

REPORT ON EXAMINATION

OF THE

AMERICAN GUARANTEE AND LIABILITY INSURANCE COMPANY

AS OF

DECEMBER 31, 2006

DATE OF REPORT

JUNE 06, 2008

EXAMINER

JAMES CALL, CFE

TABLE OF CONTENTS

<u>ITEM NO.</u>		<u>PAGE NO.</u>
1.	Scope of examination	2
2.	Description of Company	3
	A. Management	4
	B. Territory and plan of operation	6
	C. Reinsurance	11
	D. Holding company system	14
	E. Significant operating ratios	20
	F. Accounts and records	21
	G. Risk management and internal controls	23
3.	Financial statements	24
	A. Balance sheet	24
	B. Underwriting and investment exhibit	25
4.	Market conduct activities	26
5.	Summary of comments and recommendations	27
	Appendix A – Zurich American Insurance Company – Pool Ceded Reinsurance Program	



STATE OF NEW YORK
INSURANCE DEPARTMENT
25 BEAVER STREET
NEW YORK, NEW YORK 10004

June 06, 2008

Honorable Eric R. Dinallo
Superintendent of Insurance
Albany, New York 12257

Sir:

Pursuant to the requirements of the New York Insurance Law, and in compliance with the instructions contained in Appointment Number 22619 dated March 12, 2007 attached hereto, I have made an examination into the condition and affairs of American Guarantee and Liability Insurance Company as of December 31, 2006, and submit the following report thereon.

Wherever the designation "the Company" appears herein without qualification, it should be understood to indicate American Guarantee and Liability Insurance Company.

Wherever the designation "ZAIG" appears herein without qualification, it should be understood to indicate Zurich American Insurance Group.

Wherever the term "Department" appears herein without qualification, it should be understood to mean the New York Insurance Department.

The examination was conducted at the Company's main administrative office located at 1400 American Lane, Schaumburg, Illinois 60196-1056.

1. SCOPE OF EXAMINATION

The Department has performed an association examination of American Guarantee and Liability Insurance Company. The previous examination was conducted as of December 31, 2003. This examination covered the three year period from January 1, 2004 through December 31, 2006. Transactions occurring subsequent to this period were reviewed where deemed appropriate by the examiner.

This examination was conducted in accordance with the National Association of Insurance Commissioners (“NAIC”) Financial Condition Examiners Handbook, which requires that we plan and perform the examination to evaluate the financial condition and identify 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. An 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 Statutory Accounting Principles and annual statement instructions when applicable to domestic state regulations.

All accounts and activities of the Company were considered in accordance with the risk-focused examination process. This examination also included a review and evaluation of the Company’s own control environment assessment and evaluation based upon the Company’s Internal Control Framework (“ICF”) documentation and testing. The Company is not publicly traded and is not required to comply with the Sarbanes-Oxley Act of 2002. The Company has in its place, initiated an ICF process with similar goals and objectives as that of the Sarbanes-Oxley Act with respect to documentation and testing of the Company’s internal control environment. The examiners also relied upon audit work performed by the Company’s independent certified public accountants (“CPA”) when appropriate.

This examination report includes a summary of significant findings for the following items as called for in the Financial Condition Examiners Handbook of the NAIC:

- Significant subsequent events
- Company history
- Corporate records
- Management and control
- Fidelity bonds and other insurance

Pensions, stock ownership and insurance plans
Territory and plan of operation
Growth of Company
Loss experience
Reinsurance
Accounts and records
Statutory deposits
Financial statements
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, which involve departures from laws, regulations or rules, or which are deemed to require explanation or description.

2. DESCRIPTION OF COMPANY

The Company was organized under the laws of the State of New York as an affiliate of the United States Branch of the Zurich Insurance Company ("U.S. Branch"), now known as the Zurich American Insurance Company following its domestication effective December 31, 1998. The Company was incorporated on July 17, 1939 and commenced business on September 6, 1939. Zurich Fire Insurance Company of New York was merged into the Company at the close of business on December 31, 1952.

American Guarantee and Liability Insurance Company, a wholly owned subsidiary of Zurich American Insurance Company ("Zurich American"), is a member of a group of property and casualty insurance companies based in the United States of America ("U.S."). Zurich American is the lead company in a group of wholly owned property and casualty insurance companies.

All outstanding capital stock of the Company was transferred from Zurich Holding Company of America ("ZHCA"), a Delaware holding company, to Zurich American Insurance Company ("ZAIC"), a New York domestic insurer, in December 1998 as a surplus contribution related to the domestication of the U.S. Branch.

At December 31, 2006, capital paid in was \$5,000,027 consisting of 6,636 shares of common stock at \$753.47 par value per share. Gross paid in and contributed surplus was \$172,270,401. Gross paid in and contributed surplus increased by \$30,000,000 during the examination period, as follows:

<u>Year</u>	<u>Description</u>	<u>Amount</u>
2003	Beginning gross paid in and contributed surplus	\$142,270,401
2004	Capital contribution from ZAIC	<u>\$30,000,000</u>
	Total Surplus Contributions	<u>30,000,000</u>
2006	Ending gross paid in and contributed surplus	<u>\$172,270,401</u>

A. Management

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 thirteen or more than twenty-one members. At December 31, 2006, the board of directors was comprised of the following thirteen members:

<u>Name and Residence</u>	<u>Principal Business Affiliation</u>
David Alan Bowers Winnetka, IL	Executive Vice President, and Corporate Secretary, Zurich American Insurance Company
Victoria Federici Causa Carmel, NY	Director, Zurich American Insurance Company
James David Engel Medford, NJ	Executive Vice President, Zurich American Insurance Company
Michael Thomas Foley Barrington Hills, IL	Executive Vice President, Zurich American Insurance Company
Gary Steven Kaplan Naperville, IL	Executive Vice President, Zurich American Insurance Company
John Arthur Kelm Schaumburg, IL	Executive Vice President, Zurich American Insurance Company
Axel Peter Lehmann Barrington, IL	Chairman and Chief Executive Officer, Zurich American Insurance Company
Robert Anthony Lindemann Arlington Heights, IL	Executive Vice President, Zurich American Insurance Company
Tina Gaye Mallie Hamilton, OH	Executive Vice President, Zurich American Insurance Company
Louis James Mannello, Jr. Barrington, IL	President, Zurich American Insurance Company

<u>Name and Residence</u>	<u>Principal Business Affiliation</u>
James William March Forest Hills, NY	Director, Zurich American Insurance Company
Nancy Diane Mueller Kildeer, IL	Executive Vice President and Actuary, Zurich American Insurance Company
Juliet Gloria Nash Brooklyn, NY	Director, Zurich American Insurance Company

The Company's by-laws provide that the board of directors shall meet four times each year with one meeting on the day of the annual election of directors by the stockholders. A review of the minutes of the meetings held during the examination period indicated that the board of directors met four times via teleconference. The other meetings were done by unanimous written consent of the board without a meeting. Article II Section 5 of the Company's by-laws provide that action by unanimous written consent may be used in emergency situations where time is of the essence, but may not be used in lieu of a regular meeting of the board of directors. This was also noted during the prior report on examination and it was recommended that the Company comply with the provisions of its by-laws.

It is again recommended that the Company comply with the provisions of its by-laws with regard to board of directors' meetings.

The review of the minutes of those meetings of the board of directors that were held during the examination period indicated that meetings held were generally well attended.

The review of the board of directors and the appointed subcommittee minutes indicated that while the board minutes did reflect that investment transactions of the Company were ratified, there was no detail available in the minutes to support exactly what was approved. Section 1411(a) of the New York Insurance Law states:

“No domestic insurer shall make any loan or investment, except as provided in subsection (h) hereof, unless authorized or approved by its Board of Directors or a committee thereof responsible for supervising or making such investment or loan. The committee's minutes shall be recorded and a report submitted to the Board of Directors at its next meeting.”

It is recommended that the Company retain detail documentation of the transactions submitted for approval and provide same upon examination so that compliance with Section 1411(a) of the New York Insurance Law can be verified. It is noted that a recommendation regarding compliance with Section 1411(a) was included in the prior report on examination.

As of December 31, 2006, the principal officers of the Company were as follows:

<u>Name</u>	<u>Title</u>
Axel P. Lehmann	Chairman & Chief Executive Officer
Louis J. Mannello, Jr.	President
David A. Bowers	Executive Vice President & Corporate Secretary
John C. Treacy	Senior Vice-President & Treasurer
Eleanor S. Barnard	Executive Vice-President
James P. Connors	Executive Vice-President
James D. Engel	Executive Vice-President
Michael T. Foley	Executive Vice-President
Craig J. Fundum	Executive Vice-President
Gary S. Kaplan	Executive Vice-President
John A. Kelm	Executive Vice-President
Robert A. Lindemann	Executive Vice-President
John H. Lynch	Executive Vice-President
Tina G. Mallie	Executive Vice-President
Nancy D. Mueller	Executive Vice President & Actuary
Steven P. Rand	Executive Vice-President

B. Territory and Plan of Operation

As of December 31, 2006, the Company was licensed to write business in all fifty states, and the District of Columbia.

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:

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

<u>Paragraph</u>	<u>Line of Business</u>
10	Elevator
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
28	Service Contract reimbursement
29	Legal Services

In addition, the Company is licensed to transact such workers' compensation insurance as may be incident to coverages contemplated under Paragraphs 20 and 21 of Section 1113(a) of the New York Insurance Law, including insurances described in the Longshoremen's and Harbor Workers' Compensation Act (Public Law No. 803, 69 Cong. as amended; 33 USC Section 901 et seq. as amended), and as authorized by Section 4102(c) of the New York Insurance Law, insurance of every kind or description outside of the United States, reinsurance of every kind or description.

Based on 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 premiums written by the Company both in total and in New York for the period under examination:

DIRECT PREMIUMS WRITTEN

<u>Calendar Year</u>	<u>New York State</u>	<u>Total United States</u>	<u>Percentage of Premiums Written in New York State</u>
2004	\$ 95,045,821	\$1,312,782,504	7.24%
2005	\$113,919,417	\$1,233,339,228	9.24%
2006	\$116,762,204	\$1,271,846,899	9.18%

In 2006, direct written premiums for the Company as well as Zurich American Insurance Group, (“ZAIG”) were produced by a combination of approximately 14,424 independent agents, 255 brokers, 181 general agents, 5 managing general agents and 468 captive agents. Agency produced business accounted for approximately 74% of direct written premiums with the remainder produced by brokers.

Central to the Company's business strategy are its customer-focused business divisions (“Business Divisions”), which are supported by shared service units. The customer-focused Business Divisions operate through independent agents and brokers that have access to products and services through a nationwide network of seven regional offices and 63 branch offices. The Company is divided into two strategic Business Divisions: Global Corporate in North America (“Global Corporate”), which is part of Zurich Financial Services’ (“ZFS”) Global Corporate Business Division, and North America Commercial (“NA Commercial”) which represents its own Business Division within ZFS.

Global Corporate

Global Corporate in North America is comprised of two business units, Corporate Customer and Global Energy. Global Corporate features a broad portfolio of solutions and services chosen by the majority of Fortune's Global 100 companies including workers' compensation, general liability, commercial automobile, highly protected risks, property and boiler and machinery.

- Corporate Customer operates in tandem with other ZFS global Business Divisions' to provide a broad variety of insurance and risk management services including custom-tailored casualty programs to large corporate and commercial businesses seeking global and domestic property-casualty solutions.
- Global Energy provides comprehensive risk solutions, risk engineering services and claims support for companies involved in oil and gas, petrochemical, natural resources, mining and power industries virtually worldwide.

Customer service is delivered by a global network of ZFS offices in 50 countries and resources that extend Global Corporate's reach to more than 120 countries worldwide. Global Corporate's services are supported by the experience of more than 800 risk-engineering professionals and 8,000 claims professional around the globe. As a key Business Division of ZFS, Global Corporate has a significant presence in both North America and Europe, and is the second largest commercial lines carrier in the large corporate business globally.

NA Commercial

NA Commercial provides insurance coverages for the remaining commercial and small business customers in the U.S. which collectively make up the largest business sector in the United States. NA Commercial serves its customers through shared service units, which provide a unified approach to managing claims, managed care, risk engineering, information technology and marketing and other support services. NA Commercial is subdivided into the following four primary business units ("BUs"):

- Commercial Markets
- U.S. Small Business ("US Small")
- Specialties
- Zurich Direct Underwriters ("ZDU")

Commercial Markets

Commercial Markets offers a broad array of insurance and risk management services in the U.S. to serve three primary business sectors: Middle Markets, Construction and Domestic Energy.

- Middle Markets offers property and casualty solutions and risk management programs to meet the needs of the medium-sized commercial enterprise. Middle Market's target segments include manufacturing, services (including hospitality) and public entities.
- Construction specializes in providing products, services and risk financing solutions for project owners, construction managers, contractors and subcontractors. In addition to all standard property-casualty coverages, this sector also provides a number of specialized products such as construction total risk, homebuilders protective policy and professional liability products for project owners, construction managers, contractors and subcontractors.
- Domestic Energy specializes in providing comprehensive risk solutions, risk engineering services and claims support to US customers interested in liability coverages for companies involved in oil and gas, petrochemical, natural resources, mining and power generation.

US Small

US Small also offers a broad array of insurance and risk management services to serve two primary business sectors: Small Business and Programs.

- Small Business provides solutions for small businesses in the retail, wholesale, service, office, institutional, and manufacturing fields. Small Business products are offered through a network of independent agents with a state of the art web-based automation platform. Product offerings include a comprehensive, customized coverage portfolio of property, liability, commercial auto, and umbrella and, in some locations, workers compensation.
- Programs provides specialized insurance to small and mid-sized commercial and professional markets, servicing a variety of commercial automobile, general liability, professional liability,

excess liability and property exposures for various targeted business and industry segments. Targeted businesses include auto rental, independent auto dealer, recreational vehicle and contractors' equipment businesses. Additionally, Program's nationwide network of managing general agents target markets such as long-haul trucking, crop protection, ambulance and tow truck companies as well as general liability classes including tanning salons and security guard companies.

Specialties

Specialties offer a unique set of insurance and risk management services to serve two primary business sectors: Specialties and Surety.

- Specialties offers coverages for emerging, potentially volatile and unique third-party liability exposures. These exposures include professional liability risks of group service providers such as architects and engineers, healthcare organizations, financial institutions, environmental contractors, and information technology firms, along with a wide range of specialty liability coverages, such as management, environmental, excess and umbrella products, volatile general and political risk insurance, accident and health, specialty health and disability programs. Liability solutions are also provided for the healthcare, environmental, financial and rail industries.
- Surety serves the needs of construction project owners, construction contractors and subcontractors and governmental entities, non-profit organizations and commercial enterprises in most industries with a wide array of contract, commercial and environmental surety bond products.

Zurich Direct Underwriters ("ZDU")

ZDU specializes in providing insurance and financial services to franchised auto, truck, equipment and motorcycle dealerships and automotive-related businesses. ZDU's products and services include property-casualty insurance, risk management services, business life insurance, vehicle service contracts, credit life and disability insurance and income development programs.

In 2007, Zurich Farmers United States Services ("ZFUS") was formed for the purpose of creating a shared services operating unit to provide transactional and administrative support services to Zurich Financial Services' Farmers, North America Commercial and other North American units. ZFUS, a subsidiary of Zurich Holding Company of America, Inc., is expected to facilitate and accelerate operating efficiencies and economies of scale in areas such as procurement, human resources, real estate and others.

C. Reinsurance

Inter-company Pooling Agreement

Effective January 1, 1999 the Company entered into an amended ZAIG intercompany pooling agreement which includes ZAIC and seventeen affiliated insurers. Pursuant to the terms of the agreement, the participants cede 100% of all underwriting assets, liabilities and expenses, as well as underwriting income and losses (net of applicable reinsurance) to ZAIC. There is no retrocession from ZAIC to any of the pool participants. Subsequent to the January 1, 1999, revised and restated agreement, six amendments each adding or deleting participants in the pool have been made.

At December 31, 2006, the following eighteen insurers participated in the pool:

American Guarantee and Liability Insurance Company (NY)
 American Zurich Insurance Company (IL)
 Assurance Company of America (NY)
 Colonial American Casualty and Surety Company (MD)
 Empire Fire & Marine Insurance Company (NE)
 Empire Indemnity Insurance Company (OK)
 Fidelity and Deposit Insurance Company of Maryland (MD)
 Maine Bonding and Casualty Company (ME)
 Maryland Casualty Company (MD)
 Maryland Insurance Company (TX)
 National Standard Insurance Company (TX)
 Northern Insurance Company of New York (NY)
 Steadfast Insurance Company (DE)
 Universal Underwriters Insurance Company (KS)
 Universal Underwriters of Texas Insurance Company (TX)
 Valiant Insurance Company (IA)
 Zurich American Insurance Company (NY)
 Zurich American Insurance Company of Illinois (IL)

Prior to cessions to the pooling agreement, the companies reduce their exposure to losses through facultative and treaty reinsurance. Article V of the pooling agreement provides that ZAIC agrees to be liable, for annual statement and other financial statement purposes, for any amount disallowed any of the companies on account of reinsurance with unauthorized companies and any amount disallowed the companies for non-admitted assets. Accordingly, there is no provision for reinsurance reported by the Company as of December 31, 2006 as the liability is borne by ZAIC.

Ceded Reinsurance

After cessions to the pool, the Company is a party to the same pool ceded reinsurance program as that of ZAIC. An examination of ZAIC as of December 31, 2006, was conducted by this Department concurrently with this examination. For a full description of ZAIC's ceded reinsurance program as of December 31, 2006, refer to Appendix A in this report.

It was noted during the review that the Company entered into several multiple cedant reinsurance contracts where various affiliates, in addition to those participating in the inter-company pooling agreement, were also parties to the agreement. The examination found that these contracts, where the Company participated in coverage with other non-pooled affiliates, did not contain acceptable language for agreements with multiple reinsureds. It is the Department's position that a domestic insurer cannot participate in a reinsurance agreement wherein there are multiple affiliated cedants who are not parties to an inter-company pooling agreement. The pooling agreement should contain the pooling percentages of each affiliate and the method of its premium allocation. However, the Department has accepted the following wording in lieu of a pooling agreement, which should be contained in such reinsurance agreements, usually as a mutual offset clause:

“Each party to this contract agrees to honor the terms set forth herein as if the contract were a separate agreement between the reinsurer and each individual named reinsured. Balances payable or recoverable by any reinsurer or each individual named reinsurer or individual named reinsured shall not serve to offset any balances payable or recoverable to or from any other reinsured party to the contract. Reports and remittances made to the reinsurer in accordance with the applicable articles are to be in sufficient detail to identify both the reinsurer's loss obligations due each reinsured and each reinsured's premium remittances under the report.”

It is recommended that reinsurance arrangements, where the Company participated in coverage with non-pooled affiliates, be amended to contain acceptable language for agreements with multiple reinsureds.

Zurich North America's ("ZNA") Global Property Strategic Business Unit provides insurance (referred to as "Home Foreign" business) through non-U.S. affiliates or branches of Zurich Insurance Company to U.S. insureds with worldwide exposures. For the Company, ZAIC and the Illinois and Delaware domiciled pooled companies, the Home Foreign business is assumed on a quota share basis

through stand alone Home Foreign affiliate master facultative reinsurance agreements for each of the assuming companies.

Conversely, coverage of the U.S. exposures of foreign entities written by participants in the pooling agreement is referred to as “Reverse Flow” business. For the Company, ZAIC and the Illinois and Delaware domiciled pooled companies, the Reverse Flow business is ceded on a quota share basis through stand alone Reverse Flow affiliate master facultative reinsurance agreements for each of the ceding companies.

Letters of Credit Compliance with Department Regulation 133

Two letters of credit contained wording requiring the beneficiary to submit the original letter of credit as a condition to being able to draw on the letter of credit. Department Regulation 133, Part 79.1(c)(2) provides that a beneficiary need only draw a sight draft under the letter of credit or confirmation and present it to promptly obtain funds and that no other document need be presented. According to the Department’s Office of General Counsel opinion issued on May 27, 2003 wording in a letter of credit requiring that the original letter of credit has to be presented as a condition to being able to draw on the letter of credit is a violation of Department Regulation 133, Part 79.1(c)(2).

The Company uses letters of credit that name more than one beneficiary. Pursuant to an opinion by the Department’s Office of General Counsel dated October 20, 2004, a beneficiary, as defined in Department Regulation 133, Part 79.1(b), may include more than one named insurer as long as the beneficiaries are affiliated insurance companies who are parties to an approved intercompany pooling agreement. Upon review, it was noted that some of the multiple beneficiary letters of credit included beneficiaries that are not parties to the ZAIG intercompany pooling agreement.

It is recommended that the Company ensure that the letters of credit it accepts are in compliance with Department Regulation 133, Parts 79.1(b) and 79.1(c)(2).

Department Regulation 114 - Trust Account Agreement Requirements

The prior report on examination noted that the Company maintained several reinsurance trust accounts, which contained multiple beneficiaries. Department Regulation 114, Parts 126.2(a) and 126.3(e) indicate the use of the singular word “beneficiary” and “entity.” Further, Opinion No. 99-

104 of the Department's Office of the General Counsel indicates that it is not permissible to have multiple beneficiaries on trust accounts utilized to secure reinsurance balances pursuant to Department Regulation 114. Opinion No. 99-104 specifically cites Department Regulation 114, Section 126.2(a) in its argument for sole beneficiaries to trust accounts.

Upon examination, it was again found that the Company has three reinsurance trust accounts that contain multiple beneficiaries.

It is again recommended that the Company initiate procedures to comply with Department Regulation 114, Sections 126.2(a) and 126.3(e), and create trust account arrangements that involve only one beneficiary.

D. Holding Company System

The Company is a member of ZAIG. All outstanding shares of the Company are owned by ZAIC, which is 100% owned by ZHCA, a business corporation domiciled in the State of Delaware. ZHCA is 99.87% owned by Zurich Insurance Company, Zurich Switzerland, which is 100% owned directly and indirectly by Zurich Financial Services, Switzerland.

A review of the holding company registration statements 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, 2006:

Zurich Group - U.S.
Legal Entities

Zurich Financial Services
(Zurich, Switzerland)

owns 100% Allied Zurich PLC (UK)

owns 43% of

owns 57% of

Zurich Group Holding

Farmers Group Inc. (NV)

owns 100% of Zurich Insurance Company (Zurich, Switzerland)

owns 100% Risk Enterprise Management Limited

owns 99.8711% of Zurich Holding Company of America [US - DE]

owns 100% of Zurich American Insurance Company [US - NY]

See
subsequent
page

owns 100% of American Guarantee and Liability Insurance Company [US-NY]

owns 100% Diversified Specialty Risks, Inc

owns 100% of Empire Indemnity Insurance Company [US-OK]

owns 100% of Sterling Forest L.L.C. [US-DE]

owns 100% South County Services

owns 100% of Zurich E&S Brokerage, Inc

owns 100% of Steadfast Insurance Company [US-DE]

owns 100% of Steadfast Santa Clarita Holding LLC

owns 100% of American Zurich Insurance Company [US-IL]

owns 100% of Zurich American Insurance Co. of Illinois [US - IL]

owns 100% of Zurich Warranty Solutions, Inc

owns 100% of Maryland Casualty Co. [US - MD]

owns 100% of Assurance Company of America [US-NY]

owns 100% of Maine Bonding and Casualty Company [US-ME]

owns 100% of Maryland Insurance Company [US-TX]

owns 80% of Ze/USI Insurance Services

owns 100% of Zurich Agency Services, Inc. [US-TX]

owns 100% of National Standard Insurance Company [US-TX]

owns 32.0844% of The Guarantee Company of North America (Canada)

owns 100% of The Guarantee Company of North America (USA)

owns 100% of Northern Insurance Company of New York [US-NY]

owns 100% of Valiant Insurance Company [US-IA]

owns 32% of of Novia Scotia Company (Canada)

owns 100% of Fidelity & Deposit Company of Maryland [US-MD]

owns 18% of of Novia Scotia Company (Canada)

owns 100% of Colonial American Casualty & Surety Company [US-MD]

owns 100% of Universal Underwriters Insurance Company [US-KS]

owns 100% of Universal Underwriters of Texas Insurance Company

owns 100% of Universal Underwriters Life Insurance Company

owns 100% of Empire Fire and Marine Insurance Company [US-NE]

owns 100% of Empire Management Services, Inc.

owns 100% of Zurich Premium Finance Company

owns 100% of Zurich Premium Finance Company of California

owns 100% of Minnesota Marketing Center, Inc.

owns 100% ATOA Limited

owns 80% of Truckwriters Inc.

Zurich Group - U.S.
Legal Entities

See preceding page	
	owns 100% ZFUS Services LLC
	owns 100% Farmers Services, LLC
	owns 100% ZFS Finance (USA) I, LLC
	owns 100% of ZFS Finance (USA) II, LLC
	owns 100% of Zurich Benefit Finance LLC
	owns 50% Benefit Finance partners LLC
	owns 100% BFP Securities LLC
	owns 100% of Zurich Services Corporation
	owns 100% Keswick Realty, Inc
	owns 100% of Zurich Warranty Management Services Limited (United Kingdom)
	owns 100% of Universal Underwriters Service Corporation
	owns 99% Universal Underwriters British Virgin Islands (British Virgin Islands)
	owns 100% Universal Underwriters Service Corporation of Texas
	owns 100% Universal Underwriters Management Company
	owns 1% Universal Underwriters British Virgin Islands (British Virgin Islands)
	owns 100% Universal Underwriters Insurance Services, Inc
	owns 100% Universal Underwriters Insurance Services of Alabama, Inc
	owns 100% Universal Underwriters Insurance Services of Texas, Inc
	owns 100% Universal Underwriters Acceptance Corporation
	owns 100% Kemper Corporation
	owns 100% Kemper Investors Life Insurance Company
	owns 30% of KL-75 LLC
	owns 41.67% ZKS Real Estate Partners, LLC
	owns 100% KFC Portfolio Corporation
	owns 100% Kemper Portfolio Corporation
	owns 20% of KL-75 LLC
	owns 100% Zurich CZI Management Holding LTD
	owns 100% ZFS Finance (USA) III LLC
	owns 100% ZSFH LLC
	owns 100% Zurich Global Investment Advisors Limited
	owns 100% Zurich Alternative Asset Management LLC
	owns 100% Zurich Finance (USA) Inc.
	owns 100% Zurich American Brokerage, Inc
	owns 100% Zurich Global Ltd. (Bermuda)
	owns 99% Zebra Property Fund 1, LP
	owns 50% 3053847 Nova Scotia Company (Canada)

In addition to the intercompany pooling arrangement previously discussed in the Reinsurance section of this report, the Company was a party to the following agreements with other members of its holding company system at December 31, 2006:

Amended and Restated Tax Allocation Agreement

Since 1998, the Company has been a party to a tax sharing agreement between ZHCA and its subsidiaries. This agreement was amended in January 2006. The amended change made was to clarify that the intercompany tax settlements would be paid in cash or eligible investment securities. The new effective date of the agreement was January 1, 2006. The participants of the agreement record their apportioned tax liabilities and estimated tax payments according to terms of the agreement. Those terms provide for allocation of the consolidated federal income tax in an amount equal to the consolidated tax liability multiplied by a fraction, the numerator of which is the separate taxable income of the member and the denominator of which is the sum of the taxable income of all the members of the consolidated group having taxable income. If a member has no taxable income, its share shall be zero. The allocation method is consistent with Financial Accounting Standards (“FAS”) No. 109 as modified by SSAP No. 10.

The agreement provides that when a member exits, a settlement payment shall be made to ZHCA for any benefit realized by the exiting member due to lower tax payments as a result of being part of ZHCA (less than what would have been due on a separate return basis). Conversely, a settlement payment shall be made to the exiting member for any benefit realized by ZHCA resulting from utilization of losses or credits generated by the exiting member. As this provision had the potential for creating significant contingent liabilities for all members of ZHCA, beginning with the year ending December 31, 2000, companies with losses agreed by written declaration to forego tax benefits (rights to settlement payments) related to the use of their losses by ZHCA. The agreement was submitted to the Department on November 6, 2006.

During the review of the Company’s tax allocation agreement, it was noted that the 2006 amendment to the agreement was not submitted to the board of directors for approval and ratification as required by Department Circular Letter No. 33 (1979).

It is recommended that the Company’s board of directors approve all amendments to their tax allocation agreement in compliance with Department Circular Letter No. 33 (1979).

Investment Advisory Agreement

On January 1, 2003, the Company and its direct and indirect subsidiaries entered into an investment advisory agreement with Zurich Global Investment Advisors Limited and Zurich Investment Services Limited.

Under the terms of the agreement Zurich Global Investment Advisors provides investment advice and develops investment guidelines for the Company's investment committee. Zurich Investment Services provides record keeping services for the companies. Services include investment accounting and reporting such as, monthly security acquisition and disposition information and investment income summaries. This agreement was submitted to the Department and non-objected to January 6, 2003.

Subsequent to the examination date, May 7, 2007, this agreement was amended to provide that Zurich Global Investment Management, Inc., f/k/a Zurich Global Investment Advisors Limited ("ZGIM") will sub-contract certain investment advisory services to Zurich Group Investments ("ZGI"), a Zurich Insurance Company ("ZIC") business unit, to be performed for the benefit of ZAIC. The amendment was non-objected to by Department letter dated May 2, 2007.

Information Technology Services Agreement

The Company participates in an information technology services agreement, which was signed on July 24, 2003. The agreement consolidates and transfers the entire mainframe-based computer processing functions that had been performed by the Company in Schaumburg, Illinois to the Data Center of Farmers Group, Inc. ("FGI"), an affiliate, in Los Angeles, California. This data center consolidation affects the data processing for all of the member companies of ZAIG operating within North America. The primary objective of this data center consolidation is to reduce mainframe hardware and software costs for Zurich Financial Services North American operations.

This agreement was submitted to the Department and non-disapproved on September 9, 2003.

During the examination period, the process of amending and restating this agreement began, but it was not effective until executed by all parties, January 22, 2008. The agreement states that FGI will provide information technology services, including electronic data processing and related services. In return, ZAIC desires to share in the cost of certain information technology services from FGI, who will be responsible for providing such services, including certain information

technology services formerly provided by ZAIC internally. The amendment was non-objected to by Department letter dated September 25, 2006.

Claims Service Agreement

The Company and all pooled affiliates (“Zurich U.S.”), participate in a Claims Services Agreement with Farmers Insurance Exchange (“FIE”) with an effective date of September 10, 2005. The agreement was approved by the Department by letter dated September 16, 2005. The service agreement was entered into for the purpose that Farmers Insurance Exchange will provide claims adjusting services with respect to Zurich U.S. issued policies affected by Hurricane Katrina.

Zurich U.S. is responsible for issuing all settlement checks and establishing necessary reserves. Zurich U.S. shall make available to FIE all papers, documents, and records of any kind bearing upon each existing claim against Zurich, NA, which may be within the terms of the agreement.

Farmers Insurance Exchange shall handle, adjudicate, and adjust all Zurich, NA claims pursuant to the agreement in accordance with customary and usual claims handling procedures and applicable law.

Marketing, Administrative, and Support Services Agreement

ZAIC and its pooled affiliates participate in a Marketing, Administrative, and Support Services Agreement with Zurich Services Corporation (“ZSC”), effective November 17, 2003. The services to be performed by ZAIC and its pool members shall be to develop and present to ZSC, for its consideration, a marketing program, along with administrative and support services to assist ZSC in the provision of managed care services to insureds and claimants under insurance policies issued by the ZAIC and the pooled companies.

Pursuant to the agreement, the services provided to ZSC will be at cost. Settlement will be based on monthly reports and payment is to be received within 15 days of receipt. This agreement was non-objected to by the Department by letter dated October 22, 2003.

Workers' Compensation Services Agreement

ZAIC and its pooled affiliates ZAIC and its pooled affiliates participate in a workers' compensation services agreement with Zurich Services Corporation, effective November 17, 2003. The services to be performed by the ZSC include arranging network access services, medical management and consulting services, utilization review service and, as requested, medical director services. ZAIC and its pooled affiliates shall compensate ZSC for the performance of its obligations under this agreement on an actual cost basis for the fair and reasonable value of services rendered. This agreement was non-objected to by the Department by letter dated October 22, 2003.

ZAIC – ZSC Contract for Services

ZAIC and its pooled affiliates participate in a contract for services agreement with Zurich Services Corporation ("ZSC"), effective November 17, 2003. The services to be performed by the ZSC include arranging network access services, medical management and consulting services, utilization review service and, as requested, medical director services. ZAIC and its pooled affiliates shall compensate ZSC for the performance of its obligations under this agreement on an actual cost basis for the fair and reasonable value of services rendered. This agreement was non-objected to by the Department by letter dated October 22, 2003.

E. Significant Operating Ratios

The following ratios have been computed as of December 31, 2006, based upon the results of this examination:

Net premiums written to surplus as regards policyholders	0%
Liabilities to liquid assets (cash and invested assets less investments in affiliates)	57%
Premiums in course of collection to surplus as regards policyholders	0%

All of the above ratios fall within the benchmark ranges set forth in the Insurance Regulatory Information System of the National Association of Insurance Commissioners. Due to the fact that the Company cedes 100% of all underwriting assets, liabilities and expenses, as well as underwriting

income and losses (net of applicable reinsurance) to ZAIC with no retrocession from ZAIC to the Company, all net underwriting ratios are zero.

F. Accounts and Records

The general books of the Company are maintained by the use of electronic data processing equipment and applicable pre-programmed insurance related software packages. Basic data consists of cash receipts documents, cash disbursements vouchers, working papers, reports of premium and losses and various other documents and memoranda of a journal nature. Standardized insurance accounting procedures are employed in transactions involving premiums, losses, expenses and valuation of assets and liabilities resulting from the operation of the company.

During the course of the review of the Company's accounts and records the operational and organizational controls in place were analyzed. In general, it appears the Company has a sufficient level of controls in place.

However, the following record keeping deficiencies were noted during the course of the current examination:

Securities lending cash collateral

Upon examination it was noted that the Company reported the underlying collateral for its loaned securities as cash on Schedule E - Part 1 of its NAIC Annual Financial Statement. The Company should report the collateral based on the underlying nature of the invested security.

It is recommended that the Company report the collateral held for securities loans based on the underlying nature of the invested security.

Contract for services with independent auditors

Review of the Company's written contract for services with its independent auditors finds that the contract does not contain all the wording required by Department Regulation 118, Part 89.2 and it was not executed by both parties. A similar comment was made in the prior report on examination.

It is again recommended that the Company comply with Department Regulation 118, Part 89.2 and incorporate the appropriate language in all future contracts with its CPA firm, which all parties have executed.

Custodian Agreement Approval by Board of Directors

The prior examination noted that the Company was not able to provide evidence that the board of directors authorized the entering into the custodian agreement with the Bank of New York. The NAIC Financial Examiners' Handbook, Part 1, Section IV, J Paragraph 1 requires authorization by board resolution.

It is again recommended that the board of directors approve their respective custody agreements with the Bank of New York in accordance with the NAIC Financial Examiners Handbook, Part 1, Section IV, J Paragraph 1.

Failure to Comply With Circular Letter No. 10 (2001)

Department Circular Letter No. 10 (2001) provides for the proper method for collecting and paying premium tax on workers' compensation and employers' liability policies containing deductibles in New York State. The circular letter advises that the amount of deductible paid by the policyholder to the insurer should be treated as a premium paid to the insurer for the purpose of Section 1510 of the New York Tax Law. Examination review revealed that the participants of the ZAIG Pool did not recognize the reimbursements as premiums. A similar comment was made in the previous examination.

It is again recommended that the ZAIG Pool, and specifically the Company, comply with Department Circular Letter No. 10 (2001) and treat the amount of deductible paid by the policyholder to the insurer under high deductible policies as premium paid to the insurer for the purpose of Section 1510 of the New York Tax Law.

It is noted that the Zurich American Insurance Company has filed a petition with the New York Division of Tax Appeals regarding the characterization of New York workers' compensation deductible reimbursements as premiums for premium tax purposes. Zurich American Insurance Company, American Guarantee & Liability Insurance Company, American Zurich Insurance Company, Maryland Casualty Company, Northern Insurance Company of New York, and Universal Underwriters Insurance Company have filed a petition for hearing before the New York Division of Tax Appeals for redetermination of a deficiency/revision of a determination or for refund under Article 33 of the Tax Law for the Tax Years 2003, 2004, and 2005, as applicable.

G. Risk Management and Internal Controls

The Company has implemented only the procedures for separation of duties (“SOD”) for the corporate audit application/servers and is currently preparing for physical changes required to fully lockdown the environment. A full lockdown includes the removal of application support staff from servers. The corporate audit applications/servers are as follows:

ARS	CDW	CESAR
CIID	COS/eZSB	EDW
MECCA	PRIDE	RAMS
RCS	REALM	RELAY
Schedule F	ZEUSS	ZORBA

The remaining applications are recognized as requiring the same separation of duties controls. The following applications should be incorporated under the full lockdown controls:

ASPIRE	DBL
PMS	Premium Audit
PS	ZLPRS
APAC	

Allowing business users administrative responsibilities within applications creates a separation of duties concern. Without proper restrictions, users granted these high privileges could make unauthorized changes to production.

The Company responded that they have completed implementation for several of the noted systems and that they agree with the lock-down concepts presented as they apply to the remaining (ASPIRE, ZLPRS and premium audit) systems and will establish plans to implement the required controls over the next 18 months. These systems will be approached on an impact / risk basis starting with ASPIRE.

It is recommended that the Company complete their implementation of the required controls for the ASPIRE, ZLPRS and premium audit applications.

3. FINANCIAL STATEMENTS

A Balance Sheet

The following shows the assets, liabilities and surplus as regards policyholders as of December 31, 2006. This statement is the same as the balance sheet filed by the Company. Due to rounding the columns may not total.

<u>Assets</u>	<u>Assets</u>	<u>Assets Not Admitted</u>	<u>Net Admitted Assets</u>
Bonds	\$137,204,537	\$ 0	\$137,204,537
Cash, cash equivalents and short-term investments	60,449,149	0	60,449,149
Other invested assets	6,270,153	0	6,270,153
Investment income due and accrued	1,301,067	0	1,301,067
Amounts recoverable from reinsurers	(9,804,340)	0	(9,804,340)
Receivables from parent, subsidiaries and affiliates	<u>64,246,948</u>	<u>0</u>	<u>64,246,948</u>
Total assets	<u>\$259,667,514</u>	<u>\$ 0</u>	<u>\$259,667,514</u>
 <u>Liabilities, Surplus and Other Funds</u>			
<u>Liabilities</u>			
Reinsurance payable on paid losses and loss adjustment expenses			\$ (2,225,144)
Other expenses (excluding taxes, licenses and fees)			10,064
Current federal and foreign income taxes			139,562
Net deferred tax liability			628,341
Ceded reinsurance premiums payable (net of ceding commissions)			56,553,606
Aggregate write-ins for liabilities			<u>58,589,066</u>
Total liabilities			\$113,695,494
 <u>Surplus and Other Funds</u>			
Common capital stock		\$5,000,027	
Gross paid in and contributed surplus		172,270,401	
Unassigned funds (surplus)		<u>(31,298,407)</u>	
Surplus as regards policyholders			<u>145,972,021</u>
Total liabilities, surplus and other funds			<u>\$259,667,514</u>

NOTE: The Internal Revenue Service (“IRS”) has completed its audits of the Group’s consolidated Federal Income Tax returns through tax year 2004 and issued a Revenue Agents Report to which the Parent disagreed. The Group is currently seeking resolution of the disputed issues through the Appeals Division of the IRS. A contingent Federal Income Tax liability of approximately \$40,300,000 as of December 31, 2006 has been established for the companies participating in the Consolidated Tax Agreement. The liability is management’s estimate of the companies’ ultimate

settlement of these adjustments. Audits covering tax years 2005 and 2006 are currently under examination.

B. Underwriting and Investment Exhibit

Surplus as regards policyholders increased \$52,243,048 during the three-year examination period January 1, 2004 through December 31, 2006, detailed as follows:

Underwriting Income

Premiums earned		\$	0
Deductions:			
Losses incurred	\$	0	
Loss adjustment expenses incurred		0	
Other underwriting expenses incurred		0	
Aggregate write-ins for underwriting deductions		<u>0</u>	
Total underwriting deductions			<u>0</u>
Net underwriting gain or (loss)		\$	0

Investment Income

Net investment income earned	\$17,891,055		
Net realized capital gain		<u>589,613</u>	
Net investment gain or (loss)			18,480,668

Other Income

Net gain or (loss) from agents' or premium balances charged off	\$	0	
Finance and service charges not included in premiums		0	
Aggregate write-ins for miscellaneous income		<u>0</u>	
Total other income			<u>0</u>
Net income after dividends to policyholders but before federal and foreign income taxes			\$18,480,668
Federal and foreign income taxes incurred			<u>(18,603)</u>
Net income			<u>\$18,499,271</u>

C. Capital and Surplus Accounts

Surplus as regards policyholders per report on examination as of December 31, 2003			\$93,728,973
	<u>Gains in Surplus</u>	<u>Losses in Surplus</u>	
Net income	\$18,499,271		
Net unrealized capital gains or (losses)	4,276,834		
Change in net deferred income tax		\$533,057	
Surplus adjustments paid in	<u>30,000,000</u>	<u>0</u>	
Total gains or losses in surplus	<u>\$52,776,105</u>	<u>\$533,057</u>	
Net increase (decrease) in surplus			<u>52,243,048</u>
Surplus as regards policyholders per report on examination as of December 31, 2006			<u>\$145,972,021</u>

4. MARKET CONDUCT ACTIVITIES

In the course of this examination, a review was made of the manner in which the Company conducts its business and fulfills its contractual obligations to policyholders and claimants. The review was general in nature and is not to be construed to encompass the more precise scope of a market conduct investigation, which is the responsibility of the Market Conduct Unit of the Property Bureau of this Department.

The general review was directed at practices of the Company in the following areas:

- A. Sales and advertising
- B. Underwriting
- C. Rating
- D. Claims and complaint handling

The Company's complaint log is not in compliance with the requirements of Circular Letter No. 11 (1978). The following columns were found to be missing:

- The dates of correspondence to the Department's Consumer Services Bureau.
- Chronology of further contacts with the Department.
- Remarks about internal remedial action taken as a result of the investigation.

It is again recommended that the Company fully comply with the requirements of Circular Letter No. 11 (1978) and going forward maintain a complaint log that encompasses the eleven subject matters required in this circular letter. A similar recommendation was included in prior report.

The Company's complaint log is forwarded to the Customer Inquiry Center ("CIC") on a quarterly basis. Further forwarding of the complaint log reports to business unit managers and the Company's president is not done as required by Department Circular Letter No. 11 (1978).

It is recommended that the Company fully comply with the Department Circular Letter No. 11 (1978) by forwarding quarterly reports from the complaint logs to the heads of respective operating units and to the Company's president.

5. SUMMARY OF COMMENTS AND RECOMMENDATIONS

<u>ITEM</u>		<u>PAGE NO.</u>
A.	<u>Management</u>	
i.	It is again recommended that the Company comply with the provisions of its by-laws with regard to board of directors' meetings.	5
ii.	It is recommended that the Company retain detail documentation of the transactions submitted for approval and provide same upon examination so that compliance with Section 1411(a) of the New York Insurance Law can be verified. It is noted that a recommendation regarding compliance with Section 1411(a) was included in the prior report on examination.	6
B.	<u>Reinsurance</u>	
i.	It is recommended that reinsurance arrangements, where the Company participated in coverage with non-pooled affiliates, be amended to contain acceptable language for agreements with multiple reinsureds.	12
ii.	It is recommended that the Company ensure that the letters of credit it accepts are in compliance with Department Regulation 133, Parts 79.1(b) and 79.1(c)(2).	13
iii.	It is again recommended that the Company initiate procedures to comply with Department Regulation 114, Sections 126.2(a) and 126.3(e) and create trust account arrangements that involve only one beneficiary.	14

<u>ITEM</u>	<u>PAGE NO.</u>
C. <u>Holding Company</u>	
It is recommended that the Company’s board of directors approve all amendments to their tax allocation agreement in compliance with Department Circular Letter No. 33 (1979).	17
D. <u>Accounts and Records</u>	
i. It is recommended that the Company report the collateral held for securities loans based on the underlying nature of the invested security.	21
ii. It is again recommended that the Company comply within Department Regulation 118, Part 89.2 and incorporate the appropriate language in all future contracts with its CPA firm, which all parties have executed.	21
iii. It is again recommended that the board of directors approve their respective custody agreements with the Bank of New York in accordance with the NAIC Financial Examiners Handbook, Part 1, Section IV, J Paragraph 1.	22
iv. It is again recommended that the ZAIG Pool, and specifically the Company, comply with Department Circular Letter No. 10 (2001) and treat the amount of deductible paid by the policyholder to the insurer under high deductible policies as premium paid to the insurer for the purpose of Section 1510 of the New York Tax Law.	22
E. <u>Risk Management and Internal Controls</u>	
It is recommended that the Company complete their implementation of the required controls for ASPIRE, ZLPRS and premium audit applications.	23
F. <u>Market Conduct</u>	
i. It is again recommended that the Company fully comply with the requirements of Circular Letter No. 11 (1978) and going forward maintain a compliant log that encompasses the eleven subject matters required in this circular letter. A similar recommendation was included in the prior report.	27
ii. It is recommended that the Company fully comply with the Department Circular Letter No. 11 (1978) by forwarding quarterly reports from the complaint logs to the heads of respective operating units and to the Company’s president.	27

APPENDIX A

Zurich American Insurance Company Pool Ceded Reinsurance Program

ZAIC ceded 56.8% of its gross written premium (including amounts assumed from the pool participants) in 2006. Of this amount, 79% or \$5.6 billion are cessions to non-U.S. affiliated companies. The reinsurance recoverable exposures as of December 31, 2006 were \$11.495 billion, with non-U.S. affiliates representing 60% of this balance, third party reinsurers and pools comprised the remaining 40%.

Reinsurance treaty placements are based on the needs of the business units as well as the overall reinsurance strategy of the group. Per the Company, retentions have been increased vertically as well as horizontally (through increased coinsurance referred to by the Company as "co-participation") to limit the number of treaties with a retention below \$5 million.

Reinsurance agreements with affiliates were reviewed for compliance with Article 15 of the New York Insurance Law. It was noted during the review that the Company entered into several multiple cedant reinsurance contracts where various affiliates, in addition to those participating in the inter-company pooling agreement, were also parties to the agreement. These agreements were not filed with the Department pursuant to the provisions of Section 1505(d)(2) of the New York Insurance Law.

The examination identified several other agreements that contain an "Affiliate" clause permitting any affiliate or subsidiary under the Company's management to participate in the agreement. This clause was silent as to which affiliates or subsidiaries, pooled or not, were under the Company's management.

The examination found that these contracts, where the Company participated in coverage with other non-pooled affiliates, did not contain acceptable language for agreements with multiple reinsureds. It is the Department's position that a domestic insurer cannot participate in a reinsurance agreement wherein there are multiple affiliated cedants who are not parties to an inter-company pooling agreement. The pooling agreement should contain the pooling percentages of each affiliate and the method of its premium allocation. However, the Department has accepted the following wording in lieu of a pooling agreement, which should be contained in such reinsurance agreements, usually as a mutual offset clause:

“Each party to this contract agrees to honor the terms set forth herein as if the contract were a separate agreement between the reinsurer and each individual named reinsured. Balances payable or recoverable by any reinsurer or each individual named reinsurer or individual named reinsured shall not serve to offset any balances payable or recoverable to or from any other reinsured party to the contract. Reports and remittances made to the reinsurer in accordance with the applicable articles are to be in sufficient detail to identify both the reinsurer’s loss obligations due each reinsured and each reinsured’s premium remittances under the report.”

It is recommended that reinsurance arrangements, where the Company participated in coverage with non-pooled affiliates, be amended to contain acceptable language for agreements with multiple reinsureds.

ZNA provides insurance coverage, directly and indirectly through non-U.S. affiliates or branches of ZIC, to U.S. insureds that operate internationally. Conversely, coverage of the U.S. exposures of foreign entities written by participants in the pooling agreement is referred to as “Reverse Flow” business. For ZAIC, AGLIC and the Illinois and Delaware domiciled pooled companies, the Reverse Flow business is ceded on a quota share basis through stand alone reverse flow affiliate master facultative reinsurance agreements for each of the ceding companies. The Reverse flow affiliate master facultative reinsurance agreements for ZAIC were sent to the Department June 29, 2006.

Provisions for reinsurance were minimal with penalties of \$38.8 million for unauthorized reinsurers, and \$80.2 million for authorized reinsurers. The total penalty of \$119.1 million represented 1.04% of all ceded exposures.

The treaties in place at December 31, 2006 are summarized below:

Capital Cover

In effect for 2006 was one capital treaty, the whole account quota share (“WAQS”), for the benefit of all business units and writing companies covered under the pooling agreement. This treaty is on a loss occurring basis and attached to the net line after the corporate covers addressed in the following paragraph. This treaty was a 50% quota share treaty with no risk limiting factors and was ceded to Zurich Insurance Company, Bermuda Branch (“ZIBB”), an affiliate. The WAQS treaty was effective July 1, 2001. The 6th amendment to the WAQS treaty was effective January 1, 2005, and the Company obtained a non-objection letter from the Department dated December 20, 2004.

Corporate Covers

A four-layer group property catastrophe (“Cat”) reinsurance agreement provides coverage excess of \$400 million up to \$1.05 billion. Due to the reduction in reinsurance market capacity that resulted from the 2004 and 2005 hurricanes, the Company was not able to complete the desired 95% placement (with one full reinstatement) of the group property Cat program that had been the traditional placement. Several additional coverages were obtained during 2006 that helped fill the gap, mostly on a named peril with no reinstatement basis. The total placements resulted in first event wind coverage of \$792 million part of \$850 million excess of a \$400 million retention and second event coverage of \$738 million part of \$1 billion excess of \$250 million. The main Cat treaty covers all Zurich entities for losses that occur in the U.S., regardless of the location of the Zurich entity writing the underlying risk. Similarly, all foreign exposures written on the Company’s paper are covered under the European Property Cat treaty. The European Property Cat treaty provides per occurrence coverage of €1.3 billion excess of €0 million (approximately \$1.716 billion excess of \$13.197 million based on exchange rate at December 29, 2006) with an €200 million (\$263.940 million) per occurrence deductible. The European Property Cat cover has one reinstatement at 100% and was placed 100% with Zurich Insurance Company (“ZIC”). The European Property Cat treaty was effective August 14, 2006, and the Company obtained a non-objection letter from the Department dated September 29, 2006.

A multi-year (December 20, 2006 through December 31, 2009) California Earthquake property layer of 95% of \$200 million excess of \$1 billion was placed with Munchener Ruckversicherungs-Gesellschaft Aktiengesellschaft (“Munich Re”) in December 2006. The treaty between the Company and Munich Re allows for annual reset of the treaty attachment point. This treaty also relies on the Company’s exposures as modeled by their risk management software (“RMS”) Cat modeling software. The use of an annual reset would allow the Company to take advantage of its aggressive Cat accumulation management program with near term earthquake exposures expected to decrease. As part of the original agreement between the Company and Munich Re, Munich Re assigned and granted to the Company a security interest in the collateral account, effectively collateralizing the Company against Munich Re’s default in the event of a loss.

A two layer Policy Claim Service (“PCS”) Property Cat aggregate cover under two contracts was in effect from March 1, 2006 through December 31, 2006, with 100% of the first contract (\$100 million excess of \$400 million layer) and 97.5% of the second contract (\$400 million excess of \$500

million layer) placed with ZIC. The remaining 2.5% of the second layer is reinsured by Munchener Ruckversicherungs-Gesellschaft. The Company obtained a non-objection letter from the Department for both of these contracts dated May 31, 2006. This treaty has a two-risk warranty. The maximum contribution from any one event is \$400 million. This is a frequency cover, not a severity cover, and does not address any losses in excess of the Group Cat Cover limit.

Terrorism coverage was purchased on a per risk and occurrence basis with a limit of \$600 million excess of \$300 million on an aggregate basis. Included in this limit is \$250 million of coverage for acts of terrorism involving nuclear, biological or chemical weapons. This treaty was 100% placed.

Worker's Compensation is covered by a five layer Cat treaty providing coverage of \$275 million excess of \$25 million, all with one reinstatement. The cover is subject to a \$5 million maximum amount of loss to any one person warranty. This treaty was 100% placed.

The Company has an Internal International Catastrophe Excess of Loss contract with Zurich Insurance Company providing \$300 million (subject however, to any reinstatement provision/limitation as may be specified in the contract) excess of a \$100 million deductible ultimate net loss each and every loss occurrence covering Property, Engineering/Technical Insurance, Motor Hull and Marine. The contract provides for one full reinstatement calculated at pro rata of 100% additional premium. The contract was effective November 5, 2006 and was non-objected to by letter dated June 26, 2007.

Business Units

Business is written through five main platforms referred to as “Business Units” or “BUs” as follows: Global Corporate (“GC”), Commercial Markets (“CM”), Specialties (“SP”), Small Business (“SB”), and Universal Underwriters (“UUG”). Each of these entities has stand-alone business unit treaties, and they are outlined below:

Multiunit Coverage

A corporate general property per risk program provides up to \$50 million of coverage per risk/per occurrence on losses in excess of \$25 million. This cover is available to all the business units stated above, with the exception of UUG. The treaty has three free reinstatements for an annual

aggregate limit of \$200 million, though an annual sub-limit of \$150 million applies to natural perils. ZAIC has a 10% co-participation on this treaty.

There is an additional shared layer excess of the \$50 million excess of \$25 million that covers GC and Middle Markets (part of CM) for \$75 million excess of \$75 million on a per risk, loss occurring basis. The cover has a \$75 million per occurrence limit, with a \$150 million annual aggregate limit. ZAIC has a 5% co-participation on this treaty.

A commercial property per risk treaty provides \$15 million excess of \$10 million Property per Risk protection for the Middle Markets and SB business units. The treaty's occurrence limit is \$30 million, with the annual aggregate limit of \$90 million. The treaty includes three free reinstatements and two pro rata. ZAIC has a 33% co-participation on this treaty.

For casualty risks, Middle Markets and SP share a Mid Risk excess of loss of treaty \$10 million excess of \$10 million as well as a top risk excess of loss of \$15 million excess of \$20 million. The specific segments covered under these treaties are SP excess casualty, railroad, fidelity, and construction umbrella as well as excess and umbrella business from Middle Markets.

Global Corporate ("GC")

Global Corporate has several strategic business units, ("SBUs") that comprise its North America operation. They are Global Corporate, Structured Solutions Group, Global Energy (property only) and Canada (not covered here as it is not written on US paper).

The Global Corporate BU maintains two property per risk layers above the \$75 million excess of \$75 million layer that they share with Middle Markets. These are risk attaching layers of \$250 million excess of \$150 million (one reinstatement, occurrence/aggregate limit of \$500 million) and \$150 million excess of \$400 million (unlimited aggregate, \$300 million per occurrence limit). Both of these layers are automatic facultative transactions covering business classified by Global Corporate BU as highly protected risks ("HPR").

In late 2006, an automatic facultative facility was placed for Global Corporate SBU to reinsure its workers' compensation industrial aid aircraft risks. This agreement provides \$2 million excess of \$100 thousand coverage on a per person basis and \$5 million per occurrence.

The Structured Solution Group SBU of GC maintains a 45% risk attaching quota share on its Integrated Solutions business (property and casualty) with risk limits of \$50 million. In addition, there is a property excess of loss treaty with limits of \$10 million excess of \$15 million subject to a \$10 million aggregate annual deductible (“AAD”) that responds on a loss occurrence basis. This cover has a \$30 million annual limit.

Global energy's property program can be broken into three segments - onshore, offshore exploration and production (“E&P”) and marine:

Onshore

The onshore quota share has two separate treaty agreements for a total quota share cession of 23.5% of the \$75 million limit written any one risk. The treaties are on a risk-attaching basis, and both agreements are subject to a 200% loss ratio cap, as well as a \$150 million natural perils sub-limit. The difference in the agreements is in the manner in which excess of loss of recoveries are handled. The 10% quota share agreement with Validus Reinsurance Ltd., Bermuda, benefits from the excess of loss of protection purchased by the Company, whereas the other quota share agreement does not. The excess of loss that the Company maintains is a 76.5% of \$45 million excess of \$30 million loss occurrence cover, and recoveries from the quota share do not inure to the excess of loss of reinsurers.

Offshore (E&P)

The Offshore (E&P) business is subject to a 70% quota share of the \$75 million limit written, any one risk. The treaty has Gulf of Mexico hurricane sub limits of \$150 million per hurricane, \$500 million for the term of the contract. The E&P excess of loss placement is 30% of \$20 million excess of \$55 million and is on a risk-attaching basis. The excess of loss excludes Gulf of Mexico named storms or hurricanes. Both treaties have an interlocking clause for those occurrence losses with underlying risks that attach from more than one treaty year.

There is an excess facultative reporting cover of \$25 million excess of \$75 million, any one risk, to cover larger individual risks. Gulf of Mexico losses from named storms are excluded.

Marine

The ocean marine segment is covered by a two-layer loss occurring, per occurrence treaty. The \$5 million excess of \$5 million layer has two reinstatements at 100%. The \$15 million excess of \$10 million layer has one reinstatement at 100%. ZAIC's co-participation for each of these layers is 25%.

There is a combination E&P and marine loss occurring Cat treaty that allows a maximum recovery of \$22.5 million each occurrence or \$45 million on an annual aggregate basis. The individual components of the Cat cover are a 30% of \$75 million excess of \$75 million E&P piece, and a 100% of \$15 million excess of \$25 million Marine piece.

Ocean cargo is covered under a facultative reporting facility of \$44 million excess of \$1 million any one risk.

Commercial Markets ("CM")

Commercial Markets has several SBUs that comprise its North America operation. They are construction, environmental, middle markets, global energy (casualty only) and Canada. CM Canadian SBU does not write on U.S. paper and is not included in this overview.

Construction property risks are reinsured under two excess of loss contracts, one below and one above the corporate general property per risk contract. Both are Per Risk covers that attach on a loss occurring basis. The lower layer is \$15 million excess of \$10 million, of which the ceding company retains 30%. This layer is subject to a \$30 million occurrence limit and a \$45 million annual aggregate limit with the reinstatements prepaid. The upper layer is \$25 million excess of \$75 million, subject to an occurrence limit of \$25 million and annual aggregate limit of \$75 million. Reinstatements on this layer are at 100% of the layer premium.

The Construction SBU's casualty risks arising from home warranty, subcontractors default and professional liability are covered under one treaty. The home warranty section is a 54.5% quota share and is on a risk-attaching basis. The subcontractors default section is \$28 million excess of \$2 million and is on a risk-attaching, per occurrence basis. This coverage sits above the insured's deductible which ranges from \$1.5 million to \$2 million under this business line and is subject to a loss ratio cap of 400%. This section is 34.5% placed and the premium is cession rated. The

professional liability section is a 51% quota share with a \$30 million risk limit and a project risk limit of \$25 million. This section contains an implicit ceding commission of 25%.

An overlaying excess of loss, which is 57.5% placed provides \$20 million excess of \$30 million coverage for the subcontractors default and professional liability lines on a risk attaching, per occurrence basis. The annual limit on this treaty is \$40 million. The subcontractors default section is cessions-rated and the professional liability section is flat-rated.

Environmental maintains a 25% quota share with Eastern Alliance Ltd., a group captive that reinsures \$1 million limit storage tank liability, auto liability policies and other specified risks.

Other environmental liability is covered through a two layer per risk excess of loss of treaty of \$7 million excess of \$3 million, and \$20 million excess of \$10 million, both 60% placed. Although these treaties do not cover the losses for policies with limits below \$3 million, the reinsurance premium is based on the entire environmental premium base, including the policies less than \$3 million. This reinsurance includes an aggregate liability for mold of \$27 million.

Middle Markets fidelity losses are covered under a four layer per risk excess of loss of treaty that provides coverage of \$23 million excess of \$2 million. The first layer is \$3 million excess of \$2 million and provides for three reinstatements, two at 25% and one at 50% of the layer's premium. The second layer is \$5 million excess of \$5 million and provides for two reinstatements, one at 25% and one at 50% of the layer's premium. The third layer is \$10 million excess of \$10 million and provides for one reinstatement at 150% of the layer's premium. The fourth layer is \$5 million excess of \$20 million and provides for one reinstatement at 150% of the layer's premium. This treaty is on a loss discovered basis (by the original insured) which effectively eliminates the majority of incurred but not reported ("IBNR") after the expiration date.

Middle Markets writes a program for churches that uses an 80% automatic facultative facility to reinsure the property risks excess of \$500 thousand up to \$25 million. This agreement is subject to an occurrence limit of \$50 million.

Middle Markets writes the primary layer for several casualty (workers compensation, general liability, auto liability only) group captives. For four of these group captives, the Company made additional low-level excess placements (limit and retention less than \$1 million).

Specialties Unit (“SP”)

For SP, healthcare risks are covered under a quota share up to a \$10 million risk limit, and then a risk-attaching per risk excess of loss for \$15 million excess of \$10 million. The quota share treaty is 4% placed and the excess of loss of treaty is 50% placed.

Political and trade credit risks are covered under an 80.95% quota share treaty (risk limit of \$80 million) and a 66.14% quota share treaty (risk limit of \$35 million), respectively. ZIC has a 9.38% share (based on the full loss) of the political risk cession and a 7.149% share of the trade credit risk cession. This risk attaching treaty contains aggregate liability limits for policies by length of contract (for those risks greater than 5 years) and by country. In addition, there is a loss cap ratio of 650% for the treaty year.

SP excess casualty and umbrella business with limits in excess of \$50 million are subject to the Mid Risk and Top Risk quota shares agreements. The Mid Risk variable quota share covers risk limits over \$10 million up to \$20 million and is placed at 68.5%. The Top Risk variable quota share covers limits over \$35 million up to \$50 million and is placed at 65%. The variable quota shares proportionately share the risks (attaching excess of \$50 million) as follows:

<u>Policy limit</u>	<u>Net %</u>	<u>Mid-Risk</u>	<u>Top Risk</u>
\$15M	66.0%	34.0%	0.0%
\$20M	50.0%	50.0%	0.0%
\$25M	40.0%	40.0%	20.0%
\$35M	28.6%	28.6%	42.8%

(Note: The excess of loss of covering this business was outlined in the Multiunit Coverage segment of this summary.)

SP excess casualty group also has an automatic facultative carve-out facility of \$1 million excess of \$1 million on its auto liability business.

SP directors and officers liability policies as well as its employment practices liability policies are covered under a 27.5% quota share for risk limits up to \$25 million.

SP surety exposures are covered on a six layer per risk excess of loss treaty that provides coverage of \$135 million excess of \$15 million. Aggregate bond limits, per principal, are \$750

million for Contract Surety and \$200 million for Commercial Surety. This treaty attaches on a loss-discovered basis with minimal IBNR maintained after the expiration date.

Small Business (“SB”)

The Small Business platform is comprised of two SBUs named the Small Business SBU and the Programs Unit.

The Small Business SBU does not have any stand-alone treaties. Property risks are addressed in the multiunit coverage section above and casualty risks are held net.

The Programs Unit is the only segment currently using Empire Fire and Marine and Empire Indemnity paper (in addition to ZAIC in an agent capacity). The Programs Unit has a property per risk treaty with limits of \$15 million excess of \$10 million. This program is subject to an occurrence limit of \$15 million and an aggregate limit of \$30 million. This treaty covers business written through Empire's SPOPS (“Special Operations”) division as well as risks produced for Empire through American Management Corporation Insurance Services, and Hull & Co. This rewrite also covers the Public Underwriting Corporation (“PUC”) and Waddell Sluder programs serviced by the Programs Unit, previously part of Middle Markets.

Empire Fire and Marine writes crop and hail coverage through Rural Community Insurance Services. Those policies, which are approved and reinsured by the Federal Crop Insurance Corporation are reinsured through a two layer multi-peril stop loss treaty. The first layer is 4% excess of 111% and is ceded to ZIC. The second layer is 10% excess of 115%. The Company has 5% co-participation in both of these layers.

The Programs Unit reinsures its participation in the USAIG aviation pools I and II through a 25% quota share.

The Programs Unit has three property Cat programs. First, the Property Cat treaty covers several Cat perils, including fire and earthquake, with three layers providing coverage of \$135 million excess of \$75 million. As was the case with the corporate program, the reduced capacity in the reinsurance market left this treaty partially placed (\$103 million part of the \$135 million placed). Second, the California Cat covers several Cat perils, including fire and earthquake, and has seven layers placed through two treaties providing coverage of \$290 million excess of \$35 million. Finally, the California Earthquake Cat treaty covers California earthquake perils through a single layer of

coverage \$150 million excess of \$500 million. By stacking these three Cat programs, earthquake Cat exposures in California are covered up to \$650 million as follows:

Initial retention	\$35M
CA Cat Cover	\$290M excess of \$35M (95% placed), 7 layers
Interim retention	\$40M
Property Cat	\$135M excess of \$365M (95% placed)
CA EQ Cat	\$150M excess of \$500M (95% placed) (earthquake only)

The Group Corporate Cat treaty would cover losses in excess of the limits provided above. The shortfall referenced in the property Cat remained the case for the peril of hurricane throughout 2006.

Universal Underwriters (“UUG”)

UUG has a three layer per occurrence casualty excess of loss of treaty. The layers are \$2 million excess of \$3 million, \$7 million excess of \$5 million, and \$3 million excess of \$12 million. Above the excess of loss is a per occurrence \$12 million excess of \$25 million non-obligatory facultative agreement.

A \$15 million excess of \$15 million per occurrence casualty clash is also placed that allows for two reinstatements, one at 100% of the layer premium and one free. This treaty contains a \$15 million maximum policy limit warranty.

UUG's Property exposures are addressed through a three layer Property per risk treaty providing \$11 million excess of \$3 million in reinsurance coverage. The first layer is \$3 million excess of \$3 million with a \$4.5 million occurrence limit, an aggregate limit of \$18 million and free reinstatements. The second layer is \$4 million excess of \$6 million with an \$8 million occurrence limit, an aggregate limit of \$16 million and three reinstatements at 0%, 50% and 100% of the layers' premium. The third layer is \$4 million excess of \$10 million with a \$4 million occurrence limit, an aggregate limit of \$12 million and two reinstatements at 100% of the layers' premium.

UUG's property Cat program is a three layered program providing \$175 million excess of \$25 million and was under placed at inception and was never fully placed.

Respectfully submitted,

James Call, CFE

STATE OF NEW YORK)
)SS:
)
COUNTY OF NEW YORK)

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

James Call

Subscribed and sworn to before me

this _____ day of _____, 2009.

Appointment No. 22619

**STATE OF NEW YORK
INSURANCE DEPARTMENT**

I, Eric R. Dinallo, Acting Superintendent of Insurance of the State of New York, pursuant to the provisions of the Insurance Law, do hereby appoint:

James Call

as proper person to examine into the affairs of the

AMERICAN GUARANTEE AND LIABILITY INSURANCE COMPANY

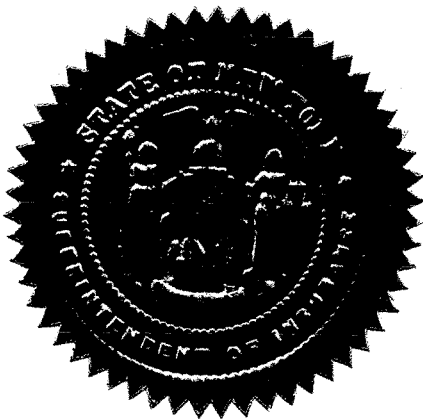
and to make a report to me in writing of the condition of the said

Company

with such other information as he shall deem requisite.

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

this 12th day of March, 2007



A handwritten signature in cursive script, reading "Eric R. Dinallo".

ERIC R. DINALLO

Acting Superintendent of Insurance