



MINUTES OF THE MEETING OF THE THIRTY-NINTH ANNUAL MEETING OF THE
NORTH CAROLINA REINSURANCE FACILITY HELD AT THE GRANDOVER RESORT
AND CONFERENCE CENTER, ONE THOUSAND CLUB ROAD, GREENSBORO,
NORTH CAROLINA, OCTOBER 25, 2012

MEMBERS PRESENTREPRESENTED BY

Allstate Insurance Co.	Brian O'Neill
Allstate Indemnity Co.	
Allstate Property & Casualty Insurance Co.	
Allstate Vehicle and Property Insurance Co.	
Encompass Indemnity Co.	
Northbrook Indemnity Co.	
Atlantic Casualty Insurance Co.	Mark Caughron
Little River Insurance Co.	
Auto Owners Insurance Co.	Drew Klasing
Owners Insurance Co.	
Builders Mutual Insurance Co.	Jerry Visintine
Builders Premier Insurance Co.	
Discovery Insurance Co.	Stuart Lindley
Erie Insurance Co.	Damien Josefiak
Erie Insurance Co. of New York	Kristopher Marrion
Erie Insurance Exchange	
Erie Insurance Property & Casualty Co.	
Flagship City Insurance Co.	
GEICO Indemnity Co.	Joe Jordan
Berkshire Hathaway Homestate Insurance Co.	Matthew Lystad
GEICO Casualty Co.	
GEICO General Insurance Co.	
General Star National Insurance Co.	
Genesis Insurance Co.	
Government Employees Insurance Co.	
National Indemnity Co.	
National Liability & Fire Insurance Co.	
United States Liability Insurance Co.	
Integon Indemnity Corporation	Art Lyon
Agent Alliance Insurance Co.	
AmTrust Insurance Co. of Kansas, Inc.	
Integon Casualty Insurance Co.	
Integon General Insurance Corporation	

Integon National Insurance Co.
Integon Preferred Insurance Co.
Maiden ReInsurance Co.
Maiden Specialty Insurance Co.
Milwaukee Casualty Insurance Co.
National General Insurance Co.
New South Insurance Co.
Security National Insurance Co.
Technology Insurance Co.
Wesco Insurance Co.
Greenville Casualty Insurance Co.

Hartford Fire Insurance Co.
Hartford Accident & Indemnity Co.
Hartford Casualty Insurance Co.
Hartford Insurance Co. of the Midwest
Hartford Underwriters Insurance Co.
Property & Casualty Insurance Co. of Hartford
Sentinel Insurance Co. Ltd
Trumbull Insurance Co.
Twin City Fire Insurance Co.

Chad Mirock
Andy Montano

Liberty Mutual Insurance Co.
American Economy Insurance Co.
American Fire & Casualty Co.
American States Insurance Co.
American States Preferred Insurance Co.
Colorado Casualty Insurance Co.
Employers Insurance Co. of Wausau
Excelsior Insurance Co.
First Liberty Insurance Corporation
First National Insurance Co. of America
General Insurance Co. of America
Liberty Insurance Corporation
Liberty Insurance Underwriters Inc
Liberty Mutual Fire Insurance Co.
Liberty Mutual Mid-Atlantic Insurance Co.
LM General Insurance Co.
LM Insurance Corporation
LM Property & Casualty Insurance Co.
Midwestern Indemnity Co.
Montgomery Mutual Insurance Co.
Netherlands Insurance Co.
Ohio Casualty Insurance Co.
Ohio Security Insurance Co.
Peerless Indemnity Insurance Co.
Peerless Insurance Co.
SAFECO Insurance Co. of America
SAFECO Insurance Co. of Indiana
Wausau Business Insurance Co.
Wausau Underwriters Insurance Co.

Mark Ford
Jeff Wright

West American Insurance Co.	
Nationwide Mutual Insurance Co.	Joe Buck
Allied Property & Casualty Insurance Co.	Mendi Riddle
AMCO Insurance Co.	
Depositors Insurance Co.	
Farmland Mutual Insurance Co.	
Freedom Specialty Insurance Co.	
National Casualty Co.	
Nationwide Affinity Insurance Co. of America	
Nationwide Agribusiness Insurance Co.	
Nationwide Insurance Co. of America	
Nationwide Mutual Fire Insurance Co.	
Nationwide Property & Casualty Insurance Co.	
Scottsdale Indemnity Co.	
Titan Indemnity Co.	
Victoria Fire & Casualty Co.	
North Carolina Farm Bureau Mutual Insurance Co.	Roger Batdorff
Farm Bureau Insurance Co. of North Carolina	
Peak Property & Casualty Insurance Corporation	Peter Sampson
Dairyland Insurance Co.	
Middlesex Insurance Co.	
Sentry Casualty Co.	
Sentry Insurance A Mutual Co.	
Sentry Select Insurance Co.	
Pennsylvania National Mutual Casualty Insurance Co.	John Buchenauer
Penn National Security Co.	Pat Lovell
The Members Insurance Co.	Jim McCafferty
Universal Insurance Co.	Greg Spray
Zurich American Insurance Co.	Bill Tibbens
21st Century Advantage Insurance Co.	
21st Century Assurance Co.	
21st Century Casualty Co.	
21st Century Centennial Insurance Co.	
21st Century Insurance Co.	
21st Century North America Insurance Co.	
21st Century Premier Insurance Co.	
American Guarantee & Liability Insurance Co.	
American Zurich Insurance Co.	
Assurance Co. of America	
Colonial American Casualty & Surety Co.	
Empire Fire & Marine Insurance Co.	
Fidelity & Deposit Co. of Maryland	
Foremost Insurance Co. Grand Rapids MI	
Foremost Property & Casualty Insurance Co.	
Foremost Signature Insurance Co.	
Maryland Casualty Co.	
Mid Century Insurance Co.	
Northern Insurance Co. of New York	
Universal Underwriters Insurance Co.	
Zurich American Insurance Co. of Illinois	

OTHERS PRESENT

Young, Moore & Henderson

North Carolina Department of Insurance

Wellington Management
Insurance Services Office
Able Auto Insurance
Green & Wooten Insurance
Pinehurst Insurance
Senn Dunn Marsh & Roland
Wester Realty & Insurance Agency
Public Members NCRF Board of Governors

Staff

REPRESENTED BY

Glenn Raynor
Mickey Spivey
Mike Strickland
Wayne Goodwin*
Bob Mack
Chris Holleman
Patrick Woods
Jeff Butler
John Wooten
Rob McVay
Tim Ward
Hutson Wester
Steve Smith
David Walker
Jannet Barnes
Edith Davis
Ray Evans
Vicki Godbold
Fred Hoerl
Tim Lucas
Lois Murphey
Mike Newton
David Sink
Sue Taylor
Rebecca Williams

201 other companies voted by proxy.

*Attended part of the meeting.

The meeting convened as scheduled, Mr. Lyon presiding. Mr. Evans announced that there was a quorum.

Reference was made to the Facility's Antitrust Compliance Policy, Conflicts of Interest Statement, and Code of Ethics and Standard of Conduct Statements, copies of which were made available. Mr. Spivey provided a few comments regarding these statements and the importance of complying with them.

1. Address by Commissioner of Insurance

Commissioner Goodwin addressed the members of the Facility, commented on the important role of the Facility and highlighted several items interest to the industry.

2. Annual Report

Copies of the Thirty-Ninth Annual Report for the fiscal year ended September 30, 2012 were distributed. Mr. Evans reviewed and commented on the Report, a copy of which is attached and forms a part of the record. The members were also advised that the Report

would be available on the Facility website under its own link from the homepage. A motion was made, seconded and unanimously passed to accept the report.

3. Chairman's Comments

Mr. Lyon shared comments on the numerous activities and events of the preceding year, especially noting the significant Legislative activity in early 2012 regarding various proposals that would impact the Facility, the decrease in budget, and the effective management of the Facility's portfolio by the Investment Manager, Wellington. He thanked the Board, the various participating committees, staff, and counsel for their efforts on behalf of the Facility.

4. Adjournment

There being no further business, the meeting was adjourned.

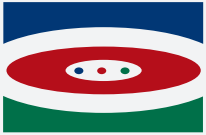
Respectfully submitted,

Edith T. Davis

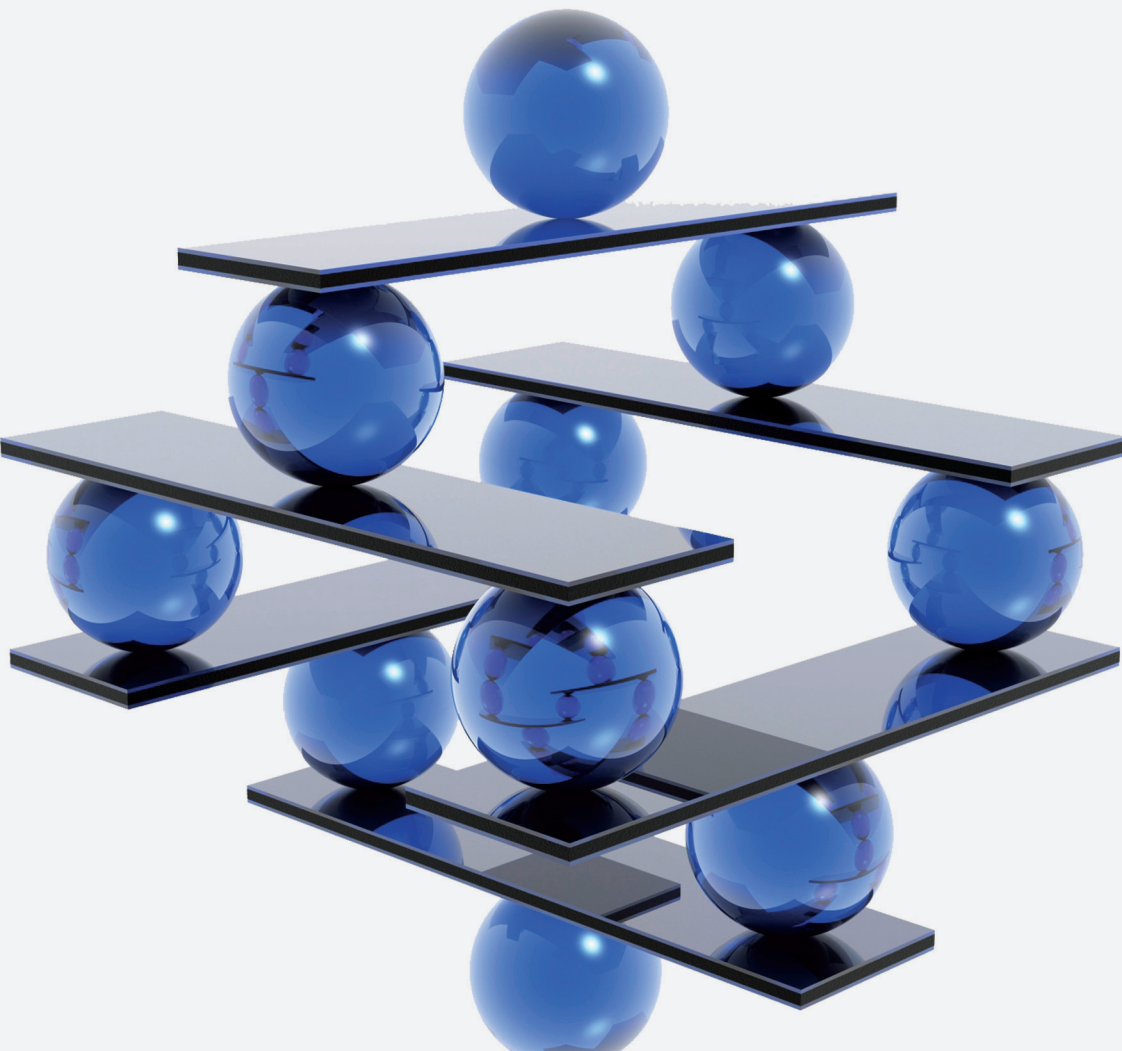
Director, Reinsurance Facility

ETD/lad
Enclosure

RF-12-12



NORTH CAROLINA
REINSURANCE FACILITY



2012 Annual Report

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After 20 years in the Six Forks Road location, the North Carolina Reinsurance Facility took occupancy on August 20, 2012, in a new building at 2910 Sumner Boulevard, Raleigh, North Carolina.

Management Contacts

Ray Evans	General Manager
919-783-9790	rfe@ncrb.org
Edith Davis	Director, Reinsurance Facility
919-582-1006	etd@ncrb.org
Jannet Barnes	Manager, Compliance
919-582-1022	jbb@ncrb.org
Tim Lucas	Manager, Automobile
919-582-1021	ftl@ncrb.org
Mike Newton	Manager, Claims
919-582-1018	rnm@ncrb.org
David Sink	Director, Finance
919-582-1012	des@ncrb.org
Vicki Godbold	Director, Human Resources & Administrative Services
919-645-3170	vcg@ncrb.org
Shelley Chandler	Director, Information Services
919-582-1057	src@ncrb.org

General Organizational Information

NCRF Main Phone Number	919-783-9790
Facsimile	919-783-0355
Website Address	www.ncrb.org/ncrf/
Physical Address	2910 Sumner Blvd. Raleigh, NC 27616

2012 Annual Meeting

The annual meeting for member companies of the North Carolina Reinsurance Facility will be held October 25, 2012, at the Grandover Resort and Conference Center, Greensboro, North Carolina.



GENERAL MANAGER'S REPORT



Ray Evans
GENERAL MANAGER

As this year's annual report was being prepared, the Rate Bureau, Reinsurance Facility and Guaranty Association had just completed our move to a new location. While in the giant scheme of things this was one of thousands of corporate moves each year, it was a very big thing for us and, upon reflection, in many ways it represented who we are.

The move itself went smoothly, as it should have since it had been several years from inception to execution. However, the length of time was not the important component of success; it was the planning, investigation and collaboration that went on during this period and tackling and overcoming the unexpected issues as they arose that were the real reasons for success.

The result is a bright and cheerful environment, somewhat smaller than our previous office but, we believe, a much more efficient use of the space we have.

So how, you might ask now, is this representative of the organizations? It is because our strategic goals are to educate, to plan, to adapt to changing conditions, to involve everyone, to keep our eye on the end expectations and to be prudent in our choices, those very things that contributed to a successful move.

Another aspect of the move is that a number of our associates with whom many of you do not interact often did much of the heavy lifting. Vicki Godbold, our HR and Administrative Services Director, essentially managed this project. Chuck Eckstein did the scheduling and was responsible for the physical move. Shelley Chandler, the IS Director, was responsible for the overall electronic hardware and software move as well as the co-location operations. And, Frank Lonnett was the "hands-on" hardware, wiring and electronic installation detail person. They all, among others, worked long hours.

Other than the move, this past year was mostly routine for the Facility as we were under budget and on time with our work and fine-tuned the operating system and effectively managed and invested money, all detailed in later pages. We even had a college graduation for one of our folks. It is unknown what next year holds. There will be a long session of the General Assembly, and insurance issues are likely to be a topic of interest. What is known is that we, the associates and carrier and agent members of the various Facility committees and task forces, will continue to discharge ethically and effectively the responsibilities the statutes require.

Ray Evans
General Manager

MESSAGE FROM THE CHAIRMAN

First of all, I would like to thank all the Board members and the NCRF Staff for their support and active participation throughout the year. The interests of all member companies, agents and North Carolina consumers are well served by this Board and the NCRF staff.

Here are some of the highlights of the 2011-2012 fiscal year:

- The annual budget decreased for the fourth year in a row, due to both the delivery of the major functionalities of our new EDGE online services and increased efficiencies. The 2011-2012 budget is less than 1% of the Facility annual premium.
- We moved and downsized into a new building, which should improve the working environment for our employees and also reduce our operating costs over the long term.
- Our investment portfolio increased and currently exceeds \$800 million. Wellington Management, our investment manager, continued to outperform its benchmarks and effectively manage our portfolio during a tough, low-interest-rate environment for fixed-income investments.
- Rate reductions were filed for both Other-Than-Clean Private Passenger and Commercial Auto lines of business.
- Staff was requested by the Legislative Research Commission Study Commission to make presentations concerning Auto Insurance Modernization. The NCRF does not lobby, but the NCRF is often asked to provide education, background and expertise on the impact of proposed legislation on the auto insurance market in North Carolina.
- Continued EDGE system development in 2012 provided additional functionality and increased internal efficiencies.
- The Facility size, volume and activity remained very stable.

Art Lyon
Chairman



BOARD OF GOVERNORS

Responsibility for management is vested in a 15-member Board of Governors. There are 12 voting members: seven member insurance companies; five agents appointed by the Insurance Commissioner; two nonvoting public members appointed by the Governor and the Insurance Commissioner, who is a member of the Board ex-officio without vote. Six meetings of the Board were held during the year, including three telephone conferences.

Agent Members	Representative
Apptd. by the Commissioner of Insurance	W. Hutson Wester, II
Apptd. by the Commissioner of Insurance	John E. Wooten, III
Auto Insurance Agents of North Carolina	Jeffrey W. Butler
Independent Insurance Agents of NC	Robert M. McVay
Independent Insurance Agents of NC	Tim Ward

Members	Representative
Allstate Insurance Co	Brian O'Neill
Atlantic Casualty Insurance Co	Robbie Strickland
GEICO Indemnity Co	Joe Jordan
Integon Indemnity Corporation*	Art Lyon
Nationwide Mutual Insurance Co	Mendi Riddle
Travelers Indemnity Co	Sylvia Kyle
Universal Insurance Co	Greg Spray

Public Members
J. David Walker, Lumberton, NC
Steven Smith, North Wilkesboro, NC

Ex-officio Member
Wayne Goodwin, Commissioner of Insurance

* Chair

STANDING ADVISORY COMMITTEES

The Plan of Operation establishes a number of advisory committees. These committees oversee the activities of the Facility and formulate recommendations for presentation to the Board of Governors. In addition, several additional specialty advisory groups perform similar tasks for the Facility throughout the year.

The following committees met during the report period:

Audit Committee	
Members	Representative
Liberty Mutual Insurance Co*	Ronald H. Robertson, Jr
NC Farm Bureau Mutual Insurance Co	Brian Top
Nationwide Mutual Insurance Co	Greg Kilburn
Pennsylvania Nat Mut Casualty Ins Co	Charles J. Uckele
State Farm Mutual Automobile Insurance Co	Alan Bentley
Travelers Indemnity Co	Ian Robinson
Agent	Robert M. McVay

Compliance Committee	
Members	Representative
Atlantic Casualty Insurance Co	Mark Caughron
Integon Indemnity Corporation	Art Lyon
Nationwide Mutual Insurance Co	Greg Kilburn
Universal Insurance Co*	Greg Spray
Agent	W. Hutson Wester, II

Investment Committee	
Members	Representative
Allstate Insurance Co	Douglas Dupont
Nationwide Mutual Insurance Co*	Joel Buck
State Farm Mutual Automobile Ins Co	Robert Stephan

Rating Compliance	
Members	Representative
Atlantic Casualty Insurance Co*	Mark Caughron
Nationwide Mutual Insurance Co	Kathy Tanner
NC Farm Bureau Mutual Insurance Co	Roger N. Batdorff
Travelers Indemnity Co	Ian Robinson
Agent	Robert M. McVay

Task Force on Expense Allowances	
Members	Representative
21st Century Insurance Co	Scott Gibson
Allstate Insurance Co	Bill Payne
Nationwide Mutual Insurance Co*	Terry Collins
Sentry Insurance A Mutual Co	Peter Sampson
State Farm Mutual Automobile Insurance Co	Alan Bentley
Agent	Tim Ward

Task Force on Recoupment	
Members	Representative
Nationwide Mutual Insurance Co	Terry Collins
NC Farm Bureau Mutual Insurance Co	Roger N. Batdorff
Progressive Casualty Insurance Co	Kevin McGee
Southern Guaranty Insurance Co	Stephen H. Cone
State Farm Mutual Automobile Insurance Co*	Alan Bentley
Travelers Indemnity Co	Ian Robinson



MANAGEMENT REPORT

Introduction

We spent 20 years in our last building. This year, continuing our progression toward becoming even more efficient and cost effective, our office moved to a new, smaller and more efficient location with many “green” features. Our staff is smaller than last year but able to continue to provide faster and more efficient service to our member companies.

In the fiscal year 2011-2012, the Facility saw stable transaction and premium activity, while managing an investment portfolio in excess of \$800 million dollars. During the past year, we worked on completing a broad inventory of process and procedure documentation, implementing best practice security measures and achieving greater efficiency through routines. We have reduced the intervals and timelines for making rate filings while increasing the amount of notice provided to member companies for their programming. The EDGE system has made it possible for companies to submit, view and make corrections to reported data with unprecedented speed. This feature has increased the quality of our data, improved our ability to service the companies and achieved efficiency and quality improvements at the member companies. As a byproduct of planning for the move, we made significant strides in enhancing our business continuity and disaster recovery plans.

All of this was accomplished with an operating budget that reflects a reduction for the fourth year in a row and totals less than 1% of the annual written premium volume of the Facility.

During this report period, the North Carolina Reinsurance Facility continued to be the largest residual market mechanism by total written premium volume in the entire United States. The Facility provides reinsurance for approximately one-quarter of the automobile liability business written in North Carolina. This figure has not changed significantly since the Facility was created in 1973.

Of the total ceded exposures, 74% were private passenger “clean risks,” and 23% were private passenger “other-than-clean” risks, reflecting a 2% shift from “other-than-clean” risks to “clean risks” as compared to the previous fiscal year. The remaining 3% of ceded exposures were commercial auto risks.

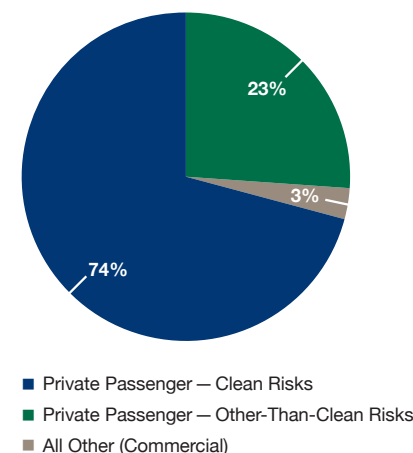
As of June of 2012, approximately one million policies were in force — 98% were private passenger non-fleet policies, and 2% were all other policies — generating about 28 million transactions annually. Overall, total cession notice volume is equal to the same period last year.

Finally, written premium for the fiscal year ending September 2012 is projected to total approximately \$763 million, which is approximately 1% higher than it was for the previous fiscal year.



Edith T. Davis
DIRECTOR, REINSURANCE FACILITY

Distribution by Exposures



Rates and Forms

In 2012, the Rate Bureau filed a private passenger automobile rate review and did not propose any changes in rates. As a result, there were no rate changes this year for private passenger auto clean risks ceded to the Facility.

In March 2012, the Facility filed rate level changes for “other-than-clean” risks for all new and renewal policies becoming effective on and after October 1, 2011. The filing included average rate level changes of -2.0% for bodily injury, +1.2% for property damage, and -5.3% for medical payments coverages, averaging -0.9% over rates presently in effect. The filing also included a rate level change of -8.5% for motorcycle liability coverages.

For the commercial auto business, in October 2011, the Facility filed revised basic limits premium rates for liability insurance for trucks, tractors and trailers, garages and private passenger types not eligible for rating under the North Carolina Personal Automobile Manual; revised primary and secondary rating factors included in the trucks, tractors and trailers classification plan and revised bodily injury and property damage increased limits factors. The various rate level changes averaged -4.4% over the rates previously in effect and applied to all new and renewal policies becoming effective on and after March 1, 2012.

The Facility performed another commercial auto rate review in 2012; the results of that review were not known at the time this report was printed, but the expectation was that any rate change would apply to all new and renewal policies becoming effective on and after March 1, 2013.

Clean Risk Recoupment

North Carolina law requires carriers to “take all comers” on automobile liability insurance, and carriers can cede to the Facility the risks they choose not to insure voluntarily. While the Facility establishes actuarially sound rates for “other-than-clean” risks (except that no profit is included), the rates for “clean risks” are statutorily capped at the voluntary rate level, which is inadequate to pay the losses and expenses of the clean risks ceded to the Facility. The shortfall between what this group pays and what it should pay is made up through the statutorily authorized “clean risk” recoupment surcharge applied to the liability premiums of all private passenger non-fleet policies.

Recoupment surcharges are reviewed at least annually and adjusted as appropriate. Effective October 1, 2011, the Board of Governors implemented a clean risk recoupment surcharge of 3.87% (before inclusion of agent compensation). This surcharge percentage reflected the application of a portion of the Facility’s members’ equity balance as an offset against the indicated clean risk shortfall and, for the current fiscal year through June 2012, income from the clean risk surcharges has generated approximately \$88.4 million.

In June 2012, the Board of Governors authorized a new clean risk recoupment surcharge, which will be applicable to all new and renewal private passenger policies becoming effective on and after October 1, 2012. This surcharge was also set at 3.87% (before inclusion of agent compensation), after a significant portion of the Facility’s members’ equity balance was again applied as an offset against the indicated clean risk shortfall, and is projected to generate approximately \$115.3 million.

Operating Results

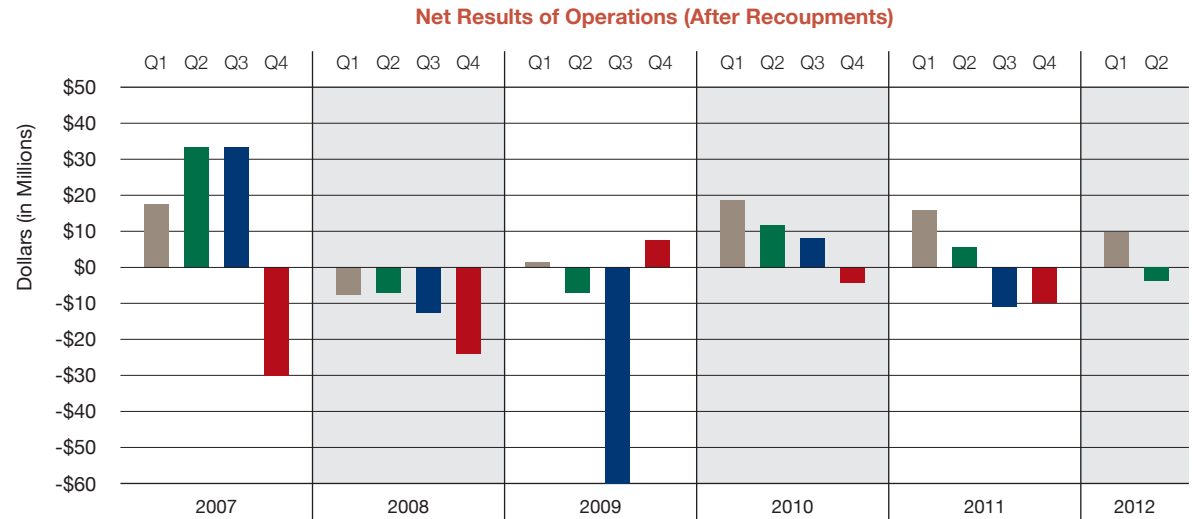
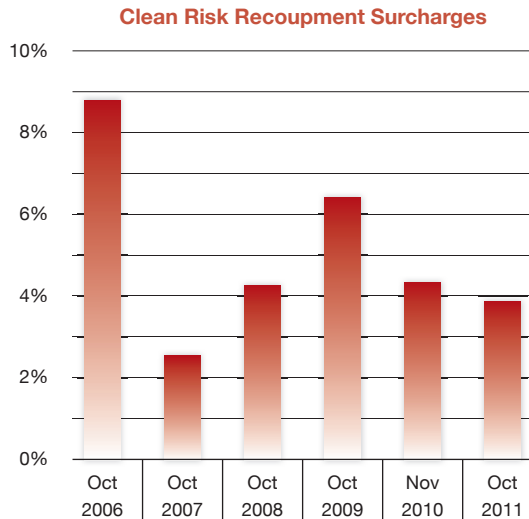
For the fiscal year through June 30, 2012, the Facility had realized operating losses in two of three consecutive quarters compared to gains in two of three consecutive quarters for the same period in the prior year. Moderate increases in incurred losses outpaced slight increases in written premiums and investment income, but were partially offset by a decrease in recoupment. Other income continued to decrease as a result of significantly lower penalty fees billed. As a result of the operating losses, the members’ equity balance decreased from \$87.4 million in September 2011 to \$83.6 million in June 2012.

Compliance Activity

There are more than 100 member company groups reporting to the Facility, and each is reviewed at least annually. Our focus is on compliance with statutes, rules and regulations, as well as eligibility for ceded coverage and reimbursement, as part of our responsibility to ensure that the Facility collects the right premium and pays the right losses.

Throughout the year, the compliance staff performs audits on each ceding company group. The files are reviewed for, among others, proper reporting of premiums and losses, claims handling, proper application of underwriting rules, eligibility, experience modification rating and recoupment. The compliance staff also performs audits on non-ceding companies to ensure that recoupment amounts are correctly determined and collected. The compliance team also worked on documentation of current processes and proposed processes in preparation for the implementation of an audit-tracking module to be included in a future phase of the EDGE system.





Legislative Changes

The Facility was created by the Legislature in 1973 and replaced an Assigned Risk Auto Plan. At that time, there was a perceived stigma of being included in a bad risk pool, so this new mechanism enabled drivers to select the company of their choice. The legislature has since made alterations over time to address changing conditions in the marketplace.

During the 2011 legislative session, a variety of proposals were introduced which would have changed the way automobile rates are set in North Carolina and how risks are ceded to the Facility. Many of these proposals were the focus of the Legislative Research Commission Study Committee on Automobile Insurance Modernization, which met several times between December 2011 and April 2012. While the

Facility does not lobby for or against any idea or position, the Facility is often called upon to provide information to various groups that wish to study these complex matters. Throughout the year, Facility staff and counsel met with interested parties, made presentations to the legislative study committee, and provided information to various legislative, media and industry groups. Ultimately, no legislation was enacted during the 2012 legislative short session that directly impacted the Reinsurance Facility.

Conclusion

We are excited by our transitions during the past year. In preparing for the move to our new building, we made significant improvements to our Disaster Recovery plans and developed increased utilization of our website. Hard copy mailings have been eliminated, and we are able to communicate effectively

with member companies through a variety of electronic means. Significant progress was made toward the electronic archival of records and the elimination of paper documents. Data reviews are resulting in better data analysis.

We look forward to continuing to deliver service and satisfaction to the residual automobile market with the guidance and leadership of our Board of Governors and committee members who give so much time and effort to serving the needs of the Facility and with the support provided by our counsel and advisors.

Edith Davis

Edith Davis
Director, Reinsurance Facility



SHARED SERVICES

Information Services

The Information Services department (IS) is responsible for Communications and Customer Service, Process Documentation/Process Improvement, Systems Availability and Systems Development.

The customer service area handles approximately 4000 support calls and emails per month from external customers via the Information Center, and the Service Desk handles an additional 200 calls and emails from internal associates. In 2012, the system that supports these areas underwent a significant upgrade that will allow improvements in quality in the service level we provide to our customers.

Technology has become an increasingly important tool in enabling our customers to interact with us more efficiently. In 2012, this area continued to focus on implementing a multi-layered security strategy. Improvements were made in the infrastructure area, including additional encryption of data, restricting access to systems and servers and implementing more sophisticated hardware solutions such as firewalls.

In late 2010, the EDGE system revolutionized the way that customers interact with the Reinsurance Facility. In 2012, we focused on improvements to the EDGE system that allow us to improve the internal processes of the Facility.

The Process Documentation Services Team is tasked with the responsibility of promoting a process-driven environment supported by processes that are identified, documented, measured, managed and improved. Process documentation is the precursor to superior customer satisfaction, overall reduction in errors and lower costs. In 2012, this team has focused on documenting the critical processes for the Compliance area of the Facility. Relying on subject matter experts, the business units review and

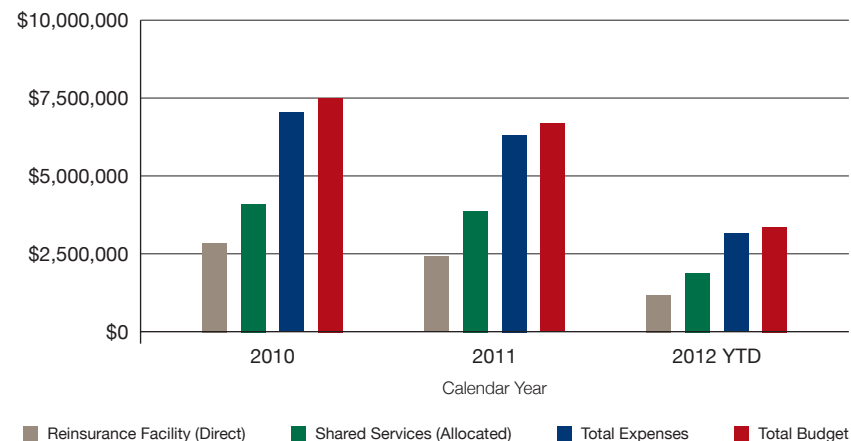
validate this documentation. This documentation will pave the way towards automating Audit processes in 2013.

Finance

Investments

The market value of the Facility's investment account increased from approximately \$849.3 million to \$873.8 million during the 12 months ending June 30, 2012. During that time, the portfolio returned 5.55% (net of fees), outperforming the benchmark by 34 basis points over that period, and net unrealized gains in the portfolio stood at about \$49 million as of the end of that quarter. The income from the Facility's investment program has again somewhat softened the impact the underwriting results have had on Members' Equity over the past year. Staff remains very pleased with the performance of Wellington Management Company, which assumed the role and responsibilities of investment manager in October 2009. Near the end of the previous fiscal year, the Facility transitioned the custody services of the investment portfolio to State Street Bank, and we are now benefiting from lower fees and expenses while improving our investment accounting efficiencies.

North Carolina Reinsurance Facility Administrative Expenses



Operating Expenses

The operating expenses of the Facility totaled \$6.34 million during calendar year 2011, representing approximately 94% of the approved budget last year and a decrease of 10.3% from the prior year. The operating expenses are also under budget through the first six months of 2012. The favorable expense-to-budget position exists while incurring additional costs this year related to the enhanced reporting capabilities of the EDGE system that were planned for 2012. As reported previously, the system implementation has resulted in significant savings in outside data processing services and efficiencies for our member companies and Staff. The table and chart on this page show a summary of the direct and allocated expenses for the prior two years and the first half of 2012.

Administrative Expenses	2010	2011	Thru June 2012
Reinsurance Facility (Direct)	\$ 2,915,443	\$ 2,448,675	\$ 1,256,987
Shared Services (Allocated)	4,148,969	3,887,000	1,937,046
Total Expenses	\$ 7,064,412	\$ 6,335,675	\$ 3,194,033
Total Budget	\$ 7,512,301	\$ 6,715,053	\$ 3,399,563



Human Resources

Human Resources (HR) is the strategic and comprehensive approach to managing our organizations most valued assets—the people. HR responsibilities include administering HR policies, programs and practices and providing a safe work environment, professional development opportunities and work-life balance for our associates. Administrative Services provides facility management of our building, mail services and receptionist responsibilities.

A key initiative this year included preparing and completing a successful move of our facility to our new location.

On-site training this year consisted of 10 wellness classes through our partnership with WakeMed Hospital, along with a financial series that included workshops on retirement planning, mortgage and refinancing information and estate planning.

We have a strong wellness initiative that includes:

- WeightWatchers at Work
- a partnership with the NC Prevention Partners
- annual participation in the Wellness Council of America's (WELCOA) Step-By-Step program of walking 10k steps a day
- flu shots provided for associates on-site, and
- certification in First Aid, CPR and AED for a third of our workforce through the American Red Cross.

Community service involvement by our associates this year included The Wounded Warrior Project. Various fundraisers were conducted in the first half of the year, and we were pleased to exceed our fundraising goal! In addition, we'll be supporting the United Way in various events during our fall campaign, along with the NC Food Bank.

Associate service milestones this year include:

- 1 associate celebrating 10 years
- 1 associate celebrating 20 years
- 2 associates celebrating 25 years
- 1 associate celebrating 40 years

NCRF MANAGEMENT STAFF



Tim Lucas
MANAGER, AUTOMOBILE



Mike Newton
MANAGER, CLAIMS



Jannet Barnes
MANAGER, COMPLIANCE

NCRF SHARED SERVICES



Vicki Godbold
DIRECTOR,
HUMAN RESOURCES
AND ADMINISTRATIVE
SERVICES



David Sink
DIRECTOR,
FINANCE



Shelley Chandler
DIRECTOR,
INFORMATION SERVICES



NORTH CAROLINA REINSURANCE FACILITY

BALANCE SHEET

As of	June 30, 2012	June 30, 2011
Assets		
Cash (Checking Account)	\$ 518,582	\$ 10,797,791
Cash Restricted (Including Escrow)	-	-
Investments	818,780,019	798,448,008
Accounts Receivable	10,763,908	12,993,225
Accrued Interest Receivable	6,137,178	6,854,679
Other Assets	92	92
Total Assets	\$ 836,199,779	\$ 829,093,795
Liabilities & Members' Equity		
Accounts Payable	\$ 25,143,206	\$ 20,884,388
Loss Reserves	499,760,505	485,173,367
Unearned Premium Reserves	227,587,708	224,299,144
Provision for Premium Refunds	-	-
Other Liabilities	118,653	257,841
Total Liabilities	\$ 752,610,072	\$ 730,614,740
Members' Equity	83,589,707	98,479,055
Total Liabilities & Members' Equity	\$ 836,199,779	\$ 829,093,795

INCOME STATEMENT

Fiscal Year through	June 30, 2012	June 30, 2011
Income		
Earned Premiums	\$ 573,528,529	\$ 559,069,181
Clean Risk Recoupment	88,414,150	97,146,631
Investment Income	35,634,663	33,092,206
Membership Fee Income	53,900	53,100
Other Income	182,474	287,183
Total Income	\$ 697,813,716	\$ 689,648,301
Expenses		
Losses Incurred	\$ 485,114,259	\$ 460,300,530
Ceding & Claims Expenses	211,506,706	209,680,240
Premiums Escrowed	-	(6,827,838)
Salaries & Administration Expenses	1,650,821	1,618,343
Outside Services Expenses	2,117,676	2,335,900
Other Operating Expenses	1,197,658	1,330,112
Total Expenses	\$ 701,587,120	\$ 668,437,288
Net Income/(Loss)	\$ (3,773,404)	\$ 21,211,012
Before Loss Recoupments		
Loss Recoupments	(546)	(304)
Net Income/(Loss)	\$ (3,773,950)	\$ 21,210,708
After Loss Recoupments		



NORTH CAROLINA REINSURANCE FACILITY

SPECIAL PURPOSE BALANCE SHEET

Year Ending	Sept 30, 2011	Sept 30, 2010
Assets		
Cash and Short-Term Investments	\$ 26,129,431	\$ 21,254,788
Long-Term Investments, at Amortized Cost	780,807,533	756,052,085
Accrued Interest Receivable	6,404,201	7,008,449
Receivables From Member Companies:		
• Settlements	16,127,826	27,985,492
• Late Premium Charges and Penalties	-	45,418
	16,127,826	28,030,910
Total Assets	\$ 829,468,991	\$ 812,346,232
Liabilities & Members' Equity		
Loss and Loss Adjustment Expense Reserves:		
• In Course of Settlement	\$ 366,057,637	\$ 359,365,770
• Incurred But Not Reported	125,566,744	124,926,322
Total Loss and Loss Adjustment Expense Reserves	491,624,381	484,292,092
Unearned Premium Reserves	230,917,373	229,384,480
Unearned Clean Risk Subsidies	2,415,030	2,681,870
Settlements Payable to Member Companies	19,411,286	14,230,183
Provision for Premium Refunds	-	6,827,838
Other Liabilities	152,295	343,292
Total Liabilities	\$ 744,520,365	\$ 737,759,755
Commitments and Contingencies		
Members' Equity	84,948,626	74,586,477
Total Liabilities and Members' Equity	\$ 829,468,991	\$ 812,346,232

SPECIAL PURPOSE STATEMENT OF OPERATIONS

Year Ending	Sept 30, 2011	Sept 30, 2010
Premiums Earned	\$ 748,931,294	\$ 723,642,069
Clean Risk Subsidies	131,976,542	188,421,296
Total Underwriting Income	\$ 880,907,836	\$ 912,063,365
Losses Incurred	\$ 627,487,274	\$ 612,747,410
Ceding Expense Allowances	195,900,772	201,447,977
Claims Expense Allowances	87,642,206	91,081,177
Premiums Escrowed	(6,827,838)	(12,565,327)
Total Underwriting Expenses	\$ 904,202,414	\$ 892,711,237
Net Underwriting Income (Loss)	\$ (23,294,578)	\$ 19,352,128
Other Income (Expense):		
Net Investment Income	\$ 33,903,182	\$ 32,773,973
Net Realized Investment Gains (Losses)		
Including Impairments	5,079,298	6,821,130
Late Premium Charges and Penalties	283,840	289,385
Membership Fees	53,400	52,800
Cession Notice Charges	3,564	13,874
General and Administrative Expense	(5,480,517)	(6,072,553)
Other Miscellaneous Expense	(185,664)	(463,337)
Total Other Income (Expense) – Net	\$ 33,657,103	\$ 33,415,272
Net Operating Income (Loss)	\$ 10,362,525	\$ 52,767,400





North Carolina Reinsurance Facility

2910 Sumner Blvd. Raleigh, NC 27616 www.ncrb.org