Memorandum

TO:

Kevin M. McCarty, Commissioner

Office of Insurance Regulation

FROM:

Jeffrey Joseph, Assistant General Counsel

12/18/14

DATE:

December 17, 2014

SUBJECT:

National Title Insurance Company

2014 Assessment for National Title Rehabilitation

National consented to the appointment of DFS as Receiver for purposes of rehabilitation and the Circuit Court appointed DFS as Receiver on July 6, 2009.

On or about October 21, 2014, DFS notified the Office that there was a need for an assessment, pursuant to Section 631.400, Florida Statutes. On October 28, 2014, the Circuit Court which has jurisdiction over the liquidation and rehabilitation of insurance companies, found that DFS had a need for \$300,000 to continue the receivership of National through 2015 and pursuant to the provision of Section 631.400, Florida Statutes, the Circuit Court ordered the Office to assess all title insurers accordingly.

All licensed underwriters are currently recouping \$3.28 per policy for a previous assessment on behalf of National and a recent assessment for the receivership of K.E.L. The order will not increase the per policy surcharge, but will allow the underwriters to aggregate the assessments and continue collecting the surcharge until such time that they have fully recouped assessments for all outstanding receiverships.

D

Jeffrey Joseph is representing the Office in this matter.

Authorized for signature:

Anoush Arakalian Brangacció
Anoush A. Brangacció

Chief Assistant General Counsel

Litigation Section

Office of Insurance Regulation



OFFICE OF INSURANCE REGULATION

KEVIN M. MCCARTY COMMISSIONER

IN THE MATTER OF:

2014 TITLE INSURANCE ASSESSMENT FOR THE REHABILITATION OF NATIONAL TITLE INSURANCE COMPANY

Case No. 162723-14

2014 TITLE INSURANCE ASSESSMENT FOR NATIONAL TITLE INSURANCE COMPANY REHABILITATION

THIS MATTER came on for consideration upon the submission by the Florida Department of Financial Services, Division of Liquidation and Rehabilitation (hereinafter "DFS"), to the Office of Insurance Regulation (hereinafter the "Office") of a notice of need for assessment and an Order from the Second Judicial Circuit Court ordering the Office to assess all title insurers to support the rehabilitation of National Title Insurance Company (hereinafter "National"). The Office, having considered the notice and Court Order and being otherwise duly advised in the premises, hereby finds that:

1. The Office has jurisdiction over the subject matter of, and the parties to this proceeding pursuant to Section 631.400, Florida Statutes, and other applicable provisions of the Florida Insurance Code.

- 2. Section 631.021(3), Florida Statutes, provides that a delinquency proceeding pursuant to Chapter 631, Florida Statutes, constitutes the sole and exclusive method of liquidating, rehabilitating, reorganizing or conserving a Florida domiciled insurer.
- 3. Section 631.051(11), Florida Statutes, authorizes DFS to apply to the Circuit Court for an order directing it to rehabilitate a domestic insurer upon the consent of a majority of its directors, stockholder, member, or subscribers. National has consented to the appointment of DFS as Receiver for purposes of rehabilitation and the Circuit Court for the Second Judicial Circuit appointed DFS as Receiver on July 6, 2009.
- 4. On or about October 21, 2014, DFS notified the Office that there was a need for an assessment, pursuant to Section 631.400, Florida Statutes. On October 28, 2014, the Circuit Court which has jurisdiction over the liquidation and rehabilitation of insurance companies, found that DFS had a need for \$300,000 to continue the receivership of National and ordered the Office to assess all title insurers pursuant to the provisions of the above referenced statute. See DFS Motion and Order of the Circuit Court attached here as Exhibit A.

IT IS THEREFORE ORDERED THAT:

- 1. All title insurers licensed in the State of Florida shall pay to the Department of Financial Services, Division of Liquidation and Rehabilitation, an assessment based on a pro rata share of the total direct title insurance premiums written in the state of Florida as reported to the Office for the most recent calendar year. Attached as Exhibit B, is an overview of each insurer's direct written Florida premium as well as each insurer's pro rata share of the above referenced assessment. Said assessment shall be paid to DFS within ninety (90) days of this Order.
- 2. Pursuant to Section 631.401, Florida Statutes, all title insurers shall recoup the aggregate assessment by continuing the existing surcharge on each title policy issued after the

date of this order. The surcharge shall continue to be collected until all title insurers have recouped the full amount of the aggregate assessment from both National and the K.E.L. assessment. Upon recouping the full amount of the aggregate assessment, each title insurer shall notify either the Title Insurance Coordinator, Peter Rice, or Jeffrey Joseph in writing that they have completed the recoupment process. Pursuant to Section 631.401(6), Florida Statutes, when all title insurers have reported to the Office that they have fully recouped the assessment; the Office shall notify all title insurers to cease collecting the surcharge.

- 3. Pursuant to Section 631.401(3), Florida Statutes, all insurers, even those with no direct written premium for the prior year, shall collect the surcharge. However, pursuant to Section 631.401(5), Florida Statutes, a title insurer may not retain more in surcharges than the amount of the assessment paid by the insurer.
- 4. Pursuant to Section 631.401(7), Florida Statutes, in conjunction with the filing of the quarterly financial statement, each title insurer shall provide the Office with an accounting of the assessment paid and the surcharges collected during the period.

DONE and ORDERED this _____ day of DLC.____, 2014

OF CHOCHOR

KEVIN M. MCCARTY,

COMMISSIONER

OFFICE OF INSURANCE REGULATION

CERTIFICATE OF SERVICE

> Jeffrey W. Joseph Assistant General Counsel Office of Insurance Regulation Legal Services Office 612 Larson Building 200 E. Gaines Street Tallahassee, Florida 32399-4206

Copies to:

Peter Rice Title Insurance Coordinator 200 East Gaines Street Tallahassee, FL 32399-4206

Jeffrey W. Joseph Assistant General Counsel 200 East Gaines Street Tallahassee, FL 32399-4206

National Title Insurance Company in Rehabilitation Corporate Mailing Addresses and Contacts (based on Jurat Page of 2013 Annual Statement)

18 WFG National Title Insurance Company	17 Westcor Land Title Insurance Company	16 Title Resources Guaranty Company	15 Stewart Title Guaranty Company	14 Premier Land Title Insurance Company	13 Old Republic National Title Insurance Company	12 North American Title Insurance Company	11 National Title Insurance of New York, Inc.	10 National investors Title insurance Company	9 Investors Title Insurance Company	8 First American Title Insurance Company	7 First American Title Guaranty Company	6 Fidelity National Title Insurance Company	5 EnTitle insurance Company	4 Commonwealth Land Title Insurance Company	3 Chicago Title Insurance Company	2 American Guaranty Title Insurance Company	 Alliant National Title Insurance Company, Inc. 	Company	
51152 John	50050 Mi	50016 Trey	50121 Ter	50026 Parti	50520 Chris	50130 Ve	51020 Jan	50377 Diane	50369 Diane	50814 John	51624 John	51586 Jan	51632 Sheila	50083 Jan	50229 Jan	51411 Chris	12309 Go	Code Fi	į
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7401 Carmel Executive Park Dr. Ste 105	875 Concourse Pkwy South, Ste 200	8111 LBJ Freeway, Ste 1200	P.O. Box 2029	P.O. Box 199000	400 Second Avenue South	700 NW 107th Ave, Ste 300	601 Riverside Ave	P.O. Drawer 2687	P.O. Drawer 2687	1 First American Way	1 First American Way	601 Riverside Ave	3 Summit Park Drive, Ste 525	601 Riverside Ave	601 Riverside Ave	4040 North Tulsa	1831 Lefthand Circle, Suite G	Address	
Charlotte	Maitland	Dallas	Houston	Dallas	Minneapolis	Miami	Jacksonville	Chapel Hill	Chapel Hill	Santa Ana	Santa Ana	Jacksonville	Independence	Jacksonville	Jacksonville	Oklahoma City	Longmont	City	
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704-542-7617	407-629-5842	972-644-6500	713-625-8038	214-981-5000	612-371-1142	925-935-5599	904-854-8100	919-968-2200	919-968-2200	714-250-3372	303-209-6454	904-854-8100	216-524-3400	904-854-8100	904-854-8100	405-942-4848	303-682-9800	Phone	
1.53%	4.27%	2.10%	5.69%	0.43%	31.80%	1.14%	2.06%	0.00%	0.11%	21.94%	0.00%	9.84%	0.10%	2.95%	14.96%	0.00%	1.10%	Share	
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700 000 00	12,812.67	6,295.51	17,065.23	1,282.17	95,401.74	3,405.26	6,171.66		322.76	65,808.74		29,528.68	289.51	8,847.32	44,877.87		3,311.48	Amount	

IN THE CIRCUIT COURT OF THE SECOND JUDICIAL CIRCUIT, IN AND FOR LEON COUNTY, FLORIDA

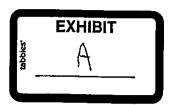
IN RE: The Receivership of National Title Insurance Company, A Florida Corporation,

CASE NO.: 2009-CA-2577

RECEIVER'S STATUS REPORT AND MOTION FOR AN ASSESSMENT IN ACCORDANCE WITH SECTION 631.400, FLORIDA STATUTES

The Florida Department of Financial Services, as Receiver of National Title Insurance Company (hereinafter "National Title"), by and through undersigned counsel, respectfully submits its Status Report and Motion for an Order Approving an Assessment in Accordance with Section 631.400, Florida Statutes and as set forth herein and, as good cause therefore would show:

- 1. On July 6, 2009, the Second Judicial Circuit Court in and for Leon County, Florida (the "Court") appointed the Florida Department of Financial Services as Receiver of National Title Insurance Company for the purposes of rehabilitation.
- 2. Pursuant to Florida Statutes and as provided for in the Rehabilitation Order, the Receiver is conducting the business of National Title and taking all steps, as the Court may direct, toward the removal of the causes and conditions which have made the rehabilitation necessary, and taking such further action, as the Receiver deems necessary or appropriate, to reform and revitalize National Title.
- 3. On July 10, 2012, the Receiver filed a Status Report and Motion for Approval of Revised Plan of Rehabilitation and Cancellation of Out of State Policies. On July 16, 2012 this Court entered and Order Approving Revised Plan of Rehabilitation and Cancellation of Out of State Policies



4. In the July 16, 2012 Order the Office of Insurance Regulation was directed and ordered to order an assessment to the title insurance companies in Florida to pay the claims and expenses of National Title in the amount of \$212,478.00, of which \$212,475.13 was collected. (The balance not collected was due from Southern Title Insurance Corp. who was placed in Receivership in the state of Virginia.)

(A). FINANCIAL CONDITION

- 5. National Title continues to be financially impaired in that its surplus remains under the required minimum \$1,500,000.00 per Section 624.408, Florida Statutes. A copy of National Title's unaudited Quarterly Financial Statement as of June 30, 2014 is incorporated herein as Exhibit "A".
- 6. The Receiver continues to reduce expenses in the estate while maintaining the ability to maximize value to claimants. National Title continues to lack the funded unrestricted reserve requirement of \$1,500,000.00 as required by Florida Statutes. Additionally, the current unrestricted cash available for National Title is insufficient to pay claims as they become due in the normal course of business.

(B). CLAIMS

- 7. The number of open claims is 9 (nine) as of October 15, 2014. The Receiver continues to settle claims in an effort to resolve and reduce National Title's outstanding claims liability.
- 8. In an effort to efficiently investigate, review and manage the claims received, the Receiver has entered into a contract with a third party administrator,

Quintairos Prieto Wood & Boyer ("Quintarios"). Quintarios has reviewed all open claims, coverage and loss types and provide recommendations for handling per the Receiver's contract requirements. Along with the evaluation and administration of claims, Quintarios is responsible for assisting the Receiver in establishing a Loss Reserve. As of September 24, 2014, Quintarios has reviewed and established Loss reserves of \$218,977.00 and LAE reserves of \$13,152.00 on the current open claims. Once all the recommendations are reviewed and approved by the Receiver, Quintarios will act in accordance with the proposed resolution plan to close out each claim.

(C). <u>LEGAL ACTIONS</u>

9. Claim litigation in which National Title is named as a defendant was stayed pursuant to the Rehabilitation Order. However, claims which specifically name an insured of National Title as a defendant are still being litigated; the Receiver continues to evaluate these lawsuits for future resolutions per each policy's guidelines.

(D). ASSET RECOVERY

10. The Receiver has continued to collect amounts it believes are due to the company from agents, past due invoices, and accounts receivable for services performed prior to and during the Rehabilitation Order.

(E). REVISED PLAN OF REHABILITATION

11. There is no guaranty fund coverage in Florida for claims involving title insurance coverage.

- 12. Pursuant to Sections 631.400 (1) (a), Florida Statutes, National Title policies on real property located in Florida continue to remain in force.
- 13. In accordance with the provisions set forth in Section 631.400, Florida Statues, each title insurer doing business in the State of Florida shall be liable for an assessment to pay all unpaid title insurance claims and expenses of administering and settling claims on behalf of the National Title receivership. If deemed sufficient for the payment of known claims, loss adjustment expenses and the cost of administration of this estate, the Receiver may request, and the Office of Insurance Regulation shall order, an assessment on an annual basis. Assessments shall be based on the total of the direct title insurance premiums written in Florida as reported for the most recent calendar year. Each title insurer doing business in Florida shall be assessed on a pro rata share basis of the total direct title insurance premiums written in Florida.
- 14. Assessments shall be paid to the Receiver within ninety (90) days after notice of the assessment or pursuant to a quarterly installment plan approved by the Receiver. Any insurer that elects to pay an assessment on an installment plan shall also pay a financing charge to be determined by the Receiver. Exemptions or limitations to each insurer's assessment shall be determined by the Office of Insurance Regulation and Section 631.400, Florida Statutes.
- 15. The Receiver has evaluated the potential claims and expenses in the National Title estate and recommends the court approve a request for an assessment for the remainder of 2014 through December 2015 in the amount of \$300,000.00 (National Title Ins. Co. Cash Flow Projection, attached hereto as Exhibit "B") Upon

approval, the Receiver will, pursuant to Sections 631.400 (3), Florida Statutes, request that the Office of Insurance Regulation order the approved assessment.

16. The Receiver recommends that the Court grant it the authority to continue

to request assessments from the Office of Insurance Regulation on an annual basis

until no more policies of the title insurer in rehabilitation are in force or the potential

future liability has been satisfied. See 631.400 (3), Florida Statutes.

(F). MISCELLANEOUS ISSUES

17. The Receiver recommends that the rehabilitation continue as it continues

to pursue all avenues to protect the interests of policyholders, creditors and other

claimants, and the public by keeping the Florida policies in effect.

18. The Receiver recommends that all provisions of the original Plan of

Rehabilitation not modified by the Revised Plan of Rehabilitation remain in effect.

WHEREFORE, the Receiver respectfully requests that this Court enter an Order

accepting the Status report, and approve the Revised of Plan of Rehabilitation.

Dated: October ______, 2014.

Yamile Benitez-Torviso, Senior Attorney

Florida Bar No. 0151726

Florida Department of Financial Services Division of Rehabilitation and Liquidation 8240 NW 52 Terrace, Suite 102,

Doral, FL 33166

(786) 336-1382 - Telephone

(305) 499-2271 - Facsimile

Receiver Expenses (4)

oss Reserves (2)

Investment Income (1)

Insolvency Report

National Title hs. Co.
Cash Flow Projection
For Assessment Calculation
September 2014 to December 2015

Sep-14

Oct-14

Nov-14

Dec-14

Jan-June 2015

July-Dec 2015

(191,304) (219,000)

534

(2,250)

EXHIBIT A

IN THE CIRCUIT COURT OF THE SECOND JUDICIAL CIRCUIT, IN AND FOR LEON COUNTY, FLORIDA

IN RE: The Receivership of National Title Insurance Company, A Florida Corporation.

CASE NO.: 2009-CA-2577

ORDER ACCEPTING RECEIVER'S STATUS REPORT AND GRANTING MOTION FOR AN ASSESSMENT IN ACCORDANCE WITH SECTION 631,400, FLORIDA STATUTES

THIS CAUSE having come before the Court on the Receiver's Status Report and Motion for an Order Approving an Assessment in Accordance with Section 631.400, Florida Statutes, the Court having reviewed the pleadings of record filed by the Receiver, and otherwise being fully advised, it is,

ORDERED AND ADJUDGED

- 1. The Receiver's Status Report and Motion for an Order Approving an Assessment in Accordance with Section 631.400, Florida Statutes is hereby GRANTED.
- 2. The Office of Insurance Regulation is hereby directed and ordered to order an assessment to the title insurance companies in Florida to pay the claims and expenses of National Title in the amount of \$300,000.00, as set forth in the Receiver's Motion.
- 3. If a further assessment is necessary, the Receiver will return to this Court to seek this Court's approval.
- 4. The Receiver is authorized and directed to continue ongoing operational activities in the receivership as it deems necessary and appropriate.
- The authority granted to the Receiver under Chapter 631, Florida Statutes, and the Consent Order previously entered by this Court on July 6, 2009 remains in effect.

6. The automatic stay provisions set forth in Section 631.041, Florida statutes, and the Consent Order remain in effect.

DONE AND ORDERED in Chambers at Tallahassee, Leon County, Florida this day of October, 2014.

ANGELA DEMPSEY CIRCUIT JUDGE

Copy:

Yamile Benitez-Torviso (yamile.benitez-torviso@myfloridacfo.com)

National Title Insurance Company in Rehabilitation

Florida Title Industry Assessment for Calendar Year 2014 per Section 631.400, Florida Statutes

Assessment Amount

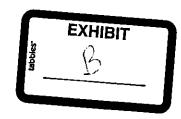
300,000.00

F.S. 631.400(7) Test Assessment must be less than 3% of Surplus for previous calendar year end

		12/31/13	<u>2013</u> Florida				Minimum Surplus Requirement		5urplus	<u>Excess</u> 5 ur plus				3% of surplus minus assessment
	<u>NAIC</u>	Total	Market	6/30/14	6/30/14	10% of	(Greater of \$1.5M		<u>After</u>	After	12/31/13			(result should be
Company Name	<u>Code</u>	DPW *	<u>Share</u>	<u>Liabilitites **</u>	5urplus **	<u>Liabilities</u>	or 10% of liabilities)	<u>Assessmen</u>	<u>Assessment</u>	Assessment	Surplus ***	3% of 5urplus	Assessment	positive number)
1 Alliant National Title Insurance Company, Inc.	12309 \$	12,338,343	1.10% \$	10,766,424	5,629,979	\$ 1,076,642	\$ 1,500,000	\$ 3,311.	48 \$ 5,626,66	8 \$ 4,126,668	\$ 6,464,421	\$ 193,933	\$ 3,311.48	3 \$ 190,621.15
2 American Guaranty Title Insurance Company	51411 \$	-	0.00% \$	13,201,574	19,788,688	\$ 1,320,157	\$ 1,500,000	\$ -	\$ 19,788,68	8 \$ 18,288,688	\$ 18,171,806	\$ 545,154	\$ -	\$ 545,154.18
3 Chicago Title Insurance Company	50229 \$	167,211,601	14.96% \$	898,199,321	917,054,886	\$ 89,819,932	\$ 89,819,932	\$ 44,877.	87 \$ 917,010,00	8 \$ 827,190,076	\$ 917,156,701	\$ 27,514,701	\$ 44,877.87	\$ 27,469,823.16
4 Commonwealth Land Title Insurance Company	50083 \$	32,964,454	2.95% \$	324,023,177	258,330,168	\$ 32,402,318	\$ 32,402,318	\$ 8,847.	32 \$ 258,321,32	1 \$ 225,919,003	\$ 247,931,147	\$ 7,437,934	\$ 8,847.32	\$ 7,429,087.09
5 EnTitle Insurance Company	51632 \$	1,078,682	0.10% \$	5,774,487	11,007,641	\$ 577,449	\$ 1,500,000	\$ 289.	51 \$ 11,007,35	1 \$ 9,507,351	\$ 13,307,838	\$ 399,235	\$ 289.53	\$ 398,945.63
6 Fidelity National Title Insurance Company	51586 \$	110,021,669	9.84% \$	817,691,314	496,326,044	\$ 81,769,131	\$ 81,769,131	\$ 29,528.	58 \$ 496,296,51	5 \$ 414,527,384	\$ 466,460,043	\$ 13,993,801	\$ 29,528.68	\$ \$ 13,964,272.61
7 First American Title Guaranty Company	51624 \$	-	0.00% \$	2,570,428	12,445,363	\$ 257,043	\$ 1,500,000	\$ -	\$ 12,445,36	3 \$ 10,945,363	\$ 12,335,832	\$ 370,075	\$ -	\$ 370,074.96
8 First American Title Insurance Company	50814 \$	245,198,479	21.94% \$	1,236,802,029	987,997,121	\$ 123,680,203	\$ 123,680,203	\$ 65,808.	74 \$ 987,931,31	2 \$ 864,251,109	\$ 995,962,670	\$ 29,878,880	\$ 65,808.74	\$ 29,813,071.36
9 Investors Title Insurance Company	50369 \$	1,202,589	0.11% \$	67,286,494	70,414,348	\$ 6,728,649	\$ 6,728,649	\$ 322.	76 \$ 70,414,02	5 \$ 63,685,376	\$ 71,267,489	\$ 2,138,025	\$ 322.70	5 \$ 2,137,701.91
10 National Investors Title Insurance Company	50377 \$	≡	0.00% \$	3,252,185	\$ 10,081,450	\$ 325,219	\$ 1,500,000	\$ -	\$ 10,081,45	0 \$ 8,581,450	\$ 8,606,179	\$ 258,185	\$ -	\$ 258,185.37
11 National Title Insurance of New York, Inc.	51020 \$	22,995,149	2.06% \$	72,195,692	\$ 51,871,829	\$ 7,219,569	\$ 7,219,569	\$ 6,171.	66 \$ 51,865,65	7 \$ 44,646,088	\$ 51,816,903	\$ 1,554,507	\$ 6,171.66	5 \$ 1,548,335.43
12 North American Title Insurance Company	50130 \$	12,687,737	1.14% \$	36,886,726	\$ 52,175,201	\$ 3,688,673	\$ 3,688,673	\$ 3,405.	26 \$ 52,171,79	6 \$ 48,483,123	\$ 52,558,993	\$ 1,576,770	\$ 3,405.26	5 \$ 1,573,364.53
13 Old Republic National Title Insurance Company	50520 \$	355,459,792	31.80% \$	493,897,260	413,577,975	\$ 49,389,726	\$ 49,389,726	\$ 95,401.	74 \$ 413,482,57	3 \$ 364,092,847	\$ 410,516,014	\$ 12,315,480	\$ 95,401.74	\$ 12,220,078.68
14 Premier Land Title Insurance Company	50026 \$	4,777,282	0.43% \$	6,398,389	6,692,370	\$ 639,839	\$ 1,500,000	\$ 1,282.	17 \$ 6,691,08	8 \$ 5,191,088	\$ 7,956,735	\$ 238,702	\$ 1,282.1	7 \$ 237,419.88
15 Stewart Title Guaranty Company	50121 \$	63,583,779	5.69% \$	542,807,089	5 515,768,658	\$ 54,280,709	\$ 54,280,709	\$ 17,065.	23 \$ 515,751,59	3 \$ 461,470,884	\$ 473,708,888	\$ 14,211,267	\$ 17,065.2	\$ \$ 14,194,201.41
16 Title Resources Guaranty Company	50016 \$	23,456,610	2.10% \$	43,370,559	19,228,525	\$ 4,337,056	\$ 4,337,056	\$ 6,295.	51 \$ 19,222,22	9 \$ 14,885,174	\$ 28,421,918	\$ 852,658	\$ 6,295.5	846,362.03
17 Westcor Land Title Insurance Company	50050 \$	47,739,050	4.27% \$	51,326,256	\$ 22,588,151	\$ 5,132,626	\$ 5,132,626	\$ 12,812.	67 \$ 22,575,33	8 \$ 17,442,713	\$ 19,800,650	\$ 594,020	\$ 12,812.6	581,206.83
18 WFG National Title Insurance Company	51152 \$	17,062,462	1.53% \$	42,930,780	18,590,864	\$ 4,293,078	\$ 4,293,078	\$ 4,579.	39 \$ 18,586,28	5 \$ 14,293,207	\$ 21,646,386	\$ 649,392	\$ 4,579.39	644,812.19
Total Direct Premiums Written in 201	.3 \$	1,117,777,678	100.00%					\$ 299,999.	99					

^{*}Source: NAIC Database, Schedule T - Exhibit of Premiums Written Line 10, Columns 3, 4, and 5

Extracted on 3/4/14 Referencing Data as of 12/31/2013



Extracted on 10/17/14 Referencing Data as of 12/31/2013

^{**}Source: NAIC Database, Liabilities, Surplus and Other Funds Lines 23 and 32

Extracted on 10/17/14 Referencing Data as of 6/30/2014

^{***}Source: NAIC Database, Liabilities, Surplus and Other Funds Lines 23 and 32