REPORT ON EXAMINATION

OF

ENDURANCE RISK SOLUTIONS ASSURANCE CO.

AS OF

DECEMBER 31, 2021

TRINIDAD NAVARRO COMMISSIONER



STATE OF DELAWARE DEPARTMENT OF INSURANCE

REPORT ON EXAMINATION

OF

ENDURANCE RISK SOLUTIONS ASSURANCE CO.

AS OF

DECEMBER 31, 2021

The above-captioned report was completed by examiners of the Delaware Department of Insurance.

Consideration has been duly given to the comments, conclusions and recommendations of the examiners regarding the status of the company as reflected in the report.

This report is hereby accepted, adopted and filed as an official record of this Department.

Varano

Trinidad Navarro Insurance Commissioner

Dated this <u>28th</u> day of <u>June</u>, 2023

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May 17, 2023

Honorable Trinidad Navarro Commissioner of Insurance Delaware Department of Insurance 1351 West North Street Suite 101 Dover, Delaware 19904

Dear Commissioner:

In compliance with instructions and pursuant to statutory provisions contained in Examination Certification No. 22.019, dated October 20, 2022, an examination has been made of the affairs, financial condition and management of

ENDURANCE RISK SOLUTIONS ASSURANCE CO.

hereinafter referred to as the Company or ERSAC. The Company was incorporated under the laws of the State of Delaware as a stock company with its home office located at 1209 Orange Street, Wilmington, Delaware. The administrative office of the Company is located at, 4 Manhattanville Road, Purchase, New York.

SCOPE OF EXAMINATION

The Delaware Department of Insurance (Department) performed a risk-focused financial examination of the Company. The previous regulatory examination of the Company covered the four-year period from January 1, 2013 through December 31, 2016. This examination covers the five-year period from January 1, 2017 through December 31, 2021.

The examination of the Company was performed as part of the multi-state coordinated examination of Sompo U.S. Group (Sompo Group) of companies as of December 31, 2021. The Department was the lead state for the Sompo Group examination. The examination was conducted concurrently with that of its affiliates:

Name	Domicile
Endurance Assurance Corporation (EAC)	DE
Endurance American Insurance Company (EAIC)	DE
Endurance American Specialty Insurance Company (EASIC)	DE
Endurance Specialty Insurance Ltd. U.S. Reinsurance Trust (ESIL-MBT)	DE
Endurance Specialty Insurance Ltd. U.S. Reduced Collateral Reinsurance	
Trust (ESIL-RCT)	DE
Sompo Fire & Marine Insurance Company (SAFM)	NY
Sompo America Insurance Company (SAIC)	NY
Bond Safeguard Insurance Company (BSIC)	SD
American Agri-Business Insurance Company (AA-BIC)	TX
Lexon Insurance Company (LIC)	TX

To the fullest extent, the efforts, resources, project material and findings were coordinated and made available to all examination participants.

We conducted our examination in accordance with the *National Association of Insurance Commissioners* (NAIC) *Financial Condition Examiners Handbook* (Handbook) and generally accepted statutory insurance examination standards consistent with the Insurance Code and Regulations of the State of Delaware. The NAIC Handbook requires that we plan and perform the examination to evaluate the financial condition, assess corporate governance, identify current and prospective risks of the Company and evaluate system controls and procedures used to mitigate those risks. An examination also includes identifying and evaluating significant risks that could cause an insurer's surplus to be materially misstated both currently and prospectively.

All accounts and activities of the Company were considered in accordance with the risk-focused examination process. This may include assessing significant estimates made by

management and evaluating management's compliance with Statutory Accounting Principles. The examination does not attest to the fair presentation of the financial statements included herein. If, during the course of the examination an adjustment is identified, the impact of such adjustment will be documented separately following the Company's financial statements.

This examination report includes significant findings of fact, pursuant to the General Corporation Law of the State of Delaware as required by 18 *Del. C.* § 321, along with general information about the insurer and its financial condition. There may be other items identified during the examination that, due to their nature, are not included within the examination report but separately communicated to other regulators and/or the Company.

During the course of this examination, consideration was given to work performed by the Company's external accounting firm Ernst & Young, LLP (E&Y). Certain auditor work papers of the 2021 E&Y audit of the Company have been incorporated into the work papers of the examiners and have been utilized in determining the scope, areas of emphasis in conducting the examination and in the area of risk mitigation and substantive testing.

SUMMARY OF SIGNIFICANT FINDINGS

There were no significant findings or material changes in financial statements as a result of this examination.

COMPANY HISTORY

The Company was originally organized as American Merchants Casualty Company (AMCC) under the laws of the State of Minnesota as a stock property and casualty company on June 6, 1986. In May of 1993, the Company re-domesticated to Ohio.

Effective June 8, 2007, Endurance Reinsurance Corporation of America (now known as Endurance Assurance Corporation (EAC) acquired AMCC, then a wholly

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owned subsidiary of Motorists Mutual Insurance Company, as a shell insurance company. In conjunction with, and immediately after its acquisition, EAC contributed \$41.5 million in cash to the Company. The Company re-domesticated from Ohio to Delaware on March 28, 2008.

Effective October 16, 2009, the name of the Company was changed to ERSAC.

On March 28, 2017, the Company became part of Sompo Holdings, Inc. (Sompo Holdings), an insurance holding company system, and control was acquired through the acquisition of 100% of the outstanding ordinary shares of Endurance Specialty Holdings Ltd. (ESHL). Sompo Holdings created a holding company, Sompo International Holdings, Ltd. (SIHL), domiciled in Bermuda, who owns Endurance Specialty Insurance Ltd. (ESIL), also domiciled in Bermuda, and the Sompo Group.

Capitalization

The Company's Certificate of Incorporation authorizes the issue of 3,000,000 shares of common stock with a \$1.00 par value. As of December 31, 2021, the Company had 3,000,000 common shares issued and outstanding totaling \$3,000,000. All outstanding common shares of the Company are owned by EAC. As of December 31, 2021, the Company reported gross paid in and contributed surplus of \$244,149,403.

Dividends

The Company's Board of Directors (Board) did not approve or authorize any dividends during the exam period.

MANAGEMENT AND CONTROL

Directors

Pursuant to the General Corporation Laws of the State of Delaware, as implemented by the Company's Certificate of Incorporation and Bylaws, all corporate powers and its business property and affairs are managed by, or under the direction of, its Board. In accordance with the Company's bylaws, the number of Directors shall not have less than one member and the total number of directors shall be determined by the Board. Directors shall be elected annually by the sole stockholder and shall hold office until successors are elected and qualified, or until earlier resignation or removal. The members of the Board, serving as of December 31, 2021, each elected or appointed in accordance with the Company Bylaws, were as follows:

<u>Name</u> <u>Affiliation</u> Christopher Brian Gallagher Windy Lee Lawrence Michael James McGuire

Chief Executive Officer, Commercial P&C, SIHL General Counsel, SIHL Chief Financial Officer, SIHL

Officers

In accordance with its bylaws, the Board shall elect one or more presidents, a treasurer and a secretary. The Board may also elect a chairman, executive vice presidents, vice presidents and such assistant secretaries and assistant treasurers as they may deem proper. The senior officers, duly appointed in accordance with the bylaws and serving as of December 31, 2021, were as follows:

Name	<u>Title</u>
Christopher Louis Sp	parro President
Entela Hana	Treasurer
Daniel Simeon Lurie	e Secretary

Corporate Records

The recorded minutes of the Shareholder and Board were reviewed for the period under examination. The recorded minutes of the Board adequately documented its meetings and approval of Company transactions and events including approval of investment transactions in accordance with 18 *Del. C.* §1304. In addition, the review of Company files indicated that written correspondence was submitted to the Department with regards to the changes in officers and directors during the period under examination in compliance with 18 *Del. C.* §4919.

Insurance Holding Company System

The Company is a member of an insurance holding company system as it is defined under 18 *Del. C.* § 5001 (7) of the Delaware Insurance Code.

The ultimate controlling person was ESHL, a Bermuda corporation, which is primarily engaged through its subsidiaries in the business of property and casualty insurance and reinsurance. Effective March 28, 2017, control was acquired through the acquisition of 100% of the outstanding ordinary shares of ESHL by Sompo Holdings, a Japanese domestic company.

An abbreviated organizational chart of Sompo Holdings, as of December 31, 2021, is

as follows (ownership of subsidiaries is 100% unless otherwise noted):

Sompo Holdings, Inc. (Japan) Sompo Japan Insurance Inc. (Japan) Sompo International Holdings Ltd. (Bermuda)* Endurance Specialty Insurance Ltd. (Bermuda) (U.S. Reinsurance Trust)** (U.S. Reduced Collateral Reinsurance Trust)** Endurance U.S. Holdings Corp. (DE) Agri-Sompo North America. (TX) American Agri-Business Insurance Company (TX) Endurance Assurance Corporation (DE) Sompo America Insurance Company (NY) Sompo America Fire and Marine Insurance Company (NY) **Endurance Risk Solutions Assurance Co. (DE)** Endurance American Insurance Company (DE) Endurance American Specialty Insurance Company (DE) Lexon Insurance Company (TX) Bond Safeguard Insurance Company (SD)

^{*} Effective September 2017, ESHL transferred substantially all of its assets (including the U.S. Reinsurance Trust and the U.S. Reduced Collateral Reinsurance Trust) and liabilities to its affiliate, SIHL, a Bermuda corporation. Subsequently, ESHL was liquidated.

^{**} The U.S. Reinsurance Trust and the U.S. Reduced Collateral Reinsurance Trust are wholly owned trust accounts of ESIL. They are not entities or "subsidiaries" as that term is commonly understood in the context of an insurance holding company system.

Agreements with Affiliates

Administrative Services Agreement

Effective April 1, 2018, the Company entered into a Second Amended and Restated Administrative Services Agreement with SIHL, which allows for the sharing of management and administrative services among the various participating entities. This agreement replaced all prior administrative services agreements.

Credit Facility

On November 2, 2017, the Company became a Subsidiary Obligor under the Uncommitted Letter of Credit and Reimbursement agreement by and between SIHL, various subsidiary Obligors and the Mizuho Bank, Ltd. (Mizuho Credit Facility). The Mizuho Credit Facility is an unsecured credit facility with a capacity of \$1,250,000,000. The Mizuho Credit Facility requires compliance with certain customary restrictive covenants. The Company has not accessed the Mizuho Credit Facility as of the examination date.

On December 21, 2017, the Company became an applicant under the Continuing Letter of Agreement (for standby Letters of Credit) by and between SIHL, various applicants and Bank of Tokyo-Mitsubishi UFJ, Ltd. (BTMU Credit Facility). The BTMU Credit Facility is an unsecured credit facility with a capacity of \$500,000,000. The BTMU Credit Facility requires compliance with certain customary restrictive covenants. The Company has not accessed the BTMU Credit Facility as of the examination date.

On March 23, 2016, the Company became a Designated Subsidiary Borrower under a \$450 million five-year revolving Credit Facility by and among SIHL, various designated subsidiary borrowers, various lenders and JPMorgan Chase Bank, N.A (JP Morgan) as the administrative agent (JPM Credit Facility). On April 13, 2018, SIHL notified JP Morgan that the lenders' commitment under the JPM Credit Facility was reduced from \$450 million to \$100 million. The JPM Credit Facility is collateralized on a several basis by each entity incurring an obligation with cash and securities deposited into collateral accounts with Deutsche Bank Trust Company Americas as collateral agent. The JPM Credit Facility expired on March 31, 2021.

Program Management Agreement

The Program Management Agreement, dated June 8, 2007, was entered into, by and among ERSAC, Endurance Specialty Insurance Marketing Corp. (ESIMC) and Endurance Specialty Insurance Marketing Corp. of Illinois (ESIMC-IL). Under this agreement, ESIMC and ESIMC-IL are appointed as program managers for the purpose of underwriting and administering certain commercial special risk property and casualty insurance coverages.

Crop Insurance Agreement

Effective January 1, 2009, the company entered into a General Agency Crop Insurance Agreement by and among EAIC, ERSAC and AgriSompo North America, Inc. (ASNA), formerly ARMTech Insurance Services. Under this agreement EAIC and ERSAC appoints ASNA as an agent for underwriting agricultural insurance products.

Consolidated Tax Allocation Agreement

Effective June 8, 2007, the Company became a party to a Consolidated Tax Allocation Agreement with EUSH. The agreement sets forth the manner in which the total consolidated federal income tax liability or benefit is allocated to each entity in the group as if separate tax returns were filed. Various amendments were added to include additional affiliates over the exam period.

TERRITORY AND PLAN OF OPERATION

Territory

The Company is licensed to transact business in 25 United States jurisdictions. For the year ending December 31, 2021, the Company wrote approximately 96.46% of its business in the jurisdictions of California (62.53%), North Carolina (10.17%), Virginia (8.96%), Tennessee (7.58%) and Minnesota (7.22%).

Plan of Operation

ERSAC offers property, marine/energy, aviation, professional lines and agriculture (through the Pool) insurance and reinsurance and related services. It serves the insurance and reinsurance needs of risk managers and reinsurance buyers.

REINSURANCE

The Company reported the following distribution of premiums written for the years ended December 31, 2021, and the prior examination date of December 31, 2016:

	2021	% GPW	2016	% GPW
Direct Written	\$248,838,786	34.07%	\$106,384,871	52.62%
Reinsurance assumed from affiliates	481,542,544	65.93%	95,777,640	47.38%
Reinsurance assumed from non-affiliates		0.00%	-	0.00%
Gross premiums Written	\$730,381,330	100.00%	\$202,162,511	100.00%
Reinsurance ceded to affiliates	248,838,786	34.07%	106,384,871	52.62%
Reinsurance ceded to non -affiliates	-	0.00%	-	0.00%
Total Ceded	\$248,838,786	34.07%	\$106,384,871	52.62%
Net premium written	\$481,542,544	65.93%	\$ 95,777,640	47.38%
1	. , ,		. , ,	

Intercompany Pooling Agreement

The Company is party to an intercompany reinsurance pooling agreement (Pool) with EAIC and EASIC (Pooling Agreement). The Pooling Agreement, effective January 1, 2009, and amended effective January 1, 2012, provides for EASIC and ERSAC to cede 100% of

their gross premiums, losses, insurance expenses and other related underwriting activity to the EAIC. EAIC, after the placement of reinsurance to both external and affiliated companies, cedes the net business of the Pool to EASIC and ERSAC based on their pooling percentages of 27% and 20% respectively. EAIC retains 53% of the Pool's net business.

Ceded Reinsurance

The Company purchases of reinsurance are coordinated with the Sompo Group. The Sompo Group purchases reinsurance from highly rated domestic and international reinsurers. The group utilizes reinsurance to manage underwriting risks. It cedes to a 1 in 250 year probable maximum loss to reported group capital which is comparable to its peers. In the reinsurance segment, the Sompo Group purchases proportional and excess of loss retrocessional coverage on the catastrophe line of business and proportional coverage on the specialty line of business. The Sompo Group's insurance operating subsidiaries use proportional and excess reinsurance to protect larger limits on certain business written by the insurance segment. The Sompo Group's agriculture insurance line of business participates in a crop reinsurance program sponsored by the U.S. federal government and utilizes third party reinsurance covers. Excess reinsurance coverage is purchased in relation to the property insurance line of business to protect against catastrophic events.

FINANCIAL STATEMENTS

The following financial statements, as reported and filed by the Company with the Department, are reflected in the following:

- Statement of Assets as of December 31, 2021
- Statement of Liabilities and Surplus as of December 31, 2021
- Statement of Income for the year ended December 31, 2021
- Statement of Capital and Surplus Account for the year ended December 31, 2021
- Reconciliation of Capital and Surplus for the Period December 31, 2016 to December 31, 2021

STATEMENT OF ASSETS As of December 31, 2021

				lonadmitted	Net Admitted
	Ledger Assets		Assets		 Assets 2021
Bonds	\$	478,580,172	\$	-	\$ 478,580,172
Common stocks (stocks)		16,277,588		-	16,277,588
Real Estate		-		-	-
Cash		117,389,412		-	117,389,412
Cash equivalents		-		-	-
Short Term Investments		-		-	-
Other invested assets		-		-	-
Receivables for securities		54,059		-	 54,059
Subtotals, cash and invested assets	\$	612,301,231	\$		\$ 612,301,231
Investment income due and accrued		1,823,130			1,823,130
Uncollected premiums and agents' balances in the					
course of collection		35,904,750		4,263,681	31,641,069
Deferred premiums		174,570,931		-	174,570,931
Accrued retrospective premiums		-		-	-
Amounts recoverable from reinsurers		31,495,831		-	31,495,831
Funds held by or deposited with reinsured companies		15,759,821		-	15,759,821
Current federal and foreign income tax recoverable					
and interest thereon		-		-	-
Net deferred tax asset		17,421,335		1,768,854	15,652,481
Electronic data processing equipment software		-		-	-
Furniture and equipment, including healthcare					
delivery assets		-		-	-
Receivables from parent; subsidiaries and affiliates		15,268,994		-	15,268,994
Aggregate write-ins for other than invested assets:		4,707		_	 4,707
Total assets excluding Separate Accounts,					
Segregated Accounts and Protected Cell Accounts	\$	904,550,730	\$	6,032,535	\$ 898,518,195
From Separate Accounts, Segregated Accounts and Pro		-		-	-
Total	\$	904,550,730	\$	6,032,535	\$ 898,518,195

STATEMENT OF LIABILITIES AND SURPLUS As of December 31, 2021

AS 01 December 51, 2021			
-	¢		Note
Losses	\$	319,217,012	1
Reinsurance payable on paid losses and loss adjustment expenses		-	
Loss adjustment expenses		47,777,884	1
Commissions payable; contingent commissions and other similar charges		(295,790)	
Other expenses (excluding taxes; licenses and fees)		237,614	
Taxes, licenses, and fees (excluding federal and foreign income tax)		1,052,833	
Current federal and foreign income taxes Borrowed Money and interest		3,295,743	
Unearned premiums (after deducting unearned premiums for ceded reinsurance of \$146,207,324 and including warranty reserves of \$0)		214,501,361	
Advance Premium		-	
Ceded reinsurance premiums payable (net of ceding commissions)		29,100,135	
Funds held by company under reinsurance treaties		-	
Amounts withheld or retained by company for account of others		-	
Remittances and items not allocated Provision for reinsurance (including \$0 certified)		16,024,241	
Net adjustments in assets and liabilities due to foreign exchange rates		-	
Payable to parent, subsidiaries and affiliates		5,125,838	
Payable for securities		4,486,070	
Aggregate write-ins for liabilities		10,900,067	
Total liabilities excluding protected cell liabilities	\$	651,423,008	
Total liabilities	\$	651,423,008	
Aggregate write-ins for special surplus funds		-	
Common capital stock		3,000,000	
Gross paid in and contributed surplus		244,149,403	
Unassigned funds (surplus)	*	(54,216)	
Surplus as regards policyholders	<u>\$</u>	247,095,187	
Totals of liabilities & surplus	\$	898,518,195	

STATEMENT OF INCOME For the Year Ended December 31, 2021

Underwriting Income

Premiums earned	\$ 422,637,529
Deductions	
Losses incurred	\$ 296,752,657
Loss adjustment expenses incurred	30,113,294
Other underwriting expenses incurred	 71,771,590
Total underwriting deductions	\$ 398,637,541
Net underwriting gain (loss)	\$ 23,999,988
Investment Income	
Net investment income earned	\$ 7,791,870
Net realized capital gains (losses) less capital gains tax of \$0	 343,503
Net investment gain (loss)	\$ 8,135,373

Other Income

Net gain (loss) from agents' or premium balances charged off (amount	
recovered \$0 amount charged off \$50,031)	\$ (50,031)
Aggregate write-ins for miscellaneous income	 (86)
Total other income	\$ (50,117)
Net income before dividends to policyholders; after capital gains tax	
and before all other federal and foreign income taxes	\$ 32,085,244
Dividends to policyholders	 _
Net income; after dividends to policyholders; after capital gains tax	
and before all other federal and foreign income taxes	\$ 32,085,244
Federal and foreign income taxes incurred	 11,382,376
Net Income	\$ 20,702,868

CAPITAL & SURPLUS ACCOUNT For the Year Ended December 31, 2021

Surplus as regards to policyholders; December 31 prior year Net income	\$ 191,816,378 20,702,868
Change in net unrealized capital gains (losses) less capital gains tax	, ,
of\$288,206	1,135,843
Change in net unrealized foreign exchange capital gain (loss)	-
Change in net deferred income tax	5,248,654
Change in nonadmitted assets	(1,808,556)
Change in provision for reinsurance	-
Surplus adjustment: Paid in	30,000,000
Transferred to Capital (Stock Dividend)	-
Dividends to stockholders	-
Aggregate write-ins for gains and losses in surplus	 -
Change in surplus as regards policyholders for the year	\$ 55,278,809
Surplus as regards policyholders, December 31 current year	\$ 247,095,187

		Gross Paid-in and			
	Common	Contributed	Unassigned		
	Capital Stock	Surplus	Surplus		Total
12/31/2016	\$ 3,000,000	\$ 113,149,403	\$ (43,688,508)	\$	72,460,895
12/31/2017	-		(4,729,688)	(1)	(4,729,688)
12/31/2017	-		540,833	(2)	540,833
12/31/2018	-		(3,962,559)	(1)	(3,962,559)
12/31/2018	-		(2,071,535)	(2)	(2,071,535)
12/31/2018	-	70,000,000		(3)	70,000,000
12/31/2019	-		7,048,209	(1)	7,048,209
		11,000,000		(3)	11,000,000
12/31/2019	-		341,935	(2)	341,935
12/31/2020	-		8,831,013	(1)	8,831,013
12/31/2020			12,357,275	(2)	12,357,275
12/31/2020		20,000,000		(3)	20,000,000
12/31/2021			20,702,868	(1)	20,702,868
12/31/2021			4,575,941	(2)	4,575,941
12/31/2021		30,000,000		(3)	30,000,000
Total	\$ 3,000,000	\$ 244,149,403	\$ (54,216)	\$	247,095,187

RECONCILIATION OF CAPITAL AND SURPLUS As of December 31, 2016 to December 31, 2021

(1) Represents net income

(2) Change in unrealized capital gains (losses), Change in net unrealized foreign exchange capital gain, Change in net deferred income tax, Change in non-admitted assets, Change in provision for reinsurance

(3) Capital infusion

ANALYSIS OF CHANGES IN FINANCIAL STATEMENTS RESULTING FROM THE EXAMINATION

There were no changes made to the Financial Statements as a result of this

Examination.

COMMENTS ON FINANCIAL STATEMENT ITEMS

Note 1: Losses Loss Adjustment Expenses

\$319,217,012 \$47,777,884

The examination liabilities for the aforementioned captioned items are the same as those balances reported by the Company as of December 31, 2021. The examination analysis of Loss and Loss Adjustment Expense reserves was conducted in accordance with Actuarial Principles and Standards of Practice and Statutory Accounting Principles, including NAIC Accounting Practices and Procedures Manual, Statement of Statutory Accounting Principles No. 55 *Unpaid Claims, Losses and Loss Adjustment Expenses* (SSAP No. 55).

SUBSEQUENT EVENTS

Effective January 1, 2022, the Company terminated the intercompany pooling agreement with EASIC and EAIC. Effective January 1, 2022, EAIC, EASIC, ERSAC, LIC, BSIC, SAIC and SAFM entered into a new pooling agreement with EAC. Under the terms of the agreement all intercompany reinsurance agreements among the ceding companies including the previous Pool will be novated to EAC and EAC will assume all policies issued or assumed by the ceding companies from and after the effective shall automatically and obligatory cede to EAC.

SUMMARY OF RECOMMENDATIONS

There were no recommendations as a result of this examination.

The assistance and cooperation of the Company's outside audit firm, E&Y, and the

Company's management and staff was appreciated and is acknowledged.

Respectfully Submitted,

Taylor

Greg Taylor, CFE Examiner In-Charge State of Delaware

Anthony Cardone, CPA, CFE Supervising Examiner State of Delaware

I, Greg Taylor, hereby verify and attest, under penalty of perjury, that the above is a true and correct copy of the examination report and findings submitted to the Delaware Department of Insurance pursuant to Examination Certification No. 22.019.

Jaffer Greg Taylor, CFE