EXAMINATION REPORT on VIRGINIA FARM BUREAU FIRE AND CASUALTY INSURANCE COMPANY Richmond, Virginia

as of December 31, 2008 COMMONWEALTH OF VIRGINIA

ALFRED W. GROSS COMMISSIONER OF INSURANCE STATE CORPORATION COMMISSION BUREAU OF INSURANCE P.O. BOX 1157 RICHMOND, VIRGINIA 23218 TELEPHONE: (804) 371-9741 TDD/VOICE: (804) 371-9206 http://www.scc.virginia.gov/division/boi

I, Alfred W. Gross, Commissioner of Insurance of the Commonwealth of Virginia, do hereby certify that the annexed copy of the Examination Report of Virginia Farm Bureau Fire and Casualty Insurance Company as of December 31, 2008, is a true copy of the original report on file with this Bureau.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed to the original the seal of the Bureau at the City of Richmond, Virginia this 21st day of December, 2009

Alfred W. Gross

Commissioner of Insurance

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Honorable Alfred W. Gross Commissioner of Insurance Commonwealth of Virginia Richmond, Virginia

Dear Sir:

Pursuant to your instructions and in accordance with the requirements of § 38.2-1317 of the Code of Virginia, an examination of the affairs and financial condition of

VIRGINIA FARM BUREAU FIRE AND CASUALTY INSURANCE COMPANY

Richmond, Virginia,

hereinafter referred to as the Company, has been completed. The report thereon is hereby submitted for your consideration.

DESCRIPTION

The Company is a stock property and casualty insurer and was last examined by representatives of the Virginia State Corporation Commission's Bureau of Insurance (Bureau) as of December 31, 2005. This examination covers the period from the last examination through December 31, 2008.

HISTORY

The Company was granted a charter by the Virginia State Corporation Commission (Commission) on December 7, 1961 and commenced business on January 28, 1962. The purposes, in part, for which the Company was organized, according to the articles of incorporation, are as follows:

(1) To make, issue and effect contracts or policies of insurance providing coverage for any and all classes of insurance, excluding life insurance, annuities and title insurance, ...

COMMONWEALTH OF VIRGINIA STATE CORPORATION COMMISSION BUREAU OF INSURANCE

- (2) To assume reinsurance from other insurance companies and to cede reinsurance to other insurance companies, with or without contingent liability or participation.
- (3) To have and to exercise all powers necessary or convenient to carry into effect any or all of the purposes for which the corporation is organized, including the doing of any and all acts incidental to carrying into effect the purposes aforesaid.

The Company amended its Articles of Incorporation on April 6, 1993, to change its name from Early Settlers Insurance Company to its current name. Additionally, the Company amended its bylaws on May 26, 1993, to reflect its new name and the move of its Registered Office from the City of Richmond to the County of Goochland.

On June 30, 1994, the Company issued an additional 10,000 shares of common stock to Virginia Farm Bureau Mutual Insurance Company (VFBMIC), its parent and sole stockholder. VFBMIC paid \$350,000, which was composed of \$20,000 in common capital stock and \$330,000 of gross paid in and contributed surplus. On July 1, 1994, the Commission issued a Certificate of Amendment to the Company, which provided for the Company's common stock to have no par value. This transaction had the effect of transferring the balance of the Company's gross paid in and contributed surplus account to its common capital stock account, thereby bringing its balance to \$1,000,000. This transaction brought the Company into compliance with the minimum capital and surplus requirements of Code of Virginia § 38.2-1028.

On October, 31, 1994, VFBMIC transferred 100% of the common capital stock of the Company, along with \$953,620 in cash and 100% of the common capital stock of Virginia Farm Bureau Town and Country Insurance Company (VFBTCIC), to Farm Bureau Holdings of Virginia, Inc. (Holdings) in exchange for 100% of the common capital stock of Holdings. At the conclusion of the exchange, Holdings contributed an additional \$5,000,000 of paid in capital to the Company. In 1998, Holdings contributed another \$5,000,000 to paid in capital.

Also during 1998, Holdings issued 4,150 shares of its common stock to Southern Farm Bureau Life Insurance Company (SFBLIC) for \$9,900,000 in cash. This resulted in VFBMIC owning 70.7% of Holdings and SFBLIC owning the remaining 29.3%. In connection with this purchase of voting stock of Holdings, SFBLIC filed with the Bureau a disclaimer of affiliation which was accepted by the Bureau. In December 2006, VFBMIC paid \$10,000,000 in cash to purchase the 29.3% interest in Holdings held by SFBLIC. VFBMIC now owns 100% of Holdings.

MANAGEMENT AND CONTROL

The bylaws of the Company provide for its affairs to be managed by a Board of Directors consisting of one or more individuals, but the number of directors shall be the same as the number of elected directors of Virginia Farm Bureau Federation (Federation). None of the members of the Board of Directors need be a member or policyholder of the Company, but all must be members of the Board of Directors of the Federation. A majority of the members of the board shall constitute a quorum for the transaction of business.

The bylaws also provide that the officers of the Company shall be a president, a first vice president, an executive vice president, a secretary and a treasurer, and such other officers and positions as the board may deem necessary.

At December 31, 2008, directors and officers were as follows:

<u>Directors</u>	Business or Affiliation	County of Residence
Wayne F. Pryor	Farmer/President	
	of the Company	Goochland
Archie B. Atwell	Farmer	Smyth
Janice A. Burton	Farmer	Halifax
Martin L. Everett	Farmer	Southampton
Emily F. Edmondson	Farmer	Tazewell
Thomas E. Graves, Jr.	Farmer	Orange
Robert E. Hall	Farmer	Northumberland-Lancaster
David L. Hickman	Farmer	Accomack
Evelyn H. Janney	Farmer	Montgomery
Jordan M. Jenkins, Jr.	Farmer	Lunenburg
Gordon R. Metz, Jr.	Farmer	Henry
Stephen L. Saufley	Farmer	Rockingham
Edward A. Scharer	Farmer	Albemarle
Howard C. Tinder, Sr.	Farmer	Albemarle
Joseph H. Williams	Farmer	Pittsylvania
Henry E. Wood, Jr.	Farmer	Buckingham
James A. Yankey	Farmer	Prince William/Fairfax
John R. Zirkle, Sr.	Farmer	Shenandoah

Officers

Wayne F. Pryor President, Administrative Officer

and Chief Executive Officer

Richard L. Rivers Executive Vice President and General Manager

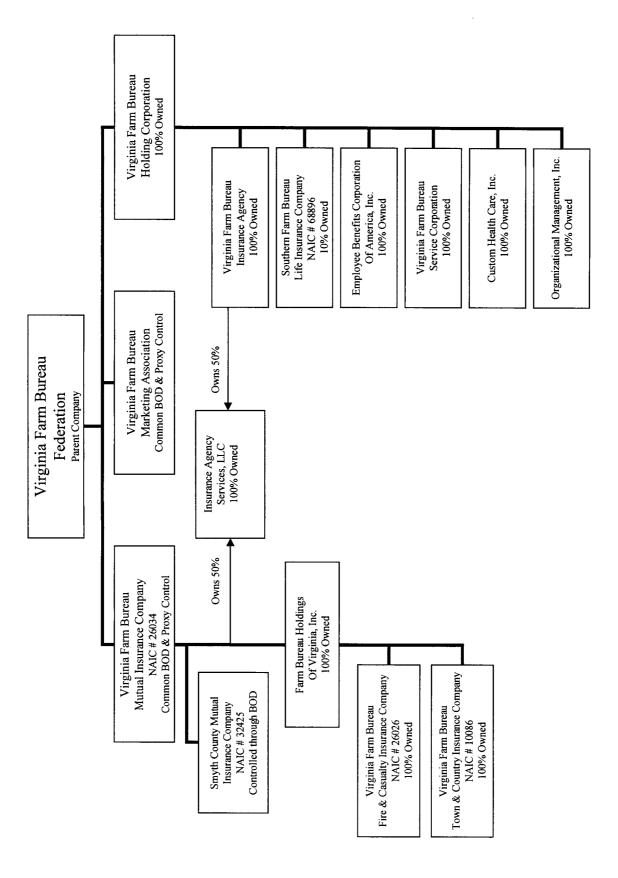
Edward A. Scharer First Vice President

Vacant Treasurer Jonathan S. Shouse Secretary

Peggy L. McClelland Assistant Treasurer
David A. Priddy Assistant Treasurer

The Company is a member of a holding company system as defined by the Code of Virginia. The Company is a wholly owned subsidiary of Holdings. Holdings is 100% owned by VFBMIC, which is controlled by the Federation by means of a common board of directors and through proxy control.

The following organizational chart illustrates this relationship at December 31, 2008:



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RELATED PARTY TRANSACTIONS

Administrative Services Agreement

The Company entered into an Administrative Services Agreement with VFBMIC effective January 1, 1995. Under the terms of the Agreement, VFBMIC will perform and provide accounting, financial, investment, actuarial, underwriting, claims and computer services for the Company. In consideration of the services provided, the Company will pay VFBMIC a quarterly fee equal to the actual cost of labor and expenses incurred in providing the services. The Company incurred expenses of \$7,518,040, \$8,137,691 and \$8,308,817 for 2006, 2007 and 2008, respectively.

Federal Income Tax Allocation Agreement

Effective January 1, 2007, the Company entered into a federal income tax allocation agreement with VFBMIC and VFBTCIC. The purpose of this agreement is to provide for the filing of consolidated federal income tax returns for the allocation of federal income tax liability and savings among the companies. The method of allocation between the companies is made primarily on a separate return basis. The intercompany tax balances are settled quarterly. The final settlement shall be made within 30 days after the filing of the consolidated income tax return.

DIVIDENDS TO SHAREHOLDER

The Company paid no dividends to its sole shareholder during the period covered by this examination.

FIDELITY BOND AND OTHER INSURANCE

At December 31, 2008, the Company was a named insured on a fidelity bond with a \$2,000,000 policy limit and a \$20,000 deductible. Additionally, the Company was a named insured on the following insurance policies: Fleet Automobile, Workers' Compensation and Employers' Liability, Directors' and Officers' Liability, Professional Liability, Blanket Building and Business Personal Property and Commercial Umbrella Liability.

TERRITORY AND PLAN OF OPERATION

The Company confines its operations to Virginia where it is licensed to transact the business of accident and sickness, fire, miscellaneous property, farm owners' multiple peril, homeowners' multiple peril, commercial multiple peril, ocean marine, inland marine, workers' compensation and employers' liability, liability other than automobile,

automobile liability, automobile physical damage, aircraft liability, aircraft physical damage, fidelity, surety, glass, burglary and theft, boiler and machinery, animal and water damage insurance.

Business is produced by approximately 265 agents, who are compensated based on the amount of premiums written plus bonuses which are dependent upon a combination of the growth and profitability of the agent's book of business plus the companies' net income before taxes. Office space and clerical help are furnished to the agents in their territories by county Farm Bureaus under a Memorandum of Agreement with the Federation, which are compensated by the Company based upon a percentage of premium income, or under a Joint Operations Agreement whereby the Company would incur all operational costs of the office.

Risks are bound by the agents when applications are accepted in the field from qualified applicants, after which policies are issued from the Richmond office. If an insured is subsequently found not to meet the Company's underwriting requirements, the policyholder may be notified that coverage will be canceled.

Losses are reported to the county Farm Bureau through which the application was taken. Claims are confirmed and adjusted by the Company's salaried personnel where practicable, otherwise independent professional adjusters or Farm Bureau insurance companies in other states are used.

GROWTH OF THE COMPANY

The following data, obtained from annual statements and examinations reports, indicate the growth of the Company during the ten-year period ending December 31, 2008:

<u>Year</u>	Admitted <u>Assets</u>	<u>Liabilities</u>	Common Capital Stock	Gross Paid in and Contributed <u>Surplus</u>	Unassigned Funds (Surplus)
1999	\$25,919,500	\$15,156,619	\$1,000,000	\$10,000,000	(\$237,119)
2000	26,570,621	15,584,268	1,000,000	10,000,000	(13,647)
2001	28,071,405	16,568,134	1,000,000	10,000,000	503,271
2002	29,719,675	18,532,974	1,000,000	10,000,000	186,701
2003	32,946,183	21,762,738	1,000,000	10,000,000	183,445
2004	38,993,048	26,828,807	1,000,000	10,000,000	1,164,241
2005	38,726,268	25,800,333	1,000,000	10,000,000	1,925,935
2006	43,073,221	28,825,713	1,000,000	10,000,000	3,247,508
2007	43,750,433	28,635,322	1,000,000	10,000,000	4,115,111
2008	43,386,363	28,281,296	1,000,000	10,000,000	4,105,067
		Loss and	Loss	Other	
	Premiums	Adjustment l	Expenses	Underwriting	Net Underwriting
<u>Year</u>	Earned	Incurr	<u>ed</u>	<u>Expenses</u>	Gain or (Loss)
1999	\$14,560,737	\$11,587,2	:56	\$1,926,292	\$1,047,189
2000	14,211,284	11,729,0		3,320,672	(838,476)
2001	16,612,090	13,430,4		4,487,968	(1,306,368)
2002	17,538,879	14,516,4	.73	4,330,430	(1,308,024)
2003	18,651,593	15,600,7	59	4,706,907	(1,656,073)
2004	19,858,896	14,485,6	515	5,222,049	151,232
2005	20,486,533	13,388,2	80.	7,542,316	(443,991)
2006	25,376,167	17,473,6	662	8,339,498	(436,993)
2007	24,080,618	16,642,7		8,397,255	(959,350)
2008	23,527,686	14,749,5	18	8,100,855	677,313

REINSURANCE

The Company had the following reinsurance agreements in force at December 31, 2008:

Ceded:

Type of Agreement	Class of Business	Company Retention	Reinsurers' Limits
Surplus Share	Property (except auto physical damage)	\$300,000 each risk	\$40,000,000; occurrence cap of \$10,000,000
Quota Share	Property (except auto physical damage)	60% of net subject premium and net retained insurance liability	\$6,000,000 per occurrence
Excess of Loss	Property (Catastrophe)	12% of subject net earned premium with a 5% participation	\$170,000,000
Excess of Loss	Property (Catastrophe -Terrorism)	\$3,050,000	\$6,100,000
Over Other Protections	Property		\$100,000,000 for any one occurrence; \$200,000,000 annually

Type of Agreement	Class of Business	Company Retention	Reinsurers' Limits
Excess of Loss	Liability	\$550,000	\$22,000,000; occurrence cap of \$1,200,000
	Workers' Compensation	\$500,000	\$30,000,000 (\$1,200,000 maximum employers' liability limit)
Quota Share	Casualty (Umbrella Liability)	10% of \$10,000,000	90% of first \$1,000,000; 100% up to \$15,000,000
Excess of Loss	Insurance Agents Professional Liability (Claims Made)	\$100,000 each loss event; \$100,000 aggregate	\$1,900,000 aggregate limit
Excess of Loss	Farm Pollution Liability (Claims Made)	\$500 each incident	\$1,000,000
Pro Rata	Workers' Compensation		Proportionate share of losses incurred by the National Workers' Compensation Pool; based on participation percentage

Assumed:

Type of Class of

<u>Agreement</u> <u>Business</u> <u>Company Retention</u> <u>Reinsurers' Limits</u>

Pro Rata Automobile Proportionate share of

losses incurred by the Virginia Commercial Auto Insurance

Procedure; based on

participation percentage

Affiliate Agreements:

On March 24, 1966, the Company's Board of Directors approved a Net Premiums Reinsurance Agreement with VFBMIC. The agreement, as amended, provides for reinsurance of 100% of the Company's net losses and underwriting expenses incurred for which VFBMIC receives 100% of earned premiums, less a commission of one half of one percent of premiums ceded. The Bureau approved the original agreement and subsequent amendments. On December 13, 1995, the Company entered into a Net Premiums Reinsurance Agreement with VFBMIC, to be effective January 1, 1995. The agreement provides for reinsurance of 95% of the Company's net losses and underwriting expenses incurred, for which VFBMIC receives 95% of earned premiums less a commission of one half of one percent of premiums ceded. The Bureau approved this agreement. The Net Premiums Reinsurance Agreement dated March 24, 1966 between the parties shall remain in full force and effect for all net premium earned, net losses incurred, and net underwriting expenses incurred for accident years 1994 and prior.

On December 19, 1997, the Company entered into a separate Net Premiums Reinsurance Agreement with VFBMIC, which became effective beginning with accident year 1998. This agreement provides for the reinsurance of 100% of the Company's net losses and underwriting expenses incurred for all lines of business except automobile, for which VFBMIC receives 100% of earned premiums less a commission of one half of one percent of premiums ceded. The Bureau approved this agreement.

Reinsurance Pooling Agreement:

Effective January 1, 1998, the Company entered into a Reinsurance Pooling Agreement with VFBMIC and VFBTCIC for automobile policies. Each of the companies is an insured as well as a participant in the agreement. Pursuant to this agreement, each of the companies will cede 100% of their direct automobile business earned and assumed,

after deduction for any reinsurance ceded to others (with the exclusion of the quota share agreement), after the effective date of this agreement. For the 1998 accident year, each participant will assume an initial retrocession from the Pool in the percentage as indicated below:

Virginia Farm Bureau Mutual Insurance Company	60%
Virginia Farm Bureau Fire and Casualty Insurance Company	20%
Virginia Farm Bureau Town and Country Insurance Company	20%

Each participant will assume their proportionate share of the net premiums earned, net losses and loss adjustment expenses incurred, and underwriting expenses incurred that are ceded to the Pool, but shall not be liable for any amounts beyond said proportionate share, irrespective of the inability of other Participants or Reinsureds to meet their respective obligations.

The cession under the quota share agreement occurs after the cessions to the Pool and before the retrocessions back to the Pool participants.

For the 1999 accident year and for each subsequent accident year, each participant will assume a retrocession from the Pool in a percentage that will be determined by the Board of Directors of the participating companies in January of the applicable year. For accident year 2006 through 2008, the respective Boards elected to retain the percentages as indicated above.

All agreements have an insolvency clause.

SCOPE

This is a full scope financial condition examination initiated and conducted under the provisions of Article 4, Chapter 13 of Title 38.2 of the Code of Virginia. The examination covers the period from January 1, 2006, through December 31, 2008. Assets were verified and liabilities were established at December 31, 2008. A review of income and disbursements for the period was made to the extent deemed necessary.

The items comprising the Balance Sheet for which Specific Risk Analyses (SRA) were required had medium or low risk assessments as determined from the NAIC *Financial Condition Examiners Handbook*. Analytical review procedures were applied for non-SRA items.

The services of Oliver Wyman Actuarial Consulting, Inc. were engaged pursuant to the provisions of Code of Virginia § 38.2-1318 E. This engagement was made to provide an actuarial report as to the reasonableness of the Company's total loss and loss adjustment expense reserves as of December 31, 2008.

In addition, the following items were reviewed, several of which are discussed separately under their respective captions in this report.

History
Corporate Records
Management and Control
Fidelity Bond
Conflict of Interest
Territory and Plan of Operation
Reinsurance
Contracts and Underwriting
Special Reserves and Deposits
Growth of the Company
Accounts and Records
Financial Statements
Subsequent Events

FINANCIAL STATEMENTS

There follows a statement of financial condition as of December 31, 2008, a statement of income for the period ending December 31, 2008, a reconciliation of surplus for the period under review, and a statement of cash flow for the period ending December 31, 2008. The financial statements are presented in accordance with Statutory Accounting Principles.

ASSETS

		Nonadmitted	Net Admitted
	Assets	Assets	Assets
Bonds	\$28,127,190		\$28,127,190
Common stocks	7,122,726		7,122,726
Cash	1,000		1,000
Investment income due and accrued	444,245		444,245
Uncollected premiums and agents' balances			
in course of collection	1,875,204	263,629	1,611,575
Deferred premiums, agents' balances and			
installments booked but deferred and			
not yet due	2,269,617	13,496	2,256,121
Amounts recoverable from reinsurers	1,875,498		1,875,498
Net deferred tax asset	946,763		946,763
Guaranty funds receivable or on deposit	517,439		517,439
Receivables from parent, subsidiaries			
and affiliates	466,115		466,115
Aggregate write-ins for other than			
invested assets	30,821	13,130	17,691
Totals	\$43,676,618	\$290,255	\$43,386,363

LIABILITIES, SURPLUS AND OTHER FUNDS

Losses		\$10,102,847
Reinsurance payable on paid losses and loss		
adjustment expenses		1,732,664
Loss adjustment expenses		1,643,155
Taxes, licenses and fees		306,255
Current federal income taxes		700,000
Unearned premiums		9,023,571
Advance premium		512,647
Ceded reinsurance premiums payable		1,539,512
Payable to parent, subsidiaries and affiliates		2,710,145
Aggregate write-ins for liabilities		10,500
Total liabilities		\$28,281,296
Common capital stock	\$1,000,000	
Gross paid in and contributed surplus	10,000,000	
Unassigned funds	4,105,067	
Surplus as regards policyholders		15,105,067
Totals		\$43,386,363

UNDERWRITING AND INVESTMENT EXHIBIT STATEMENT OF INCOME

UNDERWRITING INCOME

Premiums earned	\$23,527,686
Deductions:	
Losses incurred	\$12,543,722
Loss adjustment expenses incurred	2,205,796
Other underwriting expenses incurred	8,100,855
Total underwriting deductions	\$22,850,373
Net underwriting gain	\$677,313
INVESTMENT INCOME	
Net investment income earned	\$1,500,905
Net realized capital losses	(787,172)
Net investment gain	\$713,733
OTHER INCOME	
Net loss from agents' or premium balances charged off	(\$49,345)
Finance and service charges not included in premiums	92,323
Total other income	\$42,978
Net income before federal income taxes	\$1,434,024
Federal income taxes incurred	706,856
Net income	\$727,168

RECONCILIATION OF CAPITAL AND SURPLUS FOR PERIOD UNDER REVIEW

	2006	2007	2008
Surplus as regards policyholders,			
December 31, previous year	\$12,925,935	\$14,247,508	\$15,115,111
Net income	\$700,889	\$719,162	\$7 77 160
Change in net unrealized capital	\$700,009	\$719,102	\$727,168
gains or (losses)	484,526	226,790	(718,824)
Change in net deferred income tax	94,883	30,171	(139,493)
Change in nonadmitted assets	41,275	(108,520)	121,105
Change in surplus as regards			
policyholders for the year	\$1,321,573	\$867,603	(\$10,044)
Surplus as regards policyholders,			
December 31, current year	\$14,247,508	\$15,115,111	\$15,105,067

CASH FLOW

Cash From Operations

Premiums collected net of reinsurance	\$23,868,177	
Net investment income	1,428,378	
Miscellaneous income	42,978	
Total	\$25,339,533	
Benefit and loss related payments	\$14,409,211	
Commissions, expenses paid and aggregate write-ins		
for deductions	10,405,463	
Federal income taxes paid	87,452	
Total	\$24,902,126	
Net cash from operations	\$437,407	
Cash From Investments		
Proceeds from investments sold, matured or repaid:		
Bonds	\$15,088,404	
Stocks	20,363,523	
Total investment proceeds	\$35,451,927	
Cost of investments acquired (long-term only):		
Bonds	\$18,205,738	
Stocks	21,920,908	
Total investments acquired	\$40,126,646	
Net cash from investments	(\$4,674,719)	
Cash From Financing and Miscellaneous Sources		
Cash provided (applied):		
Other cash applied	(\$240,322)	
Net cash from financing and miscellaneous sources	(\$240,322)	
Net change in cash and short-term investments	(\$4,477,634)	
RECONCILIATION OF CASH AND SHORT-TERM INVESTMENTS		
Cash and short-term investments:		
Beginning of year	\$4,478,634	
End of year	1,000	
Net change in cash and short-term investments	(\$4,477,634)	

COMMONWEALTH OF VIRGINIA STATE CORPORATION COMMISSION BUREAU OF VIRGINIA

RECOMMENDATION FOR CORRECTIVE ACTION

Management and Control

The Company receives investment management services from AAIC. AAIC purchases bonds and stocks for the Company's investment portfolio pursuant to the investment policy established by the Company's Board of Directors. However, the Company and AAIC have not executed a contract to provide for such services.

The Examiners recommend that the Company and AAIC execute an agreement for AAIC to provide investment management services to the Company.

CONCLUSION

The courteous cooperation extended by the Company's officers and employees during the course of the examination is gratefully acknowledged.

In addition to the undersigned, Mario A. Cuellar, CFE, Jennifer K. Crawley, CFE, Gina M. Gainer, and Theresa C. Lewis, CFE of the Bureau participated in the work of the examination.

Respectfully submitted,

T. Bradford Earley, Jr., CFE, CPCU, AIAF Insurance Principal Financial Analyst

November 20, 2009

Mr. David H. Smith, CFE, CPA, CPCU Chief Examiner State Corporation Commission Bureau of Insurance P. O. Box 1157 Richmond, Virginia 23218

Dear Mr. Smith:

RE: Virginia Farm Bureau Fire & Casualty Ins. Co. Examination Report as of December 31, 2008

The following is in response with respect to the recommendations for corrective action in the above referenced examination report.

Management and Control

Virginia Farm Bureau Fire & Casualty Insurance Company receives investment management services from American Agricultural Insurance Company. We agreed that the terms and services provided should be more formalized, and therefore a written agreement between the parties describing the service, fees, and terms was executed on September 10, 2009.

We appreciate the guidance and cooperation extended by all participating throughout the course of the examination. We would appreciate receiving five copies of the final report.

Sincerely,

VIRGINIA FARM BUREAU FIRE & CASUALTY INSURANCE COMPANY

Jeff Dillon

Senior Vice President and Treasurer