

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

IN THE MATTER OF: )  
 )  
American States Insurance Company )  
175 Berkley Street )  
Boston, Massachusetts 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 May 4, 2011, 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.

6/29/2011  
\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Cynthia D. Donovan  
Chief Financial Examiner

**CERTIFIED MAIL NUMBER: 7005 3110 0002 4443 8660**

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

IN THE MATTER OF: )  
 )  
American States Insurance Company )  
175 Berkley Street )  
Boston, Massachusetts 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, 2005 through December 31, 2009.

The Verified Report of Examination was filed with the Commissioner of the Department of Insurance (hereinafter "Commissioner") by the Examiner on April 4, 2011.

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 May 4, 2011 and was received by the Company on May 9, 2011.

The Company did not file any objections.

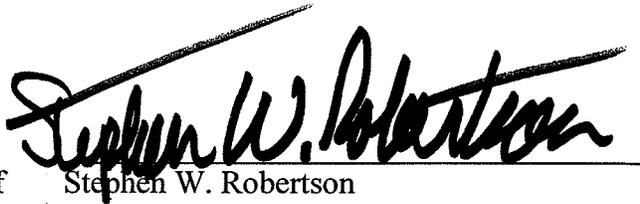
NOW THEREFORE, based on the Verified Report of Examination, I hereby make the following **FINDINGS**:

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, 2009.
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 and Sealed this 29<sup>th</sup> day of June, 2011.

  
Stephen W. Robertson  
Insurance Commissioner  
Indiana Department of Insurance

**STATE OF INDIANA**

**Department of Insurance**

**REPORT OF EXAMINATION**

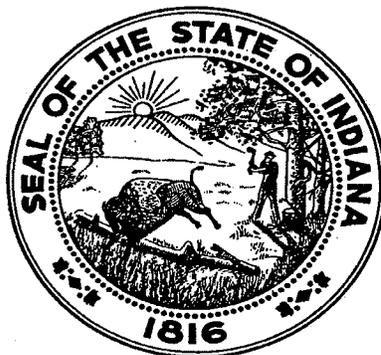
**OF**

**AMERICAN STATES INSURANCE COMPANY**

**NAIC Co. CODE 19704**

As of

December 31, 2009



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# STATE OF INDIANA

MITCHELL E. DANIELS, JR., Governor

# IDOI

## INDIANA DEPARTMENT OF INSURANCE

311 W. WASHINGTON STREET, SUITE 300

INDIANAPOLIS, INDIANA 46204-2787

TELEPHONE: (317) 232-2385

FAX: (317) 232-5251

April 5, 2011

Stephen W. Robertson, Commissioner

Honorable Joseph Torti, III  
Chair, NAIC Financial Condition (E) Committee  
Superintendent, State of Rhode Island  
Department of Business Regulation  
Division of Insurance  
1511 Pontiac Avenue, Building 69-2  
Cranston, Rhode Island 02920-4407

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

Honorable Mila Kofman, Superintendent  
Department of Professional and Financial Regulation  
Maine Bureau of Insurance  
Secretary, Northeastern Zone  
34 State House Station  
Augusta, Maine 04333-0034

Honorable Monica J. Lindeen, Commissioner  
Montana Office of the Commissioner of Securities and Insurance  
Secretary, Western Zone  
840 Helena Avenue  
Helena, Montana 59601

Dear Superintendents and Commissioners:

Pursuant to the authority vested in Appointment Number 3631, an examination has been made of the affairs and financial condition of:

**American States Insurance Company**  
**350 East 96<sup>th</sup> Street**  
**Indianapolis, IN 46240-3702**

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

The Report of Examination, reflecting the status of the Company as of December 31, 2009, is hereby respectfully submitted.

ACCREDITED BY THE  
NATIONAL ASSOCIATION OF INSURANCE COMMISSIONERS

AGENCY SERVICES  
(317) 232-2413

COMPANY COMPLIANCE  
(317) 233-0697

CONSUMER SERVICES  
(317) 232-2395  
In-State 1-800-622-4461

EXAMINATIONS / FINANCIAL SERVICES  
(317) 232-2390

MEDICAL MALPRACTICE  
(317) 232-2402

SECURITIES / COMPANY RECORDS  
(317) 232-1991

## SCOPE OF EXAMINATION

The Company was last examined by representatives of Noble Consulting Services, Inc. (Noble) as of the period ending December 31, 2005. The present coordinated risk-focused examination was conducted by Noble and covered the period from January 1, 2006 through December 31, 2009, and included any material transactions and/or events occurring subsequent to the examination date and noted during the course of this examination. The coordinated risk-focused examination was conducted by the states of Illinois and Indiana, with Indiana serving as the lead state. Additionally, the Massachusetts Division of Insurance (MA DOI) conducted an examination of the Liberty Mutual Pool (LM Pool) of Liberty Mutual Group Inc. (LMG) as of December 31, 2009. Certain areas of the examination were coordinated with MA DOI. The coordinated risk-focused examinations will be reviewed by the states of New Hampshire, Oregon, Washington, and Wisconsin for intended reliance.

David M. Shepherd, FCAS, MAAA, of Merlinos and Associates, Inc. was appointed by the Indiana Department of Insurance (IN DOI) and conducted a review of the Company's statutory reserves as of December 31, 2009. There were no actuarial adjustments resulting from the review performed by Merlinos and Associates, Inc.

We conducted our coordinated risk-focused examination pursuant to and in accordance with the 2010 NAIC *Financial Condition Examiners Handbook* (Handbook). The Handbook 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. The working papers prepared by Ernst and Young, LLP, the Company's auditors, in their audit of the Company's accounts for the year ended December 31, 2009, were reviewed. A portion of the auditor's working papers have been incorporated into the working papers of the examiners and have been utilized for the purposes of this examination in accordance with the provisions contained in the Handbook.

## HISTORY

The Company 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 current name was adopted in 1930. The Company has been absorbed through mergers by five (5) insurance companies over the years as follows: 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 by virtue of 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 an LMG subsidiary. As a result of the merger, Liberty Mutual Holding Company Inc. (LMHC), a Massachusetts mutual 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). Effective January 1, 2009, the Company became a part of the Peerless Insurance Pool (Peerless Pool) and entered into the Amended and Restated Pooling Agreement (Pooling Agreement) with Peerless Insurance Company (PIC) as the lead pool company.

### CAPITAL AND SURPLUS

As of December 31, 2009, the Company had 1,000,000 shares of common stock authorized with a stated par value of \$5 per share, of which all shares were issued and outstanding to Safeco. The Company also had 164,200 shares of preferred stock authorized with a par value of \$10, of which no shares were issued or outstanding. The Company reported capital stock totaling \$5,000,000 and gross paid-in and contributed surplus totaling \$557,757,202 as of December 31, 2009.

As of December 31, 2009, the Company paid the following dividends to Safeco during the examination period:

Year	<u>Ordinary Dividends</u>	<u>Extraordinary Dividends</u>
2009	\$ -	\$ -
2008	\$ -	\$ -
2007	\$ 40,000,000	\$ 330,000,000
2006	\$ 160,000,000	\$ -

### TERRITORY AND PLAN OF OPERATION

As of December 31, 2009, the Company was licensed to transact business in all fifty (50) states and the District of Columbia. The Company is a part of the Agency Markets (AM) Strategic Business Unit (SBU) of LMG. AM operates through four (4) operating units. Regional companies write small to medium-sized commercial accounts through eight (8) regionally branded companies. Personal lines products are written through Safeco insurance. Summit writes workers' compensation business, primarily in the southeastern United States. Surety provides contract surety bonds for construction firms, manufacturers, and suppliers. In 2009, the Company's top three (3) lines of business by direct premiums include commercial automobile liability, commercial multi-peril, and other liability policies.

AM continues to expand distribution across market segments while providing a full range of personal and commercial products and services to independent agents, brokers and the customers they serve. Its unique national-regional approach leverages the responsiveness of regional operation with the power of national resources.

## GROWTH OF THE COMPANY

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

<u>Year</u>	<u>Admitted</u> <u>Assets</u>	<u>Liabilities</u>	<u>Surplus and</u> <u>Other Funds</u>	<u>Premiums</u> <u>Earned</u>	<u>Net Income</u>
2009	\$ 2,071,916,038	\$ 1,430,155,246	\$ 641,760,792	\$ 796,216,268	\$ 88,190,978
2008	2,077,124,323	1,535,875,738	541,248,585	1,050,646,083	95,920,773
2007	2,069,992,619	1,557,928,351	512,064,268	1,062,478,192	144,877,629
2006	2,337,821,031	1,567,111,446	770,709,585	1,068,751,425	164,850,278

Assets and liabilities decreased from 2008 to 2009 primarily due to the Company entering into a new pooling agreement with PIC, effective January 1, 2009. Assets decreased from 2006 to 2007 primarily due to a decrease in invested assets. This decrease was primarily due to the sale of securities to fund the maturity and redemption of debt and the dividend payment to Safeco.

Surplus and other funds increased from 2008 to 2009 primarily due to unrealized gains and a positive change in provision for reinsurance. Surplus and other funds decreased from 2006 to 2007 due to the Company paying ordinary and extraordinary dividends to Safeco out of unassigned funds (surplus).

Premiums earned decreased significantly from 2008 to 2009 due to less business being retained by the Company as a result of entering the Pooling Agreement with PIC. Premiums earned decreased from 2007 to 2008 primarily due to a weaker retention level and a decrease in new business writing.

Net income decreased over the examination period. The decrease from 2008 to 2009 was primarily due to a decline in net investment income. The decrease from 2007 to 2008 was due to a decrease in net underwriting gain, as well as a decrease in net investment income. The decrease from 2006 to 2007 was due to a significant decrease in net underwriting gain, offset by an increase in net investment income and other income.

## MANAGEMENT AND CONTROL

### Directors

The Bylaws provide that the business affairs of the Corporation are to be managed by a Board of Directors consisting of no less than five (5) and no more than twenty-one (21) members. At least one (1) of the directors must be a resident of Indiana. The shareholders, at each annual meeting, elect the members of the Board of Directors. The following is a listing of persons serving as directors and their principal occupations as of December 31, 2009:

**Name and Address**

**Principal Occupation**

John Derek Doyle  
Boston, Massachusetts

Vice President and Comptroller  
Liberty Mutual Group

Gary Richard Gregg  
Boston, Massachusetts

President, LM Agency Markets  
Liberty Mutual Group

Michael Joseph Fallon  
Boston, Massachusetts

Chief Financial Officer, LM Agency Markets  
Liberty Mutual Group

Kevin John Kirschner  
Indianapolis, Indiana

Marketing Director, Safeco MidWest Region  
Liberty Mutual Group

Joseph Anthony Gilles  
Boston, Massachusetts

Manager of Strategy and Operations, LM Agency Markets  
Liberty Mutual Group

Christopher Charles Mansfield  
Boston, Massachusetts

Senior Vice President and General Counsel  
Liberty Mutual Group

Scott Rhodes Goodby  
Boston, Massachusetts

President, Regional Companies Commercial Lines Group  
Liberty Mutual Group

**Officers**

The Bylaws state the officers of the Corporation shall consist of a President, a Secretary, and a Treasurer. Each of these officers is elected by a majority of the Board and shall hold office one (1) year, or until such time as they might be removed. The President or the 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 the Company. Any two (2) or more offices may be held by the same person. The following is a listing of key officers and their respective titles as of December 31, 2009:

<u>Name</u>	<u>Office</u>
Gary Richard Gregg	President and Chief Executive Officer
Dexter Robert Legg	Secretary
Michael Joesph Fallon	Chief Financial Officer and Treasurer
Anthony Alexander Fontanes	Chief Investment Officer and Executive Vice President
Joseph Anthony Gilles	Executive Vice President
Scott Rhodes Goodby	Chief Operating Officer and Executive Vice President

#### CONFLICT OF INTEREST

Officers and directors are required to review and sign Conflict of Interest statements annually. It was determined that officers and directors listed in the management and control section of this Report of Examination have reviewed and signed their statements as of year-end 2009.

#### OATH OF OFFICE

Indiana Code (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 corporation and will not knowingly violate any of the laws applicable to such corporation. Each director signed an Oath of Office statement in 2009.

#### CORPORATE RECORDS

##### Articles of Incorporation

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

##### Bylaws

The Bylaws were amended effective January 1, 2009, to align them with the Bylaws of the Company's AM affiliates.

##### Minutes

The Board of Directors, Audit Committee, Compensation Committee, Investment Committee, and the Board of Directors of LMHC meeting minutes were reviewed for the period under examination through the fieldwork date and 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 corporation and at such time within that period as

the Bylaws may provide. It was noted that the annual meetings were not held in accordance with the Company's Bylaws or IC 27-1-7-7(b).

### AFFILIATED COMPANIES

#### Organizational Structure

The following organizational chart, effective as of December 31, 2009, shows the upstream affiliates from the Company to the ultimate controlling entity:

	<u>NAIC Co.</u>	<u>Domiciliary</u>
	<u>Code</u>	<u>State</u>
Liberty Mutal Holding Company Inc.		MA
LMHC Massachusetts Holdings Inc.		MA
Liberty Mutual Group Inc.		MA
Liberty Mutual Insurance Company *	23043	MA
Liberty Mutual Fire Insurance Company * (LMFIC)	23035	WI
Employers Insurance Company of Wausau * (EICW)	21458	WI
Liberty Insurance Holdings, Inc. **		DE
LIH US P&C Corporation		DE
Safeco Corporation		WA
American States Insurance Company *	19704	IN

\*denotes an insurer

\*\*denotes Company is owned by LMIC (93.06%), LMFIC (2.89%), and EICW (4.05%)

#### 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 IN DOI as required, in accordance with IC 27-1-23-4.

##### Investment Management Agreement-LMIC

Effective September 22, 2008, the Company entered into an Investment Management Agreement with LMIC. Under this agreement, LMIC was appointed as the Company's investment advisor and shall manage the Company's portfolio pursuant to the terms of the agreement. Compensation amounts owing between the parties shall be settled on a quarterly basis and payments of amounts owing shall be made within forty-five (45) days after the end of the calendar quarter. During 2009, the Company paid \$570,491 for services provided under this agreement. This agreement was terminated on January 1, 2010, by noticed dated December 28, 2009. Effective January 1, 2010, the Company entered into an Investment Management Agreement with LMG to reflect the investment department personnel change from LMIC to LMG. The terms of the Investment Management Agreement with LMG reflect similar terms as the previous Investment Management Agreement with LMIC.

##### Investment Management Agreement-LMIA

Effective September 22, 2008, the Company entered into an Investment Management Agreement with

Liberty Mutual Investment Advisors LLC (LMIA). Under this agreement, LMIA was appointed as investment manager to manage and invest certain assets of the Company pursuant to the terms of the agreement. During 2009, the Company paid \$532 for services provided under this agreement. Effective January 1, 2010, the Company entered into an Amended and Restated Investment Management Agreement with LMIA, which supersedes the Investment Management Agreement entered into with LMIA effective September 22, 2008. Under this agreement, LMIA was appointed as investment advisor and shall manage certain assets of the Company's portfolio pursuant to the terms of the agreement. This agreement includes only those affiliates that have made private equity investments. Compensation amounts owing between the parties shall be settled on a quarterly basis and payments of amounts owing shall be made within forty-five (45) days after the end of the calendar quarter.

#### Cash Management Agreement

Effective September 22, 2008, the Company entered into a Cash Management Agreement with LMIA. Under this agreement, LMIA will make, hold, and administer certain short-term investments maturing in 365 days or less of purchase. Compensation amounts owing between the parties shall be settled on a quarterly basis and payments of amounts owing shall be made within forty-five (45) days after the end of the calendar quarter. Effective January 1, 2010, the Cash Management Agreement was amended and restated to include a specific fee rate. During 2009, the Company paid \$290 for services provided under this agreement.

#### Services Agreement

Effective January 1, 2009, the Company entered into a Services Agreement, as amended, with PIC. Under this agreement, PIC provides services related to common management functions, including but not limited to, coordinating marketing and advertising, information system support, payroll services, human resources support and personnel, accounting and other financial services, coordinating the development of corporate plans for the Company, and providing consulting and other services as the Company may request. Expenses are allocated based in accordance with the pooling percentage under the Pooling Agreement with PIC. Amounts owing between the parties shall be settled on a monthly basis, unless otherwise agreed to between such parties, provided, however, that the parties shall settle all amounts owing on at least a calendar quarterly basis. During 2009, the Company paid \$99,048,273 for services provided under this agreement.

#### Management Services Agreement

Effective January 1, 2009, the Company entered into a Management Services Agreement with LMIC. Under this agreement, LMIC may provide services related to common management functions, including but not limited to, accounting, financial, tax and auditing, purchasing, payroll and employee benefits, information technology and support, policy administration and production, real estate management, legal, general administration, reinsurance, and other services as the Company may request. Amounts owing between the parties shall be settled on a quarterly basis and payments owing shall be made within forty-five (45) days after the end of the calendar quarter. During 2009, the Company paid \$72,802,678 for services provided under this agreement.

#### Federal Tax Sharing Agreement

Effective September 22, 2008, the Company entered into a Federal Tax Sharing Agreement, as amended, with LMHC and affiliates. Under this agreement, the method of allocation is based upon separate return allocation with credit applied for losses as appropriate. The Company 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 no longer is a member of the consolidated group for tax filing purposes. During 2009, the Company paid \$1,254,990 under this agreement.

#### Intercompany Short-Term Borrowing Agreement

Effective November 1, 2007, the Company entered into an Amended and Restated Intercompany Short-Term Borrowing Agreement with Safeco Insurance Company of America and affiliates. Under this agreement, each party within the agreement agrees to lend funds in the amount requested to any other party to this agreement; provided, however, that the regulatory body having jurisdiction over a party to the agreement may invoke such procedures that would require withdrawal by the party. For all Indiana domiciled companies party to the agreement, no loan may exceed the lesser of 3% of admitted assets or 25% of surplus as of December 31 of the preceding year. All loans must be repaid within twelve (12) months after the date of the borrowing. The companies will share and allocate expenses based on their participation within the parent Company. During 2009, the Company had loaned \$0 or borrowed \$0 to various affiliates under this agreement.

#### 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 Westchester Fire Insurance Company. The bond has blanket coverage of \$15,000,000 with a \$25,000,000 deductible. In addition, the Company has the \$25,000,000 deductible reinsured through St. James Insurance Company. The fidelity bond is adequate to meet the prescribed minimum coverage specified by NAIC.

The Company had additional types of coverage in-force at December 31, 2009, including but not limited to, auto, property, directors and officers liability, professional liability, aircraft, umbrella excess liability, general liability, and workers' compensation.

### STATUTORY AND SPECIAL DEPOSITS

The Company reported the following statutory deposits at December 31, 2009:

<u>State</u>	<u>Book Value</u>	<u>Fair Value</u>
For all Policyholders:		
Illinois	\$ 1,517,412	\$ 1,793,303
Indiana	3,436,893	3,636,938
Oklahoma	345,299	377,671
All Other Special Deposits:		
Arizona	2,346,240	2,894,623
California	46,606,349	47,734,822
Delaware	176,683	187,082
Georgia	176,683	187,082
Idaho	617,875	649,542
Kansas	176,683	187,082
Massachusetts	441,707	467,705
Montana	25,690	32,063
Nevada	176,683	187,082
New Mexico	530,048	561,246
North Carolina	359,788	361,004
Oregon	6,569,162	6,575,040
Tennessee	132,511	140,310
Virginia	110,427	116,926
Total Deposits	<u>\$ 63,746,133</u>	<u>\$ 66,089,521</u>

## REINSURANCE

### Peerless Insurance Pool

The Peerless Pool consists of a group of affiliated member companies of LMG. The Peerless Pool is comprised of approximately forty (40) companies which comprise the LMG AM SBU. These companies produce business in all fifty (50) states and operate pursuant to the terms of the Pooling Agreement.

Per the terms of the Pooling Agreement, each affiliated member company cedes 100% of their net underwriting activity to PIC, which combines this business with their own direct and externally assumed reinsurance business. PIC then deducts reinsurance ceded to external parties and then retro-cedes a designated share of these remaining pooled accounts back to each of thirteen (13) other pool members based on each company's pre-determined share of the pool as defined in the Pooling Agreement. All other member companies cede 100% of their net underwriting activity into the Pool but receive a zero (0) share of the net pooled business and accordingly reported zero (0) net premium and/or losses in 2009.

Pursuant to the terms of the Pooling Agreement, 100% of the net reported premiums and losses of each member company is generated from their share of the business they re-assume through their participation in the Peerless Pool. Following is the list of those member companies receiving a share of the Peerless Pool as of December 31, 2009, and their respective shares of the pool as of that date:

<u>Company Name</u>	<u>Domiciliary State</u>	<u>NAIC Co. Code</u>	<u>Share of Pool</u>
Peerless Insurance Company	NH	24198	25.20%
The Ohio Casualty Insurance Company	OH	24074	20.40%
Safeco Insurance Company of America	WA	24740	15.20%
General Insurance Company of America	WA	24732	9.20%
American States Insurance Company	IN	19704	7.60%
American Economy Insurance Company	IN	19690	5.60%
Indiana Insurance Company	IN	22659	4.80%
Golden Eagle Insurance Corporation	NH	10836	3.00%
Peerless Indemnity Insurance Company	IL	18333	3.00%
Safeco Insurance Company of Illinois	IL	39012	2.00%
The Netherlands Insurance Company	NH	24171	1.80%
American States Preferred Insurance Company	IN	37214	0.80%
First National Insurance Company of America	WA	24724	0.80%
American Fire and Casualty Insurance Company	OH	24066	<u>0.60%</u>
Total Pool Percentage			100.00%
Avomark Insurance Company *	IN	10792	0%
Consolidated Insurance Company *	IN	22640	0%
National Insurance Association *	IN	27944	0%
Safeco Insurance Company of Indiana *	IN	11215	0%
West American Insurance Company *	IN	44393	0%

\*denotes other companies subject to examination not receiving a share of the net pool results

### RESERVES

William M. Finn, FCAS, MAAA, Vice President and Chief Actuary for the Company, was appointed by the Board of Directors on April 1, 2009, to render an opinion on the statutory-basis for the year ended December 31, 2009.

The scope of the opinion was to examine the actuarial assumptions and methods used in determining loss reserves and related items, as shown in the Annual Statement of the Company as prepared for filing with state regulatory officials as of December 31, 2009. In forming the opinion, information prepared by the Company was relied upon. This information was evaluated for reasonableness and consistency. In other respects, the examination included such review of the actuarial assumptions and methods used and such tests of the calculations as considered necessary.

The 2009 opinion stated that the balances of reserves and related actuarial values concerning the Annual Statement items: 1) meet the requirements of the insurance laws of Indiana; 2) are computed in accordance with accepted loss reserving standards and principles; and 3) make a reasonable provision for all unpaid loss and loss expense obligations of the Company under the terms of its policies and agreements.

During the examination, it was determined that the material actuarial items in the Annual Statement of the Company are materially correct and fairly stated in accordance with statutory accounting practices prescribed or permitted by the Commissioner of Insurance of the State of Indiana.

## 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, 2008 and 2009, were agreed to the respective Annual Statements. The Annual Statements for the years ended December 31, 2006 through 2009, were reconciled to each year's independent audit report with no exceptions noted.

**AMERICAN STATES INSURANCE COMPANY**

**FINANCIAL STATEMENTS**

**Assets**

	<b>As of December 31, 2009</b>			
	<b><u>Per Annual Statement</u></b>	<b><u>Examination Adjustments</u></b>	<b><u>Per Examination</u></b>	<b><u>December 31, Prior Year</u></b>
<b>Assets:</b>				
Bonds	\$ 1,588,970,978	\$ -	\$ 1,588,970,978	\$ 1,428,378,014
Stocks:				
Preferred stocks	25,707,300	-	25,707,300	48,220,153
Common stocks	2,912,786	-	2,912,786	37,695
Cash, cash equivalents, and short-term investments	101,632,586	-	101,632,586	186,777,106
Other invested assets	2,564,163	-	2,564,163	4,764,219
Receivables for securities	-	-	-	247,299
Subtotals, cash and invested assets	<u>\$ 1,721,787,813</u>	<u>\$ -</u>	<u>\$ 1,721,787,813</u>	<u>\$ 1,668,424,486</u>
Investment income due and accrued	17,988,140	-	17,988,140	19,632,694
Premiums and considerations:				
Uncollected premiums and agents' balances in the course of collection	30,110,678	-	30,110,678	94,554,501
Deferred premiums, agents' balances and installments booked but deferred and not yet due	213,800,567	-	213,800,567	159,005,678
Accrued retrospective premiums	1,241,056	-	1,241,056	443,682
Reinsurance:				
Amounts recoverable from reinsurers	28,799,591	-	28,799,591	33,948,680
Funds held by or deposited with reinsured companies	-	-	-	504,383
Current federal and foreign income tax recoverable and interest thereon	9,627,129	-	9,627,129	15,530,239
Net deferred tax asset	24,049,000	-	24,049,000	41,595,298
Guaranty funds receivable or on deposit	1,407,043	-	1,407,043	1,480,186
Receivables from parent, subsidiaries and affiliates	16,645,846	-	16,645,846	41,127,937
Aggregate write-ins for other than invested assets	6,459,175	-	6,459,175	876,559
<b>Total assets</b>	<b><u>\$ 2,071,916,038</u></b>	<b><u>\$ -</u></b>	<b><u>\$ 2,071,916,038</u></b>	<b><u>\$ 2,077,124,323</u></b>

**AMERICAN STATES INSURANCE COMPANY**

**FINANCIAL STATEMENTS**

**Liabilities, Surplus and Other Funds**

	As of December 31, 2009			
	<u>Per Annual Statement</u>	<u>Examination Adjustments</u>	<u>Per Examination</u>	<u>December 31, Prior Year</u>
<b>Liabilities:</b>				
Losses	\$ 714,422,661	\$ -	\$ 714,422,661	\$ 736,682,283
Reinsurance payable on paid losses and loss adjustment expenses	46,058,340	-	46,058,340	50,499,254
Loss adjustment expenses	170,091,462	-	170,091,462	171,729,286
Commissions payable, contingent commissions and other similar charges	20,244,536	-	20,244,536	27,286,262
Other expenses	24,033,099	-	24,033,099	48,418,988
Taxes, licenses and fees	7,285,399	-	7,285,399	14,986,886
Unearned premiums	349,686,193	-	349,686,193	383,835,113
Advance premium	2,489,094	-	2,489,094	6,030,370
Dividends declared and unpaid:				
Policyholders	645,238	-	645,238	1,246,506
Ceded reinsurance premiums payable	29,230,925	-	29,230,925	32,087,743
Funds held by company under reinsurance treaties	-	-	-	10,019
Amounts withheld or retained by company for account of others	(572,956)	-	(572,956)	3,358,487
Provision for reinsurance	-	-	-	18,788,857
Drafts outstanding	24,973,040	-	24,973,040	-
Payable to parent, subsidiaries and affiliates	2,188,595	-	2,188,595	48,311,879
Payable for securities	10,634,375	-	10,634,375	2,177
Aggregate write-ins for liabilities	28,745,245	-	28,745,245	(7,398,372)
<b>Total liabilities</b>	<b>\$ 1,430,155,246</b>	<b>\$ -</b>	<b>\$ 1,430,155,246</b>	<b>\$ 1,535,875,738</b>
Aggregate write-ins for special surplus funds	1,515,138	-	1,515,138	12,654,151
Common capital stock	5,000,000	-	5,000,000	5,000,000
Gross paid in and contributed surplus	557,757,202	-	557,757,202	557,757,202
Unassigned funds (surplus)	77,488,452	-	77,488,452	(34,162,768)
<b>Surplus as regards policyholders</b>	<b>641,760,792</b>	<b>-</b>	<b>641,760,792</b>	<b>541,248,585</b>
<b>Total liabilities, surplus and other funds</b>	<b>\$ 2,071,916,038</b>	<b>\$ -</b>	<b>\$ 2,071,916,038</b>	<b>\$ 2,077,124,323</b>

**AMERICAN STATES INSURANCE COMPANY**

**FINANCIAL STATEMENTS**

**Statement of Income**

	As of December 31, 2009			
	<u>Per Annual Statement</u>	<u>Examination Adjustments</u>	<u>Per Examination</u>	<u>December 31, Prior Year</u>
<b>UNDERWRITING INCOME</b>				
Premiums earned	\$ 796,216,268	\$ -	\$ 796,216,268	\$ 1,050,646,083
<b>DEDUCTIONS:</b>				
Losses incurred	403,802,171	-	403,802,171	583,267,679
Loss adjustment expenses incurred	94,534,791	-	94,534,791	120,791,993
Other underwriting expenses incurred	264,333,136	-	264,333,136	318,600,034
Aggregate write-ins for underwriting deductions	124,217	-	124,217	-
Total underwriting deductions	<u>762,794,315</u>	<u>-</u>	<u>762,794,315</u>	<u>1,022,659,706</u>
Net underwriting gain (loss)	\$ 33,421,953	\$ -	\$ 33,421,953	\$ 27,986,377
<b>INVESTMENT INCOME</b>				
Net investment income earned	77,883,936	-	77,883,936	80,880,892
Net realized capital gains (losses) less capital gains tax	<u>(7,256,205)</u>	<u>-</u>	<u>(7,256,205)</u>	<u>(2,609,906)</u>
Net investment gain (loss)	\$ 70,627,731	\$ -	\$ 70,627,731	\$ 78,270,986
<b>OTHER INCOME</b>				
Net gain or (loss) from agents' or premium balances charged off	(3,524,426)	-	(3,524,426)	(6,299,160)
Finance and service charges not included in premiums	6,788,326	-	6,788,326	4,919,613
Aggregate write-ins for miscellaneous income	<u>(4,650,619)</u>	<u>-</u>	<u>(4,650,619)</u>	<u>3,086,645</u>
Total other income	\$ <u>(1,386,719)</u>	\$ <u>-</u>	\$ <u>(1,386,719)</u>	\$ <u>1,707,098</u>
Net income before dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes	102,662,965	-	102,662,965	107,964,461
Dividends to policyholders	<u>3,406,699</u>	<u>-</u>	<u>3,406,699</u>	<u>1,262,647</u>
Net income, after dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes	99,256,266	-	99,256,266	106,701,814
Federal and foreign income taxes incurred	<u>11,065,288</u>	<u>-</u>	<u>11,065,288</u>	<u>10,781,041</u>
Net income	\$ <u><u>88,190,978</u></u>	\$ <u><u>-</u></u>	\$ <u><u>88,190,978</u></u>	\$ <u><u>95,920,773</u></u>
<b>CAPITAL AND SURPLUS ACCOUNT</b>				
Surplus as regards policyholders, December 31 prior year	\$ 541,248,584	\$ -	\$ 541,248,584	\$ 512,064,268
Net income	88,190,978	-	88,190,978	95,920,773
Change in net unrealized capital gains or (losses) less capital gains tax	8,168,734	-	8,168,734	(48,105,267)
Change in net deferred income tax	(13,145,770)	-	(13,145,770)	(17,702,733)
Change in nonadmitted assets	4,456,838	-	4,456,838	(1,516,868)
Change in provision for reinsurance	18,788,857	-	18,788,857	162,926
Cumulative effect of changes in accounting principles	-	-	-	6,051,451
Aggregate write-ins for gains and losses in surplus	<u>(5,947,429)</u>	<u>-</u>	<u>(5,947,429)</u>	<u>(5,625,967)</u>
Change in surplus as regards policyholders for the year	<u>100,512,208</u>	<u>-</u>	<u>100,512,208</u>	<u>29,184,316</u>
Surplus as regards policyholders, as of December 31 current year	\$ <u><u>641,760,792</u></u>	\$ <u><u>-</u></u>	\$ <u><u>641,760,792</u></u>	\$ <u><u>541,248,584</u></u>

## COMMENTS ON THE FINANCIAL STATEMENTS

There were no recommended adjustments to surplus as of December 31, 2009, based on the results of this examination.

### OTHER SIGNIFICANT FINDINGS

It is recommended, for all future periods, that the Company hold an annual meeting of shareholders, members, or policyholders within five (5) months after the close of each fiscal year of the corporation and at such time within that period as the Bylaws may provide, in compliance with IC 27-1-7-7-(b).

### SUBSEQUENT EVENTS

Effective January 1, 2010, Bridgefield Casualty Insurance Company and Bridgefield Employers Insurance Company canceled their 100% Quota Share Reinsurance Agreements with PIC and entered into 100% Reinsurance Agreements with LMIC.

Effective February 23, 2010, Avomark Insurance Company was merged into West American Insurance Company, with West American Insurance Company as the surviving entity.

On April 14, 2010, LIH US P&C was renamed Liberty Mutual Agency Corporation (LMAC).

On May 10, 2010, LMG announced that its subsidiary, LMAC filed a registration statement with the U.S. Securities and Exchange Commission (SEC) for an initial public offering (IPO) of shares of its common stock. On September 29, 2010, LMG announced that it was postponing the IPO of stock in LMAC due to the stalled economic recovery, volatile stock markets, and undervalued property and casualty insurance stock prices create an unfavorable environment for receiving appropriate value for the business. On January 11, 2011, LMG announced there are no immediate plans to IPO a portion of its U.S. business.

On February 1, 2011, the Board voted to accept Gary R. Gregg's resignation as the Chairman of the Board, a director, the President, and the CEO. J. Paul Condrin, III, was elected to take the place of Gary R. Gregg until the next annual meeting or until his successor is elected and qualified.

**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 Merlino & Associates, Inc., hereinafter collectively referred to as the "Examiners", performed an examination of **American States Insurance Company**, as of **December 31, 2009**.

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 2010 NAIC Financial Condition Examiner's 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, 2009**, as determined by the undersigned.

Nadine Treon

Nadine Treon, CFE  
Noble Consulting Services, Inc.

State of:  
County of:

On this 12 day of April, 2011, before me personally appeared, Nadine Treon, 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: 3/1/18

Wendi R. Mulkey  
Notary Public

