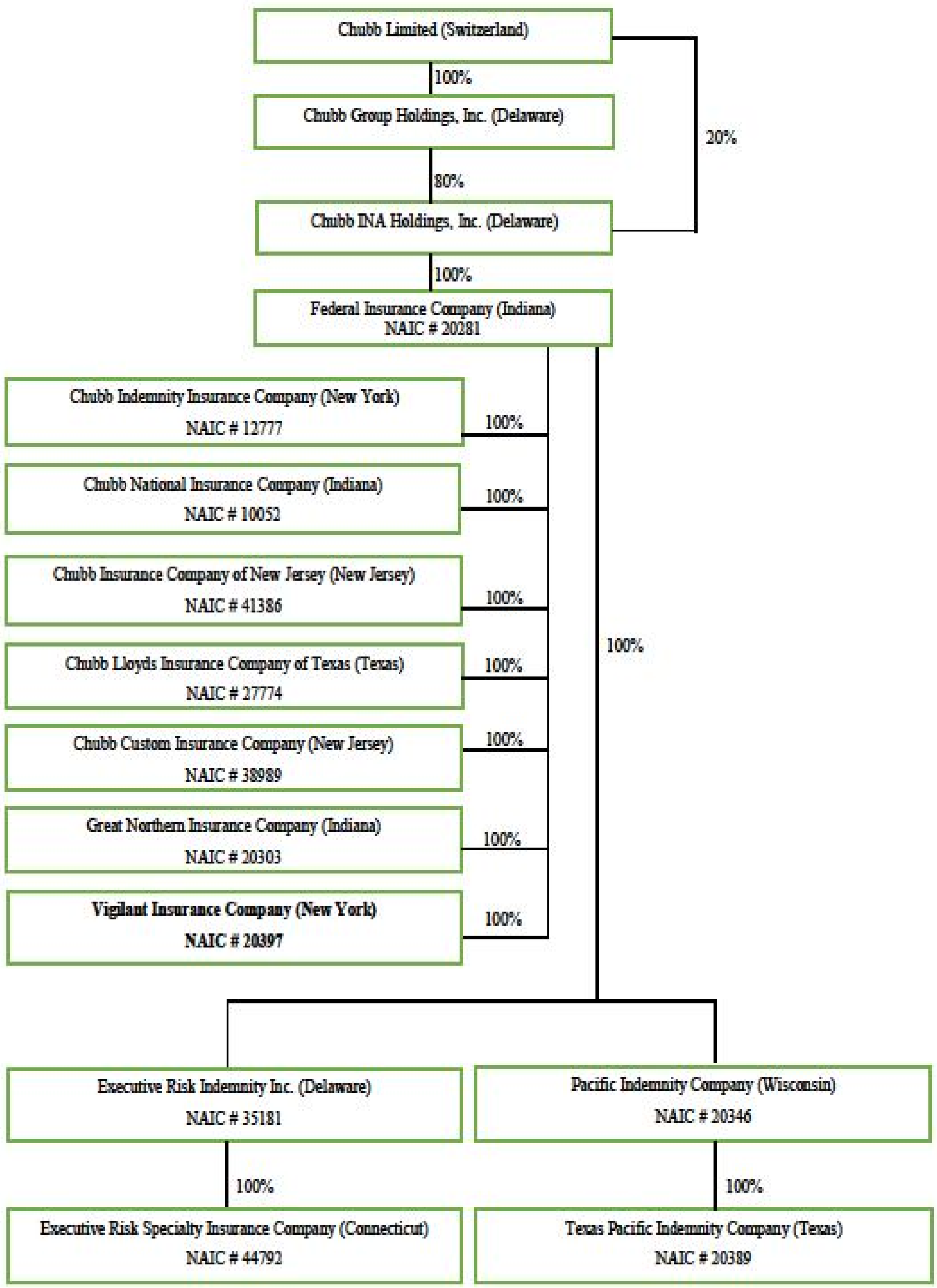
Examination review found that the Schedule F data reported by the Company in its filed annual statement accurately reflected its reinsurance transactions. Additionally, management has represented that all material ceded reinsurance agreements transfer both underwriting and timing risk as set forth in SSAP No. 62R. Representations were supported by an attestation from the Company's Chief Executive Officer and Chief Financial Officer pursuant to the NAIC Annual Statement Instructions. Additionally, examination review indicated that the Company was not a party to any finite reinsurance agreements. All ceded reinsurance agreements were accounted for utilizing reinsurance accounting as set forth in SSAP No. 62R.

D. Holding Company System

The Company is a member of the Chubb Group of Insurance Companies. The Company is a wholly-owned subsidiary of Federal Insurance Company, an Indiana domiciled insurer, which is ultimately controlled by Chubb Limited.

A review of the Holding Company Registration Statement filed with this Department indicated that such filings were complete and were filed in a timely manner pursuant to Article 15 of the New York Insurance Law and Department Regulation 52.

The following is an abridged chart of the holding company system at December 31, 2016:



Holding Company Agreements

At December 31, 2016, the Company was party to the following agreements with other members of its holding company system:

Management Agreement

Effective January 1, 1998, the Company engaged FIC to act as the manager for the Company's insurance business and provide financial advisory services. In 2016, the Company paid a management fee to FIC in the amount of $7,340,372. The agreement was filed with this Department pursuant to Section 1505 of the New York Insurance Law.

Intercompany Tax Allocation Agreement

Effective January 15, 2016, the Company is included in a U.S. consolidated federal income tax return with direct and indirect subsidiaries of Chubb Group Holdings, Inc. The agreement provides that any subsidiary having taxable income will pay a tax liability equivalent to what that subsidiary would have paid if it had filed a separate federal income tax return for the year. If the separately calculated federal income tax return for any subsidiary results in a tax loss, the current tax benefit resulting from such loss, to the extent utilizable on a separate return basis, will be paid to that subsidiary. The agreement was filed with this Department pursuant to Section 1505 of the New York Insurance Law and New York Regulation 52.

The Company is also participating in the following management and service contracts:

1. Investment Advisory Services Agreement with Chubb Asset Management, Inc.
2. Intercompany Allocation Agreement, (Allocation of Reinsurance Proceeds for Per Risk and Per Occurrence Agreements), with ACE American Insurance Company and ACE Property & Casualty Insurance Company

E. Significant Ratios

The Company's operating ratios, computed as of December 31, 2016, fall within the benchmark ranges set forth in the Insurance Regulatory Information System of the National Association of Insurance Commissioners.

Operating Ratios	Result
Net premiums written to surplus as regards policyholders	10%
Liabilities to liquid assets (cash and invested assets less investments in affiliates)	33%
Two-year overall operating	58%

Underwriting Ratios

The underwriting ratios presented below are on an earned/incurred basis and encompass the five-year period covered by this examination:

	Amounts	Ratio
Losses and loss adjustment expenses incurred	$126,381,720	57.39%
Other underwriting expenses incurred	64,231,371	29.17
Net underwriting gain	29,607,631	13.44
Premiums earned	$220,220,722	100.00%

The Company's reported risk based capital score ("RBC") was 3,805.9% at 12/31/2016. The RBC is a measure of the minimum amount of capital appropriate for a reporting entity to support its overall business operations in consideration of its size and risk profile. An RBC of 200 or below can result in regulatory action. There were no financial adjustments in this report that impacted the Company's RBC score.

F. Accounts and Records

Compliance with Section 312 of the New York Insurance Law

Section 312(b) of the New York Insurance Law states, in part, that:

> "A copy of the report shall be furnished by such insurer or other person to each member of its board of directors and each such member shall sign a statement which shall be retained in the insurer's files confirming that such member has received and read such report."

The Company was unable to provide such statements. It is recommended that the Company comply with Section 312(b) of the New York Insurance Law by submitting the report on examination to its board of directors and having each director sign a statement and retain a copy that such member has received and read the report.

Conflict of Interest Statements

The Company was unable to provide all conflict of interest statements signed by its directors, officers and key employees for the examination period. It is recommended that the Company require all of its officers, directors and key employees to complete a conflict of interest questionnaire on an annual basis and ensure that all questionnaires are completed accurately and signed. Additionally, it is recommended that the Company ensure that all completed questionnaires are maintained and available for inspection.

3. FINANCIAL STATEMENTS

A. Balance Sheet

The following shows the assets, liabilities and surplus as regards policyholders as of December 31, 2016, as reported by the Company:

Assets	Assets	Assets Not Admitted	Net Admitted Assets
Bonds	$381,632,356		$381,632,356
Preferred stocks	2,069,600		2,069,600
Common stocks	29,325,545	28,681,919	643,626
Cash, cash equivalents and short-term investments	13,154,864		13,154,864
Other invested assets	167,757		167,757
Receivables for securities	30,972		30,972
Investment income due and accrued	3,094,136		3,094,136
Uncollected premiums and agents' balances in the course of collection	30,601,446		30,601,446
Deferred premiums, agents' balances and installments booked but deferred and not yet due	64,145,062	13,393	64,131,669
Amounts recoverable from reinsurers	1,345,809		1,345,809
Other amounts receivable under reinsurance contracts	5,214		5,214
Net deferred tax asset	24,126,448	18,538,936	5,587,512
Equities and deposits in pools and associations	4,777,526		4,777,526
State surcharges receivable	790,926		790,926
Amounts receivable under high deductible and self-insured retention policies	17,559	1,756	15,803
Other assets	237,756	237,756	0
Total assets	$555,522,976	$47,473,760	$508,049,216

Liabilities, Surplus and Other Funds

Liabilities		
Losses and loss adjustment expenses		$ 77,391,715
Commissions payable, contingent commissions and other similar charges		740,391
Other expenses (excluding taxes, licenses and fees)		1,578,751
Taxes, licenses and fees (excluding federal and foreign income taxes)		233,975
Current federal and foreign income taxes		2,238,510
Unearned premiums		18,691,109
Advance premium		2,312,466
Policyholders (dividends declared and unpaid)		492,919
Ceded reinsurance premiums payable (net of ceding commissions)		63,946,678
Funds held by company under reinsurance treaties		5,594
Amounts withheld or retained by company for account of others		998,133
Provision for reinsurance		130,099
Payable to parent, subsidiaries and affiliates		19,784,122
Total liabilities		$188,544,462
Surplus and other funds		
Common capital stock	$4,500,000	
Gross paid in and contributed surplus	25,168,845	
Unassigned funds (surplus)	289,835,909	
Surplus as regards policyholders		319,504,754
Total liabilities, surplus and other funds		$508,049,216

Note: The Internal Revenue Service has not performed any audits of the examination years. The examiner is unaware of any potential exposure of the Company to any tax assessment and no liability has been established herein relative to such contingency.

B. Statement of Income

The net income for the examination period as reported by the Company was $89,984,763 as detailed below:

Underwriting income		
Premiums earned		$220,220,722
Deductions:		
Losses and loss adjustment expenses incurred	$126,381,720	
Other underwriting expenses incurred	64,224,848	
Minnesota workers' compensation premium assessment (net of intercompany pooling)	3,278	
LAD program expense	3,245	
Total underwriting deductions		190,613,091
Net underwriting gain		$ 29,607,631
Investment income		
Net investment income earned	$ 77,056,720	
Net realized capital gain	12,736,946	
Net investment gain		89,793,666
Other income		
Net gain or (loss) from agents' or premium balances charged off	$ (150,833)	
Merger integration income (expenses)	(771,162)	
Miscellaneous income	317,737	
Total other income		(604,258)
Net income before dividends to policyholders and before federal and foreign income taxes		$ 118,797,039
Dividends to policyholders		996,938
Net income after dividends to policyholders but before federal and foreign income taxes		$ 117,800,101
Federal and foreign income taxes incurred		27,815,338
Net income		$ 89,984,763

C. Capital and Surplus

Surplus as regards policyholders increased $85,900,551 during the five-year examination period January 1, 2012 through December 31, 2016 as reported by the Company, detailed as follows:

Surplus as regards policyholders as reported by the Company as of December 31, 2011			$233,604,203
	Gains in Surplus	Losses in Surplus	
Net income	$ 89,984,763		
Net unrealized capital losses		$9,938,166	
Change in net deferred income tax		6,372,547	
Change in non-admitted assets	14,540,604		
Change in provision for reinsurance	278,496		
Dividends to stockholders		8,255	
Change in additional admitted deferred income tax assets recognized under SSAP No. 10R		2,584,344	
Total gains and losses	104,803,863	18,903,312	
Net increase in surplus			85,900,551
Surplus as regards policyholders as reported by the Company as of December 31, 2016			$319,504,754

No adjustments were made to surplus as a result of this examination.

Capital paid in is $4,500,000 consisting of 200,000 shares of $22.50 par value per share common stock. Gross paid in and contributed surplus is $25,168,845. Gross paid in and contributed surplus did not change during the examination period.

4. LOSSES AND LOSS ADJUSTMENT EXPENSES

The examination liability for the captioned items of $77,391,715 is the same as reported by the Company as of December 31, 2016. The examination analysis of the Loss and Loss Adjustment Expense reserves was conducted in accordance with generally accepted actuarial principles and statutory accounting principles, including the NAIC Accounting Practices & Procedures Manual, Statement of Statutory Accounting Principle No. 55 ("SSAP No. 55").

Significant reserves are concentrated in the following lines of business: Other Liability - Claims-Made (24.7%), Other Liability - Occurrence (24.5%) and Workers' Compensation (20.2%). Other Liability - Claims Made consists of Professional Liability coverage with respect to Directors & Officers, Errors & Omissions, Employment Practices Liability and Fiduciary. Other Liability - Occurrence consists of Personal Excess and General Liability.

5. COMPLIANCE WITH PRIOR REPORT ON EXAMINATION

The prior report on examination contained three recommendations as follows (page numbers refer to the prior report):

ITEM		PAGE NO.
A.	Consolidated Federal Tax Allocation Agreement	
	It is again recommended that the Company's consolidated federal income tax allocation agreement includes all participating parties pursuant to the provisions of Section 1505(d)(2) of the New York Insurance Law.	13
	The Company has complied with this recommendation.	
B.	Certified Public Accountant (CPA) Contract	
	It is recommended that the Company ensure that its contract with its CPA complies with Section 89.8(a) of Department Regulation 118.	14
	The Company has complied with this recommendation.	

C. Conflict of Interest Statements

It is recommended that the Company require all of its officers, directors and key employees to complete a conflict of interest questionnaire on an annual basis and ensure that all questionnaires are completed accurately and signed. Additionally, it is recommended that the Company ensure that all completed questionnaires are maintained and available for inspection. 14

The Company has not complied with this recommendation. A similar comment is made in this report.

6. SUMMARY OF COMMENTS AND RECOMMENDATIONS

ITEM		PAGE NO.
A.	Accounts and Records	
i	It is recommended that the Company comply with Section 312(b) of the New York Insurance Law by submitting the report on examination to its board of directors and having each director sign a statement and retain a copy that such member has received and read the report.	14
ii	It is again recommended that the Company require all of its officers, directors and key employees to complete a conflict of interest questionnaire on an annual basis and ensure that all questionnaires are completed accurately and signed. Additionally, it is again recommended that the Company ensure that all completed questionnaires are maintained and available for inspection.	14

Respectfully submitted,

____
Justin Mathew
Senior Insurance Examiner

STATE OF NEW YORK)
)ss:
COUNTY OF NEW YORK)

JUSTIN MATHEW, being duly sworn, deposes and says that the foregoing report, subscribed by him, is true to the best of his knowledge and belief.

____
Justin Mathew

Subscribed and sworn to before me

this__________ day of ___________________, 2018.

APPOINTMENT NO. 31572

NEW YORK STATE

DEPARTMENT OF FINANCIAL SERVICES

*I, **Maria T. Vullo**, Superintendent of Financial Services of the State of New York, pursuant to the provisions of the Financial Services Law and the Insurance Law, do hereby appoint:*

Justin Mathew

as a proper person to examine the affairs of the

Vigilant Insurance Company

and to make a report to me in writing of the condition of said

COMPANY

with such other information as he shall deem requisite.

In Witness Whereof, I have hereunto subscribed by name
and affixed the official Seal of the Department
at the City of New York

this 6th day of March, 2017

MARIA T. VULLO
Superintendent of Financial Services

By:

Joan Riddell
Deputy Bureau Chief