



**EXAMINATION REPORT
OF**

AMERICAN STRATEGIC INSURANCE CORP.

NAIC Company Code: 10872

ST. PETERSBURG, FLORIDA

**as of
December 31, 2015**

**BY THE
FLORIDA OFFICE OF INSURANCE REGULATION**

TABLE OF CONTENTS

LETTER OF TRANSMITTAL	-
SCOPE OF EXAMINATION.....	1
SUMMARY OF SIGNIFICANT FINDINGS	2
CURRENT EXAMINATION FINDINGS	2
PRIOR EXAMINATION FINDINGS	2
COMPANY HISTORY.....	2
GENERAL	2
DIVIDENDS	3
CAPITAL STOCK AND CAPITAL CONTRIBUTIONS.....	4
SURPLUS NOTES	4
ACQUISITIONS, MERGERS, DISPOSALS, DISSOLUTIONS AND PURCHASE OR SALES THROUGH REINSURANCE	4
CORPORATE RECORDS	5
CONFLICT OF INTEREST.....	5
MANAGEMENT AND CONTROL.....	5
MANAGEMENT	5
AFFILIATED COMPANIES	7
SIMPLIFIED ORGANIZATIONAL CHART	8
TAX ALLOCATION AGREEMENT.....	9
INTERCOMPANY SETTLEMENT AGREEMENT	9
REINSURANCE ALLOCATION AGREEMENT	9
MANAGING GENERAL AGENT AGREEMENT.....	10
TERRITORY AND PLAN OF OPERATIONS.....	11
TREATMENT OF POLICYHOLDERS	11
REINSURANCE.....	12
REINSURANCE ASSUMED.....	12
REINSURANCE CEDED	12
ACCOUNTS AND RECORDS	12
CUSTODIAL AGREEMENT	13
GENERAL RE INVESTMENT MANAGEMENT AGREEMENT	13
STATE STREET INVESTMENT MANAGEMENT AGREEMENT	13
WILLIS RE REINSURANCE INTERMEDIARY AUTHORIZATION AGREEMENT	13
AON REINSURANCE INTERMEDIARY-BROKER AGREEMENT.....	14
INDEPENDENT AUDITOR AGREEMENT	14
INFORMATION TECHNOLOGY REPORT	14
STATUTORY DEPOSITS	15
FINANCIAL STATEMENTS.....	16
ASSETS.....	17
LIABILITIES, SURPLUS AND OTHER FUNDS	18

STATEMENT OF INCOME AND CAPITAL AND SURPLUS ACCOUNT	19
RECONCILIATION OF CAPITAL AND SURPLUS.....	20
COMMENTS ON FINANCIAL STATEMENTS.....	21
LIABILITIES	21
CAPITAL AND SURPLUS	21
SUBSEQUENT EVENTS.....	22
SUMMARY OF RECOMMENDATIONS.....	24
CONCLUSION.....	25

May 15, 2017

David Altmaier
Commissioner
Office of Insurance Regulation
State of Florida
Tallahassee, Florida 32399-0326

Dear Sir:

Pursuant to your instructions, in compliance with Section 624.316, Florida Statutes, Rule 69O-138.005, Florida Administrative Code, and in accordance with the practices and procedures promulgated by the National Association of Insurance Commissioners (NAIC), we have conducted an examination as of December 31, 2015, of the financial condition and corporate affairs of

American Strategic Insurance Corp.

1 ASI Way
St. Petersburg, Florida 33702-2514

hereinafter referred to as the "Company." Such report of examination is herewith respectfully submitted.

SCOPE OF EXAMINATION

This examination covered the period of January 1, 2012 through December 31, 2015 and commenced with planning at the Office on October 25, 2016 to October 27, 2016. The fieldwork commenced on October 31, 2016 and concluded as of May 15, 2017. The Company was last examined by representatives of the Florida Office of Insurance Regulation (Office) covering the period of January 1, 2007 through December 31, 2011.

The examination was a multi-state examination conducted in accordance with the NAIC Financial Condition Examiners Handbook (Handbook). The Handbook requires that the examination be planned and performed to evaluate the financial condition, assess corporate governance, identify current and prospective risks of the company and evaluate system controls and procedures used to mitigate those risks. An examination also includes identifying and evaluating significant risks that could cause an insurer's surplus to be materially misstated both currently and prospectively.

All accounts and activities of the company were considered in accordance with the risk-focused examination process. This may include assessing significant estimates made by management and evaluating management's compliance with Statements of Statutory Accounting Principles (SSAP).

This examination report includes significant findings of fact, as mentioned in Section 624.319, Florida Statutes and general information about the insurer and its financial condition. There may be other items identified during the examination that, due to their nature (for example, subjective conclusions or proprietary information), are not included within the examination report but separately communicated to other regulators and/or the Company.

SUMMARY OF SIGNIFICANT FINDINGS

Current Examination Findings

The following is a summary of material adverse findings, significant non-compliance findings or material changes in the financial statements.

Enterprise Risk Report

The Company did not file their 2014 Form F (Enterprise Risk Report) timely in compliance with Section 628.801(2), Florida Statutes.

Prior Examination Findings

There were no findings, exceptions corrective action to be taken by the Company for the examination as of December 31, 2011.

COMPANY HISTORY

General

The Company is a Florida domiciled property-casualty insurer primarily writing insurance policies through its Managing General Agent (MGA), ASI Underwriters Corp. (ASIU), in various states across the country. The Company's MGA provides policy management services, including underwriting and claims administration, for all lines business written by the Company. The Company ceased writing commercial multiple-peril in 2014.

On April 1, 2015, the Company's parent, ARX Holding Corp., entered into a Stock Purchase Agreement with The Progressive Corporation (Progressive). Per the terms of the agreement, Progressive acquired approximately sixty-three & two tenths percent (63.2%) of the outstanding

capital stock of ARX Holding Corp. through the purchase of the common and preferred stock of XL Re Ltd., Flexpoint Fund, LP and other non-management individuals and entities. Subsequently, in 2015, Progressive purchased additional ARX Holding Corp. stock from certain employee shareholders and option holders, bringing its ownership of ARX Holding Corp. to sixty-nine and sixteen hundredth percent (69.16%).

The Company was incorporated in Florida on August 18, 1997, and commenced business on December 18, 1997.

The Company was authorized to transact insurance coverage in Florida on December 18, 1997 and is currently authorized for the following coverage(s) as of December 31, 2015.

Fire	Inland Marine
Allied Lines	Other Liability
Homeowners Multi-Peril	Commercial Multi-Peril

Dividends

The Company did not declare or pay any dividends during the period of this examination.

Capital Stock and Capital Contributions

As of December 31, 2015, the Company's capitalization was as follows:

Number of authorized common capital shares	5,000,000
Number of shares issued and outstanding	5,000,000
Total common capital stock	\$5,000,000
Par value per share	\$1.00

Control

Control of the Company was maintained by its parent, ARX Holding Corp., which owned 100% of the stock issued by the Company, which in turn was majority owned sixty-nine and sixteen hundredth percent (69.16%) by Progressive, an Ohio corporation.

The Company's parent contributed cash in the amounts of \$73,000,000; \$45,500,000; \$51,700,000 and \$26,000,000 for years ended 2012; 2013; 2014; and 2015, respectively.

Surplus Notes

The Company had no surplus notes during the period of this examination.

Acquisitions, Mergers, Disposals, Dissolutions and Purchase or Sales through Reinsurance

The Company had no acquisitions, mergers, disposals, dissolutions or purchase or sales through reinsurance during the period of this examination.

CORPORATE RECORDS

The recorded minutes of the Shareholder(s), Board of Directors (Board) and certain internal committees were reviewed for the period under examination. The recorded minutes of the Board adequately documented its meetings and approval of Company transactions and events, in compliance with the Handbook adopted by Rule 69O-138.001, Florida Administrative Code, including the authorization of investments as required by Section 625.304, Florida Statutes.

Conflict of Interest

The Company adopted a policy statement requiring periodic disclosure of conflicts of interest in accordance with the Handbook adopted by Rule 69O-138.001, Florida Administrative Code.

MANAGEMENT AND CONTROL

Management

The annual shareholder meeting for the election of Directors was held in accordance with Section 628.231, Florida Statutes. Directors serving as of December 31, 2015 are shown below.

Directors

Name	City, State	Principal Occupation, Company Name
John Franklin Auer	St. Petersburg, Florida	President and Treasurer, American Strategic Insurance Corp.
Patrick Kevin Callahan	Chardon, Ohio	Insurance Executive, The Progressive Corporation
Brian Charles Domeck	Hunting Valley, Ohio	Former Chief Financial Officer, The Progressive Corporation
Glenn Morris Renwick	Chargin Falls, Ohio	Executive Chairman of the Board, The Progressive Corporation
Marc Steven Fasteau	New York, New York	Investment Banker, Fulcrum Partners, LLC

In accordance with the Company's bylaws, the Board appointed the following Senior Officers:

Senior Officers

Name	City, State	Title
John Franklin Auer	St. Petersburg, Florida	President and Treasurer
Kevin Robert Milkey	St. Petersburg, Florida	Executive Vice President
Angel Dawn Conlin	Tampa, Florida	Vice President, Secretary and General Counsel
Tanya Judith Fjare	St. Petersburg, Florida	Vice President
Jeffery William Hannon	St. Petersburg, Florida	Vice President
Patrick Thomas McCrink	Tampa, Florida	Vice President
Phillip Loren Brubaker	St. Petersburg, Florida	Vice President
Mary Frances Fournet	St. Petersburg, Florida	Vice President
Trevor Clark Hillier	St. Petersburg, Florida	Vice President

The Company's Board appointed two (2) internal committees. The following were the principal internal board committees and their members as of December 31, 2015:

Audit Committee

Name	City, State	Principal Occupation, Company Name
Brian Charles Domeck ¹	Hunting Valley, Ohio	Former Chief Financial Officer, The Progressive Corporation
Glenn Morris Renwick	Chargin Falls, Ohio	Executive Chairman of the Board, The Progressive Corporation
Marc Steven Fasteau	New York, New York	Investment Banker, Fulcrum Partners, LLC

¹ Chairman

The Company maintained an audit committee, as required by Section 624.424(8)(c), Florida Statutes.

Investment Committee

Name	City, State	Principal Occupation, Company Name
Marc Steven Fasteau ¹	New York, New York	Investment Banker, Fulcrum Partners, LLC
Brian Charles Domeck ¹ Chairman	Hunting Valley, Ohio	Former Chief Financial Officer, The Progressive Corporation

Affiliated Companies

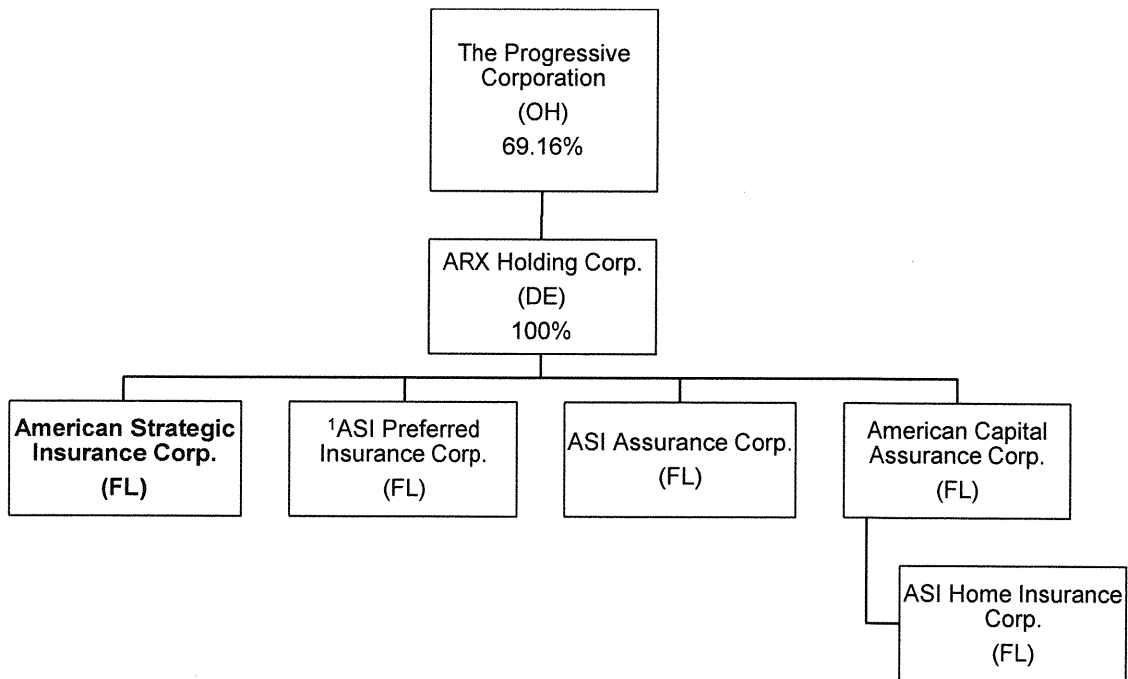
The most recent Holding Company Registration Statement was filed with the Office on March 31, 2017, as required by Section 628.801, Florida Statutes, and Rule 69O-143.046, Florida Administrative Code.

A simplified organizational chart as of December 31, 2015, reflecting the holding company system, is shown on the following page. Schedule Y of the Company's 2015 annual statement provided a list of all related companies of the holding company group.

American Strategic Insurance Corp.

Simplified Organizational Chart

December 31, 2015



¹ASI Preferred Insurance Corp. was sixty percent (60%) owned by ARX Holding Corp. and forty percent (40%) owned by American Strategic Insurance Corp. at December 31, 2015.

The following agreements were in effect between the Company and its affiliates:

Tax Allocation Agreement

Effective July 1, 2012, the Company entered into an agreement to file consolidated federal income tax returns with its parent, ARX Holding Corp., and its affiliates. The agreement provides that the Holding Company and its subsidiaries file consolidated federal income tax returns for such periods of time during which Holding Company and the subsidiaries are qualified to file. Holding Company and the subsidiaries agree to make all computations and settlements of the respective federal income tax liabilities of each company which a party to the agreement. The method of allocation between the companies is subject to written agreement, and approved by the Board of Directors whereby allocation is made primarily on a separate return basis with current credit for any net operating losses or other items utilized in the consolidated tax return. Receivable (payable) tax balances are to be settled within ninety (90) days of tax payment. The agreement was amended on December 24, 2014, to amend certain articles of the original agreement. Namely, the amendment provides that all receivable (payable) tax balances are to be settled within thirty (30) days of tax payment.

Intercompany Settlement Agreement

Effective May 31, 2013, the Company entered into an Intercompany Settlement Agreement with its parent, ARX Holding Corp. and its affiliates. The agreement states that the companies are related parties through common ownership with ARX Holding Corp. and that in the ordinary course of business it may become feasible for one company to pay expenses on behalf of another company. The agreement provides that one company may pay expenses incurred on behalf of another company and the companies mutually agree to submit a bill once a month for any expenses incurred on behalf of another and shall remit payment in full no later than ninety (90) days after receipt.

Reinsurance Allocation Agreement

Effective July 30, 2015, the Company and its insurance affiliates that are party to reinsurance contracts as multi-cedants entered into a Reinsurance Allocation Agreement. The agreement provides that the allocation of the cost between the companies will be based on the likelihood of

the individual companies' books of business using each layer of coverage. This likelihood is based on the pure premium of each layer of coverage. The pure premium will be determined using the latest version of AIR Touchstone software based upon the in-force books of business of all companies as of August 31st, of the respective year. Reinsurance recoveries will be allocated on a pro-rata basis using the gross losses of each carrier.

Managing General Agent Agreement

Effective September 10, 2000, the Company entered into a Managing General Agency (MGA) Agreement with its affiliate, ASI Underwriters Corp. (ASIU). The agreement provides services for underwriting, claims processing, and premium collection. The Company granted authority to the ASIU to receive and accept proposals for and sell and issue policies of, commercial and resident property and casualty insurance. The Company also designated ASIU as the Company's claims representative for business written under the MGA agreement. The agreement was originally for a one-year (1) term and automatically renews each successive year, unless otherwise terminated within the guidelines of the agreement. The agreement has been amended from time to time to update and revise certain sections of the agreement to reflect current conditions. The agreement complied with Section 626.7451, Florida Statute.

For underwriting and premium processing, the Company pays a commission on written premium of eight percent (8%) all lines of business except commercial. For commercial business, the Company pays a commission equal to ten percent (10%) of written premiums for these services. The Company also pays ASIU a \$25 policy fee on all new and renewal business. Commission cost incurred under this agreement for 2012; 2013; 2014 and 2015 amounted to \$19,661,114; \$24,556,990; \$30,588,586 and \$34,412,557, respectively and MGA fees incurred under this agreement for 2012; 2013; 2014 and 2015 amounted to \$2,220,449; \$2,163,799; \$2,221,523 and \$2,319,900, respectively.

For claims processing, the Company pays a monthly commission based on five percent (5%) of non-catastrophe paid losses and one percent (1%) for catastrophe paid losses. Claim processing cost incurred under this agreement for 2012; 2013; 2014 and 2015 amounted to \$3,956,833; \$4,686,534; \$5,210,534 and \$6,322,073, respectively.

ASIU in turn, had an agreement with e-Ins, LLC (E-INS), an affiliate to the Company and ASIU, to provide policy issuance, premium billing, return premiums, commission payments and collection services for the Company's flood business. The Company pays E-INS a monthly commission equal to five percent (5%) of premiums written. E-INS also receives zero & seventy-five hundredths percent (0.75%) of incurred losses and zero & forty-five hundredths percent (0.45%) of premiums written for unallocated loss adjustment expenses. Commission cost incurred under this agreement for 2012; 2013; 2014 and 2015 amounted to \$2,904,482; \$3,509,636; \$3,834,609 and \$3,160,577, respectively.

TERRITORY AND PLAN OF OPERATIONS

The Company was authorized to transact insurance in the following states:

Alabama	Iowa	Missouri	Pennsylvania
Arizona	Kansas	Nevada	South Carolina
Colorado	Kentucky	New Jersey	Tennessee
Connecticut	Maine	New Mexico	Utah
Delaware	Maryland	North Carolina	Vermont
District of Columbia	Massachusetts	North Dakota	Virginia
Florida	Michigan	Ohio	Washington
Georgia	Minnesota	Oklahoma	Wisconsin
Illinois	Mississippi	Oregon	

Treatment of Policyholders

The Company established procedures for handling written complaints in accordance with Section 626.9541(1)(i)3a, Florida Statutes. The Company maintained a claims procedure manual that included detailed procedures for handling each type of claim in accordance with Section 626.9541(1)(j), Florida Statutes.

REINSURANCE

The reinsurance agreements reviewed complied with NAIC standards with respect to the standard insolvency clause, arbitration clause, intermediary clause, transfer of risk, reporting and settlement information deadlines.

Reinsurance Assumed

The Company assumed risk from its affiliated insurers on a quota share basis through several affiliated quota share reinsurance contracts.

Reinsurance Ceded

The Company's reinsurance program covers the Company and its insurer affiliates as the companies are multi-cedants on all ceded reinsurance contracts. The reinsurance program is a combination of personal lines catastrophe excess of loss, commercial catastrophe excess of loss and personal lines quota share and multi-line per risk treaties. The personal lines catastrophe excess of loss treaty is supplemented by a catastrophe bond and the Florida Hurricane Catastrophe Fund. The commercial catastrophe excess of loss treaty is also supplemented by the Florida Hurricane Catastrophe Fund.

The Company's personal lines reinsurance program provided \$1,300,000,000 in excess of \$45,000,000 during the 2015-2016 contract year. The Company's commercial reinsurance program provided \$489,300,000 in excess of \$10,000,000 during the 2015-2016 contract year.

ACCOUNTS AND RECORDS

The Company maintained its principal operational offices in St. Petersburg, Florida.

The Company and non-affiliates had the agreements on the following page.

Custodial Agreement

The Company maintained a custodial agreement with U.S. Bank National Association executed on December 23, 2013. The agreement complied with Rule 69O-143.042, Florida Administrative Code.

General Re Investment Management Agreement

Effective January 1, 2008, the Company's parent, ARX Holding Corp. and its subsidiaries entered into an Investment Management Agreement with General Re – New England Asset Management, Inc. (GENRE). The agreement provided that GENRE will make all investment decisions for the Company in accordance with the investment restrictions and guidelines. Management fees were assessed based on a percentage of the value of the investment portfolio.

State Street Investment Management Agreement

Effective December 30, 2016, the Company entered into an Investment Management Agreement with State Street Bank and Trust Company (State Street). The agreement provides that State Street will have full discretionary authority to invest, reinvest and manage assets in accordance with the investment guidelines. Management fees are assessed based upon a set fee schedule based upon the total value of the equity investment portfolio.

Willis Re Reinsurance Intermediary Authorization Agreement

Effective January 9, 2014, the Company and its affiliates entered into a Reinsurance Intermediary Authorization Agreement with Willis Re Inc. (Willis Re). The agreement provides that Willis Re will provide reinsurance brokering services to the Company and comply with supplemental authorization agreement provisions as required by specific state code. Willis Re is to render periodic accounts to the Company detailing all material transactions, including information necessary to support all commissions, charges, and other fees received by or owing to Willis Re. Willis Re is also to remit all funds due to the Company within thirty (30) days of receipt. The agreement was found to be in compliance with Section 626.7492, Florida Statutes

Aon Reinsurance Intermediary-Broker Agreement

Effective June 1, 2014, the Company and its affiliates entered into a Reinsurance Intermediary Authorization Agreement with Aon Benfield, Inc. (Aon). The agreement provides that Aon will provide reinsurance brokering services to the Company and comply with all written standards established by the Company. Aon will render accounts at least quarterly the Company accurately detailing all material transactions, including information necessary to support all commissions, charges and other fees received by, or owing to, Aon from the Company. Aon will remit all funds due the Company in accordance with applicable reinsurance agreements, but in no event later than thirty (30) days after receipt. The agreement was found to be in compliance with Section 626.7492, Florida Statutes

Independent Auditor Agreement

An independent CPA, BDO, LLP, audited the Company's statutory basis financial statements annually for the years 2012, 2013, 2014 and 2015, in accordance with Section 624.424(8), Florida Statutes. Supporting work papers were prepared by the CPA as required by Rule 69O-137.002, Florida Administrative Code.

INFORMATION TECHNOLOGY REPORT

Phillip McMurray, CISSP, CISA, AES, IT Specialist and Stephen Skenyon, CPA, CISA, IT Specialist, of Risk and Regulatory Consulting, LLC, performed a review and evaluation of the information technology and computer systems of the Company. Results of the evaluation were noted in the Information Technology Report provided to the Company.

STATUTORY DEPOSITS

The following securities were deposited with the State of Florida as required by Section 624.411, Florida Statutes and with various state officials as required or permitted by law:

State	Description	Interest Rate	Par Value	Market Value
FL	Cash		\$ 397,155	\$ 397,155
FL	Cash		1,750,000	1,750,000
FL	Hudsonville Public Schools	5.00%	325,000	372,937
TOTAL FLORIDA DEPOSITS			<u>\$ 2,472,155</u>	<u>\$ 2,520,092</u>
GA	USTN	1.00%	\$ 35,000	\$ 35,072
MA	USTN	2.125%	120,000	120,356
NV	USTN	2.125%	250,000	250,743
NM	USTN	1.00%	250,000	250,518
NC	North Carolina ST Turnpike Authority	4.45%	300,000	328,473
VA	Virginia ST CMWL TH Transportation	5.00%	250,000	254,235
TOTAL OTHER DEPOSITS			<u>\$ 1,205,000</u>	<u>\$ 1,239,397</u>
TOTAL SPECIAL DEPOSITS			<u>\$ 3,677,155</u>	<u>\$ 3,759,489</u>

FINANCIAL STATEMENTS

The examination does not attest to the fair presentation of the financial statements included herein. If an adjustment is identified during the course of the examination, the impact of such adjustment will be documented separately following the Company's financial statements. Financial statements, as reported and filed by the Company with the Office, are reflected on the following pages:

American Strategic Insurance Corp.

Assets

December 31, 2015

	Per Company	Examination Adjustments	Per Examination
Bonds	\$733,214,805		\$733,214,805
Stocks:			
Common	38,882,048		38,882,048
Cash and Short-Term Investments	124,742,650		124,742,650
Other investments	29,911,954		29,911,954
Investment income due and accrued	5,699,107		5,699,107
Agents' Balances:			
Uncollected premium	3,494,419		3,494,419
Deferred premium	21,130,077		21,130,077
Reinsurance recoverable	1,880,217		1,880,217
Current federal income tax recoverable	1,169,946		1,169,946
Net deferred tax asset	19,922,417		19,922,417
EDP equipment and software	202,880		202,880
Receivable from parents, subsidiaries and affiliates	1,408,299		1,408,299
Aggregate write-in for other than invested assets	94,876		94,876
	<hr/>		<hr/>
Totals	\$981,753,695	\$0	\$981,753,695
	<hr/>		<hr/>

American Strategic Insurance Corp.
Liabilities, Surplus and Other Funds
December 31, 2015

	Per Company	Examination Adjustments	Per Examination
Losses	\$155,625,000		\$155,625,000
Reinsurance payable on losses and loss and loss adjustment expenses	8,390,725		8,390,725
Loss adjustment expenses	17,001,234		17,001,234
Commissions payable	7,760,008		7,760,008
Other expenses	2,870,580		2,870,580
Taxes, licenses and fees	5,737,128		5,737,128
Unearned premium	325,646,687		325,646,687
Advance premium	8,805,551		8,805,551
Ceded reinsurance premium payable	4,498,029		4,498,029
Funds held by company under reinsurance	550		550
Remittances and items not allocated	142,731		142,731
Provision for reinsurance	21,000		21,000
Payable to parent, subsidiaries and affiliates	886,490		886,490
Aggregate write-ins for liabilities	2,534,998		2,534,998
Total Liabilities	\$539,920,711	\$0	\$539,920,711
 Common capital stock	 \$5,000,000		 \$5,000,000
Gross paid in and contributed surplus	267,000,001		267,000,001
Unassigned funds (surplus)	169,832,983		169,832,983
Surplus as regards policyholders	\$441,832,984	\$0	\$441,832,984
 Total liabilities, surplus and other funds	 \$981,753,695	 \$0	 \$981,753,695

American Strategic Insurance Corp.
Statement of Income and Capital and Surplus Account
December 31, 2015

Underwriting Income

Premiums earned	\$529,695,828
Deductions:	
Losses incurred	\$269,621,419
Loss expenses incurred	37,249,462
Other underwriting expenses incurred	173,997,271
Total underwriting deductions	<u>\$480,868,152</u>
Net underwriting gain or (loss)	\$48,827,676

Investment Income

Net investment income earned	\$17,515,190
Net realized capital gains or (losses)	<u>(1,074,234)</u>
Net investment gain or (loss)	\$16,440,956

Other Income

Net gain or (loss) from agents' or premium balances charged off	(\$217,940)
Finance and service charges not included in premiums	590,048
Aggregate write-ins for miscellaneous income	149
Total other income	<u>\$372,257</u>
Net income before dividends to policyholders and before federal & foreign income taxes	\$65,640,889
Dividends to policyholders	<u>0</u>
Net Income, after dividends to policyholders, but before federal & foreign income taxes	\$65,640,889
Federal & foreign income taxes	<u>14,178,850</u>
Net Income	<u><u>\$51,462,039</u></u>

Capital and Surplus Account

Surplus as regards policyholders, December 31 prior year	\$375,427,883
Net Income	\$51,462,039
Net unrealized capital gains or losses	(4,716,650)
Change in net deferred income tax	(7,768,275)
Change in non-admitted assets	1,428,987
Change in provision for reinsurance	(1,000)
Surplus adjustments: Paid in	26,000,000
Change in surplus as regards policyholders for the year	<u>\$66,405,101</u>
Surplus as regards policyholders, December 31 current year	<u><u>\$441,832,984</u></u>

American Strategic Insurance Corp.
Reconciliation of Capital and Surplus
December 31, 2015

No adjustments were made to surplus as a result of this examination.

Surplus as regards policyholders December 31, 2011 per Examination			\$165,251,493
	<u>Gain in Surplus</u>	<u>Loss in Surplus</u>	
Net Income (loss)	\$76,961,923		
Change in net unrealized capital gain (loss)		\$2,267,652	
Change in net deferred income tax	\$5,513,255		
Change in non-admitted assets		\$59,035	
Change in provision for reinsurance	\$233,000		
Change in paid in surplus	\$196,200,000		
Total Gains and Losses	<u>\$278,908,178</u>	<u>\$2,326,687</u>	
Net Increase/(Decrease) in surplus as regards policyholders			<u>\$276,581,491</u>
Surplus as regards policyholders December 31, 2015 per Examination			<u><u>\$441,832,984</u></u>

COMMENTS ON FINANCIAL STATEMENTS

Liabilities

Losses and Loss Adjustment Expenses **\$172,626,234**

Gary S. Traicoff, FCAS, MAAA of the Progressive Insurance Group, appointed by the Board, rendered an opinion that the amounts carried in the balance sheet as of December 31, 2015, made a reasonable provision for all unpaid loss and loss expense obligations of the Company under the terms of its policies and agreements.

The Office consulting actuaries, Lisa Chanzit, FCAS, MAAA, Actuarial Specialist and Andrew Chandler, ACAS, MAAA, Actuarial Specialist, of Risk and Regulatory Consulting, LLC, reviewed the loss and loss adjustment expense work papers provided by the Company and they were in concurrence with this opinion.

Capital and Surplus

The amount of capital and surplus reported by the Company of \$441,832,984 exceeded the minimum of \$51,802,575 required by Section 624.408, Florida Statutes.

SUBSEQUENT EVENTS

On January 1, 2016, the Company along with its parent, ARX Holding Corp. and its affiliates entered into a Cost Allocation Agreement with Progressive Casualty Insurance Company (PCIC). The agreement provides that PCIC may provide services and facilities that will complement the operations and provide quality services and products to the Company's customers. Additionally, the Company may have the capacity to provide, from time to time services to PCIC and its affiliates. The initial term of the agreement is one year, which shall automatically renew for consecutive one year terms. After the first year, either party may terminate this Agreement with or without cause by giving ninety (90) days written notice of termination to the other.

Effective January 1, 2016, the Company along with its parent, ARX Holding Corp. and its affiliates entered into an Investment Management Agreement with Progressive Capital Management Corporation (PCM). The agreement provides that PCM will manage the Company's investment portfolio in accordance with the Company's investment guidelines. The agreement also provides that PCM will provide investment accounting services and assist in preparing the Company's statutory Schedule D. Management fees are assessed based on a percentage of the value of the investment portfolio as of the last trading day of the month.

Effective January 27, 2017, the Company executed a Custodial Agreement with State Street Bank and Trust Company for its equity investment portfolio and on January 28, 2016, the Company executed a custodial agreement with Citibank N.A. for its debt security investment portfolio. These agreements complied with Rule 69O-143.042, Florida Administrative Code.

The Company received authorization to transact insurance in Montana on February 5, 2016.

Effective February 10, 2016, the MGA Agreement was amended to update and revise the appointment and authority, claims representation, compensation and other certain sections of the agreement.

The Company received authorization to transact insurance in West Virginia on February 26, 2016.

The Company received authorization to transact insurance in New Hampshire on March 24, 2016.

The Company received authorization to transact insurance in Nebraska on May 6, 2016.

Effective May 31, 2016, the Tax Allocation Agreement was amended to remove American Capital Assurance Corp. and Safe Harbour Underwriters, LLC. Furthermore, the agreement was amended on June 1, 2016, to add Ark Royal Insurance Company and Ark Royal Underwriters, LLC.

Effective May 31, 2016, the Intercompany Settlement Agreement was amended to remove American Capital Assurance Corp. and Safe Harbour Underwriters, LLC. Furthermore, the agreement was amended on June 1, 2016, to add Ark Royal Insurance Company and Ark Royal Underwriters, LLC.

On June 1, 2016, ARX Holding Corp. entered into a Securities Exchange Agreement with Ark Royal Holding, LLC, ultimate parent of the Ark Royal Insurance Company, whereby, ARX Holding Corp. exchanged American Capital Assurance Corp. and Safe Harbour Underwriters, LLC for Ark Royal Insurance Company and its Managing General Agent, ARK Royal Underwriters, LLC.

Effective June 1, 2016, the Reinsurance Allocation Agreement was amended to add Ark Royal Insurance Company.

The Company received authorization to transact insurance in Rhode Island on September 23, 2016.

Effective December 31, 2016, the Company's parent contributed cash in the amount of \$20,000,000.

SUMMARY OF RECOMMENDATIONS

Enterprise Risk Report

We recommend that the Company file their Form F (Enterprise Risk Report) timely in compliance with Section 628.801(2), Florida Statutes.

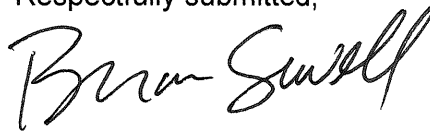
CONCLUSION

The insurance examination practices and procedures as promulgated by the NAIC have been followed in ascertaining the financial condition of **American Strategic Insurance Corp.** as of December 31, 2015, consistent with the insurance laws of the State of Florida.

Per examination annual financial statements, the Company's surplus as regards policyholders was \$441,832,984, which exceeded the minimum of \$51,802,575 required by Section 624.408, Florida Statutes.

In addition to the undersigned, Joshua J. Johnson, CFE, Examiner-in-Charge, Shawn Hernandez, CFE, Participating Examiner and Emma Bebee, CPA, Participating Examiner, of Risk and Regulatory Consulting, LLC, also participated in the examination. Members of the Office who participated in the examination include Jeffery Rockwell, MBA, Financial Examiner/Analyst Supervisor, Examination Manager and Paula Bowyer, APIR, Financial Examiner/Analyst II, Participating Examiner. Additionally, Lisa Chanzit, FCAS, MAAA, Actuarial Specialist, Andrew Chandler, ACAS, MAAA, Actuarial Specialist, Phillip McMurray, CISSP, CISA, AES, IT Specialist, and Stephen Skenyon, CPA, CISA, IT Specialist of Risk and Regulatory Consulting, LLC and Dave Palmer, CFE, Examination Manager, of Lewis and Ellis, LLC, are recognized for participation in the examination.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Brian Sewell", written in a cursive style.

Brian Sewell, CFE, MCM
Chief Financial Examiner
Florida Office of Insurance Regulation