

STATE OF INDIANA ) BEFORE THE INDIANA  
 ) SS:  
COUNTY OF MARION ) COMMISSIONER OF INSURANCE

IN THE MATTER OF: )  
 )  
**American States Insurance Company** )  
**175 Berkeley Street** )  
**Boston, MA 02116** )

Examination of: **American States Insurance Company**

**NOTICE OF ENTRY OF ORDER**

Enclosed is the Final Order entered by Stephen W. Robertson, Commissioner of the Indiana Department of Insurance, after fully considering and reviewing the Verified Report of Examination of American States Insurance Company, any relevant examination work papers, and any written submissions or rebuttals. The Verified Report of Examination, as sent to you on July 2, 2020, has been adopted by the Commissioner.

Pursuant to Ind. Code § 27-1-3.1-12(b), within thirty (30) days of receipt of the Final Order, each director of American States Insurance Company shall file an affidavit with the Indiana Department of Insurance stating that he/she has received a copy of the Verified Report of Examination and the Final Order.

The Final Order is a final administrative decision that may be appealed pursuant to Ind. Code § 4-21.5-5.

Date July 15, 2020 Roy Eft  
Chief Financial Examiner

**CERTIFIED MAIL NUMBER: 7017 3040 0000 9294 9636**

STATE OF INDIANA ) BEFORE THE INDIANA  
 ) SS:  
COUNTY OF MARION ) COMMISSIONER OF INSURANCE

IN THE MATTER OF: )  
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**American States Insurance Company** )  
**175 Berkeley Street** )  
**Boston, MA 02116** )

Examination of: **American States Insurance Company**

### FINDINGS AND FINAL ORDER

The Indiana Department of Insurance conducted an examination into the affairs of the American States Insurance Company (hereinafter “Company”) for the time period January 1, 2014 through December 31, 2018.

The Verified Report of Examination was filed with the Commissioner of the Department of Insurance (hereinafter “Commissioner”) by the Examiner on June 10, 2020.

A copy of the Verified Report of Examination, along with a Notice of Opportunity to Make Written Submission or Rebuttal, was mailed to the Company via Certified Mail on July 2, 2020 and was received by the Company on July 2, 2020.

The Company did not file any objections.

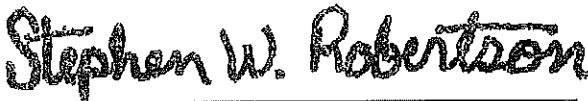
NOW THEREFORE, based on the Verified Report of Examination, I hereby make the following **FINDINGS**:

1. That the Verified Report of Examination is a true and accurate report of the financial condition and affairs of the American States Insurance Company as of December 31, 2018.
2. That the Examiner’s Recommendations are reasonable and necessary in order for the American States Insurance Company to comply with the laws of the State of Indiana.

Based on the FINDINGS, the Commissioner does hereby ORDER:

1. Pursuant to Ind. Code § 27-1-3.1-11(a)(1), the Verified Report of Examination is adopted and shall be filed. Hereafter the Verified Report of Examination, may constitute prima facie evidence of the facts contained therein in any action or proceeding taken by the Indiana Department of Insurance against the Company, its officers, directors, or agents.
2. The Company shall comply with the Examiner's Recommendations enumerated in summary form and throughout the text of the Verified Report of Examination. A written response to these recommendations should be provided to the Department within 30 days of receipt of this order.
3. Compliance with the Examiner's recommendations shall be completed on or before the filing of the subsequent annual statement. In the event it is not feasible to comply with a recommendation before the filing of the subsequent annual statement, the Company shall submit a written explanation as to why it was not feasible with the filing of the annual statement.

Signed this 15 day of  
July, 2020.

  
\_\_\_\_\_  
Stephen W. Robertson  
Insurance Commissioner  
Indiana Department of Insurance

## ABOUT AFFIRMATIONS

The following pages for affirmations need to be signed by each Board Member and returned to the Indiana Department of Insurance within thirty (30) days in accordance with I.C. §27-1-3.1-12(b).

If your affirmations list individuals that are no longer on your Board of Directors, you may simply retype the form on plain white paper with the correct names and a line to the right for signature. If the names are misspelled, you may do the same, simply re-type the corrected form with a line to the right for signature.

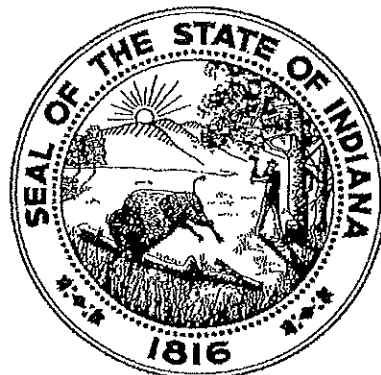
Should you have any questions or difficulties with these forms or you require additional time past the thirty (30) day requirement, please do not hesitate to contact this department at (317) 232-2390.

**STATE OF INDIANA**  
**Department of Insurance**  
**REPORT OF EXAMINATION**  
**OF**

**AMERICAN STATES INSURANCE COMPANY**  
NAIC Co. CODE 19704  
NAIC GROUP CODE 0111

As of

December 31, 2018



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# STATE OF INDIANA

ERIC J. HOLCOMB, GOVERNOR

## Indiana Department of Insurance

Stephen W. Robertson, Commissioner  
311 W. Washington Street, Suite 103

Indianapolis, Indiana 46204-2787

Telephone: 317-232-2385

Fax: 317-232-5251

Website: [in.gov/doi](http://in.gov/doi)

June 10, 2020

Honorable Stephen W. Robertson, Commissioner  
Indiana Department of Insurance  
311 West Washington Street, Suite 300  
Indianapolis, Indiana 46204-2787

Dear Commissioner:

Pursuant to the authority vested in Appointment Number 4009, an examination has been made of the affairs and financial condition of:

**American States Insurance Company**  
175 Berkeley Street  
Boston, Massachusetts 02116

hereinafter referred to as the "Company", or "ASIC", an Indiana domestic stock, property and casualty insurance company. The examination was conducted at the corporate offices of the Company in Boston, Massachusetts.

The Report of Examination, reflecting the status of the Company as of December 31, 2018, is hereby respectfully submitted.

ACCREDITED BY THE NATIONAL ASSOCIATION OF INSURANCE COMMISSIONERS

AGENCY SERVICES  
317-232-2989

COMPANY COMPLIANCE  
317-232-3495

CONSUMER SERVICES  
317-232-2995/1-800-622-4461

FINANCIAL SERVICES  
317-232-2390

MEDICAL MALPRACTICE  
317-232-2402

COMPANY RECORDS  
317-232-5692

STATE HEALTH INSURANCE PROGRAM  
1-800-452-4800

## SCOPE OF EXAMINATION

The Company was last examined by representatives of the Indiana Department of Insurance (INDOI) and covered the period from January 1, 2010 through December 31, 2013. The present risk focused examination was conducted by Noble Consulting Services, Inc., and covered the period from January 1, 2014 through December 31, 2018, and included any material transactions and/or events occurring subsequent to the examination date and noted during the course of this examination.

The examination was conducted in accordance with the NAIC *Financial Condition Examiners Handbook* (Handbook). The Handbook requires that we plan and perform the examination to evaluate the financial condition, assess corporate governance, identify current and prospective risks of the Company, and evaluate system controls and procedures used to mitigate those risks. An examination also includes identifying and evaluating significant risks that could cause an insurer's surplus to be materially misstated both currently and prospectively.

The examination of the Massachusetts domestic insurance companies of the Liberty Mutual Group (LMG) was called by the Massachusetts Division of Insurance (Division) in accordance with the Handbook guidelines, through the NAIC's Financial Examination Electronic Tracking System. The Division served as the lead state on the examination, and the INDOI served as a participant state.

Risk & Regulatory Consulting LLC, appointed by the Division, provided all actuarial services throughout the examination and conducted a review of the Company's actuarial related risks as of December 31, 2018.

All accounts and activities of the Company were considered in accordance with the risk-focused examination process. This may include assessing significant estimates made by management and evaluating management's compliance with Statutory Accounting Principles. The examination does not attest to the fair presentation of the financial statements included herein. If, during the course of the examination an adjustment is identified, the impact of such adjustment will be documented separately following the Company's financial statements.

This examination report includes significant findings of fact, as in the Indiana Code (IC) 27-1-3.1-10 and general information about the insurer and its financial condition. There may be other items identified during the examination that, due to their nature (e.g., subjective conclusions, proprietary information, etc.), are not included within the examination report but separately communicated to other regulators and/or the Company.

## HISTORY

ASIC was incorporated under the laws of the state of Indiana and commenced business on July 15, 1929 under the name of The American Automobile Indemnity Company. The Company's current name was adopted in 1930. Since its inception, ASIC has been absorbed through mergers by the following five (5) insurance companies: Union Insurance Company (1942), American States Fire Insurance Company (1947), Suburban Casualty Company (1965), Utilities Insurance Company (1967), and Gulf American Fire and Casualty Company (1979).

Lincoln National Corporation, an Indiana holding company, controlled the Company through its 83% ownership of American States Financial Corporation (ASFC) until October 1, 1997, when Safeco Corporation (Safeco) acquired ASFC. In 2000, ASFC was dissolved and the Company became a wholly-owned subsidiary of Safeco.

On April 23, 2008, Safeco agreed to a merger with a LMG subsidiary. As a result of the merger, Liberty Mutual Holding Company Inc. (LMHC), a Massachusetts holding company, became the new ultimate parent. LMHC was formed in 2001 as part of the mutual holding company reorganization of Liberty Mutual Insurance Company (LMIC).



## CAPITAL AND SURPLUS

Safeco owned 100% of the Company's issued and outstanding stock as of the examination date. There were 1,000,000 authorized, issued, and outstanding shares of common stock throughout the examination period, with a par value of \$5 per share. In addition, ASIC had 164,200 preferred shares authorized throughout the examination period, with none issued or outstanding. All preferred shares have a par value of \$10 per share.

## DIVIDENDS TO STOCKHOLDERS

The Company did not pay any dividends to its parent during the examination period. In addition, the Company did not make or receive any capital contributions during the examination period.

## TERRITORY AND PLAN OF OPERATION

The Company is licensed to conduct business in all fifty (50) states and the District of Columbia. On January 19, 2018, the LMG announced the realignment of its businesses to enhance its ability to meet the changing demands of consumer and business customers and conducts substantially all of its operations through two businesses: Global Retail Markets and Global Risk Solutions. Each business unit operates independently of the other and has dedicated actuarial, claims, financial, information technology, sales and underwriting resources. On a direct basis, the Company primarily writes auto physical damage, auto liability, and farmers multiple peril, with the three (3) largest states being New York, North Carolina and Pennsylvania.

## GROWTH OF THE COMPANY

The following exhibit summarizes the financial results of the Company during the examination period:

<u>Year</u>	<u>Admitted Assets</u>	<u>Liabilities</u>	<u>Surplus and Other Funds</u>	<u>Premiums Earned</u>	<u>Net Income</u>
2018	\$ 144,681,331	\$ 9,487,846	\$ 135,193,486	\$ -	\$ 2,732,641
2017	143,479,128	10,476,557	133,002,571	-	1,505,630
2016	139,686,891	7,294,070	132,392,820	-	5,828,086
2015	138,460,734	10,359,068	128,101,658	-	4,748,397
2014	144,241,669	20,250,832	123,990,837	-	6,016,073

The financial results of the Company reflect the operating results of the Liberty Mutual Pool (the Pool). ASIC cedes 100% of its direct written premium to the Pool and the participation percentage for the Company is 0% as of December 31, 2013.

## MANAGEMENT AND CONTROL

### Directors

The Bylaws provide that the business affairs of the Company are to be managed by a Board of Directors (Board) consisting of no less than five (5) and no more than twenty-one (21) directors. At least one (1) of the directors must be a resident of Indiana. Directors shall be elected at the first annual shareholders' meeting and at each annual meeting thereafter. A director need not be a shareholder.

The following is a listing of persons serving as directors as of December 31, 2018, and their principal occupations as of that date:

<u>Name and Address</u>	<u>Principal Occupation</u>
Matthew Paul Dolan Avon, Connecticut	President, North America Specialty Liberty Mutual Group Inc.
Alison Brooke Erbig Stoneham, Massachusetts	Senior Vice President and Comptroller Liberty Mutual Group Inc.
Michael Joseph Fallon Bedford, Massachusetts	President, National Insurance Liberty Mutual Group Inc.
Julie Marie Haase Boston, Massachusetts	Chief Financial Officer, Global Retail Markets Liberty Mutual Group Inc.
James Michael MacPhee Boston, Massachusetts	President and Chief Operating Officer, Global Retail Markets-U.S. Liberty Mutual Group Inc.
Sean Bulman McSweeney Ashland, Massachusetts	Deputy General Counsel Liberty Mutual Group Inc.
Elizabeth Julia Morahan Newtonville, Massachusetts	Deputy General Counsel Liberty Mutual Group Inc.
Francis William Robinson, Jr. North Andover, Massachusetts	Chief Financial Officer, Global Risk Solutions Liberty Mutual Group Inc.
Craig Kendall Sanford Carmel, Indiana	Underwriting Manager Liberty Mutual Group Inc.
Mark Charles Touhey Scituate, Massachusetts	Senior Vice President and Corporate Secretary Liberty Mutual Group Inc.

### Officers

The Bylaws state that the elected officers of the Company shall consist of a President, a Secretary, and a Treasurer. Each of these officers is elected by the Board and shall hold office for one (1) year or until such time as they might be removed. The President or Chairman may appoint the number of Vice Presidents, Assistant Secretaries, Assistant Treasurers or any such officer as the President or Chairman may determine is required in the best interest of ASIC.

The following is a list of key officers and their respective titles as of December 31, 2018:

<u>Name</u>	<u>Office</u>
James Michael MacPhee	President and Chief Executive Officer
Neeti Bhalla Johnson	Executive Vice President and Chief Investment Officer
James Francis Kelleher	Executive Vice President and Chief Legal Officer
Christopher Locke Peirce	Executive Vice President and Chief Financial Officer
Mark Charles Touhey	Senior Vice President and Secretary
Laurance Henry Soyer Yahia	Senior Vice President and Treasurer
Alison Brooke Erbig	Senior Vice President and Comptroller

### CONFLICT OF INTEREST

Directors and officers are required to review and sign Conflict of Interest statements annually. It was determined that all directors and officers listed in the Management and Control section of this Report of Examination have reviewed and signed their statements as of December 31, 2018.

### OATH OF OFFICE

IC 27-1-7-10(i) stipulates that every director, when elected, shall take and subscribe to an oath stating that he or she will faithfully, honestly, and diligently administer the affairs of the Company and will not knowingly violate any of the laws applicable to such Company. It was determined that all directors listed in the Management and Control section of this Report of Examination have subscribed to an oath as of December 31, 2018.

### CORPORATE RECORDS

#### Articles of Incorporation

There were no amendments made to the Articles of Incorporation during the examination period.

#### Bylaws

There were no amendments made to the Bylaws during the examination period.

#### Minutes

The Board and shareholders meeting minutes were reviewed for the period under examination through the fieldwork date. Significant actions taken during each meeting were noted.

IC 27-1-7-7(b) states an annual meeting of shareholders, members, or policyholders shall be held within five (5) months after the close of each fiscal year of the Company and at such time within that period as the Bylaws may provide. The Company's Bylaws require the annual meeting be held within five (5) months after the end of the fiscal year. For each year under review, the annual meeting of shareholders was held within five (5) months following the close of each fiscal year.

The committee meeting minutes for LMHC during the examination period, and through the fieldwork date, were reviewed for the following committees: Audit Committee, Compensation Committee, Community Investment Committee, Executive Committee, Investment Committee, Nominating and Governance Committee, and Risk Committee.

## AFFILIATED COMPANIES

### Organizational Structure

The following abbreviated organizational chart shows the Company's parent and subsidiaries as of December 31, 2018:

	<u>NAIC Co. Code</u>	<u>Domiciliary State/Country</u>
Liberty Mutual Holding Company Inc.		MA
LMHC Massachusetts Holdings Inc.		MA
Liberty Mutual Group Inc.		MA
Liberty Mutual Insurance Company	23043	MA
<b>LM Property and Casualty Insurance Company</b>	<b>32352</b>	<b>IN</b>
Ohio Casualty Corporation		OH
The Ohio Casualty Insurance Company	24074	NH
<b>West American Insurance Company</b>	<b>44393</b>	<b>IN</b>
Liberty Insurance Holdings, Inc.		DE
Liberty Mutual Agency Corporation		DE
Peerless Insurance Company	24198	NH
Liberty-USA Corporation		DE
<b>The National Corporation</b>		<b>IN</b>
<b>National Insurance Association</b>	<b>27944</b>	<b>IN</b>
<b>Indiana Insurance Company</b>	<b>22659</b>	<b>IN</b>
<b>Consolidated Insurance Company</b>	<b>22640</b>	<b>IN</b>
Safeco Corporation		WA
<b>American States Insurance Company</b>	<b>19704</b>	<b>IN</b>
General Insurance Company of America	24732	NH
<b>Safeco Insurance Company of Indiana</b>	<b>11215</b>	<b>IN</b>
<b>American States Preferred Insurance Company</b>	<b>37214</b>	<b>IN</b>
<b>American Economy Insurance Company</b>	<b>19690</b>	<b>IN</b>
American States Insurance Company of Texas	19712	TX

### Affiliated Agreements

The following affiliated agreements and transactions were disclosed as part of the Form B – Holding Company Registration Statement and were filed with the INDOI, as required, in accordance with IC 27-1-23-4.

#### *Intercompany Short-Term Borrowing Agreement*

Effective November 1, 2007, American Economy Insurance Company, ASIC, American States Preferred Insurance Company, and Safeco Insurance Company of Indiana entered into an Intercompany Short-Term Borrowing Agreement with Safeco. No funds were distributed under the Intercompany Short-Term Borrowing Agreement during 2018.

#### *Revolving Loan Agreements*

Effective March 5, 2012, LMIC entered into a Revolving Loan Agreement whereby LMIC may borrow up to \$100 million from ASIC. The purpose of the Agreement is to provide operating liquidity to accommodate fluctuations in daily cash flow and to promote efficient management of investments. The Revolving Loan Agreement was submitted to the INDOI on January 21, 2012 and it was not disapproved on February 17, 2012. As of December 31, 2018, there were no outstanding loans pursuant to the Revolving Loan Agreement.

Effective August 1, 2016, ASIC entered into a Revolving Loan Agreement with LMIC. The Agreement replaces the original agreement, effective August 1, 2011, which terminated on July 31, 2016. Under the new Agreement, ASIC may borrow up to \$50 million from LMIC and each loan will have a term of six months or less. The purpose of the Agreement is to provide operating liquidity to accommodate fluctuations in daily cash flow and to promote efficient management of investments. The Revolving Loan Agreement was submitted to the INDOI on April 21, 2016 and was not disapproved on May 13, 2016. As of December 31, 2018, there were no outstanding loans pursuant to the Revolving Loan Agreements.

Effective March 5, 2012, ASIC entered into a separate Revolving Loan Agreement with Safeco Insurance Company of America whereby ASIC may borrow or loan up to \$50 million. The purpose of the Agreement is to provide operating liquidity to accommodate fluctuations in daily cash flow and to promote efficient management of investments. The Revolving Loan Agreement was not submitted to the INDOI for prior approval, as it did not meet the threshold for filing. Pursuant to this Revolving Loan Agreement, there were no outstanding loans as of December 31, 2018.

#### *Investment Management Agreements*

Effective January 1, 2010, the Investment Management Agreement between ASIC and Liberty Mutual Investment Advisors (LMIA) was amended and restated and supersedes the prior agreement between the parties. The Amended and Restated Investment Management Agreement was filed with the INDOI on or about December 31, 2009 and was not disapproved on January 26, 2010. Pursuant to this Agreement, ASIC paid management fees to LMIA of \$545 in 2018.

Effective January 1, 2013, the Investment Management Agreement between ASIC and Liberty Mutual Group Asset Management Inc. (LMGAM) was amended and restated, and supersedes the prior agreement between the parties, originally effective July 1, 2011. The Amended and Restated Investment Management Agreement was filed with the INDOI on November 27, 2012 and was not disapproved on December 26, 2012. Pursuant to this Agreement, ASIC paid management fees to LMGAM of \$252,560 in 2018.

#### *Management Services Agreement*

Effective January 1, 2013, ASIC entered into a Management Services Agreement with LMIC under which LMIC provides risk underwriting, claims processing, claims adjustments, policyholder services, contract management, administration, and other services determined to be reasonably necessary or desirable. The Management Services Agreement was submitted to the INDOI on November 13, 2012 and was not disapproved on December 27, 2012. Pursuant to the terms of this Agreement, ASIC paid no fees in 2018.

#### *Cash Management Agreement*

Effective January 1, 2016, ASIC entered into a Cash Management Agreement with LMIC whereby LMIC will provide short-term cash liquidity pool management services to the Company. A Form D was filed with the INDOI on October 7, 2015 and was not disapproved on December 21, 2015. Pursuant to the terms of this Agreement, ASIC paid no fees in 2018.

#### *Federal Tax Sharing Agreement*

Effective September 22, 2008, ASIC entered into a Federal Tax Sharing Agreement, as amended by Amendment Number 4, with LMHC and affiliates. Under this Agreement, the method of allocation is based upon separate return allocation with credit applied for losses as appropriate. ASIC has the enforceable right to recoup prior year payments in the event of future losses. The Agreement may be terminated for any party when that entity is no longer a member of the consolidated group for tax filing purposes. Amendment Number 4 was filed with the INDOI on or about September 25, 2008 and not disapproved on October 22, 2008.

### FIDELITY BOND AND OTHER INSURANCE

The Company protects itself against loss from any fraudulent or dishonest acts by any employees through a fidelity bond issued by Colonial American Casualty and Surety Company. The bond has a single loss coverage limit of \$15 million, with a \$50 million deductible. The fidelity bond is adequate to meet the prescribed minimum coverage specified by the NAIC.

The Company had additional types of coverage in-force as of December 31, 2018, including but not limited to automobile liability, commercial general liability, financial institution bond, miscellaneous professional liability, specialty risk, and umbrella liability.

### PENSION, STOCK OWNERSHIP, AND INSURANCE PLANS

The Company does not have any direct employees, and therefore does not have any direct obligations for a defined benefit plan, deferred compensation arrangements, compensated absences, or other postretirement benefit plans. Services for the operation of the Company are provided under provisions of the Management Services Agreement.

### SPECIAL AND STATUTORY DEPOSITS

The Company reported the following deposits as of December 31, 2018:

<u>State</u>	<u>Book Value</u>	<u>Fair Value</u>
For All Policyholders:		
Illinois	\$ 1,542,566	\$ 1,523,450
Indiana	3,823,184	3,874,385
All Other Special Deposits:		
California	253,679	252,549
Delaware	198,154	186,766
Georgia	198,154	186,766
Idaho	644,001	606,990
Massachusetts	497,411	495,195
Montana	100,600	109,334
Nevada	297,231	280,149
New Mexico	336,817	318,222
North Carolina	371,539	350,186
Oregon	538,323	535,103
Tennessee	149,223	148,559
Total Deposits	<u>\$ 8,950,882</u>	<u>\$ 8,867,654</u>

**REINSURANCE**

Reinsurance Pool

Prior to January 1, 2013, LMIC was organized with two (2) separate and distinct intercompany reinsurance pools: the Liberty Mutual Pool and the Peerless Pool. Effective January 1, 2013, the Peerless Pool was merged into the Liberty Mutual Pool and thus dissolved.

Effective January 1, 2013, ASIC entered into the Second Amended and Restated Intercompany Reinsurance Agreement (Intercompany Reinsurance Agreement) covering all of its direct writings with participation being the percentage indicated in the table below. The Agreement was filed with the INDOI on November 13, 2012 and was not disapproved on December 27, 2012.

Per the terms of the Intercompany Reinsurance Agreement, each affiliated member company, other than Wausau Business Insurance Company, Wausau General Insurance Company, and Wausau Underwriters Insurance Company, cedes to LMIC and LMIC accepts 100% of each company's risks arising out of its policies. LMIC cedes to each affiliated member company and each of the companies accepts its respective share of the Liberty Mutual Pool risks. Each company shall reimburse the ceding company for its share of the assessments, expenses, losses, policyholder dividends, and taxes. Also, each company shall maintain reserves for its share of the ceding company's liabilities.

Effective July 1, 2017, ASIC is party to Addendum 1 to the Intercompany Reinsurance Agreement. Addendum 1 amends the Agreement to add two new affiliates, Ironshore Specialty Insurance Company and Ironshore Indemnity Inc., which were acquired on May 1, 2017. A Form D was filed with the INDOI on April 29, 2017 and was not disapproved on May 26, 2017.

Following is a list of the companies within LMG receiving a share of the Pool and its respective contract percentage:

Name of Pool Members	Percentage of Pool	Domiciliary State
Liberty Mutual Insurance Company	50.0%	MA
Peerless Insurance Company	20.0%	NH
Employers Insurance Company of Wausau	8.0%	WI
Liberty Mutual Fire Insurance Company	8.0%	WI
The Ohio Casualty Insurance Company	8.0%	NH
Safeco Insurance Company of America	6.0%	NH
American Economy Insurance Company <sup>A</sup>	0.0%	IN
American States Insurance Company <sup>A</sup>	0.0%	IN
American States Preferred Insurance Company <sup>A</sup>	0.0%	IN
Consolidated Insurance Company <sup>A</sup>	0.0%	IN
Indiana Insurance Company <sup>A</sup>	0.0%	IN
National Insurance Association <sup>A</sup>	0.0%	IN
Safeco Insurance Company of Indiana <sup>A</sup>	0.0%	IN
West American Insurance Company <sup>A</sup>	0.0%	IN
Total	<u>100.0%</u>	

<sup>A</sup> Indiana domiciled insurers that are party to the Intercompany Reinsurance Agreement, but do not participate in the retrocession of pool business.

## ACCOUNTS AND RECORDS

The Company's accounting procedures, practices, account records, and supporting data were reviewed and tested to the extent deemed necessary. The trial balances prepared from the Company's general ledger for the years ended December 31, 2017 and December 31, 2018, were agreed to the respective Annual Statements. The combined Annual Statements of the Pool for the years ended December 31, 2014 through December 31, 2018, were agreed to each year's independent audit report of the Pool without material exception. The Company's accounting procedures, practices, and account records were deemed satisfactory.



FINANCIAL STATEMENTS

AMERICAN STATES INSURANCE COMPANY

Assets

As of December 31, 2018

	<u>Per Examination*</u>
Bonds	\$ 137,458,315
Cash, cash equivalents and short-term investments	1,579,128
Other invested assets	2,247,660
Securities lending reinvested collateral assets	2,263,427
Subtotals, cash and invested assets	<u>143,548,530</u>
Investment income due and accrued	715,681
Current federal and foreign income tax recoverable and interest thereon	417,112
Receivables from parent, subsidiaries and affiliates	<u>8</u>
Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts	<u>144,681,331</u>
Totals	<u>\$ 144,681,331</u>

\* There were no adjustments to the as-filed financial statements, therefore the Annual Statement amounts agree to the examination amounts.

AMERICAN STATES INSURANCE COMPANY  
Liabilities, Surplus and Other Funds  
As of December 31, 2018

	Per Examination*
Net deferred tax liability	\$ 715,000
Amounts withheld or retained by company for account of others	258,745
Payable to parent, subsidiaries and affiliates	822,616
Payable for securities	1,402,454
Payable for securities lending	2,263,427
Aggregate write-ins for liabilities	4,025,604
Total liabilities excluding protected cell liabilities	9,487,846
Total liabilities	9,487,846
Common capital stock	5,000,000
Gross paid in and contributed surplus	86,904,767
Unassigned funds (surplus)	43,288,719
Surplus as regards policyholders	135,193,486
Totals	\$ 144,681,331

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\* There were no adjustments to the as-filed financial statements, therefore the Annual Statement amounts agree to the examination amounts, including immaterial rounding adjustments.

AMERICAN STATES INSURANCE COMPANY  
Statement of Income  
For the Year Ended December 31, 2018

	Per Examination*
INVESTMENT INCOME	
Net investment income earned	\$ 3,405,881
Net realized capital gains (losses) less capital gains tax	(36,911)
Net investment gain (loss)	3,368,970
OTHER INCOME	
Aggregate write-ins for miscellaneous income	(517)
Total other income	(517)
Net income, before dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes	3,368,453
Net income, after dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes	3,368,453
Federal and foreign income taxes incurred	635,812
Net income	\$ 2,732,641

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\* There were no adjustments to the as-filed financial statements, therefore the Annual Statement amounts agree to the examination amounts.

AMERICAN STATES INSURANCE COMPANY  
Capital and Surplus Account Reconciliation

	2018	2017	2016	2015	2014
Surplus as regards policyholders, December 31 prior year	\$133,002,572	\$132,392,820	\$128,101,657	\$123,990,837	\$120,592,040
Net income	2,732,641	1,505,630	5,828,086	4,748,397	6,016,073
Change in net unrealized capital gains or (losses) less capital gains tax	7,220	145,474	(1,904)	(209,246)	19,207
Change in net deferred income tax	(270,080)	(54,330)	(2,656,026)	(1,922,671)	(5,152,658)
Change in nonadmitted assets	(1,123,000)	(968,045)	1,781,095	1,675,700	4,674,830
Aggregate write-ins for gains and losses in surplus	844,134	(18,977)	(660,088)	(181,360)	(2,158,655)
Change in surplus as regards policyholders for the year	2,190,915	609,752	4,291,163	4,110,820	3,398,797
Surplus as regards policyholders, December 31 current year *	<u>\$135,193,486</u>	<u>\$133,002,572</u>	<u>\$132,392,820</u>	<u>\$128,101,657</u>	<u>\$ 123,990,837</u>

\* Exhibit includes immaterial rounding adjustments.

## COMMENTS ON THE FINANCIAL STATEMENTS

There were no recommended adjustments to the financial statements as of December 31, 2018, based on the results of this examination.

### OTHER SIGNIFICANT ISSUES

#### Reinsurance

LMG is not in compliance with SSAP No. 62R Revised Property and Casualty Reinsurance and SSAP No. 63 Underwriting Pools for recording reinsurance balances on a gross basis at the individual LMIC Pool member levels, other than LMIC. LMG is incorrectly recording nonaffiliated external assumed reinsurance contracts for certain LMIC Pool members, other than LMIC, directly to LMIC, which is the lead company in the LMIC Pool. LMG's accounting practices also create an inaccurately reported Schedule F in the Annual Statement.

As a result, certain LMIC Pool participants (other than LMIC) are not correctly recording all of their assumed underwriting results on a gross basis whereby the participant's portion of premiums, losses, expenses (including intercompany related expenses), and other operations of the pools are recorded separately in each participant's financial statements rather than netted against each other within LMIC.

It is recommended that LMG correct its current reinsurance accounting practices to comply with SSAP No. 62R and SSAP No. 63 requirements for recording reinsurance balances on a gross basis for each affected individual pool member.

In addition, it is recommended LMG:

- Document its amended accounting practice in a formal reinsurance accounting policy memo.
- Review its reinsurance process narratives / flowcharts and controls and update such, as necessary, for any changes in its reinsurance accounting practice and processes.
- Evaluate and amend the Liberty Mutual Second Amended and Restated Reinsurance Agreement for any provisions that are not in compliance with SSAP No. 62R and SSAP No. 63.
- Prospectively correct Schedule F for the revised gross reporting basis for each individual pool member as necessary.

#### Related Party Transactions

LMG's related party documentation supporting its internal controls, monthly calculations and recording of related party fees/expenses, settlement of intercompany receivables/payables, and evaluation of non-admitted intercompany receivables should be significantly enhanced.

It is recommended that LMG ensure appropriate key controls and documentation are in place associated with the different agreement types, monthly calculations and recording of related party fees/expenses, settlement of intercompany receivables/payables, and evaluation of non-admitted intercompany receivables. In addition, LMG should reevaluate all related party investment agreements and other related party contracts that are based on a method other than a cost-allocation to ensure compliance with SSAP No. 25 Affiliates and Other Related Parties.

## SUBSEQUENT EVENTS

On April 15, 2019, LMG announced the acquisition of the global surety and credit reinsurance operations of AmTrust Financial Services, Inc. LMG will acquire four AmTrust businesses: AmTrust Surety which provides contract, commercial, and subdivision bonds primarily in the western U.S.; AmTrust Insurance Spain which offers surety bonds in Spain and Latin America; Nationale Borg which provides surety, worker disability, and home purchase bonds in the Netherlands and Belgium; and Nationale Borg Reinsurance, a global provider of surety, trade credit and political risk reinsurance. On May 31, 2019, LMG completed the acquisition of the business and operations of AmTrust Surety, the U.S. surety operations of AmTrust Financial Services, Inc. On October 2, 2019, LMG completed the AmTrust Insurance Spain, Nationale Borg, and Nationale Borg Reinsurance portion of the acquisition.

On November 5, 2019, LMIC entered into a reinsurance transaction with National Indemnity Company on a combined aggregate excess of loss agreement for certain Global Retail Markets U.S. Business Lines and Global Risk Solutions National Insurance workers compensation liabilities, commercial auto liability and general liability excluding umbrella and warranty. The first layer of the contract attaches at \$0.3 billion below applicable held reserves at inception of approximately \$8.3 billion of combined aggregate reserves. The second layer of the contract provides adverse development coverage for \$1 billion above a retention equal to approximately \$8.7 billion. The contract includes a sublimit of \$0.1 billion for certain general liability liabilities. The contract will be accounted for as retroactive reinsurance.

In March 2020, the World Health Organization declared Coronavirus disease (COVID-19) a pandemic. As of the date of this report, there was significant uncertainty on the effect the pandemic would have on the insurance industry, economy, and society at large. Any impact to the Company will take time to assess and will be specific to the class and mix of business they underwrite. The INDOI will continue to monitor how the pandemic might impact the Company.

**AFFIDAVIT**

This is to certify that the undersigned is a duly qualified Examiner-in-Charge appointed by the Indiana Department of Insurance and that she, in coordination with staff assistance from Noble Consulting Services, Inc., and actuarial assistance from Risk and Regulatory Consulting LLC, performed an examination of American States Insurance Company, as of December 31, 2018.

The Indiana Department of Insurance is accredited under the National Association of Insurance Commissioners Financial Regulation Accreditation Standards.

This examination was performed in accordance with those procedures required by the NAIC Financial Condition Examiners Handbook and other procedures tailored for this examination. Such procedures performed on this examination do not constitute an audit made in accordance with generally accepted auditing standards and no audit opinion is expressed on the financial statements contained in this report.

The attached Report of Examination is a true and complete report of condition of American States Insurance Company as of December 31, 2018, as determined by the undersigned.

Nadine Treon

Nadine Treon, CFE  
Noble Consulting Services, Inc.

Under the Supervision of:

Jerry Ehlers

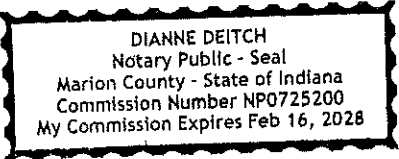
Jerry Ehlers, CFE, AES  
Examinations Manager  
Indiana Department of Insurance

State of: Indiana  
County of: Marion

On this 13 day of July, 2020, before me personally appeared, Nadine Treon and Jerry Ehlers, to sign this document.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal in said County and State, the day and year last above written.

My commission expires: Feb. 16, 2028 Dianne Deitch  
Notary Public



Dianne Deitch  
Notary Public

1. The first part of the document is a list of names and addresses of the members of the committee. The names are listed in alphabetical order, and the addresses are listed below each name. The list includes names such as Mr. J. H. Smith, Mr. J. B. Jones, and Mr. W. C. Brown, among others.