

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION

APPLE, INC., a California corporation,)
)
 Plaintiff,)
 v.)
)
 SAMSUNG ELECTRONICS CO., LTD.,)
 a Korean corporation;)
 SAMSUNG ELECTRONICS AMERICA, INC.)
 a New York corporation;)
 SAMSUNG TELECOMMUNICATIONS)
 AMERICA, LLC,)
 a Delaware limited liability company,)
)
 Defendants.)
_____)

Case No.: 11-CV-01846-LHK
SUPERSEDEAS BOND

SUPERSEDEAS BOND

WHEREAS, Defendants SAMSUNG ELECTRONICS CO., LTD. and SAMSUNG ELECTRONICS AMERICA, INC. and SAMSUNG TELECOMMUNICATIONS AMERICA, LLC have appealed from a judgment entered in the above entitled action in The United States District Court for the Northern District of California, San Jose Division, in favor of the above named Plaintiffs on March 6, 2014 in the amount of Nine Hundred Twenty Nine Million Seven Hundred Eighty Thousand Thirty Nine and no/100 Dollars (\$929,780,039.00)

WHEREAS, Defendants desire to give this Supersedeas Bond pursuant to Fed. R. Civ. Pro. 62(d);

NOW THEREFORE, in consideration of the premises and of such appeal, **ZURICH AMERICAN INSURANCE COMPANY and FEDERAL INSURANCE COMPANY and WESTCHESTER FIRE INSURANCE COMPANY and PACIFIC EMPLOYERS INSURANCE COMPANY** as surety, (each a "Surety" and collectively "Sureties") are held and firmly bound unto Plaintiff APPLE, INC. as Obligee, in the total aggregate penal sum of One Billion and no/100 Dollars (\$1,000,000,000.00), lawful money of the United States for which payment well and truly to be made, we bind ourselves and our heirs, executors, administrators, successors and assigns, severally by Sureties (subject to the individual Surety limits below).

THE CONDITION OF THIS OBLIGATION is that if Defendants shall prosecute their appeal to effect and shall satisfy the judgment in full, together with costs, interest and damages for delay if the appeal is finally dismissed or the judgment is affirmed, or shall satisfy in full such judgment as modified together, with such

costs, interests, and damages as the Court of Appeals may adjudge and award, this obligation shall be void; otherwise it shall remain in full service and effect;

PROVIDED, HOWEVER, THAT:

1. The maximum amount of liability for each Surety shall be limited to the following amounts:

ZURICH AMERICAN INSURANCE COMPANY, a New York Corporation for Five Hundred Million and no/100 Dollars (\$500,000,000.00)

FEDERAL INSURANCE COMPANY, an Indiana Corporation for Three Hundred Twenty Million and no/100 Dollars (\$320,000,000.00)

WESTCHESTER FIRE INSURANCE COMPANY, a Pennsylvania Corporation for Eighty Million and no/100 Dollars (\$80,000,000.00)

PACIFIC EMPLOYERS INSURANCE COMPANY, a Pennsylvania Corporation for One Hundred Million and no/100 Dollars (\$100,000,000.00)


2. It is expressly provided that the obligation of each Surety shall be several and not joint, and no Surety shall be liable in an amount greater than its respective maximum amount of liability set forth above in Paragraph 1, nor shall any Surety's liability be increased or affected hereunder in any way whatsoever as a result of the performance or non-performance by any other Surety of such other Surety's obligation under this Bond.
3. Any claim for payment by APPLE, INC. arising under this Supersedeas Bond shall be allocated to the percentage of each Surety's limit of liability relative to the aggregate amount of this Bond.
4. In no event shall the total collective obligation of the Sureties hereunder exceed the amount of this Bond, or the individual liability of any Surety hereunder exceed their respective maximum amount of liability stated in Paragraph 1, regardless of the number of years this bond is in force.
5. Pursuant to Rule 8(b) of the Federal Rules of Appellate Procedure, the Sureties hereby submit themselves to the jurisdiction of the District Court.

Dated this 10th day of March, 2014.

SURETY

BOND NUMBERS


ZURICH AMERICAN INSURANCE COMPANY

By: 

Annette Leuschner
Attorney-In-Fact

Bond Number: 09102795


FEDERAL INSURANCE COMPANY

By: 

Annette Leuschner
Attorney-In-Fact

Bond Number: 82286312

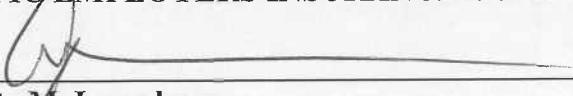
WESTCHESTER FIRE INSURANCE COMPANY

By: 

Annette M. Leuschner
Attorney-In-Fact

Bond Number: K08784772

PACIFIC EMPLOYERS INSURANCE COMPANY

By: 

Annette M. Leuschner
Attorney-In-Fact

Bond Number: K08468503



Nº 6837

STATE OF CALIFORNIA
DEPARTMENT OF INSURANCE
SAN FRANCISCO

Certificate of Authority

THIS IS TO CERTIFY, That, pursuant to the Insurance Code of the State of California,

Zurich American Insurance Company

of New York, New York, organized under the laws of New York, subject to its Articles of Incorporation or other fundamental organizational documents, is hereby authorized to transact within this State, subject to all provisions of this Certificate, the following classes of insurance: Fire, Marine, Surety, Disability, Plate Glass, Liability, Workers' Compensation, Common Carrier Liability, Boiler and Machinery, Burglary, Credit, Sprinkler, Team and Vehicle, Automobile, Aircraft, and Miscellaneous as such classes are now or may hereafter be defined in the Insurance Laws of the State of California.

THIS CERTIFICATE is expressly conditioned upon the holder hereof now and hereafter being in full compliance with all, and not in violation of any, of the applicable laws and lawful requirements made under authority of the laws of the State of California as long as such laws or requirements are in effect and applicable, and as such laws and requirements now are, or may hereafter be changed or amended.

IN WITNESS WHEREOF, effective as of the 1st day of January, 19 99, I have hereunto set my hand and caused my official seal to be affixed this 30th day of April, 19 99.



By

Signature of Victoria S. Sidbury
Victoria S. Sidbury
Secretary

NOTICE

Qualification with the Secretary of State must be accomplished as required by the California Corporations Code promptly after issuance of this Certificate of Authority. Failure to do so will be a violation of Ins. Code Sec. 701 and will be grounds for revoking this Certificate of Authority pursuant to the covenants made in the application therefor and the conditions contained herein.

**ZURICH AMERICAN INSURANCE COMPANY
COLONIAL AMERICAN CASUALTY AND SURETY COMPANY
FIDELITY AND DEPOSIT COMPANY OF MARYLAND
POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS: That the ZURICH AMERICAN INSURANCE COMPANY, a corporation of the State of New York, the COLONIAL AMERICAN CASUALTY AND SURETY COMPANY, a corporation of the State of Maryland, and the FIDELITY AND DEPOSIT COMPANY OF MARYLAND a corporation of the State of Maryland (herein collectively called the "Companies"), by **THOMAS O. MCCLELLAN, Vice President**, in pursuance of authority granted by Article V, Section 8, of the By-Laws of said Companies, which are set forth on the reverse side hereof and are hereby certified to be in full force and effect on the date hereof, do hereby nominate, constitute, and appoint **David W. ROSEHILL, Nancy SCHNEE, Andrea E. GORBERT, Annette LEUSCHNER, Valorie SPATES, Beverly A. WOOLFORD and Anne POTTER, all of Jericho, New York, EACH** its true and lawful agent and Attorney-in-Fact, to make, execute, seal and deliver, for, and on its behalf as surety, and as its act and deed: **any and all bonds and undertakings**, and the execution of such bonds or undertakings in pursuance of these presents, shall be as binding upon said Companies, as fully and amply, to all intents and purposes, as if they had been duly executed and acknowledged by the regularly elected officers of the ZURICH AMERICAN INSURANCE COMPANY at its office in New York, New York., the regularly elected officers of the COLONIAL AMERICAN CASUALTY AND SURETY COMPANY at its office in Owings Mills, Maryland., and the regularly elected officers of the FIDELITY AND DEPOSIT COMPANY OF MARYLAND at its office in Owings Mills, Maryland., in their own proper persons.

The said Vice President does hereby certify that the extract set forth on the reverse side hereof is a true copy of Article V, Section 8, of the By-Laws of said Companies, and is now in force.

IN WITNESS WHEREOF, the said Vice-President has hereunto subscribed his/her names and affixed the Corporate Seals of the said **ZURICH AMERICAN INSURANCE COMPANY, COLONIAL AMERICAN CASUALTY AND SURETY COMPANY, and FIDELITY AND DEPOSIT COMPANY OF MARYLAND**, this 10th day of December, A.D. 2013.

ATTEST:

**ZURICH AMERICAN INSURANCE COMPANY
COLONIAL AMERICAN CASUALTY AND SURETY COMPANY
FIDELITY AND DEPOSIT COMPANY OF MARYLAND**



Eric D. Barnes

By: _____
*Assistant Secretary
Eric D. Barnes*

Thomas O. McClellan

*Vice President
Thomas O. McClellan*

State of Maryland
City of Baltimore

On this 10th day of December, A.D. 2013, before the subscriber, a Notary Public of the State of Maryland, duly commissioned and qualified, **THOMAS O. MCCLELLAN, Vice President, and ERIC D. BARNES, Assistant Secretary**, of the Companies, to me personally known to be the individuals and officers described in and who executed the preceding instrument, and acknowledged the execution of same, and being by me duly sworn, depose and saith, that he/she is the said officer of the Company aforesaid, and that the seals affixed to the preceding instrument are the Corporate Seals of said Companies, and that the said Corporate Seals and the signature as such officer were duly affixed and subscribed to the said instrument by the authority and direction of the said Corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Official Seal the day and year first above written.

Constance A. Dunn

Constance A. Dunn, Notary Public
My Commission Expires: July 14, 2015



EXTRACT FROM BY-LAWS OF THE COMPANIES

"Article V, Section 8, Attorneys-in-Fact. The Chief Executive Officer, the President, or any Executive Vice President or Vice President may, by written instrument under the attested corporate seal, appoint attorneys-in-fact with authority to execute bonds, policies, recognizances, stipulations, undertakings, or other like instruments on behalf of the Company, and may authorize any officer or any such attorney-in-fact to affix the corporate seal thereto; and may with or without cause modify or revoke any such appointment or authority at any time."

CERTIFICATE

I, the undersigned, Vice President of the ZURICH AMERICAN INSURANCE COMPANY, the COLONIAL AMERICAN CASUALTY AND SURETY COMPANY, and the FIDELITY AND DEPOSIT COMPANY OF MARYLAND, do hereby certify that the foregoing Power of Attorney is still in full force and effect on the date of this certificate; and I do further certify that Article V, Section 8, of the By-Laws of the Companies is still in force.

This Power of Attorney and Certificate may be signed by facsimile under and by authority of the following resolution of the Board of Directors of the ZURICH AMERICAN INSURANCE COMPANY at a meeting duly called and held on the 15th day of December 1998.

RESOLVED: "That the signature of the President or a Vice President and the attesting signature of a Secretary or an Assistant Secretary and the Seal of the Company may be affixed by facsimile on any Power of Attorney...Any such Power or any certificate thereof bearing such facsimile signature and seal shall be valid and binding on the Company."

This Power of Attorney and Certificate may be signed by facsimile under and by authority of the following resolution of the Board of Directors of the COLONIAL AMERICAN CASUALTY AND SURETY COMPANY at a meeting duly called and held on the 5th day of May, 1994, and the following resolution of the Board of Directors of the FIDELITY AND DEPOSIT COMPANY OF MARYLAND at a meeting duly called and held on the 10th day of May, 1990.

RESOLVED: "That the facsimile or mechanically reproduced seal of the company and facsimile or mechanically reproduced signature of any Vice-President, Secretary, or Assistant Secretary of the Company, whether made heretofore or hereafter, wherever appearing upon a certified copy of any power of attorney issued by the Company, shall be valid and binding upon the Company with the same force and effect as though manually affixed.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed the corporate seals of the said Companies, this ____ day of _____, 20____.

MAR 10 2014



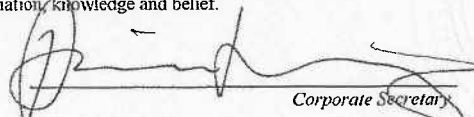
Geoffrey Delisio

Geoffrey Delisio, Vice President

ZURICH AMERICAN INSURANCE COMPANY
COMPARATIVE BALANCE SHEET
ONE LIBERTY PLAZA, 165 BROADWAY, 32nd FLOOR, NEW YORK, NY 10006
As of December 31, 2012 and December 31, 2011

	12/31/2012	12/31/2011
Assets		
Bonds	\$ 18,907,466,866	\$ 18,985,096,131
Preferred Stock	-	259,036
Common Stock	2,123,025,432	2,068,881,919
Other Invested Assets	2,035,077,824	2,065,634,039
Short-term Investments	126,053,209	107,298,374
Receivable for securities	134,410,839	18,523,294
Cash and cash equivalents	728,298,115	(128,716,627)
Securities lending reinvested collateral assets	225,335,750	120,821,061
Employee Trust for Deferred Compensation Plan	130,493,778	124,809,033
Total Cash and Invested Assets	\$ 24,410,161,814	\$ 23,362,606,260
Premiums Receivable	\$ 3,649,247,239	\$ 3,611,868,304
Funds Held with Reinsurers	3,681,443	28,073,922
Reinsurance Recoverable	215,451,507	233,357,918
Accrued Investment Income	121,729,727	149,372,442
Federal Income Tax Recoverable	930,267,731	788,664,462
Due from Affiliates	187,274,289	95,583,016
Other Assets	493,265,075	459,639,011
Total Assets	\$ 30,011,078,824	\$ 28,729,165,335
Liabilities and Policyholders' Surplus		
Liabilities:		
Loss and LAE Reserves	\$ 14,244,436,264	\$ 14,401,632,170
Unearned Premium Reserve	4,159,670,241	4,066,273,586
Funds Held with Reinsurers	212,412,675	218,214,563
Loss In Course of Payment	408,170,112	353,274,509
Commission Reserve	64,038,359	63,749,920
Federal Income Tax Payable	16,190,044	47,352,138
Remittances and Items Unallocated	196,410,982	69,677,903
Payable to parent, subs and affiliates	57,540,814	92,111,683
Provision for Reinsurance	66,649,220	60,498,188
Ceded Reinsurance Premiums Payable	551,510,878	278,235,370
Securities Lending Collateral Liability	225,335,750	120,821,061
Other Liabilities	2,166,453,164	1,938,544,837
Total Liabilities	\$ 22,368,818,502	\$ 21,710,385,928
Policyholders' Surplus:		
Common Capital Stock	\$ 5,000,000	\$ 5,000,000
Paid-In and Contributed Surplus	4,394,131,321	4,394,131,320
Surplus Notes	430,000,000	883,000,000
Special Surplus Funds	43,259,000	396,438,437
Cumulative Unrealized Gain	331,857,594	209,454,958
Unassigned Surplus	2,438,012,408	1,130,754,692
Total Policyholders' Surplus	\$ 7,642,260,323	\$ 7,018,779,407
Total Liabilities and Policyholders' Surplus	\$ 30,011,078,824	\$ 28,729,165,335

I, Dennis F. Kerrigan, Corporate Secretary of ZURICH AMERICAN INSURANCE COMPANY do hereby certify that the foregoing statement is a correct exhibit of the assets and liabilities of the said Company, on the 31st day of December, 2012, according to the best of my information, knowledge and belief.

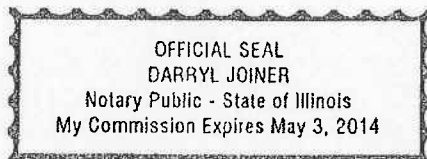


 Corporate Secretary

State of Illinois
 County of Cook

} SS:

Subscribed and sworn to, before me, a Notary Public of the State of Illinois, in the City of Schaumburg, this 15th day of March, 2013.





 Notary public

SURETY ACKNOWLEDGMENT

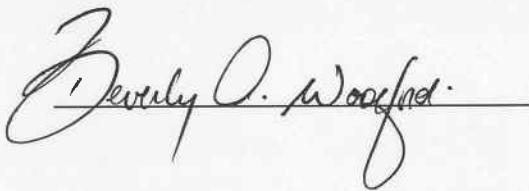
State of New York

County of Nassau

On March 10, 2014 before me, Beverly A. Woolford, Notary Public, personally appeared Annette Leuschner, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

BEVERLY A. WOOLFORD
NOTARY PUBLIC, State of New York
No. 01WO6132857
Qualified in Queens County
Commission Expires August 29, 2017



Beverly A. Woolford



Nº 5389

STATE OF CALIFORNIA
DEPARTMENT OF INSURANCE
SAN FRANCISCO

AMENDED

Certificate of Authority

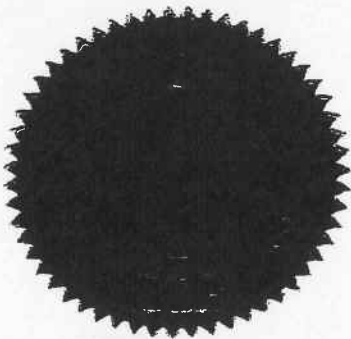
THIS IS TO CERTIFY, That, pursuant to the Insurance Code of the State of California,

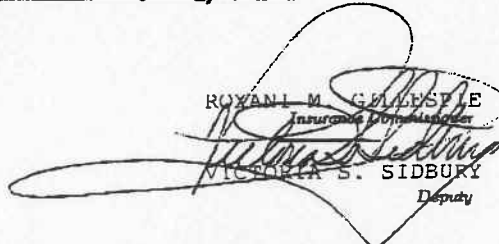
Federal Insurance Company

of Indianapolis, Indiana, organized under the laws of Indiana, subject to its Articles of Incorporation or other fundamental organizational documents, is hereby authorized to transact within this State, subject to all provisions of this Certificate, the following classes of insurance: FIRE, MARINE, SURETY, DISABILITY, PLATE GLASS, LIABILITY, WORKERS' COMPENSATION, COMMON CARRIER LIABILITY, BOILER AND MACHINERY, BURGLARY, CREDIT, SPRINKLER, TEAM AND VEHICLE, AUTOMOBILE, AIRCRAFT and MISCELLANEOUS as such classes are now or may hereafter be defined in the Insurance Laws of the State of California.

THIS CERTIFICATE is expressly conditioned upon the holder hereof now and hereafter being in full compliance with all, and not in violation of any, of the applicable laws and lawful requirements made under authority of the laws of the State of California as long as such laws or requirements are in effect and applicable, and as such laws and requirements now are, or may hereafter be changed or amended.

IN WITNESS WHEREOF, effective as of the 15th day of October, 1990, I have hereunto set my hand and caused my official seal to be affixed this 15th day of October, 1990.



By 
ROYANI M. GALESTIE
Insurance Commissioner
VICTORIA S. SIDBURY
Deputy

NOTICE:

Qualification with the Secretary of State must be accomplished as required by the California Corporations Code promptly after issuance of this Certificate of Authority. Failure to do so will be a violation of Ins. Code Sec. 701 and will be grounds for revoking this Certificate of Authority pursuant to the covenants made in the application therefor and the conditions contained herein.



**Chubb
Surety**

**POWER
OF
ATTORNEY**

**Federal Insurance Company
Vigilant Insurance Company
Pacific Indemnity Company**

**Attn: Surety Department
15 Mountain View Road
Warren, NJ 07059**

Know All by These Presents, That **FEDERAL INSURANCE COMPANY**, an Indiana corporation, **VIGILANT INSURANCE COMPANY**, a New York corporation, and **PACIFIC INDEMNITY COMPANY**, a Wisconsin corporation, do each hereby constitute and appoint **Andrea E. Gorbert, Annette Leuschner, James E. Marran, Jr., Anne Potter, David W. Rosehill, Nancy Schnee, Valorie Spates and Beverly A. Woolford of Jericho, New York**-----

each as their true and lawful Attorney- in- Fact to execute under such designation in their names and to affix their corporate seals to and deliver for and on their behalf as surety thereon or otherwise, bonds and undertakings and other writings obligatory in the nature thereof (other than bail bonds) given or executed in the course of business, and any instruments amending or altering the same, and consents to the modification or alteration of any instrument referred to in said bonds or obligations.

In Witness Whereof, said **FEDERAL INSURANCE COMPANY, VIGILANT INSURANCE COMPANY, and PACIFIC INDEMNITY COMPANY** have each executed and attested these presents and affixed their corporate seals on this **28th** day of **January, 2013**.

Dawn M. Chloros

Dawn M. Chloros, Assistant Secretary

David B. Norris, Jr.

David B. Norris, Jr., Vice President

STATE OF NEW JERSEY

ss.

County of Somerset

On this **28th** day of **January, 2013** before me, a Notary Public of New Jersey, personally came Dawn M. Chloros, to me known to be Assistant Secretary of **FEDERAL INSURANCE COMPANY, VIGILANT INSURANCE COMPANY, and PACIFIC INDEMNITY COMPANY**, the companies which executed the foregoing Power of Attorney, and the said Dawn M. Chloros, being by me duly sworn, did depose and say that he is Assistant Secretary of **FEDERAL INSURANCE COMPANY, VIGILANT INSURANCE COMPANY, and PACIFIC INDEMNITY COMPANY** and knows the corporate seals thereof, that the seals affixed to the foregoing Power of Attorney are such corporate seals and were thereto affixed by authority of the By- Laws of said Companies; and that he signed said Power of Attorney as Assistant Secretary of said Companies by like authority; and that he is acquainted with David B. Norris, Jr., and knows him to be Vice President of said Companies; and that the signature of David B. Norris, Jr., subscribed to said Power of Attorney is in the genuine handwriting of David B. Norris, Jr., and was thereto subscribed by authority of said By- Laws and in deponent's presence.

Notarial Seal



**KATHERINE J. ADELAAR
NOTARY PUBLIC OF NEW JERSEY
No. 2316685
Commission Expires July 16, 2014**

Kath J Adelaar
Notary Public

CERTIFICATION

Extract from the By- Laws of **FEDERAL INSURANCE COMPANY, VIGILANT INSURANCE COMPANY, and PACIFIC INDEMNITY COMPANY**:

"All powers of attorney for and on behalf of the Company may and shall be executed in the name and on behalf of the Company, either by the Chairman or the President or a Vice President or an Assistant Vice President, jointly with the Secretary or an Assistant Secretary, under their respective designations. The signature of such officers may be engraved, printed or lithographed. The signature of each of the following officers: Chairman, President, any Vice President, any Assistant Vice President, any Secretary, any Assistant Secretary and the seal of the Company may be affixed by facsimile to any power of attorney or to any certificate relating thereto appointing Assistant Secretaries or Attorneys- in- Fact for purposes only of executing and attesting bonds and undertakings and other writings obligatory in the nature thereof, and any such power of attorney or certificate bearing such facsimile signature or facsimile seal shall be valid and binding upon the Company and any such power so executed and certified by such facsimile signature and facsimile seal shall be valid and binding upon the Company with respect to any bond or undertaking to which it is attached."

I, Dawn M. Chloros, Assistant Secretary of **FEDERAL INSURANCE COMPANY, VIGILANT INSURANCE COMPANY, and PACIFIC INDEMNITY COMPANY** (the "Companies") do hereby certify that

- (i) the foregoing extract of the By- Laws of the Companies is true and correct,
- (ii) the Companies are duly licensed and authorized to transact surety business in all 50 of the United States of America and the District of Columbia and are authorized by the U.S. Treasury Department; further, Federal and Vigilant are licensed in Puerto Rico and the U.S. Virgin Islands, and Federal is licensed in American Samoa, Guam, and each of the Provinces of Canada except Prince Edward Island; and
- (iii) the foregoing Power of Attorney is true, correct and in full force and effect.

Given under my hand and seals of said Companies at Warren, NJ this

day of **MAR 10 2014**



Dawn M. Chloros
Dawn M. Chloros, Assistant Secretary

IN THE EVENT YOU WISH TO NOTIFY US OF A CLAIM, VERIFY THE AUTHENTICITY OF THIS BOND OR NOTIFY US OF ANY OTHER MATTER, PLEASE CONTACT US AT ADDRESS LISTED ABOVE, OR BY Telephone (908) 903- 3493 Fax (908) 903- 3656 e-mail: surety@chubb.com

FEDERAL INSURANCE COMPANY

STATEMENT OF ASSETS, LIABILITIES AND SURPLUS TO POLICYHOLDERS

Statutory Basis

DECEMBER 31, 2012

(in thousands of dollars)

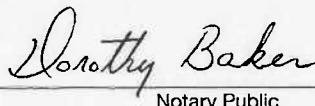
ASSETS		LIABILITIES AND SURPLUS TO POLICYHOLDERS	
Cash and Short Term Investments.....	\$ 402,323	Outstanding Losses and Loss Expenses	\$ 12,627,388
United States Government, State and Municipal Bonds	9,901,519	Unearned Premiums.....	3,416,163
Other Bonds.....	4,595,536	Ceded Reinsurance Premiums Payable.....	364,197
Stocks	811,166	Provision for Reinsurance	62,250
Other Invested Assets.....	1,681,828	Other Liabilities.....	935,654
TOTAL INVESTMENTS	<u>17,392,372</u>	TOTAL LIABILITIES	<u>17,405,652</u>
Investments in Affiliates:		Capital Stock.....	20,980
Chubb Investment Holdings, Inc.	3,352,969	Paid-In Surplus.....	3,106,809
Pacific Indemnity Company.....	2,496,198	Unassigned Funds	10,713,227
Chubb Insurance Investment Holdings Ltd....	1,228,075		
Executive Risk Indemnity Inc.....	1,100,637		
CC Canada Holdings Ltd.....	758,892		
Chubb Insurance Company of Australia Limited	517,597	SURPLUS TO POLICYHOLDERS	<u>13,841,016</u>
Great Northern Insurance Company	438,592		
Chubb European Investment Holdings SLP ..	265,490		
Vigilant Insurance Company	246,766		
Other Affiliates	429,458		
Premiums Receivable	1,494,693		
Other Assets	1,524,929		
TOTAL ADMITTED ASSETS	<u>\$ 31,246,668</u>	TOTAL LIABILITIES AND SURPLUS TO POLICYHOLDERS.....	<u>\$ 31,246,668</u>

Investments are valued in accordance with requirements of the National Association of Insurance Commissioners.
Investments with a carrying value of \$430,688,714 are deposited with government authorities as required by law.

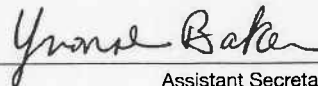
State, County & City of New York, — ss:

Yvonne Baker, Assistant Secretary _____ of the Federal Insurance Company
being duly sworn, deposes and says that the foregoing Statement of Assets, Liabilities and Surplus to Policyholders of said Federal Insurance Company on December 31, 2012 is true and correct and is a true abstract of the Annual Statement of said Company as filed with the Secretary of the Treasury of the United States for the 12 months ending December 31, 2012.

Subscribed and sworn to before me
this March 31, 2013.



Notary Public



DOROTHY M. BAKER
Notary Public, State of New York
No. 31-4904994
Qualified in New York County
Commission Expires Sept. 14, 2013

Assistant Secretary

SURETY ACKNOWLEDGMENT

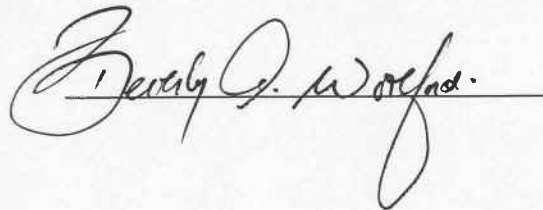
State of New York

County of Nassau

On March 10, 2014 before me, Beverly A. Woolford, Notary Public, personally appeared Annette Leuschner, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

BEVERLY A. WOOLFORD
NOTARY PUBLIC, State of New York
No. 01V/O6132857
Qualified in Queens County
Commission Expires August 29, 2017



Beverly A. Woolford



STATE OF CALIFORNIA
DEPARTMENT OF INSURANCE No 08847
SAN FRANCISCO

Amended
Certificate of Authority

THIS IS TO CERTIFY THAT, Pursuant to the Insurance Code of the State of California,
Westchester Fire Insurance Company

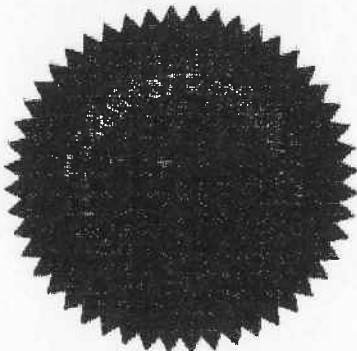
of Pennsylvania, organized under the
laws of Pennsylvania, subject to its Articles of Incorporation or
other fundamental organizational documents, is hereby authorized to transact within the State, subject to
all provisions of this Certificate, the following classes of insurance:

Fire, Marine, Surety, Plate Glass, Liability, Workers' Compensation,
Common Carrier Liability, Boiler and Machinery, Burglary, Credit, Sprinkler,
Team and Vehicle, Automobile, Aircraft, and Miscellaneous

as such classes are now or may hereafter be defined in the Insurance Laws of the State of California.

THIS CERTIFICATE is expressly conditioned upon the holder hereof now and hereafter being in
full compliance with all, and not in violation of any, of the applicable laws and lawful requirements made
under authority of the laws of the State of California as long as such laws or requirements are in effect
and applicable, and as such laws and requirements now are, or may hereafter be changed or amended.

IN WITNESS WHEREOF, effective as of the 1st
day of January, 2011, I have hereunto
set my hand and caused my official seal to be affixed this
2nd day of December, 2010.



Steve Poizner
Insurance Commissioner

By

[Signature]
Susan J. Stapp
for Jesse Huff
Chief Deputy

NOTICE:

Qualification with the Secretary of State must be accomplished as required by the California Corporations Code promptly
after issuance of this Certificate of Authority. Failure to do so will be a violation of Insurance Code Section 701 and will be
grounds for revoking this Certificate of Authority pursuant to the covenants made in the application therefor and the
conditions contained herein.

Power of Attorney

WESTCHESTER FIRE INSURANCE COMPANY

Know all men by these presents: That WESTCHESTER FIRE INSURANCE COMPANY, a corporation of the Commonwealth of Pennsylvania pursuant to the following Resolution, adopted by the Board of Directors of the said Company on December 11, 2006, to wit:

RESOLVED, that the following authorizations relate to the execution, for and on behalf of the Company, of bonds, undertakings, recognizances, contracts and other written commitments of the Company entered into the ordinary course of business (each a "Written Commitment"):

- (1) Each of the Chairman, the President and the Vice Presidents of the Company is hereby authorized to execute any Written Commitment for and on behalf of the Company, under the seal of the Company or otherwise.
- (2) Each duly appointed attorney-in-fact of the Company is hereby authorized to execute any Written Commitment for and on behalf of the Company, under the seal of the Company or otherwise, to the extent that such action is authorized by the grant of powers provided for in such persons written appointment as such attorney-in-fact.
- (3) Each of the Chairman, the President and the Vice Presidents of the Company is hereby authorized, for and on behalf of the Company, to appoint in writing any person the attorney-in-fact of the Company with full power and authority to execute, for and on behalf of the Company, under the seal of the Company or otherwise, such Written Commitments of the Company as may be specified in such written appointment, which specification may be by general type or class of Written Commitments or by specification of one or more particular Written Commitments.
- (4) Each of the Chairman, the President and Vice Presidents of the Company is hereby authorized, for and on behalf of the Company, to delegate in writing any other officer of the Company the authority to execute, for and on behalf of the Company, under the Company's seal or otherwise, such Written Commitments of the Company as are specified in such written delegation, which specification may be by general type or class of Written Commitments or by specification of one or more particular Written Commitments.
- (5) The signature of any officer or other person executing any Written Commitment or appointment or delegation pursuant to this Resolution, and the seal of the Company, may be affixed by facsimile on such Written Commitment or written appointment or delegation.

FURTHER RESOLVED, that the foregoing Resolution shall not be deemed to be an exclusive statement of the powers and authority of officers, employees and other persons to act for and on behalf of the Company, and such Resolution shall not limit or otherwise affect the exercise of any such power or authority otherwise validly granted or vested.

Does hereby nominate, constitute and appoint Annette M Leuschner, Cynthia Farrell, Debra A Deming, Edward Reilly, Evangelina L Dominick, Jessica Iannotta, Kelly O'Malley, Kevin T Walsh Jr., Sandra Diaz, Thomas Rhatigan, Valorie Spates, Vivian Carti, all of the City of NEW YORK, New York, each individually if there be more than one named, its true and lawful attorney-in-fact, to make, execute, seal and deliver on its behalf, and as its act and deed any and all bonds, undertakings, recognizances, contracts and other writings in the nature thereof in penalties not exceeding Eighty One million Three hundred Seventy thousand dollars & zero cents (\$81,370,000.00) and the execution of such writings in pursuance of these presents shall be as binding upon said Company, as fully and amply as if they had been duly executed and acknowledged by the regularly elected officers of the Company at its principal office.

IN WITNESS WHEREOF, the said Stephen M. Haney, Vice-President, has hereunto subscribed his name and affixed the Corporate seal of the said WESTCHESTER FIRE INSURANCE COMPANY this 31 day of January 2014.

WESTCHESTER FIRE INSURANCE COMPANY

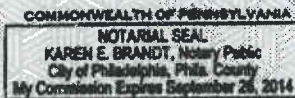


Stephen M. Haney
Stephen M. Haney, Vice President

COMMONWEALTH OF PENNSYLVANIA
COUNTY OF PHILADELPHIA ss.

On this 31 day of January, AD. 2014, before me, a Notary Public of the Commonwealth of Pennsylvania in and for the County of Philadelphia came Stephen M. Haney, Vice-President of the WESTCHESTER FIRE INSURANCE COMPANY to me personally known to be the individual and officer who executed the preceding instrument, and he acknowledged that he executed the same, and that the seal affixed to the preceding instrument is the corporate seal of said Company, that the said corporate seal and his signature were duly affixed by the authority and direction of the said corporation, and that Resolution, adopted by the Board of Directors of said Company, referred to in the preceding instrument, is now in force.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Philadelphia the day and year first above written.



Karen E. Brandt
Notary Public

I, the undersigned Assistant Secretary of the WESTCHESTER FIRE INSURANCE COMPANY, do hereby certify that the original POWER OF ATTORNEY, of which the foregoing is a substantially true and correct copy, is in full force and effect.

In witness whereof, I have hereunto subscribed my name as Assistant Secretary, and affixed the corporate seal of the Corporation, this day **MAR 10 2014**



William L. Kelly
William L. Kelly, Assistant Secretary

THIS POWER OF ATTORNEY MAY NOT BE USED TO EXECUTE ANY BOND WITH AN INCEPTION DATE AFTER January 31, 2015.

007289867

Please look for the following additional security features before accepting this document. IF NOT PRESENT, DO NOT NEGOTIATE THE DOCUMENT.

- Cold lines on the back of document should be in alignment or this document is not authentic - watch for cut and paste.
- Microprinting - under magnification, the inside border on the front of this document should read: Standard Register Standardized Security.
- Thermochromic Ink - Standard Register mark on back of document fades from blue to clear when heat is applied.
- An Artificial Watermark is present and is viewable at an angle.
- Security void pattern on front if copied.



WESTCHESTER FIRE INSURANCE COMPANY - NAIC# 10030

FINANCIAL STATEMENT

DECEMBER 31, 2012

ADMITTED ASSETS

BONDS	\$1,915,932,115
SHORT - TERM INVESTMENTS	22,465,390
STOCKS	0
REAL ESTATE	0
CASH ON HAND AND IN BANK	(41,292,474)
PREMIUM IN COURSE OF COLLECTION*	56,678,650
INTEREST ACCRUED	17,136,830
OTHER ASSETS	148,350,304
TOTAL ASSETS	<u><u>\$2,119,270,815</u></u>

LIABILITIES

RESERVE FOR UNEARNED PREMIUMS	\$215,324,197
RESERVE FOR LOSSES	1,103,762,744
RESERVE FOR TAXES	3,515,562
FUNDS HELD UNDER REINSURANCE TREATIES	4,484,136
OTHER LIABILITIES	(21,519,017)
TOTAL LIABILITIES	<u><u>1,305,567,622</u></u>

CAPITAL: 70,000 SHARES, \$71.43 PAR VALUE	5,000,100
CAPITAL: PAID IN	292,187,374
AGGREGATE WRITE-INS FOR SPECIAL SURPLUS FUNDS	111,710,473
SURPLUS (UNASSIGNED)	404,805,246
SURPLUS TO POLICYHOLDERS	813,703,193
TOTAL	<u><u>\$2,119,270,815</u></u>

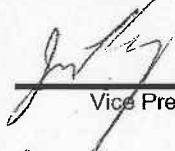
(*EXCLUDES PREMIUM MORE THAN 90 DAYS DUE.)

STATE OF PENNSYLVANIA

COUNTY OF PHILADELPHIA

John P. Taylor, being duly sworn, says that he is Vice President of Westchester Fire Insurance Company and that to the best of his knowledge and belief the foregoing is a true and correct statement of the said Company's financial condition as of the 31 st day of December, 2012.

Sworn before me this March 15, 2013

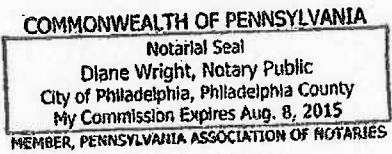


 Vice President



 Notary Public

August 8, 2015
 My commission expires



SURETY ACKNOWLEDGMENT

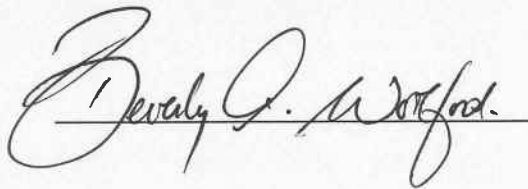
State of New York

County of Nassau

On March 10, 2014 before me, Beverly A. Woolford, Notary Public, personally appeared Annette M. Leuschner, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

BEVERLY A. WOOLFORD
NOTARY PUBLIC, State of New York
No. 01V/O6132857
Qualified in Queens County
Commission Expires August 29, 2017



Nº 6329

STATE OF CALIFORNIA
DEPARTMENT OF INSURANCE
SAN FRANCISCO

Amended

Certificate of Authority

THIS IS TO CERTIFY, That, pursuant to the Insurance Code of the State of California,

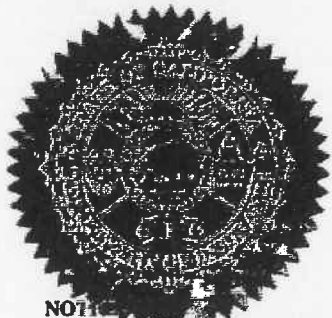
Pacific Employers Insurance Company

of Philadelphia, Pennsylvania, organized under the laws of Pennsylvania, subject to its Articles of Incorporation or other fundamental organizational documents, is hereby authorized to transact within this State, subject to all provisions of this Certificate, the following classes of insurance: Fire, Marine, Surety, Disability, Plate Glass, Liability, Workers' Compensation, Common Carrier Liability, Boiler and Machinery, Burglary, Credit, Sprinkler, Team and Vehicle, Automobile, Aircraft, Legal, and Miscellaneous

as such classes are now or may hereafter be defined in the Insurance Laws of the State of California.

THIS CERTIFICATE is expressly conditioned upon the holder hereof now and hereafter being in full compliance with all, and not in violation of any, of the applicable laws and lawful requirements made under authority of the laws of the State of California as long as such laws or requirements are in effect and applicable, and as such laws and requirements now are, or may hereafter be changed or amended.

IN WITNESS WHEREOF, effective as of the 11th day of July, 19 96, I have hereunto set my hand and caused my official seal to be affixed this 11th day of July, 19 96.



By

Signature of Victoria S. Sidani, Deputy
Chuck Quaresima, Insurance Commissioner

NOTICE: Qualification with the Secretary of State must be accomplished as required by the California Corporations Code promptly after issuance of this Certificate of Authority. Failure to do so will be a violation of Ins. Code Sec. 701 and will be grounds for revoking this Certificate of Authority pursuant to the covenants made in the application therefor and the conditions contained herein.

Power of Attorney

INDEMNITY INSURANCE COMPANY OF NORTH AMERICA PACIFIC EMPLOYERS INSURANCE COMPANY INSURANCE COMPANY OF NORTH AMERICA

Know all men by these presents: That INDEMNITY INSURANCE COMPANY OF NORTH AMERICA, PACIFIC EMPLOYERS INSURANCE COMPANY and INSURANCE COMPANY OF NORTH AMERICA, corporations of the Commonwealth of Pennsylvania, each individually having its principal office in the City of Philadelphia, Pennsylvania pursuant to the following Resolution, adopted by the Board of Directors of the said Company on December 11, 2006, to wit:

RESOLVED, that the following authorizations relate to the execution, for and on behalf of the Company, of bonds, undertakings, recognizances, contracts and other written commitments of the Company entered into the ordinary course of business (each a "Written Commitment"):

- (1) Each of the Chairman, the President and the Vice Presidents of the Company is hereby authorized to execute any Written Commitment for and on behalf of the Company, under the seals of the Company or otherwise.
- (2) Each duly appointed attorney-in-fact of the Company is hereby authorized to execute any Written Commitment for and on behalf of the Company, under the seals of the Company or otherwise, to the extent that such action is authorized by the grant of powers provided for in such persons written appointment as such attorney-in-fact.
- (3) Each of the Chairman, the President and the Vice Presidents of the Company is hereby authorized, for and on behalf of the Company, to appoint in writing any person the attorney-in-fact of the Company with full power and authority to execute, for and on behalf of the Company, under the seal of the Company or otherwise, such Written Commitments of the Company as may be specified in such written appointment, which specification may be by general type or class of Written Commitments or by specification of one or more particular Written Commitments.
- (4) Each of the Chairman, the President and Vice Presidents of the Company is hereby authorized, for and on behalf of the Company, to delegate in writing any other officer of the Company the authority to execute, for and on behalf of the Company, under the Company's seals or otherwise, such Written Commitments of the Company as are specified in such written delegation, which specification may be by general type or class of Written Commitments or by specification of one or more particular Written Commitments.
- (5) The signature of any officer or other person executing any Written Commitment or appointment or delegation pursuant to this Resolution, and the seals of the Company, may be affixed by facsimile on such Written Commitment or written appointment or delegation.

FURTHER RESOLVED, that the foregoing Resolution shall not be deemed to be an exclusive statement of the powers and authority of officers, employees and other persons to act for and on behalf of the Company, and such Resolution shall not limit or otherwise affect the exercise of any such power or authority otherwise validly granted or vested.

FURTHER RESOLVED, that the Resolution of the Board of Directors of the Company adopted at the meeting held on November 8, 1999 relating to the authorization of certain persons to execute, for and on behalf of the Company, Written Commitments and appointments and delegations, is hereby rescinded.

Does hereby nominate, constitute and appoint Annette M Leuschner, Cynthia Farrell, Debra A Deming, Edward Reilly, Evangelina L Dominick, Jessica Iannotta, Kelly O'Malley, Kevin T Walsh Jr., Sandra Diaz, Thomas Rhatigan, Valorie Spates, Vivian Carti, all of the City of NEW YORK, New York, each individually if there be more than one named, its true and lawful attorney-in-fact, to make, execute, seals and deliver on its behalf, and as its act and deed any and all bonds, undertakings, recognizances, contracts and other writings in the nature thereof in penalties not exceeding One hundred Eight million Five hundred Eighty One thousand dollars & zero cents (\$108,581,000.00) and the execution of such writings in pursuance of these presents shall be as binding upon said Company, as fully and amply as if they had been duly executed and acknowledged by the regularly elected officers of the Company at its principal office,

IN WITNESS WHEREOF, the said Stephen M. Haney, Vice-President, has hereunto subscribed his name and affixed the corporate seals of the said Companies this 31 day of January 2014.

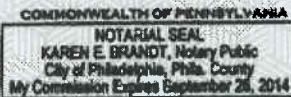


Stephen M. Haney
Stephen M. Haney, Vice President

COMMONWEALTH OF PENNSYLVANIA
COUNTY OF PHILADELPHIA ss.

On this 31 day of January, AD. 2014 before me, a Notary Public of the Commonwealth of Pennsylvania in and for the County of Philadelphia came Stephen M. Haney, Vice-President of the said Companies to me personally known to be the individual and officer who executed the preceding instrument, and he acknowledged that he executed the same, and that the seals affixed to the preceding instrument are the corporate seals of said Companies; that the said corporate seals and his signature were duly affixed by the authority and direction of the said corporations, and that Resolution, adopted by the Board of Directors of said Companies, referred to in the preceding instrument, is now in force.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Philadelphia the day and year first above written.



Karen E. Brandt
Notary Public

I, the undersigned Assistant Secretary of the above Companies hereby certify that the original POWER OF ATTORNEY, of which the foregoing is a substantially true and correct copy, is in full force and effect:

In witness whereof, I have hereunto subscribed my name as Assistant Secretary, and affixed the corporate seals of the Corporations, this day **MAR 10 2014**



William L. Kelly
William L. Kelly, Assistant Secretary

THIS POWER OF ATTORNEY MAY NOT BE USED TO EXECUTE ANY BOND WITH AN INCEPTION DATE AFTER January 31, 2015.

007289874

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- * Microprinting - Under magnification, the inside border on the front of this document should read: Standard Register Standardized Security.
- * The document will Standard Register mark watermark or document falls from blue to clear when held to light.
- * An official watermark is present and is visible from angle.
- * Security void pattern is part of copied.



PACIFIC EMPLOYERS INSURANCE COMPANY

FINANCIAL STATEMENT

DECEMBER 31, 2012

ADMITTED ASSETS

BONDS	\$2,152,860,660
SHORT-TERM INVESTMENTS	9,613,944
STOCKS	151,731,609
REAL ESTATE	0
CASH ON HAND AND IN BANK	179,091,849
PREMIUM IN COURSE OF COLLECTION*	261,843,060
INTEREST ACCRUED	22,025,856
OTHER ASSETS	<u>551,875,954</u>
TOTAL ASSETS	<u><u>\$3,329,042,932</u></u>

LIABILITIES

RESERVE FOR UNEARNED PREMIUM	\$250,568,504
RESERVE FOR LOSSES	1,342,307,490
RESERVE FOR TAXES	5,686,572
FUNDS HELD UNDER REINSURANCE TREATIES	78,044,367
OTHER LIABILITIES	<u>566,623,574</u>
TOTAL LIABILITIES	<u><u>2,243,230,507</u></u>
CAPITAL: 120,000 SHARES, \$50 PAR VALUE	6,000,000
CAPITAL: PAID IN	259,229,512
AGGREGATE WRITE-INS FOR SPECIAL SURPLUS FUNDS	0
SURPLUS (UNASSIGNED)	<u>820,582,913</u>
SURPLUS TO POLICYHOLDERS	<u>1,085,812,425</u>
TOTAL	<u><u>\$3,329,042,932</u></u>

(*EXCLUDES PREMIUM MORE THAN 90 DAYS DUE.)

STATE OF PENNSYLVANIA

COUNTY OF PHILADELPHIA

John P. Taylor, being duly sworn, says that he is Vice President of Pacific Employers Insurance Company and that to the best of his knowledge and belief the foregoing is a true and correct statement of the said Company's financial condition as of the 31 st day of December, 2012.

Sworn before me this 3/15/2013

John P. Taylor
Vice President

Diane Wright
Notary Public

August 8, 2015
My commission expires

COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Diane Wright, Notary Public
City of Philadelphia, Philadelphia County
My Commission Expires Aug. 8, 2015
MEMBER, PENNSYLVANIA ASSOCIATION OF NOTARIES



SURETY ACKNOWLEDGMENT

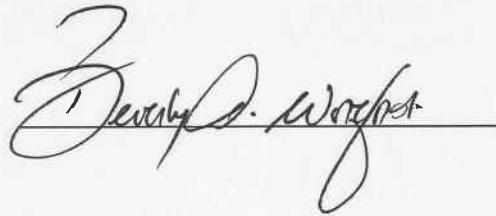
State of New York

County of Nassau

On March 10, 2014 before me, Beverly A. Woolford, Notary Public, personally appeared Annette M. Leuschner, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

BEVERLY A. WOOLFORD
NOTARY PUBLIC, State of New York
No. 01W06132857
Qualified in Queens County
Commission Expires August 29, 2017



A handwritten signature in cursive script, reading "Beverly A. Woolford", is written over a horizontal line.

