

REPORT OF EXAMINATION  
OF THE  
WORKMEN'S AUTO INSURANCE COMPANY  
AS OF  
DECEMBER 31, 2007

Participating State  
and Zone:

California

Filed March 26, 2009

TABLE OF CONTENTS

	<u>PAGE</u>
SCOPE OF EXAMINATION.....	1
COMPANY HISTORY .....	2
MANAGEMENT AND CONTROL: .....	3
Management Agreements .....	5
CORPORATE RECORDS .....	6
TERRITORY AND PLAN OF OPERATION .....	6
LOSS EXPERIENCE .....	7
REINSURANCE: .....	8
Assumed.....	8
Ceded .....	8
ACCOUNTS AND RECORDS:.....	10
Information System Controls.....	10
FINANCIAL STATEMENTS:.....	11
Statement of Financial Condition as of December 31, 2007 .....	12
Underwriting and Investment Exhibit for the Year Ended December 31, 2007.....	13
Reconciliation of Surplus as Regards Policyholders from December 31, 2004 through December 31, 2007.....	14
Reconciliation of Examination Changes as of December 31, 2007.....	15
COMMENTS ON FINANCIAL STATEMENT ITEMS:.....	16
Bonds .....	16
Other Invested Assets .....	16
Losses and Loss Adjustment Expenses .....	19
SUMMARY OF COMMENTS AND RECOMMENDATIONS:.....	20
Current Report of Examination.....	20
Previous Report of Examination.....	21
ACKNOWLEDGEMENT .....	22

Los Angeles, California  
November 28, 2008

Honorable Alfred W. Gross  
Chairman of the NAIC Financial  
Condition (EX4) Subcommittee  
Commissioner of Insurance  
Virginia Bureau of Insurance  
Richmond, Virginia

Honorable Morris Chavez  
Secretary, Zone IV-Western  
Superintendent of Insurance  
New Mexico, Insurance Division  
Santa Fe, New Mexico

Honorable Steve Poizner  
Insurance Commissioner  
California Department of Insurance  
Sacramento, California

Dear Chairman, Secretary and Commissioner:

Pursuant to your instructions, an examination was made of the

**WORKMEN'S AUTO INSURANCE COMPANY**

(hereinafter also referred to as the Company) at the primary location of its books and records, 714 West Olympic Boulevard, Suite 800, Los Angeles, California 90015.

**SCOPE OF EXAMINATION**

The previous examination of the Company was made as of December 31, 2004. This examination covers the period from January 1, 2005 through December 31, 2007. The examination was made pursuant to the National Association of Insurance Commissioners' (NAIC) plan of examination. The examination included a review of the Company's practices and procedures, an examination of management records, tests and analyses of detailed transactions within the examination period, and an evaluation of the assets and a determination of liabilities as of December 31, 2007, as deemed necessary under the circumstances.

In addition to those items specifically commented upon in this report, other phases of the Company's operations were reviewed including the following areas that require no further comment: fidelity bonds and other insurance; officers', employees' and agents' welfare and pension plans; growth of company; business in force by states; and sales and advertising.

### COMPANY HISTORY

The Company was incorporated under the laws of the State of California on August 1, 1949 and commenced business on December 10, 1949. The paid-in capital of \$2.6 million is comprised of 2.6 million shares of common stock with a par value of \$1. All of the issued and outstanding common stock is owned by Workmen's Holding Company (WHC).

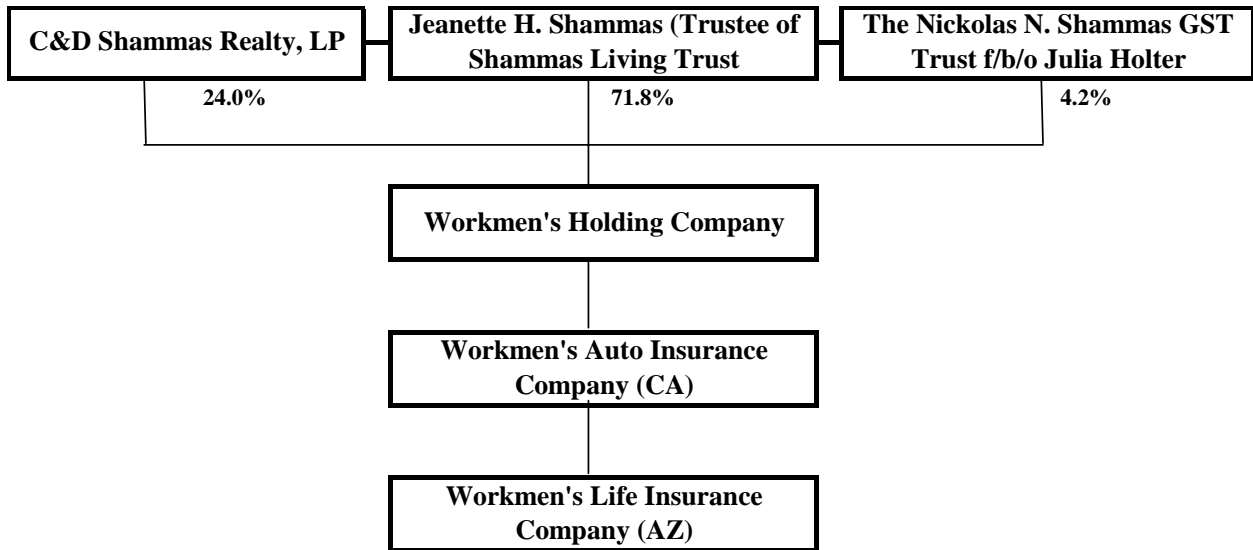
On June 27, 2003, Mr. Nickolas N. Shammass, the ultimate controlling person at the time, assigned and transferred all of the issued and outstanding common stock of WHC, which consisted of 1,000 shares, to Nickolas N. Shammass and Jeanette H. Shammass, Trustees of the Shammass Living Trust. Following the death of Mr. Nickolas N. Shammass, Jeanette H. Shammass became the ultimate controlling person for WHC along with its subsidiaries. On August 15, 2003, the 1,000 shares of common stock of WHC was assigned and transferred to the Jeanette H. Shammass Living Trust with 100% ownership resting with Jeanette H. Shammass.

Effective December 31, 2004, the Jeanette H. Shammass Living Trust sold 99 shares of common stock of WHC to C&D Shammass Realty, LP (C&D) for \$2 million and also sold 50 shares of common stock of WHC to The Nickolas N. Shammass GST (NNSGST) Trust f/b/o Julia Holter for \$1 million.

On April 29, 2005 and May 13, 2005, WHC contributed an additional \$1 million and \$2 million in cash to the Company, respectively.

MANAGEMENT AND CONTROL

The following organizational chart depicts the Company's relationship within the holding company system:



(\*) all ownership is 100% unless otherwise noted

Management of the Company is vested in a six-member board of directors elected annually. A listing of the members of the board and principal officers serving on December 31, 2007 follows:

Directors

<u>Name and Residence</u>	<u>Principal Business Affiliation</u>
Jeanette H. Shammass Laguna Beach, California	Chairperson of the Board Workmen's Auto Insurance Company
Carole J. Shammass Los Angeles, California	Co-Chairperson of the Board Workmen's Auto Insurance Company
Don E. Franzen Topanga, California	Attorney at Law Funsten & Franzen
Darryl O. Holter Los Angeles, California	Chief Administrative Officer Shammass Enterprises
Nicholas J. Lannutti Calabasas, California	President and Chief Executive Officer Workmen's Auto Insurance Company
Diane S. Shammass Laguna Beach, California	Property Manager C & D Shammass Realty, LP

Principal Officers

<u>Name</u>	<u>Title</u>
Nicholas J. Lannutti	President and Chief Executive Officer
Denise M. Tyson	Chief Financial Officer and Chief Operating Officer
Harvey Lightstone	Vice President
Christine R. Tillett	Vice President
John H. Mejia	Vice President
John P. Crispi	Vice President
Geri Relich	Vice President

## Management Agreements

Inter-Company Service and Management Agreement: In May of 1993 the Company and its subsidiary, Workmen's Life Insurance Company (WLIC), entered into an Inter-Company Service and Management Agreement (Agreement). Under the terms of the Agreement, the Company maintains all books of accounts, such as cash receipts and cash disbursements ledgers, the general journal, the general ledger, and any other books of original entry necessary for accumulation, preparation and reporting of financial data. The Company is responsible for all administrative and investment functions for WLIC.

WLIC pays the Company a fixed monthly administrative fee of \$3,000 per month effective June 1, 1993. The management fee is subject to change provided the change is agreed to by the boards of directors of both companies. WLIC paid the Company \$36,000 each year for the period covered by this examination.

Inter-Company Agreement for Contract Services: The Company is party to a service agreement with Shammass Realty Company. Under the terms of the agreement the Company will perform accounting and other administrative services for Shammass Realty on a cost reimbursement basis. The Company received reimbursements of \$120,090, \$109,379 and \$169,346 for the years 2007, 2006 and 2005, respectively. The Agreement was submitted to the California Department of Insurance (CDI) on September 14, 2007. Approval is currently pending.

Federal Income Tax Agreement: The Company is also a party to a Federal Income Tax Agreement with Workmen's Holding Company and Workmen's Life Insurance Company. The agreement was entered into on January 4, 1993 and amended in 2008. Under the terms of the agreement, the companies file a consolidated federal income tax return. The consolidated federal income tax liability is allocated between the companies in the ratio that each companies separate tax return liability bears to the total consolidated federal tax liability. The agreement was submitted to the CDI in 2009 and approval is currently pending.

## CORPORATE RECORDS

The Company's board actions regarding the authorization and approval of investments did not satisfy the requirements of California Insurance Code (CIC) Sections 1200 and 1201. The Company's minutes failed to document the authorization or approval of its investments, which is in violation of CIC Section 1200. In addition, specific references to amounts, facts and the values of the securities were not included as required under CIC Section 1201.

It is recommended that the Company implement procedures to ensure future compliance with CIC Sections 1200 and 1201.

## TERRITORY AND PLAN OF OPERATION

As of December 31, 2007, the Company was licensed to transact property and casualty insurance in California and the following twenty-two states:

Arizona	Arkansas	Colorado	Florida
Georgia	Idaho	Illinois	Indiana
Iowa	Kansas	Minnesota	Missouri
Nebraska	Nevada	New Mexico	North Carolina
Oklahoma	Oregon	South Carolina	Utah
Washington	Wisconsin		

In 2007 the Company wrote \$65 million of direct premium. The top four states by percentage of direct business written are depicted as follows:

<b>State</b>	<b>Direct Premium</b>	<b>Percentage of Business Written</b>
California	\$ 36,444,812	56.3%
Florida	11,106,316	17.3
Washington	6,219,185	9.6
Oregon	3,530,379	5.4

The Company specializes in the underwriting of non-standard private passenger automobile insurance. Business is produced through approximately 1,900 independent agents in all active states and by three General Agents in California. Policies are issued on a direct basis at surcharged rates with terms of three, six and twelve months. The majority of the Company's policies are written at basic limits that satisfy the various states' financial responsibility requirements.

#### LOSS EXPERIENCE

The Company reported operating losses in all years under examination as follows:

<b>Year</b>	<b>Net Operating Gain or (Loss)</b>	<b>Net Income Or (Loss)</b>
2005	\$ (1,080,282)	\$ 778,416
2006	(1,231,023)	593,174
2007	(1,055,705)	555,356
2008 (*)	(3,847,904)	(2,964,890)

(\*) Through September 30, 2008

The Company has experienced both an operating and net losses of approximately \$1 million per quarter in the three quarters subsequent to the examination date. The losses sustained by the Company were primarily due to adverse development of the loss and loss adjustment expense reserves. The Company's surplus has decreased by approximately \$3 million as a result of the adverse loss development.

REINSURANCE

Assumed

The Company does not assume reinsurance.

Ceded

The Company's ceded reinsurance program provides protection for private passenger automobile, auto physical damage and homeowners lines of business. The treaty program utilizes a combination of excess of loss reinsurance, quota share and catastrophe coverage. The largest net amount retained by the Company on one loss is \$100,000. The following is the Company's principal reinsurance agreements in-force and in run-off as of December 31, 2007:

Type of Contract	Reinsurer's Name	Company's Retention	Reinsurer's Maximum Limits
<b>Excess of Loss</b>			
First Casualty Excess of Loss	50.00% QBE Reinsurance Corp. 50.00% Toa Reinsurance Co.	\$100,000	\$400,000 each and every occurrence
Second Casualty Excess of Loss	50.00% Lloyd's Syndicates 25.00% QBE Reinsurance Corp. 25.00% Toa Reinsurance Co.	\$500,000	\$750,000 each and every occurrence  Maximum: \$1.5 million aggregate
Third Casualty Excess of Loss	50.00% Lloyd's Syndicates 25.00% QBE Reinsurance Corp. 25.00% Toa Reinsurance Co.	\$1,250,000	\$1.75 million each and every occurrence  Maximum: \$3.5 million aggregate

Type of Contract	Reinsurer's Name	Company's Retention	Reinsurer's Maximum Limits
<b>Quota Share</b>			
Auto Liability and Physical Damage Quota Share	100.00% Swiss Reinsurance American Corporation	90%	10%  Maximum: \$100,000 Liability \$100,000 One Physical Damage Loss \$500,000 aggregate Physical Damage Losses receiving PCS CAT designation
<b>Aggregate Stop Loss and Catastrophe of Excess of Loss</b>			
Aggregate Stop Loss and Catastrophe of Excess of Loss	100.00% Swiss Reinsurance America Corporation	Section A: CAT XOL 5% excess of \$500,000  Section B: Aggregate Stop Loss XOL 70% of Subject Net Earned Premium	Section A: CAT XOL 95% of excess \$500,000 each occurrence 95% of \$2.5 million each occurrence or in aggregate  Section B: Aggregate Stop Loss XOL 100% aggregate losses excess of 70% of Subject Net Earned Premium 20% of Subject Net Earned Premium maximum each year  Maximum: \$5 million or 25% of Subject Net Earned Premium aggregate

In February 2006 and 2007, the Company commuted its contract with Swiss Reinsurance America Corporation (Swiss Re) on a cut-off basis. As a result, the Company recorded an increase to its income statement of \$399,106 and \$55,424, respectively, reflecting the release of the profit sharing due to the Company.

Effective January 1, 2007, the Company entered into a new quota share agreement with Swiss Re.

On October 1, 2007, the Company amended its participation percentage of the quota share agreement from 15% to 10%.

On July 2, 2007, the Company commuted its contract with Hartford Fire Insurance Company for \$15,000.

As of December 31, 2007, reinsurance recoverables for all ceded reinsurance totaled \$1,054,571 or 4.66% of surplus as regards policyholders. Reinsurance recoverables of \$1,053,000 were from unaffiliated admitted reinsurers.

## ACCOUNTS AND RECORDS

### Information System Controls

During the course of the examination, a review was made of the Company's general controls over its information systems. While the Company's general controls appear to be effective, improvement is needed in the areas of business continuity planning, physical security, security and access controls, and program change controls. The weaknesses noted were presented to the Company along with recommendations to strengthen its controls. It is recommended that the Company review its information systems and make appropriate change to strengthen internal controls.

## FINANCIAL STATEMENTS

The financial statements prepared for this examination report include:

Statement of Financial Condition as of December 31, 2007

Underwriting and Investment Exhibit for the Year Ended December 31, 2007

Reconciliation of Surplus as Regards Policyholders  
from December 31, 2004 through December 31, 2007

Reconciliation of Examination Changes as of December 31, 2007

Statement of Financial Condition  
as of December 31, 2007

<u>Assets</u>	<u>Ledger Assets</u>	<u>Assets Not Admitted</u>	<u>Net Admitted Assets</u>	<u>Notes</u>
Bonds	\$ 38,814,484	\$	\$ 38,814,484	(1)
Common stock	554,197		554,197	
Cash and short-term investments	754,112		754,112	
Other invested assets	5,909,316		5,909,316	(2)
Investment income due and accrued	518,046		518,046	
Premiums and agents' balances in course of collection	1,877,807		1,877,807	
Premiums, agents' balances and installments booked but deferred and not yet due	11,931,256		11,931,256	
Reinsurance amounts recoverable from reinsurers	1,054,571		1,054,571	
Net deferred tax asset	8,383,090	6,626,584	1,756,506	
Electronic data processing equipment	138,789		138,789	
Furniture and equipment, including health care delivery assets	40,462	40,462		
Receivables from parent, subsidiaries and affiliates	14,100		14,100	
Aggregate write-ins for other than invested assets	<u>103,882</u>	<u>95,523</u>	<u>8,359</u>	
 Total assets	 <u>\$ 70,094,112</u>	 <u>\$ 6,762,569</u>	 <u>\$ 63,331,543</u>	
 <u>Liabilities, Surplus and Other Funds</u>				
Losses			\$ 19,574,141	(3)
Loss adjustment expenses			3,848,923	(3)
Commissions payable, contingent commissions and other similar charges			1,381,047	
Other expenses			1,303,912	
Taxes, licenses and fees			273,943	
Current federal and foreign income taxes			6,663	
Unearned premium			17,154,229	
Advance premium			243,189	
Ceded reinsurance premiums payable			(581,038)	
Amount withheld or retained by company for account of others			(418)	
Provision of reinsurance			39,029	
Payable to parent, subsidiaries and affiliates			2,639	
Aggregate write-ins for liabilities			<u>389,537</u>	
 Total liabilities			 43,635,796	
 Common capital stock		 \$ 2,600,000		
Gross paid-in and contributed surplus		20,909,316		
Unassigned funds (surplus)		<u>(3,813,569)</u>		
 Surplus as regards policyholders			 <u>19,695,747</u>	
 Total liabilities, surplus and other funds			 <u>\$ 63,331,543</u>	

Underwriting and Investment Exhibit  
for the Year Ended December 31, 2007

Statement of Income

Underwriting Income

Premiums earned		\$ 53,223,943
Deductions:		
Losses incurred	\$ 33,268,012	
Loss expense incurred	5,551,783	
Other underwriting expenses incurred	<u>18,409,853</u>	
Total underwriting deductions		<u>57,229,648</u>
Net underwriting loss		(4,005,705)

Investment Income

Net investment income earned	\$ 2,246,524	
Net realized capital gains	<u>(5,117)</u>	
Net investment gain		2,241,407

Other Income

Net loss from agents' balances charged off	\$ (705,503)	
Aggregate write-ins for miscellaneous income	<u>83,779</u>	
Total other income		<u>(621,724)</u>
Net income before federal income taxes		(2,386,022)
Federal and foreign income taxes incurred		<u>8,622</u>
Net loss		<u>\$ (2,394,644)</u>

Capital and Surplus Account

Surplus as regards policyholders, December 31, 2006		\$ 21,645,134
Net loss	\$ (2,394,644)	
Change in net unrealized capital losses less capital gains tax	(25,618)	
Change in net deferred income tax	(269,870)	
Change in nonadmitted assets	572,120	
Change in provision for reinsurance	<u>168,625</u>	
Change in surplus as regards policyholders		<u>(1,949,387)</u>
Surplus as regards policyholders, December 31, 2007		<u>\$ 19,695,747</u>

Reconciliation of Surplus as Regards Policyholders  
from December 31, 2004 through December 31, 2007

Surplus as regards policyholders, December 31, 2004, per Examination			\$ 16,317,276
	<u>Gain in Surplus</u>	<u>Loss in Surplus</u>	
Net loss	\$	\$ 1,023,054	
Net unrealized capital losses		848,533	
Change in net deferred income tax		547,072	
Change in nonadmitted assets	2,710,551		
Change in provision for reinsurance	86,579		
Surplus adjustments: Paid-in	<u>3,000,000</u>		
 Totals	 <u>\$ 5,797,130</u>	 <u>\$ 2,418,659</u>	
Net change in surplus as regards policyholders for the examination			<u>3,378,471</u>
Surplus as regards policyholders, December 31, 2007, per Examination			<u>\$ 19,695,747</u>

Reconciliation of Examination Changes  
as of December 31, 2007

	<u>Per Company</u>	<u>Per Examination</u>	<u>Surplus Increase (Decrease)</u>	<u>Notes</u>
<u>Liabilities</u>				
Losses and loss adjustment expenses	\$ 20,473,064	\$ 23,423,064	<u>\$ (2,950,000)</u>	(3)
Net decrease to surplus as regards policyholders			\$ (2,950,000)	
Surplus as Regards Policyholders, December 31, 2007 per Company			<u>22,645,747</u>	
Surplus as Regards Policyholders, December 31, 2007 per Examination			<u>\$ 19,695,747</u>	

## COMMENTS ON FINANCIAL STATEMENT ITEMS

### (1) Bonds

The Company's securities are held in a custodial account at BNY Western Trust Company (BNY). The Company entered into a custodial agreement with BNY during 2004. The Company submitted this custodial agreement to the California Department of Insurance (CDI) in 2009 for approval. The CDI is currently reviewing the agreement.

The Company investment portfolio includes only one bond which has been affected by the recent down grades in securities. As of September 30, 2008, the Company owned a Washington Mutual Bank bond which had a book value of \$250,000 and a market value of \$60,000.

### (2) Other Invested Assets

In February, 2005 the Company received a permitted accounting practice from the CDI to record a note receivable from its parent in the amount of \$5,909,316 as of December 31, 2004 as an admitted asset. The permitted accounting practice was conditioned upon the effective transfer of a 30.7% ownership interest in a Petroleum Building Limited Liability Corporation (PB LLC) to the Company prior to the filing of the 2005 Annual Statement.

The PB LLC, at that time and currently, owns a 78% interest in the Petroleum Building, which is also the Company's home office. With the transfer, the Company has a 30.7% ownership interest in the PB LLC, which has a 78% interest in the Petroleum Building and is the limited liability corporation's major asset.

The admitted value of the 30.7% ownership interest, as evidenced by the fair value of the PB LLC (substantiated by an appraisal report in 2004 on the home office building) and in accordance with the

limitations of California Insurance Code (CIC) Section 1215.1(b)(1), as of year-end 2004 was \$5,909,316.

Statements of Statutory Accounting Principles (SSAP) No. 25 - Accounting for and Disclosures about Transactions with Affiliates and Other Related Parties, allowed the Company to book this non-monetary economic transaction between related parties at fair value at the date of the transaction. Should the sale of the Petroleum Building occur and/or the PB LLC be dissolved in any way, the Company would be entitled to the value of its ownership interest in the PB LLC, which would be determined by using the market value (rather than the cost less depreciated value) of the Petroleum Building in the calculation of the Company's net equity interest.

SSAP No. 48 provides for the admissibility of investments in limited liability companies and references SSAP No. 97 for valuation guidelines and requires the basis for valuation to be an audited financial statement. While the Company provided the examiners with an audited balance sheet, it was a limited reporting engagement audit rather than a full financial audit and, therefore, does not comply with SSAP 97, which requires a full financial audit of the PB LLC. It is recommended that the PB LLC obtain a full financial audit of its financial statements to comply with SSAP 97 and submit this annually to the CDI. In response to this finding and subsequent to the on-site examination, the Company indicated that it has engaged a public accounting firm to perform a full financial audit of the PB LLC's financial statements to comply with SSAP 97 beginning the year ending December 31, 2008.

It is recommended that the Company or the PB LLC obtain independent appraisals of the Petroleum Building at a minimum of every five years and more often should there be a material decrease in the estimated market value. In addition, and in accordance with SSAP No. 5, should there be a material decrease in the market value of the Petroleum Building that is determined to be other than a temporary impairment, the market value should be reduced accordingly.

A review of the documents supporting the PB LLC's primary asset, the Petroleum Building, revealed that the PB LLC has not obtained a title insurance policy in the name of the LLC. It is recommended that the PB LLC obtain a proper title insurance policy.

In conjunction with the review of the PB LLC, it was noted that the Company's ownership in this investment is by means of an assignment of a 30.7% interest. The PB LLC agreement limits the rights of an assignee in paragraph 9.6 as follows:

"An assignee of an Interest in the Company who does not become a substituted Member shall have no right to require any information or account of the Company's transactions, to inspect the Company's' books, or to vote on any of the matters as to which a Member would be entitled to vote under this Agreement. An assignee shall only be entitled to receive the share of the profits or other compensation by way of income, or the return of its contributions, to which its assignor would otherwise be entitled."

Although information requested during this examination regarding the PB LLC books and records was provided, the PB LLC is under no legal obligation to do so based on the current terms of the PB LLC Agreement. It is recommended that the terms of the agreement be amended to provide the Company with the right to require any information or account of the PB LLC'S transactions and to inspect its books.

In addition, it is recommended that the Company and the PB LLC provide the CDI with a legal opinion in writing, along with supporting documentation, to confirm that an assignee of an interest in the PB LLC would still have all the rights and privileges of ownership as it would have if it were to have a direct ownership in the PB LLC.

A review of the audited balance sheet of the PB LLC as of December 31, 2007 disclosed loans to affiliates in the amount of \$1.3 million, which represent unsecured loans in the form of demand notes due from affiliated automobile dealerships. It was also noted that the Company did not receive a dividend from the PB LLC for the period under examination even though the PB LLC reported income during this period of approximately \$2 million. In 2008, subsequent to the examination

period, the PB LLC distributed a dividend in the amount of \$1 million. The Company's proportionate share was \$300,000.

It should also be noted that as of September 30, 2008, the Company reported surplus of \$19.5 million and admitted assets of \$57.3 million. The Company's investment in the PB LLC of \$5.9 million represents 30% of its reported surplus and 10% of admitted assets. The Company has also reported a \$4 million negative cash flow from operations for the nine months ended September 30, 2008.

Based on the above, it is recommended that the Company receive its proportionate share of any profits reported by the PB LLC.

### (3) Losses and Loss Adjustment Expenses

Based upon a review conducted by a Casualty Actuary from the CDI of the Company's reserves for losses and loss adjustment expenses as of December 31, 2007 and subsequent developments of those reserves through September 30, 2008, the Company's reserves were determined to be deficient by \$2.95 million. The examination has included the Company's adverse development in the financial statements and increased the reserves for losses and loss adjustment expenses accordingly.

## SUMMARY OF COMMENTS AND RECOMMENDATIONS

### Current Report of Examination

Corporate Records (Page 6): It is recommended that the Company implement procedures in its board meetings to ensure compliance with California Insurance Code (CIC) Sections 1200 and 1201.

Accounts and Records - Information System Controls (Page 10): It is recommended that the Company review its information systems and make appropriate changes to strengthen internal controls. This was also noted in the previous examination.

Comments on Financial Statement Items - Other Invested Assets (Page 16): Based on the examination findings, it is recommended that:

- The PB LLC obtain a full financial audit of its financial statements to comply with Statements of Statutory Accounting Principles (SSAP) No. 97 and annually submit them to the California Department of Insurance (CDI);
- The Company or the PB LLC obtain independent appraisals of the Petroleum Building at a minimum of every five years and more often should there be a material decrease in the estimated market value;
- In accordance with SSAP No. 5, should there be a material decrease in the market value of the Petroleum Building that is determined to be other than a temporary impairment, the market value should be reduced accordingly;
- The PB LLC obtain a proper title insurance policy;
- The terms of the PB LLC agreement be amended to provide the Company with the right to require any information or account of the PB LLC'S transactions and to inspect its books;
- The Company and the PB LLC provide the CDI with a legal opinion in writing, along with supporting documentation, to confirm that an assignee of an interest in the PB LLC would still have all the rights and privileges of ownership as it would have if it were to have a direct ownership in the PB LLC; and
- The Company receive its proportionate share of any profits reported by the PB LLC.

### Previous Report of Examination

Corporate Records (Page 7): It was recommended that the Company implement procedures in its board meetings to ensure compliance with CIC Section 735. A review of the board of directors' minutes indicated that the Company submitted the draft and final Report of Examination to the Board of Directors in compliance with CIC Section 735.

Accounts and Records - Information System Controls (Page 11): It was recommended that the Company review its information systems and make appropriate changes to strengthen internal controls. A review of the information system controls during the current examination period continued to disclose weaknesses. It is again recommended that the Company address the weaknesses in its information system controls.

ACKNOWLEDGEMENT

The courtesy and cooperation extended by the Company's officers and employees during the course of this examination are hereby acknowledged.

Respectfully submitted,

/S/

Constance J. Korte, CFE  
Examiner-In-Charge  
Department of Insurance  
State of California