



RICHARD P. QUINLAN
SENIOR VICE PRESIDENT &
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August 18, 2011

The Hon. Mike Kriedler
Insurance Commissioner
Washington State Office of the Insurance Commissioner
5000 Capitol Blvd.
PO Box 40255
Tumwater, WA 98512

Subject: Request for Transfer of Domicile

Dear Commissioner Kriedler:

Please treat this letter as the official request pursuant to Washington Revised Code §48.07.210(2) to transfer the domicile of (or “redomesticate”) Safeco Insurance Company of America, Safeco Surplus Lines Insurance Company, First National Insurance Company of America and General Insurance Company of America, all Washington stock insurance companies (the “Applicants”), to New Hampshire.

The purpose of the redomestication is two-fold. First, in December 2008, the Massachusetts Commissioner of Insurance met with the Board of Directors of Liberty Mutual Holding Company Inc. (“Liberty Mutual”) to request that they reduce the complexity of Liberty Mutual’s corporate structure, including reducing the number of domiciliary states for its insurance companies. By virtue of its significant growth through various acquisitions over the last decade, Liberty Mutual had accumulated insurance companies domiciled in 19 different states. Liberty Mutual promptly responded to this request and has to date consolidated domiciliary operations in several jurisdictions where it already had domestic entities, such as New Hampshire, which has regulated Liberty Mutual affiliates for more than 100 years. Over the last three years, Liberty Mutual efforts in this regard have resulted in a reduction in the total number of domiciliary jurisdictions regulating its insurance affiliates from 19 to 11. Liberty Mutual has continued to evaluate opportunities with respect to this initiative and believes that the redomestication of the Applicants will serve to further this objective by allowing a further reduction in its domiciliary jurisdictions.

Second, Liberty Mutual will realize significant corporate efficiencies by affecting the change in domicile. Liberty Mutual continually analyzes strategic opportunities and reviews its corporate structure to seek capital and operational efficiencies. Liberty Mutual currently has ten affiliated insurance companies domiciled in New Hampshire, including Peerless Insurance Company, the lead company of the intercompany pool of which the Applicants are members. The redomestications should make regulating oversight of the pool members more efficient for both our domiciliary regulators and Liberty Mutual, and will increase the

efficiency of the pool's operations from a retaliatory tax perspective. However, the redemestications should have no negative revenue impact to the State of Washington.

This requested change in the Applicants' state of domicile will not affect Liberty Mutual's business operations and employees in the State of Washington. Since the acquisition of Safeco Corporation in 2008, Liberty Mutual has maintained a significant presence in Washington and the Pacific Northwest. The headquarters of Safeco Insurance have remained in Seattle, Washington, and Liberty Mutual maintains significant operations and employees in the State.

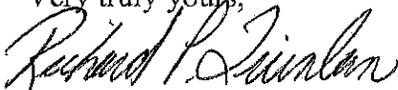
The Safeco Foundation remains a valued and active partner to numerous charitable and community organizations within the State. The Safeco Foundation has consistently made significant contributions to such organizations over the last three years. The Safeco Foundation's purpose has been fortified by its alignment with Liberty Mutual's other charitable activities and its history of community giving. This transaction will not adversely impact the continuation of the Foundation's goals, objectives and continued vibrancy in the Washington community. Finally, Safeco Field remains a prominent landmark in Seattle and a visible sign of Liberty Mutual's commitment to the Safeco brand.

Pursuant to RCW 48.07.210(2), the statutory standard for review of a request for redomestication by the Office of the Insurance Commissioner states that such a request shall be approved if it cannot be found "that the transfer is not in the best interests of the public or the insurer's policyholders in this state." In accordance with RCW 48.07.210(2), the Applicants respectfully request transfer of their domiciles to New Hampshire on October 1, 2011, a date that is at least thirty days after this notice. Please hold confidential, pursuant to RCW 48.02.065 as appropriate, those items in this filing that are confidential and protected from publication and public disclosure.

Please be advised that, simultaneously with filing the enclosed duplicate applications with you, we are making filings to request approval of the transfers of domicile with the New Hampshire Insurance Department. Our contact there is Ms. Pat Gosselin, Insurance Company Examiner II, New Hampshire Insurance Department, Suite 14, Concord, NH 03301, Telephone: 603-271-7973, x207.

Please let us know at your earliest convenience if a public hearing will be required with respect to this matter and what if any additional documentation you would like for your review. We look forward to working with you and the Staff of the OIC during the review process. If you have any questions regarding this request, please do not hesitate to contact me.

Very truly yours,



Richard P. Quinlan

Senior Vice President, Deputy General Counsel

Cc: Paul Mattera, Liberty Mutual Group
Gary Strannigan, Liberty Mutual Group
Mel Sorensen, Carney, Badley & Spellman, P.C.



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August 18, 2011

Ms. Pat Gosselin
Insurance Company Examiner II
New Hampshire Insurance Department
21 South Fruit Street, Suite 14
Concord, NH 03301

RE: Requests for Transfer of Domicile

Dear Ms. Gosselin:

Enclosed please find applications to transfer the domiciles of (or “redomesticate”) the following Washington domiciled companies (the “Applicants”) to New Hampshire pursuant to RSA §§ 405:62 through 405:65:

Safeco Insurance Company of America
Safeco Surplus Lines Insurance Company
General Insurance Company of America
First National Insurance Company of America

The purpose of the redomestications is to continue to reduce the complexity of the corporate structure of the Liberty Mutual Group and make the Group’s insurance operations more efficient. As you may recall, in December of 2008, the Massachusetts Commissioner of Insurance met with the Board of Directors of Liberty Mutual Holding Company Inc. (“Liberty Mutual”) to request that they reduce the complexity of Liberty Mutual’s corporate structure, including reducing the number of domiciliary states for its insurance companies. Liberty Mutual promptly responded to this request. As part of its response, in 2009 Liberty Mutual transferred the domiciles of three affiliate companies (Safeco National Insurance Company, Colorado Casualty Insurance Company and Golden Eagle Insurance Corporation) to New Hampshire.

Liberty Mutual currently has ten affiliated insurance companies domiciled in New Hampshire, including Peerless Insurance Company, the lead company of the intercompany pool of which the Applicants are members. The redomestications should make regulating oversight of the pool members more efficient for both Liberty Mutual and its domiciliary regulators, and will increase the efficiency of the pool’s operations from a tax perspective. Please be advised that, simultaneously with filing the enclosed applications with you, we are making filings to request the approval of the transfer of domicile with the Washington Office of the Insurance Commissioner. We will request that Gayle Pasero, Company Licensing

Manager with the Washington Office of the Insurance Commissioner contact you to coordinate the handling of Applicants' requested transfers of domicile. The Washington Office of the Insurance Commissioner has indicated that it would like a letter from the New Hampshire Insurance Department indicating that it has no objection to the filing of the UCAA Primary and redomestication application, discussed more fully below. The Applicants will submit to you information indicating they have complied with all the laws and requirements of their current state of domicile with reference to the proposed redomestication as soon as it is received. It is our goal to have the redomestications completed by year end.

Three of the Applicants (Safeco Insurance Company of America, General Insurance Company of America and First National Insurance Company of America) are already licensed to transact insurance business in New Hampshire. Safeco Surplus Lines Insurance Company does not currently have a New Hampshire certificate of authority, as it is a surplus lines insurer and licensed only in Washington. Please note that the three licensed applicants have submitted the redomestication elements of the UCAA Primary Application for your review and that the application for Safeco Surplus Lines Insurance Company is a full UCAA Primary Application and will also serve as an application for a certificate of authority. Please note that the enclosed applications include information, such as financial projections and biographical information, deemed confidential to the full extent permitted by New Hampshire law, with particular reference to RSA 400-A:37, IV-a (a). If you have any questions regarding these requests, please contact me.

Very truly yours,



Richard P. Quinlan

Senior Vice President, Deputy General Counsel

cc: Commissioner Mike Kriedler, Washington OIC
George Roussos, Orr & Reno
Paul Mattera, Liberty Mutual Group
Donald Baldini, Liberty Mutual Group

AMENDED

No. 440

Certificate of Authority

STATE OF WASHINGTON
INSURANCE COMMISSIONER
OLYMPIA

THIS IS TO CERTIFY, That

FIRST NATIONAL INSURANCE COMPANY OF AMERICA
Seattle, Washington

organized under the laws of WASHINGTON presented satisfactory evidence of compliance with the Insurance Code of the State of Washington and is therefore granted this Certificate of Authority, authorizing the company, subject to all provisions of this Certificate, to transact the following classes of insurance:

Property
Marine and Transportation
General Casualty
Surety
Ocean Marine and Foreign Trade

as such classes are now or may hereafter be defined in the Revised Code of Washington.

THIS CERTIFICATE is expressly conditioned upon the holder being and remaining in full compliance with, and not in violation of, all of the applicable laws and lawful requirements made under authority of the laws of the State of Washington.

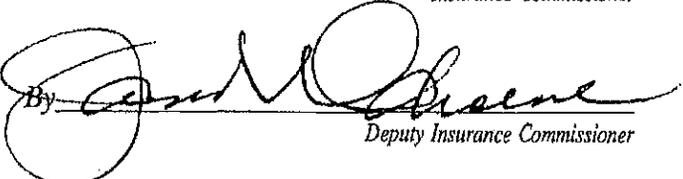
THIS CERTIFICATE will be automatically revoked upon failure to annually apply for renewal or pay the statutory fee for renewal.

THIS CERTIFICATE IS NOT TRANSFERABLE WITHOUT THE PRIOR WRITTEN CONSENT OF THE COMMISSIONER.

*IN WITNESS WHEREOF, effective as of the 1st day
of July, 1958, I have hereunto set my hand
and caused my official seal to be affixed this 15th day of
December, 2009.*



Mike Kreidler
Insurance Commissioner

By 
Deputy Insurance Commissioner

STATE OF WASHINGTON



OFFICE OF
INSURANCE COMMISSIONER

No. 1528

I, MIKE KREIDLER, State Insurance Commissioner, do hereby certify that I am the state official charged with the general control and supervision of all insurance business (except State Workers' Compensation) transacted in the State of Washington and charged with the administration of the laws relating to insurance in said jurisdiction, and that this office is a department of record, having custody of original documents.

*I FURTHER CERTIFY That **FIRST NATIONAL INSURANCE COMPANY OF AMERICA**, Seattle, Washington, was duly organized and incorporated under the laws of the State of Washington, and, having complied with the requirements of said laws, has been authorized since November 1, 1928 to issue policies and transact the business of Property, Marine and Transportation, Vehicle, General Casualty, Surety, Ocean Marine and Foreign Trade Insurance as defined in RCW 48.11.040, 48.11.050, 48.11.060, 48.11.070, 48.11.080 and 48.11.105.*

IN WITNESS WHEREOF, *I have hereunto set my hand and affixed the official seal of the Insurance Commissioner of the State of Washington, this 7th day of November, 2011.*



MIKE KREIDLER
Insurance Commissioner

By: 
Deputy Insurance Commissioner

**Uniform Certificate of Authority Application (UCAA)
Primary Application Checklist
For Primary Application Only**

The application checklist is intended to help guide you with assembling your complete Primary Uniform Certificate of Authority Application (UCAA). Please be sure to complete the checklist by appropriately marking the boxes on the left side of the page prior to submitting your application for review. The completed checklist should be attached to the top of the application.

Regulator Use Only

1. **Application Form**, containing:

- | | | |
|-------------------------------------|--|--------------------------|
| <input checked="" type="checkbox"/> | Completed Primary Application Checklist (Form 1P) ✓ | <input type="checkbox"/> |
| <input checked="" type="checkbox"/> | Original UCAA Primary Application executed and signed (Form 2P) ✓ | |
| <input type="checkbox"/> | Include all lines of insurance applicant is licensed to transact, currently transacting and requesting authority to transact in all jurisdictions. (Form 3). | |

2. **Filing Fee** (pursuant to Section II Filing Requirements Item 2) containing:

- | | | |
|-------------------------------------|--------------------------------|--------------------------|
| <input checked="" type="checkbox"/> | Payment of required filing fee | <input type="checkbox"/> |
| <input checked="" type="checkbox"/> | Copy of check | |

3. **Minimum Capital and Surplus Requirements** (pursuant to Section II Filing Requirements Item 3)

- | | | |
|-------------------------------------|---|-------------------------------------|
| <input checked="" type="checkbox"/> | | <input checked="" type="checkbox"/> |
| <input type="checkbox"/> | Provide explanation of compliance with minimum capital & surplus requirements for state for which application is prepared | |

4. **Statutory Deposit Requirements** (pursuant to Section II Filing Requirements Item 4)

- | | | |
|--------------------------|---|--------------------------|
| <input type="checkbox"/> | An original Certificate of Deposit prepared by state of domicile (Form 7) | <input type="checkbox"/> |
|--------------------------|---|--------------------------|

5. **Name Approval** (pursuant to Section II Filing Requirements Item 5)

- | | | |
|--------------------------|-----------------------------------|--------------------------|
| <input type="checkbox"/> | Evidence of name approval request | <input type="checkbox"/> |
|--------------------------|-----------------------------------|--------------------------|

6. **Plan of Operation** (pursuant to Section II Filing Requirements Item 6)

- | | | |
|--------------------------|----------------------------------|--------------------------|
| <input type="checkbox"/> | Completed Questionnaire (Form 8) | <input type="checkbox"/> |
| <input type="checkbox"/> | Pro Forma | |
| <input type="checkbox"/> | Narrative | |

7. **Holding Company Form "B" Registration Statement** (pursuant to Section II Filing Requirements Item 7)

- | | | |
|-------------------------------------|--------------------|-------------------------------------|
| <input checked="" type="checkbox"/> | Included statement | <input checked="" type="checkbox"/> |
|-------------------------------------|--------------------|-------------------------------------|

Reviewed on file

8. **Statutory Membership(s)**

- | | | |
|--------------------------|---|--------------------------|
| <input type="checkbox"/> | Submit documentation as listed in Section II Filing Requirements Item 8 | <input type="checkbox"/> |
|--------------------------|---|--------------------------|

N/A

9. **SEC Filings or Consolidated GAAP Financial Statement**

- | | | |
|--------------------------|---|--------------------------|
| <input type="checkbox"/> | Submit documentation as listed in Section II Filing Requirements Item 9 | <input type="checkbox"/> |
|--------------------------|---|--------------------------|

Waive

10. **Debt-to-Equity Ratio Statement**

- | | | |
|--------------------------|--|--------------------------|
| <input type="checkbox"/> | Submit documentation as listed in Section II Filing Requirements Item 10 | <input type="checkbox"/> |
|--------------------------|--|--------------------------|

Waive

Wade

11. **Custody Agreements**

N/A Submit documentation as listed in Section II Filing Requirements Item 11

12. **Public Records Package**

Submit ALL items in chart in Section II Item 12 including:

a. **Articles of Incorporation, including:**

Restate 0

N/A Original certification by domiciliary state

b. **Bylaws, including:**

Restate 4

N/A Original certification by applicant's corporate assistant

c. **Statement with Attachments, including:**

N/A Current Year Annual Statement*
Verified and signed,
including actuarial opinion; and

N/A Current Year Quarterly Statements-one copy for each quarter, verified and signed.

* 1. Updated Statements should be submitted on a timely basis while application is pending.

2. If Annual Statement for two preceding years have not been filed with NAIC, one copy of each year must be submitted with the application.

d. **Independent CPA-Audit Report**

N/A

13. **NAIC Biographical Affidavits for the following:**

N/A Officers (As listed on Jurat Page of most recent financial statement.)

N/A Directors (As listed on Jurat Page of most recent financial statement.)

N/A Key managerial personnel (Including any Vice Presidents or other individuals who will control the operations of the applicant.)

N/A Individuals with a 10% or more beneficial ownership in the applicant who will exercise control over the applicant or, Officers and Directors of an entity with a 10% or more beneficial ownership in the applicant who exercise control over the applicant; and

N/A Individuals with a 10% or more beneficial ownership in the applicant's ultimate controlling person who will exercise control over the applicant and Officers and Directors of the ultimate controlling person who will control the operations of the applicant.

N/A Originally signed and notarized within one year of application date.

N/A Certified by Independent Third Party

14. **State-Specific Information**

N/A Some jurisdictions may have additional requirements that must be met before a Certificate of Authority can be issued. Before completing a UCAA Primary Application the applicant should review a listing of requirements for the state to which you are applying

Filing Requirements – Redomestications Only

The requirements of this section are only for those insurers seeking to redomesticate from one state to another and are in addition to the requirements of Section II, items 1-14 of the Primary Checklist. A Redomestication is defined as the process where any insurer organized under the laws of any other state may become a domestic insurer that transfers its domicile to another state by merger or consolidation or any other lawful method. The Primary Application when used for a redomestication is filed with the insurer’s new state of domicile.

- 15. **Annual Statement with Attachments**
 Submit documentation as listed in Section III, Filing Requirements Item 1

- 16. **Quarterly Statements**
 Submit documentation as listed in Section III, Filing Requirements Item 2

- 17. **Risk Based Capital Report**
 Submit documentation as listed in Section III, Filing Requirements Item 3

- 18. **Independent CPA Audit Report**
 Submit documentation as listed in Section III, Filing Requirements Item 4

- 19. **Reports of Examination**
 Submit documentation as listed in Section III, Filing Requirements Item 5

- 20. **Certificate of Compliance (pursuant to Section III, Filing Requirements Item 6)**
 Original certification of compliance (Form 6) completed by domiciliary state insurance regulatory agency.

UNIFORM CERTIFICATE OF AUTHORITY APPLICATION (UCAA)
Management Information Form
Complete Listing of Incorporators*, Officers
Directors and Shareholders (10% or more)

Incorporators*	Titles:	Ownership Percentage:
N/A		
Officers:		N/A
J. Paul Condrin, III	Chairman of the Board, Chief Executive Officer President	
A. Alexander Fontanes	Executive Vice President, Chief Investment Officer	
Scott Rhodes Goodby	Executive Vice President, Chief Operating Officer	
Michael Joseph Fallon	Chief Financial Officer, Treasurer	
Dexter Robert Legg	Secretary	
Directors:		N/A
J. Paul Condrin, III		
John Derek Doyle		
Michael Joseph Fallon		
Scott Rhodes Goodby		
Christopher Charles Mansfield		
Shareholders:		
Sole Shareholder: Safeco Insurance Company of Illinois .		100%

* Primary Application Only

**Uniform Certificate of Authority Application (UCAA)
Primary Application**

To the Insurance Commissioner/Director/Superintendent of the State of:

Alabama		Montana	
Alaska		Nebraska	
Arizona		Nevada	
Arkansas		New Hampshire	X
California		New Jersey	
Colorado		New Mexico	
District of Columbia		New York	
Connecticut		North Carolina	
Delaware		North Dakota	
Florida		Ohio	
Georgia		Oklahoma	
Hawaii		Oregon	
Idaho		Pennsylvania	
Illinois		Rhode Island	
Indiana		South Carolina	
Iowa		South Dakota	
Kansas		Tennessee	
Kentucky		Texas	
Louisiana		Utah	
Maine		Vermont	
Maryland		Virginia	
Massachusetts		Washington	
Michigan		West Virginia	
Minnesota		Wisconsin	
Mississippi		Wyoming	
Missouri			

(Check the appropriate states in which you are applying.)

The undersigned Insurer hereby certifies that the classes of insurance as indicated on the Lines of Insurance, Form 3, are all lines of business (a) currently authorized for transaction, (b) currently transacted and (c) which the Insurer is applying to transact.

Name of Insurer: First National Insurance Company of America NAIC # 24724 0111
Group Code

Home Office Address: 62 Maple Avenue, Keene, NH 03431

Administrative Office Address: 175 Berkeley Street, Boston, MA 02116

Mailing Address: 175 Berkeley Street, Boston, MA 02116

Phone: 617-357-9500 Fax: 617-574-5955

Are these addresses the same as those shown on your Annual Statement?

Yes No

If not, indicate why.

Administrative office was updated earlier this year. New home office address will be effective with the redomestication.

Applicant Name: First National Insurance Company of America

NAIC No. 24724

FEIN: 91-0742144

Date Incorporated: October 10, 1928 Form of Organization: Corporation

Billing Address: Joanne Connolly, 175 Berkeley Street, Boston, MA 02116

E-Mail Address: joanne.connolly@libertymutual.com Phone: 617-357-9500 Fax: 617-574-5955

Premium Tax Statement Address: George Ryan, 175 Berkeley Street, Boston, MA 02116

E-Mail Address: George.ryan@libertymutual.com Phone: 617-357-9500 Fax: 617-574-5975

Producer Licensing Address: Vicki Rose, 9450 Seward Road, Fairfield, OH 45014

E-Mail Address: Vicki.rose@libertymutual.com Phone: 513-603-7953 Fax: 513-603-3161

Rate/Form Filing Address: Patty McCollum, 1001 Fourth Avenue, Safeco Plaza, Seattle, WA 98154

E-Mail Address: patty.mccollum@safeco.com Phone: 206-473-5736 Fax: 206-473-6222

Consumer Affairs Address: Krista Young, 175 Berkeley Street Boston, MA 02116

E-Mail Address: krista.young@libertymutual.com Phone: 617-357-9500 Fax: 617-574-6688

State or Country of Domicile: Washington Date Organized October 10, 1928

Date of Last Amendment of Charter, Bylaws or Subscriber's Agreement Charter 2/28/1994; By-laws 1/1/2009

Date of Last Financial Examination: December 31, 2009

Date of Last Market Conduct Examination: September 2009

Par Value of Issued Stock: \$ 250.00 Surplus as regards policyholders: \$46,025,313

Certificate of Deposit (Home State) \$ 18,581,000

Ultimate Owner/Holding Company: Liberty Mutual Holding Company Inc.

Has your company ever been refused admission to this or any other state prior to the date of this application?

Yes No

If Yes, give full explanation in an attached letter.

The applicant hereby designates (name natural persons only) Vicki Rose, to appoint persons and entities to act as and to be licensed as agents in the State of New Hampshire, and to terminate the said appointments.

NOTE: This does not apply to those states that do not require appointments

The following information is required of the individual who is authorized to represent the applicant before the department.

Name Richard P. Quinlan

Title Senior Vice President and Deputy General Counsel

Mailing Address 175 Berkeley Street, Boston, MA 02116

E-Mail Address: richard.quinlan@libertymutual.com Phone: 617-357-9500 Fax: _____

If the representative is not employed by the applicant, please provide a company contact person in order to facilitate requests for detailed financial information.

Name _____

Title _____

Mailing Address _____

E-Mail Address: _____ Phone: _____ Fax: _____

Please provide a listing of all other applications filed by the applicant, or any of its affiliates, that are pending before the Department.

Redomestication applications for General Insurance Company of America, Safeco Insurance Company of America and Safeco Surplus Lines Insurance Company.

Applicant Officers' Certification and Attestation

One of the officers (listed below) of the Applicant must read the following very carefully:

1. I hereby certify, under penalty of perjury, that I have read the application, that I am familiar with its contents, and that all of the information, including the attachments, submitted in this application is true and complete. I am aware that submitting false information or omitting pertinent or material information in connection with this application is grounds for license discipline or other administrative action and may subject me or the Applicant, or both, to civil or criminal penalties.
2. I acknowledge that I am familiar with the insurance laws and regulations of said state, accept the Constitution of such state, in which the Applicant is licensed or to which the Applicant is applying for licensure.
3. I acknowledge that I am the Secretary of the Applicant, am authorized to execute and am executing this document on behalf of the Applicant.
4. I hereby certify under penalty of perjury under the laws of the applicable jurisdictions that all of the forgoing is true and correct, executed this 26th day of July, 2011 at Boston, Massachusetts.

Date

Signature of President

7/26/2011
Date

Full Legal Name of President

Dexter Legg
Signature of Secretary

Dexter Robert Legg
Full Legal Name of Secretary

Date

Signature of Treasurer

Full Legal Name of Treasurer

First National Insurance Company of America
Applicant

[Signature]
Signature of Witness

Colleen Kerry Lynd
Full Legal Name of Witness