



RICHARD P. QUINLAN
SENIOR VICE PRESIDENT &
DEPUTY GENERAL COUNSEL
175 Berkeley Street
Boston, MA 02116
Telephone: 617-357-9500 Ext 45655
Richard.Quinlan@libertymutual.com

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 redomestications 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

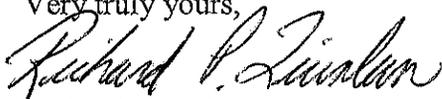
The purpose of the redomestications is to continue to reduce the complexity of the corporate structure of the Liberty Mutual Group and make the Group's insurance operations more efficient. As you may recall, in December of 2008, the Massachusetts Commissioner of Insurance met with the Board of Directors 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. 446

Certificate of Authority

STATE OF WASHINGTON
INSURANCE COMMISSIONER
OLYMPIA

THIS IS TO CERTIFY, That

GENERAL 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.

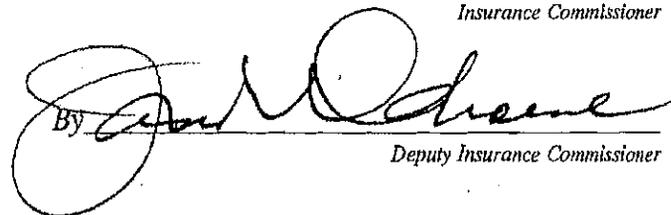
THIS CERTIFICATE will be automatically revoked upon failure to annually apply for renewal or pay the statutory fee for renewal.

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. 1526

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 **GENERAL 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 April 27, 1923 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: _____

Paul A. Chane
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 type="checkbox"/> |
| | <input checked="" type="checkbox"/> Completed Primary Application Checklist (Form 1P) | |
| | <input checked="" type="checkbox"/> Original UCAA Primary Application executed and signed (Form 2P) | |
| | <input type="checkbox"/> N/A 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 type="checkbox"/> |
| | <input checked="" type="checkbox"/> Payment of required filing fee | |
| | <input checked="" type="checkbox"/> Copy of check | |
| 3. Minimum Capital and Surplus Requirements (pursuant to Section II Filing Requirements Item 3) | | <input type="checkbox"/> |
| | <input type="checkbox"/> N/A 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"/> |
| | <input type="checkbox"/> N/A An original Certificate of Deposit prepared by state of domicile (Form 7) | |
| 5. Name Approval (pursuant to Section II Filing Requirements Item 5) | | <input type="checkbox"/> |
| | <input type="checkbox"/> N/A Evidence of name approval request | |
| 6. Plan of Operation (pursuant to Section II Filing Requirements Item 6) | | <input type="checkbox"/> |
| | <input type="checkbox"/> N/A Completed Questionnaire (Form 8) | |
| | <input type="checkbox"/> N/A Pro Forma | |
| | <input type="checkbox"/> N/A Narrative | |
| 7. Holding Company Form "B" Registration Statement (pursuant to Section II Filing Requirements Item 7) | | <input type="checkbox"/> |
| | <input type="checkbox"/> N/A Included statement | |
| 8. Statutory Membership(s) | | <input type="checkbox"/> |
| | <input type="checkbox"/> N/A Submit documentation as listed in Section II Filing Requirements Item 8 | |
| 9. SEC Filings or Consolidated GAAP Financial Statement | | <input type="checkbox"/> |
| | <input type="checkbox"/> N/A Submit documentation as listed in Section II Filing Requirements Item 9 | |
| 10. Debt-to-Equity Ratio Statement | | <input type="checkbox"/> |
| | <input type="checkbox"/> N/A Submit documentation as listed in Section II Filing Requirements Item 10 | |

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)
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:
 - Completed Primary Application Checklist (Form 1P)
 - Original UCAA Primary Application executed and signed (Form 2P)
 - 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:
 - Payment of required filing fee
 - Copy of check
3. **Minimum Capital and Surplus Requirements** (pursuant to Section II Filing Requirements Item 3)
 - 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)
 - An original Certificate of Deposit prepared by state of domicile (Form 7)
5. **Name Approval** (pursuant to Section II Filing Requirements Item 5)
 - Evidence of name approval request
6. **Plan of Operation** (pursuant to Section II Filing Requirements Item 6)
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7. **Holding Company Form "B" Registration Statement** (pursuant to Section II Filing Requirements Item 7)
 - Included statement
8. **Statutory Membership(s)**
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 - Submit documentation as listed in Section II Filing Requirements Item 9
10. **Debt-to-Equity Ratio Statement**
 - Submit documentation as listed in Section II Filing Requirements Item 10

11. **Custody Agreements**

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:~~ *Restated*

Original certification by domiciliary state

b. ~~Bylaws, including:~~ *Restated*

Original certification by applicant's corporate assistant

Board resolutions received.

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

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

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**

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

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

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

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

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

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.

Originally signed and notarized within one year of application date.

Certified by Independent Third Party

14. **State-Specific Information**

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

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