

ASSURED GUARANTY LTD  
Form 10-Q  
November 06, 2015  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 10-Q

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the Quarterly Period Ended September 30, 2015

Or  
 TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the transition Period from \_\_\_\_\_ to \_\_\_\_\_

Commission File No. 001-32141

ASSURED GUARANTY LTD.

(Exact name of registrant as specified in its charter)

Bermuda

(State or other jurisdiction

of incorporation)

98-0429991

(I.R.S. employer

identification no.)

30 Woodbourne Avenue

Hamilton HM 08

Bermuda

(Address of principal executive offices)

(441) 279-5700

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

The number of registrant's Common Shares (\$0.01 par value) outstanding as of November 3, 2015 was 141,324,493 (includes 62,145 unvested restricted shares).

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## PART I. FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS

Assured Guaranty Ltd.

Consolidated Balance Sheets (unaudited)

(dollars in millions except per share and share amounts)

	As of September 30, 2015	As of December 31, 2014
Assets		
Investment portfolio:		
Fixed-maturity securities, available-for-sale, at fair value (amortized cost of \$10,242 and \$9,972)	\$10,640	\$10,491
Short-term investments, at fair value	522	767
Other invested assets	181	126
Total investment portfolio	11,343	11,384
Cash	66	75
Premiums receivable, net of commissions payable	676	729
Ceded unearned premium reserve	263	381
Deferred acquisition costs	118	121
Reinsurance recoverable on unpaid losses	89	78
Salvage and subrogation recoverable	135	151
Credit derivative assets	71	68
Deferred tax asset, net	426	260
Financial guaranty variable interest entities' assets, at fair value	1,547	1,402
Other assets	300	276
Total assets	\$15,034	\$14,925
Liabilities and shareholders' equity		
Unearned premium reserve	\$4,112	\$4,261
Loss and loss adjustment expense reserve	1,007	799
Reinsurance balances payable, net	61	107
Long-term debt	1,306	1,303
Credit derivative liabilities	918	963
Current income tax payable	—	5
Financial guaranty variable interest entities' liabilities with recourse, at fair value	1,315	1,277
Financial guaranty variable interest entities' liabilities without recourse, at fair value	67	142
Other liabilities	329	310
Total liabilities	9,215	9,167
Commitments and contingencies (See Note 15)		
Common stock (\$0.01 par value, 500,000,000 shares authorized; 142,919,399 and 158,306,661 shares issued and outstanding)	1	2
Additional paid-in capital	1,474	1,887
Retained earnings	4,066	3,494
Accumulated other comprehensive income, net of tax of \$113 and \$159	273	370
Deferred equity compensation (320,193 and 320,193 shares)	5	5
Total shareholders' equity	5,819	5,758

Total liabilities and shareholders' equity	\$15,034	\$14,925
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The accompanying notes are an integral part of these consolidated financial statements.

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Assured Guaranty Ltd.

Consolidated Statements of Operations (unaudited)

(dollars in millions except per share amounts)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Revenues				
Net earned premiums	\$213	\$144	\$574	\$412
Net investment income	112	102	311	301
Net realized investment gains (losses):				
Other-than-temporary impairment losses	(18	) (17	) (34	) (47
Less: portion of other-than-temporary impairment loss recognized in other comprehensive income	0	4	3	(9
Net impairment loss	(18	) (21	) (37	) (38
Other net realized investment gains (losses)	(9	) 2	17	13
Net realized investment gains (losses)	(27	) (19	) (20	) (25
Net change in fair value of credit derivatives:				
Realized gains (losses) and other settlements	6	(14	) 35	20
Net unrealized gains (losses)	80	269	265	127
Net change in fair value of credit derivatives	86	255	300	147
Fair value gains (losses) on committed capital securities	(15	) 4	10	(11
Fair value gains (losses) on financial guaranty variable interest entities	2	50	0	232
Bargain purchase gain and settlement of pre-existing relationships	—	—	214	—
Other income (loss)	(3	) (11	) 43	17
Total revenues	368	525	1,432	1,073
Expenses				
Loss and loss adjustment expenses	112	(44	) 318	54
Amortization of deferred acquisition costs	5	4	15	12
Interest expense	25	27	76	67
Other operating expenses	54	50	176	165
Total expenses	196	37	585	298
Income (loss) before income taxes	172	488	847	775
Provision (benefit) for income taxes				
Current	41	36	78	75
Deferred	2	97	142	144
Total provision (benefit) for income taxes	43	133	220	219
Net income (loss)	\$129	\$355	\$627	\$556
Earnings per share:				
Basic	\$0.88	\$2.10	\$4.16	\$3.15
Diluted	\$0.88	\$2.09	\$4.13	\$3.13
Dividends per share	\$0.12	\$0.11	\$0.36	\$0.33

The accompanying notes are an integral part of these consolidated financial statements.





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Assured Guaranty Ltd.

Consolidated Statements of Comprehensive Income (unaudited)

(in millions)

	Three Months Ended		Nine Months Ended		
	September 30,		September 30,		
	2015	2014	2015	2014	
Net income (loss)	\$129	\$355	\$627	\$556	
Unrealized holding gains (losses) arising during the period on:					
Investments with no other-than-temporary impairment, net of tax provision (benefit) of \$17, \$4, \$(36) and \$74	41	(5	) (77	) 164	
Investments with other-than-temporary impairment, net of tax provision (benefit) of \$(9), \$1, \$(12) and \$(4)	(15	) 1	(23	) (8	)
Unrealized holding gains (losses) arising during the period, net of tax	26	(4	) (100	) 156	
Less: reclassification adjustment for gains (losses) included in net income (loss), net of tax provision (benefit) of \$(6), \$(5), \$(4) and \$(9)	(12	) (10	) (7	) (19	)
Change in net unrealized gains on investments	38	6	(93	) 175	
Other, net of tax provision	(4	) (5	) (4	) (2	)
Other comprehensive income (loss)	\$34	\$1	\$(97	) \$173	
Comprehensive income (loss)	\$163	\$356	\$530	\$729	

The accompanying notes are an integral part of these consolidated financial statements.

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Assured Guaranty Ltd.

Consolidated Statement of Shareholders' Equity (unaudited)

For the Nine Months Ended September 30, 2015

(dollars in millions, except share data)

	Common Shares Outstanding	Common Stock Par Value	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income	Deferred Equity Compensation	Total Shareholders' Equity
Balance at December 31, 2014	158,306,661	\$ 2	\$ 1,887	\$ 3,494	\$ 370	\$ 5	\$ 5,758
Net income	—	—	—	627	—	—	627
Dividends (\$0.36 per share)	—	—	—	(55 )	—	—	(55 )
Common stock repurchases	(15,959,782 )	(1 )	(419 )	—	—	—	(420 )
Share-based compensation and other	572,520	0	6	—	—	—	6
Other comprehensive loss	—	—	—	—	(97 )	—	(97 )
Balance at September 30, 2015	142,919,399	\$ 1	\$ 1,474	\$ 4,066	\$ 273	\$ 5	\$ 5,819

The accompanying notes are an integral part of these consolidated financial statements.

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Assured Guaranty Ltd.

Consolidated Statements of Cash Flows (unaudited)

(in millions)

	Nine Months Ended September	
	30,	
	2015	2014
Net cash flows provided by (used in) operating activities	\$(39	) \$347
Investing activities		
Fixed-maturity securities:		
Purchases	(1,844	) (2,031
Sales	1,719	951
Maturities	635	557
Net sales (purchases) of short-term investments	751	89
Net proceeds from paydowns on financial guaranty variable interest entities' assets	114	346
Acquisition of Radian Asset, net of cash acquired	(800	) —
Other	59	9
Net cash flows provided by (used in) investing activities	634	(79
Financing activities		
Dividends paid	(55	) (58
Repurchases of common stock	(420	) (438
Share activity under option and incentive plans	(2	) (1
Net paydowns of financial guaranty variable interest entities' liabilities	(122	) (348
Proceeds from issuance of long-term debt	—	495
Repayment of long-term debt	(3	) (18
Net cash flows provided by (used in) financing activities	(602	) (368
Effect of foreign exchange rate changes	(2	) (2
Increase (decrease) in cash	(9	) (102
Cash at beginning of period	75	184
Cash at end of period	\$66	\$82
Supplemental cash flow information		
Cash paid (received) during the period for:		
Income taxes	\$71	\$68
Interest	\$55	\$45

The accompanying notes are an integral part of these consolidated financial statements.

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Assured Guaranty Ltd.

Notes to Consolidated Financial Statements (unaudited)

September 30, 2015

1. Business and Basis of Presentation

Business

Assured Guaranty Ltd. (“AGL” and, together with its subsidiaries, “Assured Guaranty” or the “Company”) is a Bermuda-based holding company that provides, through its operating subsidiaries, credit protection products to the United States (“U.S.”) and international public finance (including infrastructure) and structured finance markets. The Company applies its credit underwriting judgment, risk management skills and capital markets experience to offer financial guaranty insurance that protects holders of debt instruments and other monetary obligations from defaults in scheduled payments. If an obligor defaults on a scheduled payment due on an obligation, including a scheduled principal or interest payment (“Debt Service”), the Company is required under its unconditional and irrevocable financial guaranty to pay the amount of the shortfall to the holder of the obligation. The Company markets its financial guaranty insurance directly to issuers and underwriters of public finance and structured finance securities as well as to investors in such obligations. The Company guarantees obligations issued principally in the U.S. and the United Kingdom (“U.K.”), and also guarantees obligations issued in other countries and regions, including Australia and Western Europe.

In the past, the Company sold credit protection by issuing policies that guaranteed payment obligations under credit derivatives, primarily credit default swaps (“CDS”). Financial guaranty contracts accounted for as credit derivatives are generally structured such that the circumstances giving rise to the Company’s obligation to make loss payments are similar to those for financial guaranty insurance contracts. The Company’s credit derivative transactions are governed by International Swaps and Derivative Association, Inc. (“ISDA”) documentation. The Company has not entered into any new CDS in order to sell credit protection since the beginning of 2009, when regulatory guidelines were issued that limited the terms under which such protection could be sold. The capital and margin requirements applicable under the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”) also contributed to the Company not entering into such new CDS since 2009. The Company actively pursues opportunities to terminate existing CDS, which have the effect of reducing future fair value volatility in income and/or reducing rating agency capital charges.

Basis of Presentation

The unaudited interim consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America (“GAAP”) and, in the opinion of management, reflect all adjustments that are of a normal recurring nature, necessary for a fair statement of the financial condition, results of operations and cash flows of the Company and its consolidated variable interest entities (“VIEs”) for the periods presented. The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. These unaudited interim consolidated financial statements are as of September 30, 2015 and cover the three-month period ended September 30, 2015 (“Third Quarter 2015”), the three-month period ended September 30, 2014 (“Third Quarter 2014”), the nine-month period ended September 30, 2015 (“Nine Months 2015”) and the nine-month period ended September 30, 2014 (“Nine Months 2014”). Certain financial information that is normally included in annual financial statements prepared in accordance with GAAP, but

is not required for interim reporting purposes, has been condensed or omitted. The year-end balance sheet data was derived from audited financial statements.

The unaudited interim consolidated financial statements include the accounts of AGL, its direct and indirect subsidiaries (collectively, the “Subsidiaries”), and its consolidated VIEs. Intercompany accounts and transactions between and among all consolidated entities have been eliminated.

These unaudited interim consolidated financial statements should be read in conjunction with the consolidated financial statements included in AGL’s Annual Report on Form 10-K for the year ended December 31, 2014, filed with the U.S. Securities and Exchange Commission (the “SEC”).

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The Company's principal insurance company subsidiaries are:

- ▲ Assured Guaranty Municipal Corp. ("AGM"), domiciled in New York;
- ▲ Municipal Assurance Corp. ("MAC"), domiciled in New York;
- ▲ Assured Guaranty Corp. ("AGC"), domiciled in Maryland;
- ▲ Assured Guaranty (Europe) Ltd. ("AGE"), organized in the United Kingdom; and
- ▲ Assured Guaranty Re Ltd. ("AG Re"), domiciled in Bermuda.

The Company's organizational structure includes various holding companies, two of which - Assured Guaranty US Holdings Inc. ("AGUS") and Assured Guaranty Municipal Holdings Inc. ("AGMH") - have public debt outstanding. See Note 16, Long-Term Debt and Credit Facilities.

## Future Application of Accounting Standards

### Consolidation

In February 2015, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2015-02, Consolidation (Topic 810): Amendments to the Consolidation Analysis, which is intended to improve certain areas of consolidation guidance for legal entities such as limited partnerships, limited liability companies, and securitization structures. The ASU will be effective on January 1, 2016. Early adoption is permitted, including adoption in an interim period. The Company does not expect that ASU 2015-02 will have any material effect on its Consolidated Financial Statements.

### Interest

In April 2015, the FASB issued ASU No. 2015-03, Interest - Imputation of Interest (Topic 835-30): Simplifying the Presentation of Debt Issuance Costs, which requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. The ASU will be effective on January 1, 2016 and should be applied retrospectively. The adoption of this ASU will require the Company to reclassify its debt issuance costs from other assets to long-term debt on the Consolidated Balance Sheet. As of September 30, 2015, the debt issuance costs were approximately \$5 million.

### Investments

In May 2015, the FASB issued ASU No. 2015-07, Fair Value Measurement (Topic 820): Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share, which removes the requirement to make certain disclosures and categorize within the fair value hierarchy, certain investments for which fair value is measured using the net asset value per share. The ASU will be effective on January 1, 2016 and should be applied retrospectively to all periods presented; earlier adoption is permitted. The Company has investments with a fair value of \$45 million and \$76 million, as of September 30, 2015 and December 31, 2014, respectively, that are carried at fair value using the net asset value per share subject to this ASU.

### Short Duration Insurance Contracts

In May 2015, the FASB issued ASU 2015-09, Financial Services - Insurance (Topic 944) - Disclosures about Short-Duration Contracts. The primary objective of this ASU is to improve disclosures for insurance entities which issue short-duration contracts. As a financial guaranty insurance provider, ASU 2015-09 is not expected to have a material impact on the Company's financial statement disclosures. The ASU is effective for annual periods beginning after December 15, 2015, and interim periods within annual periods beginning after December 15, 2016.

2. Acquisition of Radian Asset Assurance Inc.

On April 1, 2015 (“Acquisition Date”), AGC completed the acquisition (“Radian Asset Acquisition”) of all of the issued and outstanding capital stock of financial guaranty insurer Radian Asset Assurance Inc. (“Radian Asset”) for \$804.5 million; the cash consideration was paid from AGC's available funds and from the proceeds of a \$200 million loan from AGC’s direct parent, AGUS. AGC repaid the loan in full to AGUS on April 14, 2015. Radian Asset was merged with and into AGC, with AGC as the surviving company of the merger. The Radian Asset Acquisition added \$13.6 billion to the Company's net par outstanding on April 1, 2015, and is consistent with one of the Company's key business strategies of supplementing its book of business through acquisitions.

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Radian Asset Acquisition was accounted for under the acquisition method of accounting which required that the assets and liabilities acquired be recorded at fair value. The Company was required to exercise significant judgment to determine the fair value of the assets it acquired and liabilities it assumed in the Radian Asset Acquisition. The most significant of these determinations related to the valuation of Radian Asset's financial guaranty insurance and credit derivative contracts. On an aggregate basis, Radian Asset's contractual premiums for financial guaranty contracts were less than the premiums a market participant of similar credit quality would demand to acquire those contracts at the Acquisition Date, particularly for below-investment-grade transactions, resulting in a significant amount of the purchase price being allocated to these contracts. For information on the methodology the Company used to measure the fair value of assets it acquired and liabilities it assumed in the Radian Asset Acquisition, including financial guaranty insurance and credit derivative contracts, please refer to Note 8, Fair Value Measurement.

The fair value of the Company's stand-ready obligation for financial guaranty insurance contracts on the Acquisition Date is recorded in unearned premium reserve. At the Acquisition Date, the fair value of each financial guaranty insurance contract acquired was in excess of the expected losses for each contract and therefore no explicit loss reserves were recorded on the Acquisition Date. Instead, loss reserves and loss and loss adjustment expenses ("LAE") will be recorded when the expected losses for each contract exceeds the remaining unearned premium reserve, in accordance with the Company's accounting policy described in the Annual Report on Form 10-K. The expected losses acquired by the Company as part of the Radian Asset Acquisition are included in the description of expected losses to be paid under Note 6, Expected Losses to be Paid.

The excess of the fair value of net assets acquired over the consideration transferred was recorded as a bargain purchase gain in "bargain purchase gain and settlement of pre-existing relationships" in net income. In addition, the Company and Radian Asset had pre-existing reinsurance relationships, which were also effectively settled at fair value on the Acquisition Date. The gain on settlement of these pre-existing reinsurance relationships represents the net difference between the historical ceded balances that were recorded by AGM and the fair value of assumed balances acquired from Radian. The Company believes the bargain purchase resulted from the announced desire of Radian Guaranty Inc. to focus its business strategy on the mortgage and real estate markets and to monetize its investment in Radian Asset and thereby accelerate its ability to comply with the financial requirements of the final Private Mortgage Insurer Eligibility Requirements.



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The following table shows the net effect of the Radian Asset Acquisition at the Acquisition Date, including the effects of the settlement of pre-existing relationships.

	Fair Value of Net Assets Acquired, before Settlement of Pre-existing Relationships (in millions)	Net effect of Settlement of Pre-existing Relationships	Net Effect of Radian Asset Acquisition
Cash purchase price(1)	\$804	\$—	\$804
Identifiable assets acquired:			
Investments	1,473	—	1,473
Cash	4	—	4
Ceded unearned premium reserve	(3	) (65	) (68
Credit derivative assets	30	—	30
Deferred tax asset, net	263	(56	) 207
Financial guaranty VIE assets	122	—	122
Other assets	86	(67	) 19
Total assets	1,975	(188	) 1,787
Liabilities assumed:			
Unearned premium reserves	697	(216	) 481
Credit derivative liabilities	271	(26	) 245
Financial guaranty VIE liabilities	118	—	118
Other liabilities	30	(49	) (19
Total liabilities	1,116	(291	) 825
Net asset effect of Radian Asset Acquisition	859	103	962
Bargain purchase gain and settlement of pre-existing relationships resulting from Radian Asset Acquisition, after-tax	55	103	158
Deferred tax	—	56	56
Bargain purchase gain and settlement of pre-existing relationships resulting from Radian Asset Acquisition, pre-tax	\$55	\$159	\$214

The cash purchase price of \$804 million was the cash transferred for the acquisition which was allocated as (1) follows: (1) \$987 million for the purchase of net assets of \$1,042 million, and (2) the settlement of pre-existing relationships between Radian and Assured Guaranty at a fair value of \$(183) million.

Revenue and net income related to Radian Asset from the Acquisition Date through September 30, 2015 included in the consolidated statement of operations were approximately \$348 million and \$228 million, respectively. In the second quarter of 2015, the Company recorded transaction expenses related to the Radian Asset Acquisition in net income as part of other operating expenses. These expenses were primarily driven by the fees paid to the Company's legal and financial advisors and to the Company's independent auditor.

## Radian Asset Acquisition-Related Expenses

Nine Months  
2015

	(in millions)
Professional services	\$2
Financial advisory fees	10
Total	\$12

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## Unaudited Pro Forma Results of Operations

The following unaudited pro forma information presents the combined results of operations of Assured Guaranty and Radian Asset as if the acquisition had been completed on January 1, 2014, as required under GAAP. The pro forma accounts include the estimated historical results of the Company and Radian Asset and pro forma adjustments primarily comprising the earning of the unearned premium reserve and the expected losses that would be recognized in net income for each prior period presented, as well as the accounting for bargain purchase gain, settlement of pre-existing relationships and Radian acquisition related expenses, all net of tax at the applicable statutory rate.

The unaudited pro forma combined financial information is presented for illustrative purposes only and does not indicate the financial results of the combined company had the companies actually been combined as of January 1, 2014, nor is it indicative of the results of operations in future periods.

## Pro Forma Unaudited Results of Operations

	Nine Months 2015	Nine Months 2014
	(in millions, except per share amounts)	
Pro forma revenues	\$1,255	\$1,542
Pro forma net income	493	958
Pro forma earnings per share:		
Basic	3.27	5.43
Diluted	3.25	5.40

## 3. Rating Actions

## Rating Actions

When a rating agency assigns a public rating to a financial obligation guaranteed by one of AGL's insurance company subsidiaries, it generally awards that obligation the same rating it has assigned to the financial strength of the AGL subsidiary that provides the guaranty. Investors in products insured by AGL's insurance company subsidiaries frequently rely on ratings published by the rating agencies because such ratings influence the trading value of securities and form the basis for many institutions' investment guidelines as well as individuals' bond purchase decisions. Therefore, the Company manages its business with the goal of achieving strong financial strength ratings. However, the methodologies and models used by rating agencies differ, presenting conflicting goals that may make it inefficient or impractical to reach the highest rating level. The methodologies and models are not fully transparent, contain subjective elements and data (such as assumptions about future market demand for the Company's products) and change frequently. Ratings are subject to continuous review and revision or withdrawal at any time. If the financial strength ratings of one (or more) of the Company's insurance subsidiaries were reduced below current levels, the Company expects it could have adverse effects on the impacted subsidiary's future business opportunities as well as the premiums the impacted subsidiary could charge for its insurance policies.

In the last several years, Standard & Poor's Ratings Services ("S&P") and Moody's Investors Service, Inc. ("Moody's") have changed, multiple times, their financial strength ratings of AGL's insurance subsidiaries, or changed the outlook on such ratings. More recently, Kroll Bond Rating Agency ("KBRA") and A.M. Best Company, Inc. have assigned financial strength ratings to some of AGL's insurance subsidiaries. The rating agencies' most recent actions, proposals

and statements related to AGL's insurance subsidiaries are:

On March 18, 2014, S&P upgraded the financial strength ratings of all of AGL's insurance subsidiaries to AA (stable outlook) from AA- (stable outlook); it most recently affirmed such ratings in a credit analysis issued on June 29, 2015.

On July 2, 2014, Moody's affirmed the ratings of AGL's insurance subsidiaries, but changed to negative the outlook of the financial strength ratings of AGC and its subsidiary Assured Guaranty (UK) Ltd. ("AGUK"). Moody's adopted changes to its credit methodology for financial guaranty insurance companies on January 20, 2015 and, on February 18, 2015, Moody's published a credit opinion maintaining its existing ratings of AGL and its subsidiaries under that

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that new methodology. Effective April 8, 2015, at the Company's request, Moody's withdrew the financial strength ratings it had assigned to Assured Guaranty Re Ltd. ("AG Re") and Assured Guaranty Re Overseas Ltd. ("AGRO"). In an August 10, 2015 issuer comment, Moody's indicated that it was a "credit negative" for the Company that the Puerto Rico Public Finance Corporation (as to which the Company has no exposure) failed to make its full debt service payment due on August 1, 2015. However, in a summary opinion published on June 4, 2015, Moody's noted that, despite adverse developments in Puerto Rico, Moody's believed its current ratings on the financial guarantors remained well positioned.

On June 22, 2013, KBRA assigned a financial strength rating of AA+ (stable outlook) to MAC, and affirmed that rating on August 3, 2015. On November 13, 2014, KBRA assigned a financial strength rating of AA+ (stable outlook) to AGM. On July 6, 2015, KBRA released a comment reviewing the approach it had taken to Puerto Rico exposures in its stress loss analysis of AGM, noting that its financial model showed AGM's claims paying resources were sufficient to meet all requirements by a comfortable margin.

On May 5, 2015, A.M. Best Company, Inc. assigned a financial strength rating of A+ (Stable) to AGRO.

There can be no assurance that any of the rating agencies will not take negative action on their financial strength ratings of AGL's insurance subsidiaries in the future.

For a discussion of the effects of rating actions on the Company, see the following:

- Note 7, Financial Guaranty Insurance Losses
- Note 9, Financial Guaranty Contracts Accounted for as Credit Derivatives
- Note 14, Reinsurance and Other Monoline Exposures
- Note 16, Long-Term Debt and Credit Facilities

#### 4. Outstanding Exposure

The Company's financial guaranty contracts are written in either insurance or credit derivative form, but collectively are considered financial guaranty contracts. The Company seeks to limit its exposure to losses by underwriting obligations that it views as investment grade at inception, although, as part of its loss mitigation strategy for existing troubled credits, it may underwrite new issuances that it views as below-investment-grade ("BIG"). The Company diversifies its insured portfolio across asset classes and, in the structured finance portfolio, requires rigorous subordination or collateralization requirements. Reinsurance is utilized in order to reduce net exposure to certain insured transactions.

Public finance obligations insured by the Company consist primarily of general obligation bonds supported by the taxing powers of U.S. state or municipal governmental authorities, as well as tax-supported bonds, revenue bonds and other obligations supported by covenants from state or municipal governmental authorities or other municipal obligors to impose and collect fees and charges for public services or specific infrastructure projects. The Company also includes within public finance obligations those obligations backed by the cash flow from leases or other revenues from projects serving substantial public purposes, including utilities, toll roads, health care facilities and government office buildings.

Structured finance obligations insured by the Company are generally issued by special purpose entities, including VIEs, and backed by pools of assets having an ascertainable cash flow or market value or other specialized financial obligations. Some of these VIEs are consolidated as described in Note 10, Consolidated Variable Interest Entities. Unless otherwise specified, the outstanding par and Debt Service amounts presented in this note include outstanding

exposures on VIEs whether or not they are consolidated.

#### Surveillance Categories

The Company segregates its insured portfolio into investment grade and BIG surveillance categories to facilitate the appropriate allocation of resources to monitoring and loss mitigation efforts and to aid in establishing the appropriate cycle for periodic review for each exposure. BIG exposures include all exposures with internal credit ratings below BBB-. The Company's internal credit ratings are based on internal assessments of the likelihood of default and loss severity in the event of default. Internal credit ratings are expressed on a ratings scale similar to that used by the rating agencies and are generally reflective of an approach similar to that employed by the rating agencies, except that the Company's internal credit ratings focus on future performance, rather than lifetime performance.

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The Company monitors its investment grade credits to determine whether any need to be internally downgraded to BIG and refreshes its internal credit ratings on individual credits in quarterly, semi-annual or annual cycles based on the Company's view of the credit's quality, loss potential, volatility and sector. Ratings on credits in sectors identified as under the most stress or with the most potential volatility are reviewed every quarter. The Company's credit ratings on assumed credits are based on the Company's reviews of low-rated credits or credits in volatile sectors, unless such information is not available, in which case, the ceding company's credit rating of the transactions are used. The Company models the performance of many of its structured finance transactions as part of its periodic internal credit rating review of them.

Credits identified as BIG are subjected to further review to determine the probability of a loss. See Note 6, Expected Loss to be Paid, for additional information. Surveillance personnel then assign each BIG transaction to the appropriate BIG surveillance category based upon whether a future loss is expected and whether a claim has been paid. For surveillance purposes, the Company calculates present value using a constant discount rate of 4.5% or 5% depending on the insurance subsidiary. (Risk-free rates are used for calculating the expected loss for financial statement measurement purposes.)

More extensive monitoring and intervention is employed for all BIG surveillance categories, with internal credit ratings reviewed quarterly. The Company expects "future losses" on a transaction when the Company believes there is at least a 50% chance that, on a present value basis, it will pay more claims in the future of that transaction than it will have reimbursed. The three BIG categories are:

BIG Category 1: Below-investment-grade transactions showing sufficient deterioration to make future losses possible, but for which none are currently expected.

BIG Category 2: Below-investment-grade transactions for which future losses are expected but for which no claims (other than liquidity claims which is a claim that the Company expects to be reimbursed within one year) have yet been paid.

BIG Category 3: Below-investment-grade transactions for which future losses are expected and on which claims (other than liquidity claims) have been paid.

Components of Outstanding Exposure

Unless otherwise noted, ratings disclosed herein on the Company's insured portfolio reflect its internal ratings. The Company classifies those portions of risks benefiting from reimbursement obligations collateralized by eligible assets held in trust in acceptable reimbursement structures as the higher of 'AA' or their current internal rating.

The Company purchases securities that it has insured, and for which it has expected losses to be paid, in order to mitigate the economic effect of insured losses ("loss mitigation securities"). The Company excludes amounts attributable to loss mitigation securities (unless otherwise indicated) from par and Debt Service outstanding, because it manages such securities as investments and not insurance exposure.

Financial Guaranty

Debt Service Outstanding

Gross Debt Service Outstanding		Net Debt Service Outstanding	
September 30, 2015	December 31, 2014	September 30, 2015	December 31, 2014

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	(in millions)			
Public finance	\$532,771	\$587,245	\$509,645	\$553,612
Structured finance	49,272	59,477	46,736	56,010
Total financial guaranty	\$582,043	\$646,722	\$556,381	\$609,622

In addition to the amounts shown in the table above, the Company's net mortgage guaranty insurance debt service was approximately \$105 million as of September 30, 2015 and \$127 million as of December 31, 2014, related to loans originated in Ireland. As of September 30, 2015, the Company also had exposure to €12 million of reinsurance contracts relating to Spanish housing cooperatives risk.



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## Financial Guaranty Portfolio by Internal Rating

As of September 30, 2015

Rating Category	Public Finance U.S.		Public Finance Non-U.S.		Structured Finance U.S		Structured Finance Non-U.S		Total		
	Net Par Outstanding	%	Net Par Outstanding	%	Net Par Outstanding	%	Net Par Outstanding	%	Net Par Outstanding	%	
	(dollars in millions)										
AAA	\$3,067	1.0 %	\$702	2.4 %	\$16,730	(3) 47.2 %	\$3,028	49.7 %	\$23,527	6.3 %	
AA	73,224	24.3	2,416	8.0	8,624	24.3	322	5.3	84,586	22.7	
A	168,963	56.2	6,906	22.9	2,279	6.5	332	5.4	178,480	48.0	
BBB	45,998	15.3	18,565	61.7	1,744	4.9	1,850	30.4	68,157	18.3	
BIG	9,480	3.2	1,514	5.0	6,058	17.1	559	9.2	17,611	4.7	
Total net par outstanding (1)(2)	\$300,732	100.0 %	\$30,103	100.0 %	\$35,435	100.0 %	\$6,091	100.0 %	\$372,361	100.0 %	

(1) Excludes \$1.6 billion of loss mitigation securities insured and held by the Company as of September 30, 2015, which are primarily BIG.

(2) The September 30, 2015 amounts include \$12.4 billion of net par acquired from Radian Asset.

(3) Includes \$1,351 million net par in the form of CDS that was upgraded from BIG as of September 30, 2015, in anticipation of the termination of such CDS that occurred early in the fourth quarter of 2015. In the fourth quarter of 2015, the exposure will be removed.

## Financial Guaranty Portfolio by Internal Rating

As of December 31, 2014

Rating Category	Public Finance U.S.		Public Finance Non-U.S.		Structured Finance U.S		Structured Finance Non-U.S		Total		
	Net Par Outstanding	%	Net Par Outstanding	%	Net Par Outstanding	%	Net Par Outstanding	%	Net Par Outstanding	%	
	(dollars in millions)										
AAA	\$4,082	1.3 %	\$615	2.0 %	\$20,037	48.7 %	\$5,409	59.6 %	\$30,143	7.5 %	
AA	90,464	28.1	2,785	8.9	8,213	19.9	503	5.5	101,965	25.3	
A	176,298	54.7	7,192	22.9	2,940	7.1	445	4.9	186,875	46.3	
BBB	43,429	13.5	19,363	61.7	1,795	4.4	1,912	21.1	66,499	16.4	
BIG	7,850	2.4	1,404	4.5	8,186	19.9	807	8.9	18,247	4.5	
Total net par outstanding (1)	\$322,123	100.0 %	\$31,359	100.0 %	\$41,171	100.0 %	\$9,076	100.0 %	\$403,729	100.0 %	

(1) Excludes \$1.3 billion of loss mitigation securities insured and held by the Company as of December 31, 2014, which are primarily BIG.

In addition to amounts shown in the tables above, the Company had outstanding commitments to provide guaranties of \$504 million for public finance obligations as of September 30, 2015. The expiration dates for the public finance commitments range between October 1, 2015 and February 25, 2017, with \$357 million expiring prior to the date of this filing and an additional \$23 million expiring prior to December 31, 2015. The commitments are contingent on the satisfaction of all conditions set forth in them and may expire unused or be canceled at the counterparty's request. Therefore, the total commitment amount does not necessarily reflect actual future guaranteed amounts.

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## Components of BIG Portfolio

Components of BIG Net Par Outstanding  
(Insurance and Credit Derivative Form)

As of September 30, 2015

	BIG Net Par Outstanding				Net Par
	BIG 1	BIG 2	BIG 3	Total BIG	Outstanding
			(in millions)		
U.S. public finance	\$7,132	\$2,212	\$136	\$9,480	\$300,732
Non-U.S. public finance	913	601	—	1,514	30,103
Structured finance:					
First lien U.S. residential mortgage-backed securities ("RMBS"):					
Prime first lien	228	57	27	312	465
Alt-A first lien	106	77	638	821	2,189
Option ARM	48	8	95	151	308
Subprime	153	474	709	1,336	3,759
Second lien U.S. RMBS:					
Closed-end second lien	—	19	109	128	203
Home equity lines of credit ("HELOCs")	609	36	737	1,382	1,476
Total U.S. RMBS	1,144	671	2,315	4,130	8,400
Triple-X life insurance transactions	—	—	216	216	2,750
Trust preferred securities ("TruPS")	549	291	—	840	4,647
Student loans	—	80	85	165	1,823
Other structured finance	1,061	165	40	1,266	23,906
Total	\$10,799	\$4,020	\$2,792	\$17,611	\$372,361

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Components of BIG Net Par Outstanding  
(Insurance and Credit Derivative Form)  
As of December 31, 2014

	BIG Net Par Outstanding			Total BIG	Net Par Outstanding
	BIG 1	BIG 2	BIG 3 (in millions)		
U.S. public finance	\$6,577	\$1,156	\$117	\$7,850	\$322,123
Non-U.S. public finance	1,402	2	—	1,404	31,359
Structured finance:					
First lien U.S. RMBS:					
Prime first lien	68	33	252	353	471
Alt-A first lien	585	531	725	1,841	2,532
Option ARM	47	18	118	183	407
Subprime	156	654	765	1,575	4,051
Second lien U.S. RMBS:					
Closed-end second lien	—	19	115	134	218
HELOCs	1,012	36	509	1,557	1,738
Total U.S. RMBS	1,868	1,291	2,484	5,643	9,417
Triple-X life insurance transactions	—	—	598	598	3,133
TruPS	997	—	336	1,333	4,326
Student loans	14	68	113	195	1,857
Other structured finance	1,007	172	45	1,224	31,514
Total	\$11,865	\$2,689	\$3,693	\$18,247	\$403,729

BIG Net Par Outstanding  
and Number of Risks  
As of September 30, 2015

Description	Net Par Outstanding			Number of Risks(2)		
	Financial Guaranty Insurance(1) (dollars in millions)	Credit Derivative	Total	Financial Guaranty Insurance(1)	Credit Derivative	Total
<b>BIG:</b>						
Category 1	\$9,552	\$1,247	\$10,799	239	13	252
Category 2	3,410	610	4,020	87	8	95
Category 3	2,620	172	2,792	125	12	137
Total BIG	\$15,582	\$2,029	\$17,611	451	33	484

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BIG Net Par Outstanding  
and Number of Risks  
As of December 31, 2014

Description	Net Par Outstanding			Number of Risks(2)		
	Financial Guaranty Insurance(1) (dollars in millions)	Credit Derivative	Total	Financial Guaranty Insurance(1)	Credit Derivative	Total
BIG:						
Category 1	\$10,195	\$1,670	\$11,865	164	18	182
Category 2	2,135	554	2,689	75	14	89
Category 3	2,892	801	3,693	119	24	143
Total BIG	\$15,222	\$3,025	\$18,247	358	56	414

(1) Includes net par outstanding for VIEs.

(2) A risk represents the aggregate of the financial guaranty policies that share the same revenue source for purposes of making Debt Service payments.

#### Exposure to Puerto Rico

The Company has insured exposure to general obligation bonds of the Commonwealth of Puerto Rico and various obligations of its related authorities and public corporations aggregating \$5.1 billion net par as of September 30, 2015, all of which are rated BIG. In Nine Months 2015, the Company's Puerto Rico exposures increased due to (1) net par acquired in the Radian Asset Acquisition, which equals \$385 million as of September 30, 2015, and (2) a commutation of previously ceded Puerto Rico exposures.

Puerto Rico has experienced significant general fund budget deficits in recent years. These deficits have been covered primarily with the net proceeds of bond issuances, interim financings provided by Government Development Bank for Puerto Rico ("GDB") and, in some cases, one-time revenue measures or expense adjustment measures. In addition to high debt levels, Puerto Rico faces a challenging economic environment.

In June 2014, the Puerto Rico legislature passed the Puerto Rico Public Corporation Debt Enforcement and Recovery Act (the "Recovery Act") in order to provide a legislative framework for certain public corporations experiencing severe financial stress to restructure their debt, including Puerto Rico Highway and Transportation Authority ("PRHTA") and Puerto Rico Electric Power Authority ("PREPA"). Subsequently, the Commonwealth stated PREPA might need to seek relief under the Recovery Act due to liquidity constraints. Investors in bonds issued by PREPA filed suit in the United States District Court for the District of Puerto Rico challenging the Recovery Act. On February 6, 2015, the U.S. District Court for the District of Puerto Rico ruled the Recovery Act is preempted by the U.S. Bankruptcy Code and is therefore void; on July 6, 2015, the U.S. Court of Appeals for the First Circuit upheld that ruling. In addition, the Commonwealth's Resident Commissioner has introduced a bill to the U.S. Congress that, if passed, would enable the Commonwealth to authorize one or more of its public corporations to restructure their debts under chapter 9 of the U.S. Bankruptcy Code if they were to become insolvent. The passage of the Recovery Act, its subsequent invalidation, and the introduction of legislation that would enable the Commonwealth to authorize chapter 9 protection for its public corporations have resulted in uncertainty among investors about the rights of creditors of the Commonwealth and its related authorities and public corporations.

On June 28, 2015, Governor García Padilla of Puerto Rico (the “Governor”) publicly stated that the Commonwealth’s public debt, considering the current level of economic activity, is unpayable and that a comprehensive debt restructuring may be necessary. On June 29, 2015 a report commissioned by the Commonwealth and authored by former World Bank Chief Economist and former Deputy Director of the International Monetary Fund Dr. Anne Krueger and economists Dr. Ranjit Teja and Dr. Andrew Wolfe and calling for debt restructuring of all Puerto Rico bonds was released (“Krueger Report”). The Governor recently formed a task force to prepare a five-year stability plan and start broad debt negotiation discussions.

Puerto Rico Public Finance Corporation (“PFC”), a subsidiary of the GDB, failed to make most of an approximately \$58 million Debt Service payment on August 3, 2015 and to make subsequent Debt Service payments because the Commonwealth’s legislature did not appropriate funds for payment. The Company does not insure any obligations of the PFC.

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Also on August 3, 2015, the Commonwealth announced that it had temporarily suspended its monthly deposits to the general obligation redemption fund.

On September 9, 2015, the Working Group for the Fiscal and Economic Recovery of Puerto Rico (“Working Group”) established by the Governor published its “Puerto Rico Fiscal and Economic Growth Plan” (the “FEGP”). The FEGP projects that the Commonwealth would face a cumulative financing gap of \$27.8 billion from fiscal year 2016 to fiscal year 2020 without corrective action. Various stakeholders and analysts have publicly questioned the accuracy of the \$27.8 billion gap projected by the Working Group. The FEGP recommends economic development, structural, fiscal and institutional reform measures that it projects would reduce that gap to \$14.0 billion. The Working Group asserts that the Commonwealth’s debt, including debt with a constitutional priority, is not sustainable. The FEGP includes a recommendation that the Commonwealth’s advisors begin to work on a voluntary exchange offer to its creditors as part of the FEGP. The FEGP does not have the force of law and implementation of its recommendations would require actions by the governments of the Commonwealth and of the United States as well as the cooperation and agreement of various creditors.

On October 21, 2015, the U.S. Treasury Department proposed a four-point plan for Puerto Rico which, most significantly, would extend some form of bankruptcy protection not only to Puerto Rico’s municipalities and instrumentalities but also the Commonwealth itself. The plan also calls for an independent fiscal oversight board. The Treasury Department’s plan requires congressional action to be implemented.

There have been a number of other proposals, plans and legislative initiatives offered in Puerto Rico and in the United States aimed at addressing Puerto Rico’s fiscal issues. The final shape of responses to Puerto Rico’s distress eventually enacted or implemented by Puerto Rico or the United States, if any, and the impact of any such actions on obligations insured by the Company, is uncertain and may differ substantially from the recommendations of the FEGP, the four-point plan offered by the Treasury Department, or any other proposals or plans offered to date or in the future. S&P, Moody’s and Fitch Ratings have lowered the credit rating of the Commonwealth’s bonds and on its public corporations several times over the past approximately two years, and the Commonwealth has disclosed its liquidity has been adversely affected by rating agency downgrades and by the limited market access for its debt, and also noted it has relied on short-term financings and interim loans from the GDB and other private lenders, which reliance has constrained its liquidity and increased its near-term refinancing risk.

PREPA

As of September 30, 2015, the Company had \$744 million insured net par outstanding of PREPA obligations. In August 2014, PREPA entered into forbearance agreements with the GDB, its bank lenders, and bondholders and financial guaranty insurers (including AGM and AGC) that hold or guarantee more than 60% of PREPA's outstanding bonds, in order to address its near-term liquidity issues. Creditors, including AGM and AGC, agreed not to exercise available rights and remedies until March 31, 2015, and the bank lenders agreed to extend the maturity of two revolving lines of credit to the same date. PREPA agreed it would continue to make principal and interest payments on its outstanding bonds, and interest payments on its lines of credit. It also agreed it would develop a five year business plan and a recovery program in respect of its operations; a preliminary business plan was released in December 2014. Subsequently, most of the parties extended these forbearance agreements several times.

On July 1, 2015, PREPA made full payment of the \$416 million of principal and interest due on its bonds, including bonds insured by AGM and AGC. However, that payment was conditioned on and facilitated by AGM and AGC agreeing, also on July 1, to purchase a portion of \$131 million of interest-bearing bonds to help replenish certain of the operating funds PREPA used to make the \$416 million of principal and interest payments. On July 31, 2015, AGM and AGC purchased \$74 million aggregate principal amount of those bonds.

On September 2, 2015, PREPA announced that on September 1, 2015, it and an ad hoc group of uninsured bondholders (the “Ad Hoc Group”) had reached an agreement on certain economic terms of a recovery plan, subject to

certain terms and conditions. On September 22, 2015, PREPA announced it and a group of fuel-line lenders had reached an agreement on the economic terms of a recovery plan, subject to certain terms and conditions. Neither AGM nor AGC are parties to either of those agreements. Other than AGM, AGC, National Public Finance Guarantee Corporation ("National") and Syncora Guarantee Inc. (together the "Monolines"), parties to the original forbearance agreements continued to extend the forbearance agreements through November 5, 2015, when, according to a public announcement from PREPA, those other parties entered into a restructuring support agreement formalizing the previously announced agreements.



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PREPA continues to negotiate with the Monolines, including AGM and AGC. There can be no assurance that the negotiations will result in agreement or that the consensual recovery plan reportedly outlined in the recovery support agreement will be implemented. PREPA, during the pendency of the agreements, has suspended deposits into its Debt Service fund.

PRHTA

As of September 30, 2015, the Company had \$909 million insured net par outstanding of PRHTA (Transportation revenue) bonds and \$370 million net par of PRHTA (Highway revenue) bonds. In March 2015, legislation was passed in the Commonwealth that, among other things, provided for an increase in oil taxes that would benefit PRHTA, the transfer out of PRHTA of certain deficit-producing transit facilities, and a statutory lien on revenues at PRHTA, subject to certain conditions, including the issuance of at least \$1.0 billion of bonds by the Puerto Rico Infrastructure Finance Authority ("PRIFA"). That legislative package would have supported proposals involving the GDB and PRIFA that contemplated PRIFA issuing up to \$2.95 billion of bonds and a series of potential actions that would have, among other things, strengthened PRHTA. However, the Governor's statement in late June 2015 that a comprehensive debt restructuring may be necessary has created uncertainty around this effort, and published reports suggest that there may not be a market for the debt issuance by PRIFA that was contemplated as part of a series of actions that would have strengthened PRHTA. In addition, because certain revenues supporting PRHTA are subject to a prior constitutional claim of the Commonwealth, the increased financial difficulties of the Commonwealth itself has increased the uncertainty regarding the full and timely receipt by PRHTA of such revenues.

Municipal Finance Agency

As of September 30, 2015, the Company had \$387 million net par outstanding of bonds issued by the Puerto Rico Municipal Finance Agency ("MFA") secured by a pledge of local property tax revenues. On October 13, 2015, the Company filed a motion to intervene in litigation between Centro de Recaudación de Ingresos Municipales ("CRIM") and the GDB in which CRIM is seeking to ensure that the pledged tax revenues are, and will continue to be, available to support the MFA bonds. While the Company's motion to intervene was denied, the GDB and CRIM have reported that they executed a new deed of trust that requires the GDB, as fiduciary, to keep the pledged tax revenues separate from any other GDB monies or accounts and that governs the manner in which the pledged revenues may be invested and dispersed.

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The following tables show the Company's insured exposure to general obligation bonds of Puerto Rico and various obligations of its related authorities and public corporations.

## Puerto Rico

## Gross Par and Gross Debt Service Outstanding

	Gross Par Outstanding		Gross Debt Service Outstanding	
	September 30, 2015	December 31, 2014	September 30, 2015	December 31, 2014
	(in millions)			
Previously Subject to the Voided Recovery Act (1)	\$2,965	\$3,058	\$5,164	\$5,326
Not Previously Subject to the Voided Recovery Act	2,833	2,977	4,520	4,748
Total	\$5,798	\$6,035	\$9,684	\$10,074

On February 6, 2015, the U.S. District Court for the District of Puerto Rico ruled that the Recovery Act is (1) preempted by the Federal Bankruptcy Code and is therefore void, and on July 6, 2015, the U.S. Court of Appeals for the First Circuit upheld that ruling.

## Puerto Rico

## Net Par Outstanding

	As of September 30, 2015		As of December 31, 2014	
	Total (1)	Internal Rating	Total	Internal Rating
	(in millions)			
Exposures Previously Subject to the Voided Recovery Act:				
PRHTA (Transportation revenue)	\$909	CCC-	\$844	BB-
PREPA	744	CC	772	B-
Puerto Rico Aqueduct and Sewer Authority	388	CCC	384	BB-
PRHTA (Highway revenue)	370	CCC	273	BB
Puerto Rico Convention Center District Authority	164	CCC-	174	BB-
Total	2,575		2,447	
Exposures Not Previously Subject to the Voided Recovery Act:				
Commonwealth of Puerto Rico - General Obligation Bonds	1,620	CCC	1,672	BB
MFA	387	CCC-	399	BB-
Puerto Rico Sales Tax Financing Corporation	269	CCC+	269	BBB
Puerto Rico Public Buildings Authority	188	CCC	100	BB
GDB	33	CCC	33	BB
PRIFA	18	CCC-	18	BB-
University of Puerto Rico	1	CCC-	1	BB-
Total	2,516		2,492	
Total net exposure to Puerto Rico	\$5,091		\$4,939	

(1)

As of September 30, 2015, the Company's Puerto Rico exposures increased due to (1) net par of \$385 million acquired in the Radian Asset Acquisition, of which \$21 million was of PREPA and \$166 million of PRHTA, and (2) a commutation of previously ceded Puerto Rico exposures.

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The following table shows the scheduled amortization of the insured general obligation bonds of Puerto Rico and various obligations of its related authorities and public corporations. The Company guarantees payments of interest and principal when those amounts are scheduled to be paid and cannot be required to pay on an accelerated basis. In the event that obligors default on their obligations, the Company would only be required to pay the shortfall between the principal and interest due in any given period and the amount paid by the obligors.

Amortization Schedule of Puerto Rico Net Par Outstanding  
and Net Debt Service Outstanding  
As of September 30, 2015

	Scheduled Net Par Amortization			Scheduled Net Debt Service Amortization		
	Previously Subject to the Voided Recovery Act	Not Previously Subject to the Voided Recovery Act	Total	Previously Subject to the Voided Recovery Act	Not Previously Subject to the Voided Recovery Act	Total
	(in millions)					
2015 (October 1 - December 31)	\$0	\$33	\$33	\$2	\$34	\$36
2016	98	204	302	229	330	559
2017	51	171	222	175	289	464
2018	56	123	179	178	232	410
2019	74	130	204	192	232	424
2020	87	183	270	202	280	482
2021	66	59	125	176	147	323
2022	47	68	115	153	152	305
2023	110	41	151	214	123	337
2024	89	85	174	188	164	352
2025-2029	619	395	1,014	1,032	723	1,755
2030-2034	506	474	980	788	713	1,501
2035 -2039	429	284	713	569	384	953
2040 -2044	97	266	363	171	297	468
2045 -2047	246	—	246	272	—	272
Total	\$2,575	\$2,516	\$5,091	\$4,541	\$4,100	\$8,641

#### Exposure to the Selected European Countries

Several European countries continue to experience significant economic, fiscal and/or political strains such that the likelihood of default on obligations with a nexus to those countries may be higher than the Company anticipated when such factors did not exist. The European countries where the Company has exposure and believes heightened uncertainties exist are: Hungary, Italy, Portugal and Spain (collectively, the “Selected European Countries”). The Company is closely monitoring its exposures in the Selected European Countries where it believes heightened uncertainties exist. The Company’s direct economic exposure to the Selected European Countries (based on par for financial guaranty contracts and notional amount for financial guaranty contracts accounted for as derivatives) is shown in the following table, net of ceded reinsurance.



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## Net Direct Economic Exposure to Selected European Countries(1)

As of September 30, 2015

	Hungary (in millions)	Italy	Portugal	Spain	Total
Sovereign and sub-sovereign exposure:					
Non-infrastructure public finance (2)	\$—	\$815	\$89	\$256	\$1,160
Infrastructure finance	279	11	—	123	413
Total sovereign and sub-sovereign exposure	279	826	89	379	1,573
Non-sovereign exposure:					
Regulated utilities	—	218	—	—	218
RMBS and other structured finance	176	254	—	13	443
Total non-sovereign exposure	176	472	—	13	661
Total	\$455	\$1,298	\$89	\$392	\$2,234
Total BIG (See Note 6)	\$385	\$—	\$89	\$392	\$866

(1) While the Company's exposures are shown in U.S. dollars, the obligations the Company insures are in various currencies, primarily Euros. One of the residential mortgage-backed securities included in the table above includes residential mortgages in both Italy and Germany, and only the portion of the transaction equal to the portion of the original mortgage pool in Italian mortgages is shown in the table.

(2) The exposure shown in the "Non-infrastructure public finance" category is from transactions backed by receivable payments from sub-sovereigns in Italy, Spain and Portugal. Sub-sovereign debt is debt issued by a governmental entity or government backed entity, or supported by such an entity, that is other than direct sovereign debt of the ultimate governing body of the country.

When the Company directly insures an obligation, it assigns the obligation to a geographic location or locations based on its view of the geographic location of the risk. The Company may also have direct exposures to the Selected European Countries in business assumed from unaffiliated monoline insurance companies, in which case the Company depends upon geographic information provided by the primary insurer.

The Company has excluded from the exposure tables above its indirect economic exposure to the Selected European Countries through policies it provides on pooled corporate and commercial receivables transactions. The Company calculates indirect exposure to a country by multiplying the par amount of a transaction insured by the Company times the percent of the relevant collateral pool reported as having a nexus to the country. On that basis, the Company has calculated exposure of \$278 million to Selected European Countries (plus Greece) in transactions with \$4.8 billion of net par outstanding. The indirect exposure to credits with a nexus to Greece is \$8 million across several highly rated pooled corporate obligations with net par outstanding of \$333 million.

## 5. Financial Guaranty Insurance Premiums

The portfolio of outstanding exposures discussed in Note 4, Outstanding Exposure, includes financial guaranty contracts that meet the definition of insurance contracts as well as those that meet the definition of a derivative under GAAP. Amounts presented in this note relate to financial guaranty insurance contracts, unless otherwise noted. See Note 9, Financial Guaranty Contracts Accounted for as Credit Derivatives for amounts that relate to CDS.

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## Net Earned Premiums

	Third Quarter		Nine Months	
	2015	2014	2015	2014
	(in millions)			
Scheduled net earned premiums	\$104	\$105	\$318	\$318
Acceleration of net earned premiums	105	36	242	79
Accretion of discount on net premiums receivable	4	3	13	14
Financial guaranty insurance net earned premiums	213	144	573	411
Other	0	0	1	1
Net earned premiums(1)	\$213	\$144	\$574	\$412

(1) Excludes \$6 million and \$5 million for Third Quarter 2015 and 2014, respectively, and \$16 million and \$27 million for Nine Months 2015 and 2014, respectively, related to consolidated financial guaranty ("FG") VIEs.

## Components of Unearned Premium Reserve

	As of September 30, 2015			As of December 31, 2014		
	Gross	Ceded	Net(1)	Gross	Ceded	Net(1)
	(in millions)					
Deferred premium revenue:						
Financial guaranty insurance	\$4,126	\$271	\$3,855	\$4,167	\$387	\$3,780
Other	0	—	0	0	—	0
Deferred premium revenue	\$4,126	\$271	\$3,855	\$4,167	\$387	\$3,780
Contra-paid (2)	(14	) (8	) (6	) 94	(6	) 100
Unearned premium reserve	\$4,112	\$263	\$3,849	\$4,261	\$381	\$3,880

(1) Excludes \$120 million and \$125 million of deferred premium revenue, and \$35 million and \$42 million of contra-paid related to FG VIEs as of September 30, 2015 and December 31, 2014, respectively.

(2) See Note 7, "Financial Guaranty Insurance Losses— Insurance Contracts' Loss Information" for an explanation of "contra-paid".

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Gross Premium Receivable,  
Net of Commissions on Assumed Business  
Roll Forward

	Nine Months	
	2015	2014
	(in millions)	
Beginning of period, December 31	\$729	\$876
Premiums receivable acquired in Radian Asset Acquisition on April 1, 2015	2	—
Gross premium written, net of commissions on assumed business	103	116
Gross premiums received, net of commissions on assumed business	(140	) (172
Adjustments:		
Changes in the expected term	(11	) (21
Accretion of discount, net of commissions on assumed business	15	17
Foreign exchange translation	(18	) (16
Consolidation/deconsolidation of FG VIEs	(4	) 1
End of period, September 30 (1)	\$676	\$801

(1) Excludes \$23 million and \$18 million as of September 30, 2015 and September 30, 2014, respectively, related to consolidated FG VIEs.

Foreign exchange translation relates to installment premium receivables denominated in currencies other than the U.S. dollar. Approximately 50% and 51% of installment premiums at September 30, 2015 and December 31, 2014, respectively, are denominated in currencies other than the U.S. dollar, primarily the Euro and British Pound Sterling.

The timing and cumulative amount of actual collections may differ from expected collections in the tables below due to factors such as foreign exchange rate fluctuations, counterparty collectability issues, accelerations, commutations and changes in expected lives.

Expected Collections of  
Financial Guaranty Gross Premiums Receivable,  
Net of Commissions on Assumed Business  
(Undiscounted)

	As of September 30, 2015 (in millions)
2015 (October 1 – December 31)	\$25
2016	77
2017	68
2018	61
2019	57
2020-2024	240
2025-2029	155
2030-2034	108
After 2034	99
Total(1)	\$890

(1) Excludes expected cash collections on FG VIEs of \$28 million.





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## Scheduled Financial Guaranty Net Earned Premiums

	As of September 30, 2015 (in millions)
2015 (October 1 – December 31)	\$99
2016	379
2017	331
2018	299
2019	272
2020-2024	1,066
2025-2029	678
2030-2034	405
After 2034	326
Net deferred premium revenue(1)	3,855
Future accretion	197
Total future net earned premiums	\$4,052

(1) Excludes scheduled net earned premiums on consolidated FG VIEs of \$120 million.

## Selected Information for Financial Guaranty Policies Paid in Installments

	As of September 30, 2015 (dollars in millions)	As of December 31, 2014	
Premiums receivable, net of commission payable	\$676	\$729	
Gross deferred premium revenue	1,250	1,370	
Weighted-average risk-free rate used to discount premiums	3.4	% 3.5	%
Weighted-average period of premiums receivable (in years)	9.3	9.4	

## 6. Expected Loss to be Paid

## Loss Estimation Process

The Company's loss reserve committees estimate expected loss to be paid for all contracts. Surveillance personnel present analyses related to potential losses to the Company's loss reserve committees for consideration in estimating the expected loss to be paid. Such analyses include the consideration of various scenarios with corresponding probabilities assigned to them. Depending upon the nature of the risk, the Company's view of the potential size of any loss and the information available to the Company, that analysis may be based upon individually developed cash flow models, internal credit rating assessments and sector-driven loss severity assumptions or judgmental assessments. In the case of its assumed business, the Company may conduct its own analysis as just described or, depending on the Company's view of the potential size of any loss and the information available to the Company, the Company may use loss estimates provided by ceding insurers. The Company monitors the performance of its transactions with expected losses and each quarter the Company's loss reserve committees review and refresh their loss projection assumptions and scenarios and the probabilities they assign to those scenarios based on actual developments during the quarter and their view of future performance.

The financial guaranties issued by the Company insure the credit performance of the guaranteed obligations over an extended period of time, in some cases over 30 years, and in most circumstances, the Company has no right to cancel such financial guaranties. As a result, the Company's estimate of ultimate losses on a policy is subject to significant uncertainty over the life of the insured transaction. Credit performance can be adversely affected by economic, fiscal and financial market variability over the long duration of most contracts.

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The determination of expected loss to be paid is an inherently subjective process involving numerous estimates, assumptions and judgments by management, using both internal and external data sources with regard to frequency, severity of loss, economic projections, governmental actions, negotiations and other factors that affect credit performance. These estimates, assumptions and judgments, and the factors on which they are based, may change materially over a quarter, and as a result the Company's loss estimates may change materially over that same period. Changes over a quarter in the Company's loss estimates for structured finance transactions generally will be influenced by factors impacting the performance of the assets supporting those transactions. For example, changes over a quarter in the Company's loss estimates for its RMBS transactions may be influenced by such factors as the level and timing of loan defaults experienced; changes in housing prices; results from the Company's loss mitigation activities; and other variables. Similarly, changes over a quarter in the Company's loss estimates for municipal obligations supported by specified revenue streams, such as revenue bonds issued by toll road authorities, municipal utilities or airport authorities, generally will be influenced by factors impacting their revenue levels, such as changes in demand; changing demographics; and other economic factors, especially if the obligations do not benefit from financial support from other tax revenues or governmental authorities. On the other hand, changes over a quarter in the Company's loss estimates for its tax-supported public finance transactions generally will be influenced by factors impacting the public issuer's ability and willingness to pay, such as changes in the economy and population of the relevant area; changes in the issuer's ability or willingness to raise taxes, decrease spending or receive federal assistance; new legislation; rating agency downgrades that reduce the issuer's ability to refinance maturing obligations or issue new debt at a reasonable cost; changes in the priority or amount of pensions and other obligations owed to workers; developments in restructuring or settlement negotiations; and other political and economic factors.

The Company does not use traditional actuarial approaches to determine its estimates of expected losses. Actual losses will ultimately depend on future events or transaction performance and may be influenced by many interrelated factors that are difficult to predict. As a result, the Company's current projections of probable and estimable losses may be subject to considerable volatility and may not reflect the Company's ultimate claims paid.

The following tables present a roll forward of the present value of net expected loss to be paid for all contracts, whether accounted for as insurance, credit derivatives or FG VIEs, by sector, after the benefit for net expected recoveries for contractual breaches of representations and warranties ("R&W"). The Company used weighted average risk-free rates for U.S. dollar denominated obligations that ranged from 0.0% to 3.34% as of September 30, 2015 and 0.0% to 3.37% as of December 31, 2014.

## Net Expected Loss to be Paid

## After Net Expected Recoveries for Breaches of R&amp;W

## Roll Forward

	Third Quarter 2015 (in millions)	Nine Months 2015
Net expected loss to be paid, beginning of period	\$ 1,510	\$ 1,169
Net expected loss to be paid on Radian Asset portfolio as of April 1, 2015	—	190
Economic loss development due to:		
Accretion of discount	10	24
Changes in discount rates	11	(29)
Changes in timing and assumptions	(24)	) 191
Total economic loss development	(3)	) 186
Paid losses	(200)	) (238)
Net expected loss to be paid, end of period	\$ 1,307	\$ 1,307



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Net Expected Loss to be Paid  
 After Net Expected Recoveries for Breaches of R&W  
 Roll Forward by Sector  
 Third Quarter 2015

	Net Expected Loss to be Paid (Recovered) as of June 30, 2015  (in millions)	Economic Loss Development	(Paid) Recovered Losses (1)	Net Expected Loss to be Paid (Recovered) as of September 30, 2015 (2)	
<b>Public Finance:</b>					
U.S. public finance	\$613	\$92	\$ (18	) \$687	
Non-U.S public finance	44	(1	) —	43	
Public Finance	657	91	(18	) 730	
<b>Structured Finance:</b>					
<b>U.S. RMBS:</b>					
<b>First lien:</b>					
Prime first lien	1	0	(1	) 0	
Alt-A first lien	265	(111	) (108	) 46	
Option ARM	(18	) (4	) 6	(16	)
Subprime	273	26	(20	) 279	
Total first lien	521	(89	) (123	) 309	
<b>Second lien:</b>					
Closed-end second lien	9	0	2	11	
HELOCs	(6	) 13	8	15	
Total second lien	3	13	10	26	
Total U.S. RMBS	524	(76	) (113	) 335	
Triple-X life insurance transactions	165	1	(68	) 98	
TruPS	10	(5	) —	5	
Student loans	58	(2	) 0	56	
Other structured finance	96	(12	) (1	) 83	
Structured Finance	853	(94	) (182	) 577	
Total	\$1,510	\$(3	) \$(200	) \$1,307	

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Net Expected Loss to be Paid  
 After Net Expected Recoveries for Breaches of R&W  
 Roll Forward by Sector  
 Third Quarter 2014

	Net Expected Loss to be Paid (Recovered) as of June 30, 2014  (in millions)	Economic Loss Development	(Paid) Recovered Losses (1)	Net Expected Loss to be Paid (Recovered) as of September 30, 2014
<b>Public Finance:</b>				
U.S. public finance	\$339	\$2	\$(8)	) \$333
Non-U.S public finance	52	(1)	) —	) 51
Public Finance	391	1	(8)	) 384
<b>Structured Finance:</b>				
<b>U.S. RMBS:</b>				
<b>First lien:</b>				
Prime first lien	11	(1)	) —	) 10
Alt-A first lien	301	(18)	) (35)	) 248
Option ARM	(51)	) —	) 20	) (31)
Subprime	341	(11)	) (23)	) 307
Total first lien	602	(30)	) (38)	) 534
<b>Second lien:</b>				
Closed-end second lien	(9)	) 2	) 2	) (5)
HELOCs	(117)	) (34)	) 3	) (148)
Total second lien	(126)	) (32)	) 5	) (153)
Total U.S. RMBS	476	(62)	) (33)	) 381
Triple-X life insurance transactions	90	3	(1)	) 92
TruPS	32	(5)	) (1)	) 26
Student loans	58	6	—	) 64
Other structured finance	(12)	) (6)	) 4	) (14)
Structured Finance	644	(64)	) (31)	) 549
Total	\$1,035	\$(63)	) \$(39)	) \$933

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Net Expected Loss to be Paid  
 After Net Expected Recoveries for Breaches of R&W  
 Roll Forward by Sector  
 Nine Months 2015

	Net Expected Loss to be Paid (Recovered) as of December 31, 2014 (2)  (in millions)	Net Expected Loss to be Paid (Recovered) on Radian Asset portfolio as of April 1, 2015	Economic Loss Development	(Paid) Recovered Losses (1)	Net Expected Loss to be Paid (Recovered) as of September 30, 2015 (2)
<b>Public Finance:</b>					
U.S. public finance	\$303	\$81	\$327	\$(24)	) \$687
Non-U.S. public finance	45	4	(6	) —	43
Public Finance	348	85	321	(24	) 730
<b>Structured Finance:</b>					
<b>U.S. RMBS:</b>					
<b>First lien:</b>					
Prime first lien	4	—	(1	) (3	) 0
Alt-A first lien	304	7	(132	) (133	) 46
Option ARM	(16	) 0	(3	) 3	(16
Subprime	303	(4	) 19	(39	) 279
Total first lien	595	3	(117	) (172	) 309
<b>Second lien:</b>					
Closed-end second lien	8	—	(2	) 5	11
HELOCs	(19	) 1	15	18	15
Total second lien	(11	) 1	13	23	26
Total U.S. RMBS	584	4	(104	) (149	) 335
Triple-X life insurance transactions	161	—	8	(71	) 98
TruPS	23	—	(18	) —	5
Student loans	68	—	(7	) (5	) 56
Other structured finance	(15	) 101	(14	) 11	83
Structured Finance	821	105	(135	) (214	) 577
Total	\$1,169	\$190	\$186	\$(238	) \$1,307



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Net Expected Loss to be Paid  
After Net Expected Recoveries for Breaches of R&W  
Roll Forward by Sector  
Nine Months 2014

	Net Expected Loss to be Paid (Recovered) as of December 31, 2013 (in millions)	Economic Loss Development	(Paid) Recovered Losses (1)	Net Expected Loss to be Paid (Recovered) as of September 30, 2014
<b>Public Finance:</b>				
U.S. public finance	\$264	\$107	\$(38)	) \$333
Non-U.S public finance	57	(6	) —	) 51
Public Finance	321	101	(38)	) 384
<b>Structured Finance:</b>				
<b>U.S. RMBS:</b>				
<b>First lien:</b>				
Prime first lien	21	(11	) —	) 10
Alt-A first lien	304	(6	) (50	) 248
Option ARM	(9	) (39	) 17	) (31
Subprime	304	(12	) 15	) 307
Total first lien	620	(68	) (18	) 534
<b>Second lien:</b>				
Closed-end second lien	(11	) 2	4	) (5
HELOCs	(116	) (65	) 33	) (148
Total second lien	(127	) (63	) 37	) (153
Total U.S. RMBS	493	(131	) 19	) 381
Triple-X life insurance transactions	75	21	(4	) 92
TruPS	51	(24	) (1	) 26
Student loans	52	12	—	) 64
Other structured finance	(10	) (7	) 3	) (14
Structured Finance	661	(129	) 17	) 549
Total	\$982	\$(28	) \$(21	) \$933

Net of ceded paid losses, whether or not such amounts have been settled with reinsurers. Ceded paid losses are typically settled 45 days after the end of the reporting period. Such amounts are recorded in reinsurance (1) recoverable on paid losses included in other assets. The Company paid \$7 million and \$6 million in LAE for Third Quarter 2015 and 2014, respectively, and \$16 million and \$20 million in LAE for Nine Months 2015 and 2014, respectively.

(2) Includes expected LAE to be paid of \$13 million as of September 30, 2015 and \$16 million as of December 31, 2014.

Table of ContentsNet Expected Recoveries from  
Breaches of R&W Rollforward  
Third Quarter 2015

	Future Net R&W Benefit as of June 30, 2015	R&W Development and Accretion of Discount During Third Quarter 2015	R&W (Recovered) During Third Quarter 2015	Future Net R&W Benefit as of September 30, 2015 (1)
	(in millions)			
U.S. RMBS:				
First lien:				
Prime first lien	\$1	\$ 0	\$ 0	\$ 1
Alt-A first lien	93	9	(2	) 100
Option ARM	(33	) (5	) (20	) (58
Subprime	81	(4	) (3	) 74
Total first lien	142	0	(25	) 117
Second lien:				
Closed-end second lien	83	(1	) (1	) 81
HELOC	—	—	—	—
Total second lien	83	(1	) (1	) 81
Total	\$225	\$ (1	) \$ (26	) \$ 198

Net Expected Recoveries from  
Breaches of R&W Rollforward  
Third Quarter 2014

	Future Net R&W Benefit as of June 30, 2014	R&W Development and Accretion of Discount During Third Quarter 2014	R&W (Recovered) During Third Quarter 2014	Future Net R&W Benefit as of September 30, 2014
	(in millions)			
U.S. RMBS:				
First lien:				
Prime first lien	\$3	\$ 1	\$(1	) \$ 3
Alt-A first lien	263	19	(79	) 203
Option ARM	144	10	(76	) 78
Subprime	99	5	(7	) 97
Total first lien	509	35	(163	) 381
Second lien:				
Closed-end second lien	93	(1	) (3	) 89
HELOC	49	59	—	108
Total second lien	142	58	(3	) 197
Total	\$651	\$ 93	\$(166	) \$ 578



Table of ContentsNet Expected Recoveries from  
Breaches of R&W Rollforward  
Nine Months 2015

	Future Net R&W Benefit as of December 31, 2014	Future Net R&W Benefit on Radian Asset portfolio as of April 1, 2015	R&W Development and Accretion of Discount During 2015	R&W (Recovered) During 2015	Future Net R&W Benefit as of September 30, 2015 (1)
	(in millions)				
U.S. RMBS:					
First lien:					
Prime first lien	\$2	\$ —	\$ (1	) \$0	\$ 1
Alt-A first lien	106	—	(1	) (5	) 100
Option ARM	15	—	(19	) (54	) (58
Subprime	109	1	(27	) (9	) 74
Total first lien	232	1	(48	) (68	) 117
Second lien:					
Closed-end second lien	85	1	0	(5	) 81
HELOC	—	—	—	—	—
Total second lien	85	1	—	(5	) 81
Total	\$317	\$ 2	\$ (48	) \$ (73	) \$ 198

Net Expected Recoveries from  
Breaches of R&W Rollforward  
Nine Months 2014

	Future Net R&W Benefit as of December 31, 2013	Future Net R&W Benefit as of December 31, 2013	R&W Development and Accretion of Discount During 2014	R&W (Recovered) During 2014	Future Net R&W Benefit as of September 30, 2014
	(in millions)				
U.S. RMBS:					
First lien:					
Prime first lien	\$4	\$ —	\$ (1	) \$3	\$ 3
Alt-A first lien	274	20	(91	) (203	) 203
Option ARM	173	30	(125	) (78	) 78
Subprime	118	34	(55	) (97	) 97
Total first lien	569	84	(272	) (381	) 381
Second lien:					
Closed-end second lien	98	(4	) (5	) 89	) 89
HELOC	45	80	(17	) (108	) 108
Total second lien	143	76	(22	) (197	) 197
Total	\$712	\$ 160	\$ (294	) \$ 578	) \$ 578

(1) See the section "Breaches of Representations and Warranties" below for eligible assets held in trust.



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The following tables present the present value of net expected loss to be paid for all contracts by accounting model, by sector and after the benefit for estimated and contractual recoveries for breaches of R&W.

## Net Expected Loss to be Paid (Recovered)

## By Accounting Model

As of September 30, 2015

	Financial Guaranty Insurance (in millions)	FG VIEs(1) and Other	Credit Derivatives(2)	Total	
Public Finance:					
U.S. public finance	\$687	\$—	\$0	\$687	
Non-U.S. public finance	43	—	—	43	
Public Finance	730	—	0	730	
Structured Finance:					
U.S. RMBS:					
First lien:					
Prime first lien	2	—	(2	) 0	
Alt-A first lien	109	16	(79	) 46	
Option ARM	(17	) —	1	(16	)
Subprime	159	63	57	279	
Total first lien	253	79	(23	) 309	
Second lien:					
Closed-end second lien	(23	) 30	4	11	
HELOCs	7	8	—	15	
Total second lien	(16	) 38	4	26	
Total U.S. RMBS	237	117	(19	) 335	
Triple-X life insurance transactions	88	—	10	98	
TruPS	0	—	5	5	
Student loans	56	—	—	56	
Other structured finance	34	18	31	83	
Structured Finance	415	135	27	577	
Total	\$1,145	\$135	\$27	\$1,307	

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Net Expected Loss to be Paid (Recovered)  
By Accounting Model  
As of December 31, 2014

	Financial Guaranty Insurance (in millions)	FG VIEs(1) and Other	Credit Derivatives(2)	Total
<b>Public Finance:</b>				
U.S. public finance	\$303	\$—	\$—	\$303
Non-U.S. public finance	45	—	—	45
Public Finance	348	—	—	348
<b>Structured Finance:</b>				
<b>U.S. RMBS:</b>				
<b>First lien:</b>				
Prime first lien	2	—	2	4
Alt-A first lien	288	17	(1	) 304
Option ARM	(15	) —	(1	) (16
Subprime	163	71	69	303
Total first lien	438	88	69	595
<b>Second lien:</b>				
Closed-end second lien	(27	) 31	4	8
HELOCs	(26	) 7	—	(19
Total second lien	(53	) 38	4	(11
Total U.S. RMBS	385	126	73	584
Triple-X life insurance transactions	153	—	8	161
TruPS	1	—	22	23
Student loans	68	—	—	68
Other structured finance	34	(4	) (45	) (15
Structured Finance	641	122	58	821
Total	\$989	\$122	\$58	\$1,169

(1) Refer to Note 10, Consolidated Variable Interest Entities.

(2) Refer to Note 9, Financial Guaranty Contracts Accounted for as Credit Derivatives.

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The following tables present the net economic loss development for all contracts by accounting model, by sector and after the benefit for estimated and contractual recoveries for breaches of R&W.

## Net Economic Loss Development (Benefit)

## By Accounting Model

Third Quarter 2015

	Financial Guaranty Insurance (in millions)	FG VIEs(1) and Other	Credit Derivatives(2)	Total	
Public Finance:					
U.S. public finance	\$91	\$—	\$1	\$92	
Non-U.S. public finance	(1	) —	0	(1	)
Public Finance	90	—	1	91	
Structured Finance:					
U.S. RMBS:					
First lien:					
Prime first lien	0	—	0	0	
Alt-A first lien	(44	) 0	(67	) (111	)
Option ARM	(2	) —	(2	) (4	)
Subprime	16	7	3	26	
Total first lien	(30	) 7	(66	) (89	)
Second lien:					
Closed-end second lien	(1	) 1	0	0	
HELOCs	12	1	—	13	
Total second lien	11	2	0	13	
Total U.S. RMBS	(19	) 9	(66	) (76	)
Triple-X life insurance transactions	(1	) —	2	1	
TruPS	0	—	(5	) (5	)
Student loans	(2	) —	—	(2	)
Other structured finance	(1	) 0	(11	) (12	)
Structured Finance	(23	) 9	(80	) (94	)
Total	\$67	\$9	\$(79	) \$(3	)



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## Net Economic Loss Development (Benefit)

By Accounting Model

Third Quarter 2014

	Financial Guaranty Insurance (in millions)	FG VIEs(1) and Other	Credit Derivatives(2)	Total	
Public Finance:					
U.S. public finance	\$2	\$—	\$—	\$2	
Non-U.S. public finance	(1	) —	—	(1	)
Public Finance	1	—	—	1	
Structured Finance:					
U.S. RMBS:					
First lien:					
Prime first lien	(1	) —	—	(1	)
Alt-A first lien	6	(2	) (22	) (18	)
Option ARM	7	—	(7	) —	)
Subprime	(21	) 8	2	(11	)
Total first lien	(9	) 6	(27	) (30	)
Second lien:					
Closed-end second lien	2	1	(1	) 2	)
HELOCs	(48	) 14	—	(34	)
Total second lien	(46	) 15	(1	) (32	)
Total U.S. RMBS	(55	) 21	(28	) (62	)
Triple-X life insurance transactions	3	—	—	3	
TruPS	(1	) —	(4	) (5	)
Student loans	6	—	—	6	
Other structured finance	(4	) —	(2	) (6	)
Structured Finance	(51	) 21	(34	) (64	)
Total	\$(50	) \$21	\$(34	) \$(63	)

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Net Economic Loss Development (Benefit)  
By Accounting Model  
Nine Months 2015

	Financial Guaranty Insurance (in millions)	FG VIEs(1) and Other	Credit Derivatives(2)	Total	
Public Finance:					
U.S. public finance	\$332	\$—	\$(5	) \$327	
Non-U.S. public finance	(6	) —	0	(6	)
Public Finance	326	—	(5	) 321	
Structured Finance:					
U.S. RMBS:					
First lien:					
Prime first lien	0	—	(1	) (1	)
Alt-A first lien	(54	) (1	) (77	) (132	)
Option ARM	(5	) —	2	(3	)
Subprime	12	10	(3	) 19	
Total first lien	(47	) 9	(79	) (117	)
Second lien:					
Closed-end second lien	(2	) 0	0	(2	)
HELOCs	14	1	—	15	
Total second lien	12	1	0	13	
Total U.S. RMBS	(35	) 10	(79	) (104	)
Triple-X life insurance transactions	4	—	4	8	
TruPS	(1	) —	(17	) (18	)
Student loans	(7	) —	—	(7	)
Other structured finance	(1	) 0	(13	) (14	)
Structured Finance	(40	) 10	(105	) (135	)
Total	\$286	\$10	\$(110	) \$186	

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Net Economic Loss Development (Benefit)  
By Accounting Model  
Nine Months 2014

	Financial Guaranty Insurance (in millions)	FG VIEs(1) and Other	Credit Derivatives(2)	Total
<b>Public Finance:</b>				
U.S. public finance	\$ 107	\$—	\$—	\$ 107
Non-U.S. public finance	(5	) —	(1	) (6
Public Finance	102	—	(1	) 101
<b>Structured Finance:</b>				
<b>U.S. RMBS:</b>				
<b>First lien:</b>				
Prime first lien	—	—	(11	) (11
Alt-A first lien	32	(12	) (26	) (6
Option ARM	(32	) 1	(8	) (39
Subprime	(25	) 9	4	(12
Total first lien	(25	) (2	) (41	) (68
<b>Second lien:</b>				
Closed-end second lien	—	4	(2	) 2
HELOCs	(138	) 73	—	(65
Total second lien	(138	) 77	(2	) (63
Total U.S. RMBS	(163	) 75	(43	) (131
Triple-X life insurance transactions	20	—	1	21
TruPS	(2	) —	(22	) (24
Student loans	12	—	—	12
Other structured finance	(6	) (1	) —	(7
Structured Finance	(139	) 74	(64	) (129
Total	\$(37	) \$74	\$(65	) \$(28

(1) Refer to Note 10, Consolidated Variable Interest Entities.

(2) Refer to Note 9, Financial Guaranty Contracts Accounted for as Credit Derivatives.

#### Selected U.S. Public Finance Transactions

The Company insures general obligation bonds of the Commonwealth of Puerto Rico and various obligations of its related authorities and public corporations aggregating \$5.1 billion net par as of September 30, 2015, all of which are BIG. For additional information regarding the Company's exposure to general obligations of Commonwealth of Puerto Rico and various obligations of its related authorities and public corporations, please refer to "Exposure to Puerto Rico" in Note 4, Outstanding Exposure.

On February 25, 2015, a plan of adjustment resolving the bankruptcy filing of the City of Stockton, California under chapter 9 of the U.S. Bankruptcy Code became effective. As of September 30, 2015, the Company's net exposure subject to the plan consists of \$115 million of pension obligation bonds. As part of the plan settlement, the City will repay the pension obligation bonds from certain fixed payments and certain variable payments contingent on the City's revenue growth. The Company agreed as part of the plan to cancel its \$40 million of the City's lease revenue bonds in exchange for the irrevocable option to take title to the office building that served as collateral for the lease revenue

bonds. The Company also receives net rental payments from the office building. The Company no longer reflects the canceled lease revenue bonds as outstanding

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insured net par, but instead the financial statements reflect an investment in the office building and related lease revenue and expenses. As of September 30, 2015, the office building is carried at approximately \$29 million and is reported as part of Other Assets.

The Company has \$337 million of net par exposure to the Louisville Arena Authority. The bond proceeds were used to construct the KFC Yum Center, home to the University of Louisville men's and women's basketball teams. Actual revenues available for Debt Service are well below original projections, and under the Company's internal rating scale, the transaction is BIG.

In December 2014, the City of Detroit emerged from bankruptcy under chapter 9 of the U.S. Bankruptcy Code. The Company still expects to make debt service payments on the 15.5% of the City's unlimited tax general obligation that were not exchanged as part of the related settlement. As of September 30, 2015, these bonds had a net debt service outstanding of \$23 million.

As a result of the Radian Asset Acquisition, the Company has approximately \$21 million of net par exposure as of September 30, 2015 to bonds issued by Parkway East Public Improvement District, which is located in Madison County, Mississippi. The bonds, which are rated BIG, are payable from special assessments on properties within the District, as well as amounts paid under a contribution agreement with the County in which the County covenants that it will provide funds in the event special assessments are not sufficient to make a debt service payment. The special assessments have not been sufficient to pay debt service in full. In earlier years, the County provided funding to cover the balance of the debt service requirement, but the County now claims that the District's failure to reimburse it within the two years stipulated in the contribution agreement means that the County is not required to provide funding until it is reimbursed. A declaratory judgment action is pending against the District and the County to establish the Company's rights under the contribution agreement. See "Recovery Litigation" below.

The Company also has \$15.4 billion of net par exposure to healthcare transactions. The BIG net par outstanding in this sector is \$351 million, \$301 million of which was acquired as part of the Radian Asset Acquisition.

The Company projects that its total net expected loss across its troubled U.S. public finance credits as of September 30, 2015, which incorporated the likelihood of the outcomes mentioned above, will be \$687 million, compared with a net expected loss of \$613 million as of June 30, 2015 and \$303 million as of December 31, 2014. On April 1, 2015, the Radian Asset Acquisition added \$81 million in net economic losses to be paid for U.S. public finance credits. Economic loss development in Third Quarter 2015 was \$92 million, which was primarily attributable to Puerto Rico exposures. Economic loss development in Nine Months 2015 was \$327 million, which was also primarily attributable to Puerto Rico exposures.

Certain Selected European Country Sub-Sovereign Transactions

The Company insures and reinsures credits with sub-sovereign exposure to various Spanish and Portuguese issuers where a Spanish and Portuguese sovereign default may cause the sub-sovereigns also to default. The Company's gross exposure to these Spanish and Portuguese credits is \$474 million and \$96 million, respectively, and exposure net of reinsurance for Spanish and Portuguese credits is \$379 million and \$89 million, respectively. The Company rates most of these issuers in the BB category due to the financial condition of Spain and Portugal and their dependence on the sovereign. The Company's Hungary exposure is to infrastructure bonds dependent on payments from Hungarian governmental entities. The Company's gross exposure to these Hungarian credits is \$282 million and its exposure net of reinsurance is \$279 million, all of which is rated BIG. The Company estimated net expected losses of \$41 million related to these Spanish, Portuguese and Hungarian credits. The economic benefit of approximately \$1 million during Third Quarter 2015 and \$5 million during Nine Months 2015 was primarily related to changes in the exchange rate between the Euro and US Dollar.



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## Infrastructure Finance

The Company has insured exposure of approximately \$3.0 billion to infrastructure transactions with refinancing risk as to which the Company may need to make claim payments that it did not anticipate paying when the policies were issued. Although the Company may not experience ultimate loss on a particular transaction, the aggregate amount of the claim payments may be substantial and reimbursement may not occur for an extended time. These transactions generally involve long-term infrastructure projects that were financed by bonds that mature prior to the expiration of the project concession. The Company expects the cash flows from these projects to be sufficient to repay all of the debt over the life of the project concession, but also expects the debt to be refinanced in the market at or prior to its maturity. If the issuer is unable to refinance the debt due to market conditions, the Company may have to pay a claim when the debt matures, and then recover its payment from cash flows produced by the project in the future. The Company generally projects that in most scenarios it will be fully reimbursed for such payments. However, the recovery of the payments is uncertain and may take from 10 to 35 years, depending on the transaction and the performance of the underlying collateral. The Company estimates total claims for the two largest transactions with significant refinancing risk, assuming no refinancing, and based on certain performance assumptions, could be \$2.0 billion on a gross basis; such claims would be payable from 2017 through 2022.

## Approach to Projecting Losses in U.S. RMBS

The Company projects losses on its insured U.S. RMBS on a transaction-by-transaction basis by projecting the performance of the underlying pool of mortgages over time and then applying the structural features (i.e., payment priorities and tranching) of the RMBS and any R&W agreements to the projected performance of the collateral over time. The resulting projected claim payments or reimbursements are then discounted using risk-free rates.

The further behind a mortgage borrower falls in making payments, the more likely it is that he or she will default. The rate at which borrowers from a particular delinquency category (number of monthly payments behind) eventually default is referred to as the "liquidation rate." The Company derives its liquidation rate assumptions from observed roll rates, which are the rates at which loans progress from one delinquency category to the next and eventually to default and liquidation. The Company applies liquidation rates to the mortgage loan collateral in each delinquency category and makes certain timing assumptions to project near-term mortgage collateral defaults from loans that are currently delinquent.

Mortgage borrowers that are not more than one payment behind (generally considered performing borrowers) have demonstrated an ability and willingness to pay throughout the recession and mortgage crisis, and as a result are viewed as less likely to default than delinquent borrowers. Performing borrowers that eventually default will also need to progress through delinquency categories before any defaults occur. The Company projects how many of the currently performing loans will default and when they will default, by first converting the projected near term defaults of delinquent borrowers derived from liquidation rates into a vector of conditional default rates ("CDR"), then projecting how the conditional default rates will develop over time. Loans that are defaulted pursuant to the conditional default rate after the near-term liquidation of currently delinquent loans represent defaults of currently performing loans and projected re-performing loans. A conditional default rate is the outstanding principal amount of defaulted loans liquidated in the current month divided by the remaining outstanding amount of the whole pool of loans (or "collateral pool balance"). The collateral pool balance decreases over time as a result of scheduled principal payments, partial and whole principal prepayments, and defaults.

In order to derive collateral pool losses from the collateral pool defaults it has projected, the Company applies a loss severity. The loss severity is the amount of loss the transaction experiences on a defaulted loan after the application of net proceeds from the disposal of the underlying property. The Company projects loss severities by sector based on its experience to date. The Company continues to update its evaluation of these loss severities as new information becomes available.

The Company has been enforcing claims for breaches of R&W regarding the characteristics of the loans included in the collateral pools, and by reaching agreements with certain R&W providers in early October, has completed its pursuit of R&W claims. The Company calculates a credit for R&W recoveries to include in its cash flow projections based on agreements it has with R&W providers, which are described in more detail under "Breaches of Representations and Warranties" below.

In some instances, the terms of the Company's policy gives it the option to pay principal on an accelerated basis, thereby reducing the amount of guaranteed interest due in the future. The Company has at times exercised this option, which uses cash but reduces projected future losses.

The Company projects the overall future cash flow from a collateral pool by adjusting the payment stream from the principal and interest contractually due on the underlying mortgages for the collateral losses it projects as described above; assumed voluntary prepayments; and servicer advances. The Company then applies an individual model of the structure of the



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transaction to the projected future cash flow from that transaction's collateral pool to project the Company's future claims and claim reimbursements for that individual transaction. Finally, the projected claims and reimbursements are discounted using risk-free rates. The Company runs several sets of assumptions regarding mortgage collateral performance, or scenarios, and probability weights them.

The Company's RMBS loss projection methodology assumes that the housing and mortgage markets will continue improving. Each period the Company makes a judgment as to whether to change the assumptions it uses to make RMBS loss projections based on its observation during the period of the performance of its insured transactions (including early stage delinquencies, late stage delinquencies and loss severity) as well as the residential property market and economy in general, and, to the extent it observes changes, it makes a judgment as whether those changes are normal fluctuations or part of a trend.

Third Quarter and Nine Months 2015 U.S. RMBS Loss Projections

Based on its observation during the period of the performance of its insured transactions (including early stage delinquencies, late stage delinquencies and loss severity) as well as the residential property market and economy in general, the Company chose to use the same general assumptions to project RMBS losses as of September 30, 2015 as it used as of June 30, 2015, except that, for its first lien RMBS loss projections it again this quarter shortened by three months the period it is projecting it will take in the base case to reach the final CDR. For the Nine Months 2015, first lien RMBS projections reflect a shortening of the period it is projecting it will take in the base case to reach the final CDR by nine months as compared with December 31, 2014.

U.S. First Lien RMBS Loss Projections: Alt-A First Lien, Option ARM, Subprime and Prime

The majority of projected losses in first lien RMBS transactions are expected to come from non-performing mortgage loans (those that are or in the past twelve months have been two or more payments behind, have been modified, are in foreclosure, or have been foreclosed upon). Changes in the amount of non-performing loans from the amount projected in the previous period are one of the primary drivers of loss development in this portfolio. In order to determine the number of defaults resulting from these delinquent and foreclosed loans, the Company applies a liquidation rate assumption to loans in each of various non-performing categories. The Company arrived at its liquidation rates based on data purchased from a third party provider and assumptions about how delays in the foreclosure process and loan modifications may ultimately affect the rate at which loans are liquidated. Each year the Company reviews the most recent twenty-four months of this data and (if necessary) adjusts its liquidation rates based on its observations. The following table shows liquidation assumptions for various non-performing categories.

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## First Lien Liquidation Rates

	September 30, 2015	June 30, 2015	December 31, 2014
Current Loans Modified in the Previous 12 Months			
Alt A and Prime	25%	25%	25%
Option ARM	25	25	25
Subprime	25	25	25
Current Loans Delinquent in the Previous 12 Months			
Alt A and Prime	25	25	25
Option ARM	25	25	25
Subprime	25	25	25
30 – 59 Days Delinquent			
Alt A and Prime	35	35	35
Option ARM	45	40	40
Subprime	50	35	35
60 – 89 Days Delinquent			
Alt A and Prime	45	50	50
Option ARM	55	55	55
Subprime	55	40	40
90+ Days Delinquent			
Alt A and Prime	55	60	60
Option ARM	65	65	65
Subprime	60	55	55
Bankruptcy			
Alt A and Prime	45	45	45
Option ARM	50	50	50
Subprime	40	40	40
Foreclosure			
Alt A and Prime	65	75	75
Option ARM	75	80	80
Subprime	70	70	70
Real Estate Owned			
All	100	100	100

While the Company uses liquidation rates as described above to project defaults of non-performing loans (including current loans modified or delinquent within the last 12 months), it projects defaults on presently current loans by applying a CDR trend. The start of that CDR trend is based on the defaults the Company projects will emerge from currently nonperforming, recently nonperforming and modified loans. The total amount of expected defaults from the non-performing loans is translated into a constant CDR (i.e., the CDR plateau), which, if applied for each of the next 36 months, would be sufficient to produce approximately the amount of defaults that were calculated to emerge from the various delinquency categories. The CDR thus calculated individually on the delinquent collateral pool for each RMBS is then used as the starting point for the CDR curve used to project defaults of the presently performing loans.

In the base case, after the initial 36-month CDR plateau period, each transaction's CDR is projected to improve over 12 months to an intermediate CDR (calculated as 20% of its CDR plateau); that intermediate CDR is held constant for 36 months and then trails off in steps to a final CDR of 5% of the CDR plateau. In the base case, the Company assumes the final CDR will be reached 7.75 years after the initial 36-month CDR plateau period, which is three months shorter than assumed as of June 30, 2015 and nine months shorter than assumed at December 31, 2014. Under

the Company's methodology, defaults projected to occur in the first 36 months represent defaults that can be attributed to loans that were modified or delinquent in the last 12 months or that are currently delinquent or in foreclosure, while the defaults projected to occur using the projected CDR trend after the first 36 month period represent defaults attributable to borrowers that are currently performing or are projected to reperform.

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Another important driver of loss projections is loss severity, which is the amount of loss the transaction incurs on a loan after the application of net proceeds from the disposal of the underlying property. Loss severities experienced in first lien transactions have reached historically high levels, and the Company is assuming in the base case that these high levels generally will continue for another 18 months. The Company determines its initial loss severity based on actual recent experience. The Company then assumes that loss severities begin returning to levels consistent with underwriting assumptions beginning after the initial 18 month period, declining to 40% in the base case over 2.5 years. Beginning for December 31, 2014, the Company differentiated the loss severity assumptions depending on the vintage of the transaction, as shown in the table below.

The following table shows the range as well as the average, weighted by outstanding net insured par, for key assumptions used in the calculation of expected loss to be paid for individual transactions for direct vintage 2004 - 2008 first lien U.S. RMBS.

Table of ContentsKey Assumptions in Base Case Expected Loss Estimates  
First Lien RMBS(1)

	As of September 30, 2015			As of June 30, 2015			As of December 31, 2014		
	Range		Weighted Average	Range		Weighted Average	Range		Weighted Average
Alt-A First Lien									
Plateau CDR	2.4	% - 15.4%	6.4%	1.7	% - 13.3%	7.1%	2.0	% - 13.4%	7.3%
Intermediate CDR	0.5	% - 3.1%	1.3%	0.3	% - 2.7%	1.4%	0.4	% - 2.7%	1.5%
Period until intermediate CDR	48 months			48 months			48 months		
Final CDR	0.1	% - 0.8%	0.3%	0.1	% - 0.7%	0.3%	0.1	% - 0.7%	0.3%
Initial loss severity:									
2005 and prior	60.0%			60.0%			60.0%		
2006	70.0%			70.0%			70.0%		
2007	65.0%			65.0%			65.0%		
Initial conditional prepayment rate ("CPR")	2.7	% - 32.0%	8.9%	1.6	% - 27.7%	8.5%	1.7	% - 21.0%	7.7%
Final CPR(2)	15.0	% - 32.0%	15.5%	15.0	% - 27.7%	15.3%	15%		
Option ARM									
Plateau CDR	3.6	% - 11.2%	8.5%	4.0	% - 12.1%	9.2%	4.3	% - 14.2%	10.6%
Intermediate CDR	0.7	% - 2.2%	1.7%	0.8	% - 2.4%	1.8%	0.9	% - 2.8%	2.1%
Period until intermediate CDR	48 months			48 months			48 months		
Final CDR	0.2	% - 0.6%	0.4%	0.2	% - 0.6%	0.5%	0.2	% - 0.7%	0.5%
Initial loss severity:									
2005 and prior	60.0%			60.0%			60.0%		
2006	70.0%			70.0%			70.0%		
2007	65.0%			65.0%			65.0%		
Initial CPR	2.2	% - 7.8%	4.9%	1.6	% - 12.3%	5.0%	1.1	% - 11.8%	4.9%
Final CPR(2)	15%			15%			15%		
Subprime									
Plateau CDR	5.0	% - 13.7%	10.0%	4.9	% - 13.5%	9.7%	4.9	% - 15.0%	10.6%
Intermediate CDR	1.0	% - 2.7%	2.0%	1.0	% - 2.7%	1.9%	1.0	% - 3.0%	2.1%
Period until intermediate CDR	48 months			48 months			48 months		
Final CDR	0.3	% - 0.7%	0.4%	0.2	% - 0.7%	0.4%	0.2	% - 0.7%	0.4%
Initial loss severity:									
2005 and prior	75.0%			75.0%			75.0%		
2006	90.0%			90.0%			90.0%		
2007	90.0%			90.0%			90.0%		
Initial CPR	0.0	% - 9.3%	3.9%	0.0	% - 8.7%	4.0%	0.0	% - 10.5%	6.1%
Final CPR(2)	15%			15%			15%		

(1) Represents variables for most heavily weighted scenario (the "base case").

(2) For transactions where the initial CPR is higher than the final CPR, the initial CPR is held constant and the final CPR is not used.

The rate at which the principal amount of loans is voluntarily prepaid may impact both the amount of losses projected (since that amount is a function of the conditional default rate, the loss severity and the loan balance over time) as well as the amount of excess spread (the amount by which the interest paid by the borrowers on the underlying loan exceeds the amount of interest owed on the insured obligations). The assumption for the voluntary CPR follows a similar pattern to that of the

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conditional default rate. The current level of voluntary prepayments is assumed to continue for the plateau period before gradually increasing over 12 months to the final CPR, which is assumed to be 15% in the base case. For transactions where the initial CPR is higher than the final CPR, the initial CPR is held constant and the final CPR is not used. These assumptions are the same as those the Company used for June 30, 2015 and December 31, 2014.

In estimating expected losses, the Company modeled and probability weighted sensitivities for first lien transactions by varying its assumptions of how fast a recovery is expected to occur. One of the variables used to model sensitivities was how quickly the conditional default rate returned to its modeled equilibrium, which was defined as 5% of the initial conditional default rate. The Company also stressed CPR and the speed of recovery of loss severity rates. The Company probability weighted a total of five scenarios (including its base case) as of September 30, 2015. The Company used a similar approach to establish its pessimistic and optimistic scenarios as of September 30, 2015 as it used as of June 30, 2015 and December 31, 2014, increasing and decreasing the periods of stress from those used in the base case.

In a somewhat more stressful environment than that of the base case, where the conditional default rate plateau was extended six months (to be 42 months long) before the same more gradual conditional default rate recovery and loss severities were assumed to recover over 4.5 rather than 2.5 years (and subprime loss severities were assumed to recover only to 60% and Option ARM and Alt A loss severities to only 45%), expected loss to be paid would increase from current projections by approximately \$13 million for Alt-A first liens, \$5 million for Option ARM, \$49 million for subprime and \$1 million for prime transactions.

In an even more stressful scenario where loss severities were assumed to rise and then recover over nine years and the initial ramp-down of the conditional default rate was assumed to occur over 15 months and other assumptions were the same as the other stress scenario, expected loss to be paid would increase from current projections by approximately \$33 million for Alt-A first liens, \$12 million for Option ARM, \$69 million for subprime and \$4 million for prime transactions.

In a scenario with a somewhat less stressful environment than the base case, where conditional default rate recovery was somewhat less gradual, expected loss to be paid would decrease from current projections by approximately \$1 million for Alt-A first liens, \$14 million for Option ARM, \$8 million for subprime and \$40 thousand for prime transactions.

In an even less stressful scenario where the conditional default rate plateau was six months shorter (30 months, effectively assuming that liquidation rates would improve) and the conditional default rate recovery was more pronounced, (including an initial ramp-down of the conditional default rate over nine months), expected loss to be paid would decrease from current projections by approximately \$13 million for Alt-A first liens, \$22 million for Option ARM, \$36 million for subprime and \$0.2 million for prime transactions.

#### U.S. Second Lien RMBS Loss Projections: HELOCs and Closed-End Second Lien

The Company believes the primary variable affecting its expected losses in second lien RMBS transactions is the amount and timing of future losses in the collateral pool supporting the transactions. Expected losses are also a function of the structure of the transaction; the voluntary prepayment rate (typically also referred to as CPR of the collateral); the interest rate environment; and assumptions about the draw rate and loss severity.

The following table shows the range as well as the average, weighted by outstanding net insured par, for key assumptions for the calculation of expected loss to be paid for individual transactions for direct vintage 2004 - 2008 second lien U.S. RMBS.





Table of ContentsKey Assumptions in Base Case Expected Loss Estimates  
Second Lien RMBS(1)

HELOC key assumptions	As of September 30, 2015			As of June 30, 2015			As of December 31, 2014		
	Range		Weighted Average	Range		Weighted Average	Range		Weighted Average
Plateau CDR	6.0	%– 24.0%	9.5%	5.3	%– 23.3%	8.9%	2.8	%– 6.8%	4.1%
Final CDR trended down to	0.5	%– 3.2%	1.2%	0.5	%– 3.2%	1.2%	0.5	%– 3.2%	1.2%
Period until final CDR	34 months			34 months			34 months		
Initial CPR	9.8%		9.8%	9.3%		9.3%	6.9	%– 21.8%	11.0%
Final CPR(2)	10.0	%– 15.0%	13.3%	10.0	%– 15.0%	13.25%	15.0	%– 21.8%	15.5%
Loss severity	90.0	%– 98.0%	90.3%	90.0	%– 98.0%	90.5%	90.0	%– 98.0%	90.4%
Closed-end second lien key assumptions	As of September 30, 2015			As of June 30, 2015			As of December 31, 2014		
	Range		Weighted Average	Range		Weighted Average	Range		Weighted Average
Plateau CDR	6.0	%– 19.7%	10.2%	6.0	%– 21.4%	10.8%	5.5	%– 12.5%	7.2%
Final CDR trended down to	3.5	%– 9.2%	4.8%	3.5	%– 9.2%	4.8%	3.5	%– 9.1%	4.9%
Period until final CDR	34 months			34 months			34 months		
Initial CPR	5.7	%– 15.1%	9%	5.3	%– 13.4%	8.6%	2.8	%– 13.9%	9.9%
Final CPR(2)	15.0	%– 15.1%	15%	15%		15%	15%		15%
Loss severity	98%		98%	98%		98%	98%		98%

(1) Represents variables for most heavily weighted scenario (the “base case”).

(2) For transactions where the initial CPR is higher than the final CPR, the initial CPR is held constant and the final CPR is not used.

In second lien transactions the projection of near-term defaults from currently delinquent loans is relatively straightforward because loans in second lien transactions are generally “charged off” (treated as defaulted) by the securitization’s servicer once the loan is 180 days past due. Most second lien transactions report the amount of loans in five monthly delinquency categories (i.e., 30-59 days past due, 60-89 days past due, 90-119 days past due, 120-149 days past due and 150-179 days past due). The Company estimates the amount of loans that will default over the next five months by calculating current representative liquidation rates. A liquidation rate is the percent of loans in a given cohort (in this instance, delinquency category) that ultimately default. Similar to first liens, the Company then calculates a CDR for six months, which is the period over which the currently delinquent collateral is expected to be liquidated. That CDR is then used as the basis for the plateau period that follows the embedded five months of losses. Liquidation rates assumed as of September 30, 2015, were from 10% to 100%.

For the base case scenario, the CDR (the “plateau CDR”) was held constant for six months. Once the plateau period has ended, the CDR is assumed to gradually trend down in uniform increments to its final long-term steady state CDR. (The long-term steady state CDR is calculated as the constant CDR that would have yielded the amount of losses originally expected at underwriting.) In the base case scenario, the time over which the CDR trends down to its final CDR is 28 months. Therefore, the total stress period for second lien transactions is 34 months, comprising five months of delinquent data, a one month plateau period and 28 months of decrease to the steady state CDR, the same as of

June 30, 2015 and December 31, 2014.

HELOC loans generally permit the borrower to pay only interest for an initial period (often ten years) and, after that period, require the borrower to make both the monthly interest payment and a monthly principal payment, and so increase the borrower's aggregate monthly payment. Some of the HELOC loans underlying the Company's insured HELOC transactions have reached their principal amortization period. The Company has observed that the increase in monthly payments occurring when a loan reaches its principal amortization period, even if mitigated by borrower relief offered by the servicer, is associated with increased borrower defaults. Thus, most of the Company's HELOC projections incorporate an assumption that a percentage of loans reaching their amortization periods will default around the time of the payment increase. These projected defaults are in addition to those generated using the CDR curve as described above. This assumption is similar to the one used

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at June 30, 2015 and December 31, 2014. For September 30, 2015 the Company used the approach it had refined for June 30, 2015 to calculate the number of additional delinquencies as a function of the number of modified loans in the transaction and the final steady state CDR. Under this refined approach, transactions that have worse than average expected experience will have higher defaults and transactions where borrowers are receiving modifications so that they will not default when their interest only period ends will have higher losses.

When a second lien loan defaults, there is generally a very low recovery. The Company had assumed as of September 30, 2015 that it will generally recover only 10% or less of the collateral defaulting in the future and declining additional amounts on post-default receipts on previously defaulted collateral. This is the same as at June 30, 2015 and December 31, 2014.

The rate at which the principal amount of loans is prepaid may impact both the amount of losses projected as well as the amount of excess spread. In the base case, an average CPR (based on experience of the most recent three quarters) is assumed to continue until the end of the plateau before gradually increasing to the final CPR over the same period the CDR decreases. The final CPR is assumed to be 15% for both HELOC and closed-end second lien transactions, which is lower than the historical average but reflects the Company's continued uncertainty about the projected performance of the borrowers in these transactions. This pattern is generally consistent with how the Company modeled the CPR at June 30, 2015 and December 31, 2014. To the extent that prepayments differ from projected levels it could materially change the Company's projected excess spread and losses.

The Company uses a number of other variables in its second lien loss projections, including the spread between relevant interest rate indices. These variables have been relatively stable and in the relevant ranges have less impact on the projection results than the variables discussed above. However, in a number of HELOC transactions the servicers have been modifying poorly performing loans from floating to fixed rates, and, as a result, rising interest rates would negatively impact the excess spread available from these modified loans to support the transactions. The Company incorporated these modifications in its assumptions.

In estimating expected losses, the Company modeled and probability weighted five possible CDR curves applicable to the period preceding the return to the long-term steady state CDR. The Company used five scenarios at June 30, 2015 and three scenarios at December 31, 2014. The Company believes that the level of the elevated CDR and the length of time it will persist, the ultimate prepayment rate, and the amount of additional defaults because of the expiry of the interest only period, are the primary drivers behind the likely amount of losses the collateral will suffer. The Company continues to evaluate the assumptions affecting its modeling results.

The Company's base case assumed a six month CDR plateau and a 28 month ramp-down (for a total stress period of 34 months). The Company also modeled a scenario with a longer period of elevated defaults and another with a shorter period of elevated defaults. Increasing the CDR plateau to eight months and increasing the ramp-down by three months to 31 months (for a total stress period of 39 months), and doubling the defaults relating to the end of the interest only period would increase the expected loss by approximately \$37 million for HELOC transactions and \$1 million for closed-end second lien transactions. On the other hand, reducing the CDR plateau to four months and decreasing the length of the CDR ramp-down to 25 months (for a total stress period of 29 months), and lowering the ultimate prepayment rate to 10% would decrease the expected loss by approximately \$36 million for HELOC transactions and \$0.6 million for closed-end second lien transactions.

## Breaches of Representations and Warranties

Generally, when mortgage loans are transferred into a securitization, the loan originator(s) and/or sponsor(s) provide R&W that the loans meet certain characteristics, and a breach of such R&W often requires that the loan be repurchased from the securitization. The Company has pursued such breaches of R&W on a loan-by-loan basis or in

cases where a provider of R&W refused to honor its repurchase obligations, the Company sometimes chose to initiate litigation. The Company's success in pursuing these strategies permitted the Company to enter into agreements with R&W providers under which those providers made payments to the Company, agreed to make payments to the Company in the future, and / or repurchased loans from the transactions, all in return for releases of related liability by the Company. In some instances, the entity providing the R&W (or an affiliate of that entity) also benefited from credit protection sold by the Company through a CDS, and the Company entered into an agreement terminating the CDS protection it provided (and so avoiding future losses on that transaction), again in return for releases of related liability by the Company and in certain instances other consideration.

Through October 31, 2015, the Company has caused entities providing R&Ws to pay, or agree to pay, or to terminate or agree to terminate insurance protection on future projected losses of, approximately \$4.2 billion (gross of reinsurance) in respect of their R&W liabilities for transactions in which the Company has provided insurance. The Company has included in

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its net expected loss estimates as of September 30, 2015 an estimated net benefit of \$198 million (net of reinsurance), all of which is projected to be received pursuant to existing agreements with R&W providers. The Company is no longer actively pursuing R&W providers where it does not have such an agreement. Most of the amount projected to be received pursuant to existing agreements with R&W providers benefits from eligible assets placed in trusts to collateralize the R&W provider's future reimbursement obligation, with the amount of such collateral subject to increase or decrease from time to time as determined by rating agency requirements. Currently the Company has agreements with three counterparties where a future reimbursement obligation is collateralized by eligible assets held in trust:

Bank of America. Under the Company's agreement with Bank of America Corporation and certain of its subsidiaries ("Bank of America"), Bank of America agreed to reimburse the Company for 80% of claims on the first lien transactions covered by the agreement that the Company pays in the future, until the aggregate lifetime collateral losses (not insurance losses or claims) on those transactions reach \$6.6 billion. As of September 30, 2015 aggregate lifetime collateral losses on those transactions was \$4.3 billion, and the Company was projecting in its base case that such collateral losses would eventually reach \$5.2 billion. Bank of America's reimbursement obligation is secured by \$551 million of collateral held in trust for the Company's benefit.

Deutsche Bank. Under the Company's May 2012 agreement with Deutsche Bank AG and certain of its affiliates (collectively, "Deutsche Bank"), Deutsche Bank agreed to reimburse the Company for certain claims it pays in the future on eight first and second lien transactions, including 80% of claims it pays on those transactions until the aggregate lifetime claims (before reimbursement) reach \$319 million. As of September 30, 2015, the Company was projecting in its base case that such aggregate lifetime claims would remain below \$319 million. In the event aggregate lifetime claims paid exceed \$389 million, Deutsche Bank must reimburse the Company for 85% of such claims paid (in excess of \$389 million) until such claims paid reach \$600 million. Deutsche Bank's reimbursement obligation is secured by \$71 million of collateral held in trust for the Company's benefit.

When the agreement was first signed, Deutsche Bank was also required to reimburse AGC for future claims AGC paid on certain RMBS resecuritizations. These and other RMBS transactions with respect to which AGC had provided credit protection to Deutsche Bank through a CDS have since been terminated, while Deutsche Bank's reimbursement obligation described above remains in place.

UBS. On May 6, 2013, the Company entered into an agreement with UBS Real Estate Securities Inc. and affiliates ("UBS") and a third party resolving the Company's claims and liabilities related to specified RMBS transactions that were issued, underwritten or sponsored by UBS and insured by AGM or AGC under financial guaranty insurance policies. Under the agreement, UBS agreed to reimburse the Company for 85% of future losses on three first lien RMBS transactions, and such reimbursement obligation is secured by \$62 million of collateral held in trust for the Company's benefit.

The Company uses the same RMBS projection scenarios and weightings to project its future R&W benefit as it uses to project RMBS losses on its portfolio. To the extent the Company increases its loss projections, the R&W benefit generally will also increase, subject to the agreement limits and thresholds described above. Similarly, to the extent the Company decreases its loss projections, the R&W benefit generally will also decrease, subject to the agreement limits and thresholds described above.

The number of risks subject to R&W recovery is 28, with related net debt service of \$1.9 billion as of September 30, 2015 compared to 29 with related net debt service of \$2.1 billion as of December 31, 2014. A risk represents the aggregate of the financial guaranty policies that share the same revenue source for purposes of making debt service payments. Included in these September 30 amounts is one risk with related net debt service of \$568 million as of September 30, 2015 that was terminated early in the fourth quarter of 2015. The Company's RMBS projection

scenarios include the projected net benefit of those fourth quarter terminations, which have already occurred.

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The following table provides a breakdown of the development and accretion amount in the roll forward of estimated recoveries associated with claims for breaches of R&W.

## Components of R&amp;W Development

	Third Quarter		Nine Months	
	2015	2014	2015	2014
	(in millions)			
Estimated increase (decrease) in defaults that will result in additional (lower) breaches	\$ (16	) \$ (4	) \$ (65	) \$ (15
Inclusion or removal of deals with breaches of R&W during period	—	—	0	—
Change in recovery assumptions	—	4	—	31
Settlements and anticipated settlements	14	90	14	96
Accretion of discount on balance	1	3	3	48
Total	\$ (1	) \$ 93	\$ (48	) \$ 160

## Triple-X Life Insurance Transactions

The Company had \$2.8 billion of net par exposure to Triple-X life insurance transactions as of September 30, 2015. Two of these transactions, with \$216 million of net par outstanding, are rated BIG. The Triple-X life insurance transactions are based on discrete blocks of individual life insurance business. In older vintage Triple-X transactions, which include the two BIG-rated transactions, the monies raised by the sale of the notes insured by the Company were used to capitalize a special purpose vehicle that provides reinsurance to a life insurer or reinsurer. The monies are invested at inception in accounts managed by third-party investment managers. In the case of the two BIG-rated transactions, material amounts of their assets were invested in U.S. RMBS. Based on its analysis of the information currently available, including estimates of future investment performance, and projected credit impairments on the invested assets and performance of the blocks of life insurance business at September 30, 2015, the Company's projected net expected loss to be paid is \$98 million. The economic loss development during Third Quarter 2015 was \$1 million, which was due primarily to additional loss adjustment expenses. The economic loss development during Nine Months 2015 was \$8 million, which was due primarily to changes in the risk free rates used to discount the losses and life insurance projections earlier in the year.

In the case of one of the BIG-rated transactions, AGM had guaranteed a CDS that referenced the entire issued and outstanding amount of its Series A-1 Notes, which AGUK guarantees. On July 9, 2015, in consideration of a cash payment by AGM, the swap counterparty delivered to AGM all of the Series A-1 Notes, and the parties terminated the CDS. AGUK continues to guarantee the Series A-1 Notes. However, consistent with the Company's practice of excluding from its par and Debt Service outstanding amounts attributable to loss mitigation securities it has purchased because it manages such securities as investments and not insurance exposure, the Company excluded from its consolidated net par outstanding as of September 30, 2015 the \$382.5 million net par of such notes.

## TruPS

The Company has insured or reinsured \$4.6 billion of net par (78% of which is in CDS form) of collateralized debt obligations ("CDOs") backed by TruPS and similar debt instruments, or "TruPS CDOs." Of the \$4.6 billion, \$0.8 billion is rated BIG. The underlying collateral in the TruPS CDOs consists of subordinated debt instruments such as TruPS issued by bank holding companies and similar instruments issued by insurance companies, real estate investment

trusts (“REITs”) and other real estate related issuers.

The Company projects losses for TruPS CDOs by projecting the performance of the asset pools across several scenarios (which it weighs) and applying the CDO structures to the resulting cash flows. At September 30, 2015, the Company has projected expected losses to be paid for TruPS CDOs of \$5 million. During Third Quarter 2015, there was a decrease in economic loss development of \$5 million, which was due primarily to improving collateral performance and collateral redemptions during the quarter. During Nine Months 2015, there was a decrease in economic loss development of \$18 million, which was due primarily to improving collateral performance and collateral redemptions during the period.



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### Student Loan Transactions

The Company has insured or reinsured \$1.8 billion net par of student loan securitizations issued by private issuers and that it classifies as structured finance. Of this amount, \$165 million is rated BIG. The Company is projecting approximately \$56 million of net expected loss to be paid on these transactions. In general, the losses are due to: (i) the poor credit performance of private student loan collateral and high loss severities, or (ii) high interest rates on auction rate securities with respect to which the auctions have failed. The economic benefit during Third Quarter 2015 was \$2 million, which was due primarily to lower delinquencies in the loan portfolio. The economic benefit during Nine Months 2015 was \$7 million, which was driven primarily by a partial commutation by the underlying insurer during the first quarter.

### Other structured finance

The Company's other structured finance include \$1.3 billion net par rated BIG, including a distressed collateralized loan obligation ("CLO") transaction, transactions backed by manufactured housing loans and quota share surety reinsurance contracts on Spanish housing cooperatives. As of April 1, 2015, the Radian Asset Acquisition added \$101 million in net economic losses for other structured finance credits. The Company has expected loss to be paid of \$83 million as of September 30, 2015. The economic benefit during Third Quarter 2015 was \$12 million and for Nine Months 2015 was a benefit of \$14 million, which were attributable primarily to a commercial mortgage-backed security ("CMBS"), which was terminated in October 2015.

The transaction in this area most sensitive to changes in losses in the future is the distressed CLO transaction. In its most pessimistic scenario, where the primary insurer defaults (the Company's contract is a second-to-pay policy), the expected loss could increase by \$120 million. In its most optimistic scenario, where the primary insurer pays the full claim, the Company would have no expected losses.

### Recovery Litigation

### RMBS Transactions

In November 2014, AGM and its affiliate AGC reached a confidential settlement with DLJ Mortgage Capital, Inc., Credit Suisse First Boston Mortgage Securities Corp. and Credit Suisse Securities (USA) LLC to resolve a lawsuit relating to six first lien U.S. RMBS transactions. AGM and AGC sought damages for alleged breaches of representations and warranties in respect of the underlying loans in these transactions, and failure to cure or repurchase defective loans identified by AGM and AGC. On November 25, 2014, the parties filed a joint stipulation discontinuing the lawsuit with prejudice. However, on November 20, 2014, U.S. Bank National Association, as trustee for the transactions, had filed a motion to intervene as a plaintiff in the lawsuit. On November 26, 2014, the trustee submitted a letter stating that the joint stipulation is ineffective and that the lawsuit may be discontinued only by court order, and requesting an opportunity to review and potentially oppose the settlement. On March 5, 2015 the Court denied the motion to intervene.

### Triple-X Life Insurance Transactions

In December 2008, AGUK filed an action in the Supreme Court of the State of New York against J.P. Morgan Investment Management Inc. ("JPMIM"), the investment manager for a triple-X life insurance transaction, Orkney Re II plc ("Orkney"), involving securities guaranteed by AGUK. The action alleges that JPMIM engaged in breaches of fiduciary duty, gross negligence and breaches of contract based upon its handling of the Orkney investments. After AGUK's claims were dismissed with prejudice in January 2010, AGUK was successful in its subsequent motions and appeals and, as of December 2011, all of AGUK's claims for breaches of fiduciary duty, gross negligence and contract

were reinstated in full. Discovery is ongoing.

#### Public Finance Transactions

On November 1, 2013, Radian Asset commenced a declaratory judgment action in the U.S. District Court for the Southern District of Mississippi against Madison County, Mississippi and the Parkway East Public Improvement District to establish its rights under a contribution agreement from the County supporting certain special assessment bonds issued by the District and insured by Radian Asset (now AGC). As of September 30, 2015, \$21 million of such bonds were outstanding. The County maintains that its payment obligation is limited to two years of annual debt service, while AGC contends no such limitation applies. On April 20, 2015, the Court issued an order addressing AGC's and the County's cross-motions for partial summary judgment, and denied the County's motion for summary judgment that its payment obligation lasts only two years. On May 1, 2015, AGC paid its first claim on the insured bonds. Discovery is ongoing.

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## 7. Financial Guaranty Insurance Losses

## Insurance Contracts' Loss Information

The following table provides balance sheet information on loss and LAE reserves and salvage and subrogation recoverable, net of reinsurance. The Company used weighted average risk-free rates for U.S. dollar denominated financial guaranty insurance obligations that ranged from 0.0% to 3.34% as of September 30, 2015 and 0.0% to 2.95% as of December 31, 2014. Financial guaranty insurance expected LAE reserve was \$10 million as of September 30, 2015 and \$12 million as of December 31, 2014.

## Loss and LAE Reserve and Salvage and Subrogation Recoverable

## Net of Reinsurance

## Insurance Contracts

	As of September 30, 2015			As of December 31, 2014		
	Loss and LAE Reserve, net (in millions)	Salvage and Subrogation Recoverable, net	Net Reserve (Recoverable)	Loss and LAE Reserve, net	Salvage and Subrogation Recoverable, net	Net Reserve (Recoverable)
<b>Public Finance:</b>						
U.S. public finance	\$525	\$11	\$514	\$243	\$8	\$235
Non-U.S. public finance	30	—	30	30	—	30
Public Finance	555	11	544	273	8	265
<b>Structured Finance:</b>						
<b>U.S. RMBS:</b>						
<b>First lien:</b>						
Prime first lien	2	—	2	2	—	2
Alt-A first lien	43	—	43	87	—	87
Option ARM	18	34	(16)	28	40	(12)
Subprime	176	22	154	166	8	158
First lien	239	56	183	283	48	235
<b>Second lien:</b>						
Closed-end second lien	4	35	(31)	4	39	(35)
HELOCs	13	30	(17)	3	39	(36)
Second lien	17	65	(48)	7	78	(71)
Total U.S. RMBS	256	121	135	290	126	164
Triple-X life insurance transactions	80	—	80	140	—	140
TruPS	—	—	—	0	—	0
Student loans	53	—	53	64	—	64
Other structured finance	47	—	47	34	8	26
Structured Finance	436	121	315	528	134	394
Subtotal	991	132	859	801	142	659
Other recoverables	—	5	(5)	—	13	(13)
Subtotal	991	137	854	801	155	646
Effect of consolidating FG VIEs	(73)	(1)	(72)	(80)	(1)	(79)
Total (1)	\$918	\$136	\$782	\$721	\$154	\$567

(1) See “Components of Net Reserves (Salvage)” table for loss and LAE reserve and salvage and subrogation recoverable components.

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## Components of Net Reserves (Salvage)

	As of September 30, 2015 (in millions)	As of December 31, 2014
Loss and LAE reserve	\$1,007	\$799
Reinsurance recoverable on unpaid losses	(89	) (78
Loss and LAE reserve, net	918	721
Salvage and subrogation recoverable	(135	) (151
Salvage and subrogation payable(1)	4	10
Other recoverables	(5	) (13
Salvage and subrogation recoverable, net and other recoverable	(136	) (154
Net reserves (salvage)	\$782	\$567

(1) Recorded as a component of reinsurance balances payable.

Balance Sheet Classification of  
Net Expected Recoveries for Breaches of R&W  
Insurance Contracts

	As of September 30, 2015			As of December 31, 2014		
	For all Financial Guaranty Insurance Contracts (in millions)	Effect of Consolidating FG VIEs	Reported on Balance Sheet(1)	For all Financial Guaranty Insurance Contracts	Effect of Consolidating FG VIEs	Reported on Balance Sheet(1)
Salvage and subrogation recoverable, net	\$(19	) \$—	\$ (19	) \$20	\$—	\$ 20
Loss and LAE reserve, net	119	(7	) 112	185	(8	) 177

(1) The remaining benefit for R&W is either recorded at fair value in FG VIE assets, or not recorded on the balance sheet until the total loss, net of R&W, exceeds unearned premium reserve.

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The table below provides a reconciliation of net expected loss to be paid to net expected loss to be expensed. Expected loss to be paid differs from expected loss to be expensed due to: (1) the contra-paid which represent the claim payments made and recoveries received that have not yet been recognized in the statement of operations, (2) salvage and subrogation recoverable for transactions that are in a net recovery position where the Company has not yet received recoveries on claims previously paid (having the effect of reducing net expected loss to be paid by the amount of the previously paid claim and the expected recovery), but will have no future income effect (because the previously paid claims and the corresponding recovery of those claims will offset in income in future periods), and (3) loss reserves that have already been established (and therefore expensed but not yet paid).

Reconciliation of Net Expected Loss to be Paid and  
Net Expected Loss to be Expensed  
Financial Guaranty Insurance Contracts

	As of September 30, 2015 (in millions)
Net expected loss to be paid	\$1,280
Less: net expected loss to be paid for FG VIEs and other	135
Total	1,145
Contra-paid, net	6
Salvage and subrogation recoverable, net of reinsurance	131
Loss and LAE reserve, net of reinsurance	(899 )
Other recoveries	4
Net expected loss to be expensed (present value) (1)	\$387

(1) Excludes \$79 million as of September 30, 2015, related to consolidated FG VIEs.

The following table provides a schedule of the expected timing of net expected losses to be expensed. The amount and timing of actual loss and LAE may differ from the estimates shown below due to factors such as accelerations, commutations, changes in expected lives and updates to loss estimates. This table excludes amounts related to FG VIEs, which are eliminated in consolidation.

Net Expected Loss to be Expensed  
Financial Guaranty Insurance Contracts

	As of September 30, 2015 (in millions)
2015 (October 1 – December 31)	\$7
Subtotal 2015	7
2016	38
2017	31
2018	29
2019	28
2020-2024	104
2025-2029	75
2030-2034	51
After 2034	24

Net expected loss to be expensed	387
Discount	406
Total expected future loss and LAE	\$793

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The following table presents the loss and LAE recorded in the consolidated statements of operations by sector for insurance contracts. Amounts presented are net of reinsurance.

Loss and LAE  
Reported on the  
Consolidated Statements of Operations

	Third Quarter		Nine Months		
	2015	2014	2015	2014	
	(in millions)				
Public Finance:					
U.S. public finance	\$89	\$3	\$298	\$112	
Non-U.S. public finance	(2	) (1	) 4	(1	)
Public finance	87	2	302	111	
Structured Finance:					
U.S. RMBS:					
First lien:					
Prime first lien	0	0	(1	) 0	
Alt-A first lien	(15	) 4	(26	) 21	
Option ARM	(4	) 9	(5	) (21	)
Subprime	31	(7	) 32	(5	)
First lien	12	6	0	(5	)
Second lien:					
Closed-end second lien	1	1	0	0	
HELOCs	18	(45	) 29	(55	)
Second lien	19	(44	) 29	(55	)
Total U.S. RMBS	31	(38	) 29	(60	)
Triple-X life insurance transactions	7	3	14	20	
TruPS	—	0	(1	) (1	)
Student loans	(2	) 6	(7	) 12	
Other structured finance	(1	) (3	) (2	) (7	)
Structured finance	35	(32	) 33	(36	)
Loss and LAE on insurance contracts before FG VIE consolidation	122	(30	) 335	75	
Effect of consolidating FG VIEs	(10	) (14	) (17	) (21	)
Loss and LAE	\$112	\$(44	) \$318	\$54	



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The following table provides information on financial guaranty insurance contracts categorized as BIG.

## Financial Guaranty Insurance

## BIG Transaction Loss Summary

As of September 30, 2015

	BIG Categories		BIG 2		BIG 3		Total BIG, Net	Effect of Consolidating FG VIEs	Total
	BIG 1		Gross	Ceded	Gross	Ceded			
	Gross	Ceded	Gross	Ceded	Gross	Ceded			
	(dollars in millions)								
Number of risks(1)	239	(50 )	87	(13 )	125	(41 )	451	—	451
Remaining weighted-average contract period (in years)	9.9	6.8	11.0	9.2	8.0	6.2	10.2	—	10.2
Outstanding exposure:									
Principal	\$11,001	\$(1,449 )	\$3,673	\$(263 )	\$2,780	\$(160 )	\$15,582	\$—	\$15,582
Interest	5,676	(509 )	2,102	(118 )	926	(34 )	8,043	—	8,043
Total(2)	\$16,677	\$(1,958 )	\$5,775	\$(381 )	\$3,706	\$(194 )	\$23,625	\$—	\$23,625
Expected cash outflows (inflows)	\$1,809	\$(566 )	\$1,110	\$(67 )	\$1,402	\$(44 )	\$3,644	\$(333 )	\$3,311
Potential recoveries									
Undiscounted R&W	42	(1 )	(49 )	1	(94 )	5	(96 )	8	(88 )
Other(3)	(1,663 )	514	(258 )	11	(467 )	18	(1,845 )	173	(1,672 )
Total potential recoveries	(1,621 )	513	(307 )	12	(561 )	23	(1,941 )	181	(1,760 )
Subtotal	188	(53 )	803	(55 )	841	(21 )	1,703	(152 )	1,551
Discount	(21 )	8	(194 )	10	(158 )	(86 )	(441 )	35	(406 )
Present value of expected cash flows	\$167	\$(45 )	\$609	\$(45 )	\$683	\$(107 )	\$1,262	\$(117 )	\$1,145
Deferred premium revenue	\$510	\$(47 )	\$144	\$(4 )	\$333	\$(26 )	\$910	\$(103 )	\$807
Reserves (salvage)	\$30	\$(36 )	\$502	\$(42 )	\$389	\$(7 )	\$836	\$(72 )	\$764

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Financial Guaranty Insurance  
 BIG Transaction Loss Summary  
 As of December 31, 2014

	BIG Categories BIG 1		BIG 2		BIG 3		Total BIG, Net	Effect of Consolidating FG VIEs	Total
	Gross	Ceded	Gross	Ceded	Gross	Ceded			
	(dollars in millions)								
Number of risks(1)	164	(59 )	75	(15 )	119	(38 )	358	—	358
Remaining weighted-average contract period (in years)	9.9	7.4	10.1	8.9	9.6	6.9	10.3	—	10.3
Outstanding exposure:									
Principal	\$12,358	\$(2,163 )	\$2,421	\$(286 )	\$3,067	\$(175 )	\$15,222	\$—	\$15,222
Interest	6,350	(838 )	1,274	(121 )	1,034	(48 )	7,651	—	7,651
Total(2)	\$18,708	\$(3,001 )	\$3,695	\$(407 )	\$4,101	\$(223 )	\$22,873	\$—	\$22,873
Expected cash outflows (inflows)	\$1,762	\$(626 )	\$763	\$(77 )	\$1,716	\$(75 )	\$3,463	\$(345 )	\$3,118
Potential recoveries									
Undiscounted R&W	(39 )	0	(48 )	2	(171 )	9	(247 )	8	(239 )
Other(3)	(1,687 )	608	(206 )	5	(404 )	30	(1,654 )	177	(1,477 )
Total potential recoveries	(1,726 )	608	(254 )	7	(575 )	39	(1,901 )	185	(1,716 )
Subtotal	36	(18 )	509	(70 )	1,141	(36 )	1,562	(160 )	1,402
Discount	3	0	(117 )	11	(353 )	9	(447 )	34	(413 )
Present value of expected cash flows	\$39	\$(18 )	\$392	\$(59 )	\$788	\$(27 )	\$1,115	\$(126 )	\$989
Deferred premium revenue	\$378	\$(70 )	\$119	\$(6 )	\$312	\$(33 )	\$700	\$(116 )	\$584
Reserves (salvage)	\$(42 )	\$(5 )	\$278	\$(53 )	\$482	\$(10 )	\$650	\$(79 )	\$571

A risk represents the aggregate of the financial guaranty policies that share the same revenue source for purposes of (1) making Debt Service payments. The ceded number of risks represents the number of risks for which the Company ceded a portion of its exposure.

(2)Includes BIG amounts related to FG VIEs.

(3)Includes excess spread and draws on HELOCs.

#### Ratings Impact on Financial Guaranty Business

A downgrade of one of AGL's insurance subsidiaries may result in increased claims under financial guaranties issued by the Company, if the insured obligors were unable to pay.

For example, AGM has issued financial guaranty insurance policies in respect of the obligations of municipal obligors under interest rate swaps. AGM insures periodic payments owed by the municipal obligors to the bank counterparties. In certain cases, AGM also insures termination payments that may be owed by the municipal obligors to the bank counterparties. If (i) AGM has been downgraded below the rating trigger set forth in a swap under which it has insured the termination payment, which rating trigger varies on a transaction by transaction basis; (ii) the municipal obligor has the right to cure by, but has failed in, posting collateral, replacing AGM or otherwise curing the downgrade of AGM; (iii) the transaction documents include as a condition that an event of default or termination event with respect to the municipal obligor has occurred, such as the rating of the municipal obligor being downgraded past a specified level, and such condition has been met; (iv) the bank counterparty has elected to terminate the swap; (v) a termination payment is payable by the municipal obligor; and (vi) the municipal obligor has failed to make the termination payment payable by it, then AGM would be required to pay the termination payment due by the municipal obligor, in an amount not to exceed the policy limit set forth in the financial guaranty insurance policy. At AGM's current financial strength ratings, if the conditions giving rise to the obligation of AGM to make a termination payment under the swap termination policies were all satisfied, then AGM could pay claims in an amount not exceeding approximately \$157 million in respect of such termination payments. Taking into consideration whether the

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rating of the municipal obligor is below any applicable specified trigger, if the financial strength ratings of AGM were further downgraded below "A" by S&P or below "A2" by Moody's, and the conditions giving rise to the obligation of AGM to make a payment under the swap policies were all satisfied, then AGM could pay claims in an additional amount not exceeding approximately \$399 million in respect of such termination payments.

As another example, with respect to variable rate demand obligations ("VRDOs") for which a bank has agreed to provide a liquidity facility, a downgrade of AGM or AGC may provide the bank with the right to give notice to bondholders that the bank will terminate the liquidity facility, causing the bondholders to tender their bonds to the bank. Bonds held by the bank accrue interest at a "bank bond rate" that is higher than the rate otherwise borne by the bond (typically the prime rate plus 2.00% — 3.00%, and capped at the lesser of 25% and the maximum legal limit). In the event the bank holds such bonds for longer than a specified period of time, usually 90-180 days, the bank has the right to demand accelerated repayment of bond principal, usually through payment of equal installments over a period of not less than five years. In the event that a municipal obligor is unable to pay interest accruing at the bank bond rate or to pay principal during the shortened amortization period, a claim could be submitted to AGM or AGC under its financial guaranty policy. As of September 30, 2015, AGM and AGC had insured approximately \$5.8 billion net par of VRDOs, of which approximately \$0.3 billion of net par constituted VRDOs issued by municipal obligors rated BBB- or lower pursuant to the Company's internal rating. The specific terms relating to the rating levels that trigger the bank's termination right, and whether it is triggered by a downgrade by one rating agency or a downgrade by all rating agencies then rating the insurer, vary depending on the transaction.

In addition, AGM may be required to pay claims in respect of AGMH's former financial products business if Dexia SA and its affiliates, from which the Company had purchased AGMH and its subsidiaries, do not comply with their obligations following a downgrade of the financial strength rating of AGM. Most of the guaranteed investment contracts ("GICs") insured by AGM allow the GIC holder to terminate the GIC and withdraw the funds in the event of a downgrade of AGM below A3 or A-, with no right of the GIC issuer to avoid such withdrawal by posting collateral or otherwise enhancing its credit. Each GIC contract stipulates the thresholds below which the GIC issuer must post eligible collateral, along with the types of securities eligible for posting and the collateralization percentage applicable to each security type. These collateralization percentages range from 100% of the GIC balance for cash posted as collateral to, typically, 108% for asset-backed securities. If the entire aggregate accreted GIC balance of approximately \$1.9 billion as of September 30, 2015 were terminated, the assets of the GIC issuers (which had an aggregate market value which exceed the liabilities by \$0.9 billion) would be sufficient to fund the withdrawal of the GIC funds.

#### 8. Fair Value Measurement

The Company carries a significant portion of its assets and liabilities at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (i.e., exit price). The price represents the price available in the principal market for the asset or liability. If there is no principal market, then the price is based on a hypothetical market that maximizes the value received for an asset or minimizes the amount paid for a liability (i.e., the most advantageous market).

Fair value is based on quoted market prices, where available. If listed prices or quotes are not available, fair value is based on either internally developed models that primarily use, as inputs, market-based or independently sourced market parameters, including but not limited to yield curves, interest rates and debt prices or with the assistance of an independent third-party using a discounted cash flow approach and the third party's proprietary pricing models. In addition to market information, models also incorporate transaction details, such as maturity of the instrument and contractual features designed to reduce the Company's credit exposure, such as collateral rights as applicable.

Valuation adjustments may be made to ensure that financial instruments are recorded at fair value. These adjustments include amounts to reflect counterparty credit quality, the Company's creditworthiness and constraints on liquidity. As markets and products develop and the pricing for certain products becomes more or less transparent, the Company may refine its methodologies and assumptions. During Nine Months 2015, no changes were made to the Company's valuation models that had or are expected to have, a material impact on the Company's consolidated balance sheets or statements of operations and comprehensive income.

The Company's methods for calculating fair value produce a fair value that may not be indicative of net realizable value or reflective of future fair values. The use of different methodologies or assumptions to determine fair value of certain financial instruments could result in a different estimate of fair value at the reporting date.

The fair value hierarchy is determined based on whether the inputs to valuation techniques used to measure fair value are observable or unobservable. Observable inputs reflect market data obtained from independent sources, while unobservable

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inputs reflect Company estimates of market assumptions. The fair value hierarchy prioritizes model inputs into three broad levels as follows, with Level 1 being the highest and Level 3 the lowest. An asset or liability's categorization within the fair value hierarchy is based on the lowest level of significant input to its valuation.

Level 1—Quoted prices for identical instruments in active markets. The Company generally defines an active market as a market in which trading occurs at significant volumes. Active markets generally are more liquid and have a lower bid-ask spread than an inactive market.

Level 2—Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and observable inputs other than quoted prices, such as interest rates or yield curves and other inputs derived from or corroborated by observable market inputs.

Level 3—Model derived valuations in which one or more significant inputs or significant value drivers are unobservable. Financial instruments are considered Level 3 when their values are determined using pricing models, discounted cash flow methodologies or similar techniques and at least one significant model assumption or input is unobservable.

Level 3 financial instruments also include those for which the determination of fair value requires significant management judgment or estimation.

Transfers between Levels 1, 2 and 3 are recognized at the end of the period when the transfer occurs. The Company reviews the classification between Levels 1, 2 and 3 quarterly to determine whether a transfer is necessary. During the periods presented, there were no transfers between Level 1, 2 and 3.

### Measured and Carried at Fair Value

#### Fixed-Maturity Securities and Short-Term Investments

The fair value of bonds in the investment portfolio is generally based on prices received from third party pricing services or alternative pricing sources with reasonable levels of price transparency. The pricing services prepare estimates of fair value measurements using their pricing models, which include available relevant market information, benchmark curves, benchmarking of like securities, and sector groupings. Additional valuation factors that can be taken into account are nominal spreads and liquidity adjustments. The pricing services evaluate each asset class based on relevant market and credit information, perceived market movements, and sector news. The market inputs used in the pricing evaluation include: benchmark yields, reported trades, broker/dealer quotes, issuer spreads, two-sided markets, benchmark securities, bids, offers, reference data and industry and economic events. Benchmark yields have in many cases taken priority over reported trades for securities that trade less frequently or those that are distressed trades, and therefore may not be indicative of the market. The extent of the use of each input is dependent on the asset class and the market conditions. Given the asset class, the priority of the use of inputs may change or some market inputs may not be relevant. Additionally, the valuation of fixed-maturity investments is more subjective when markets are less liquid due to the lack of market based inputs, which may increase the potential that the estimated fair value of an investment is not reflective of the price at which an actual transaction would occur.

Short-term investments, that are traded in active markets, are classified within Level 1 in the fair value hierarchy and are based on quoted market prices. Securities such as discount notes are classified within Level 2 because these securities are typically not actively traded due to their approaching maturity and, as such, their cost approximates fair value. Short term securities that were obtained as part of loss mitigation efforts and whose prices were determined based on models, where at least one significant model assumption or input is unobservable, are considered to be Level 3 in the fair value hierarchy.

Annually, the Company reviews each pricing service's procedures, controls and models used in the valuations of the Company's investment portfolio, as well as the competency of the pricing service's key personnel. In addition, on a quarterly basis, the Company holds a meeting of the internal valuation committee (comprised of individuals within the Company with market, valuation, accounting, and/or finance experience) that reviews and approves prices and assumptions used by the pricing services.

For Level 1 and 2 securities, the Company, on a quarterly basis, reviews internally developed analytic packages that highlight, at a CUSIP level, price changes from the previous quarter to the current quarter. Where unexpected price movements are noted for a specific CUSIP, the Company formally challenges the price provided, and reviews all key inputs utilized in the third party's pricing model, and compares such information to management's own market information.

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For Level 3 securities, the Company, on a quarterly basis:

- reviews methodologies, any model updates and inputs and compares such information to management's own market information and, where applicable, the internal models,

- reviews internally developed analytic packages that highlight, at a CUSIP level, price changes from the previous quarter to the current quarter, and evaluates, documents, and resolves any significant pricing differences with the assistance of the third party pricing source, and

- compares prices received from different third party pricing sources, and evaluates, documents the rationale for, and resolves any significant pricing differences.

Prices determined based on models where at least one significant model assumption or input is unobservable, are considered to be Level 3 in the fair value hierarchy. As of September 30, 2015, the Company used models to price 35 fixed-maturity securities and short-term investments (which were purchased or obtained for loss mitigation or other risk management purposes), which was 8.4% or \$933 million of the Company's fixed-maturity securities and short-term investments at fair value. Certain Level 3 securities were priced with the assistance of an independent third-party. The pricing is based on a discounted cash flow approach using the third-party's proprietary pricing models. The models use inputs such as projected prepayment speeds; severity assumptions; recovery lag assumptions; estimated default rates (determined on the basis of an analysis of collateral attributes, historical collateral performance, borrower profiles and other features relevant to the evaluation of collateral credit quality); home price depreciation/appreciation rates based on macroeconomic forecasts and recent trading activity. The yield used to discount the projected cash flows is determined by reviewing various attributes of the bond including collateral type, weighted average life, sensitivity to losses, vintage, and convexity, in conjunction with market data on comparable securities. Significant changes to any of these inputs could materially change the expected timing of cash flows within these securities which is a significant factor in determining the fair value of the securities.

### Other Invested Assets

As of September 30, 2015 and December 31, 2014, other invested assets include investments carried and measured at fair value on a recurring basis of \$54 million and \$95 million, respectively, and include primarily an investment in the global property catastrophe risk market and an investment in a fund that invests primarily in senior loans and bonds. Both of these investments were classified as Level 3. Other invested assets also include fixed-maturity securities classified as trading carried as Level 2.

### Other Assets

### Committed Capital Securities

The fair value of committed capital securities ("CCS"), which is recorded in other assets on the consolidated balance sheets, represents the difference between the present value of remaining expected put option premium payments under AGC's CCS (the "AGC CCS") and AGM's Committed Preferred Trust Securities (the "AGM CPS") agreements, and the estimated present value that the Company would hypothetically have to pay currently for a comparable security (see Note 16, Long Term Debt and Credit Facilities). The AGC CCS and AGM CPS are carried at fair value with changes in fair value recorded in the consolidated statement of operations. The estimated current cost of the Company's CCS is based on several factors, including broker-dealer quotes for the outstanding securities, AGM and AGC CDS spreads, the U.S. dollar forward swap curve, London Interbank Offered Rate ("LIBOR") curve projections and the term the securities are estimated to remain outstanding.



Supplemental Executive Retirement Plans

The Company classifies the fair value measurement of the assets of the Company's various supplemental executive retirement plans as either Level 1 or Level 2. The fair value of these assets is valued based on the observable published daily values of the underlying mutual fund included in the aforementioned plans (Level 1) or based upon the net asset value of the funds if a published daily value is not available (Level 2). The net asset values are based on observable information.

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Financial Guaranty Contracts Accounted for as Credit Derivatives

The Company's credit derivatives consist primarily of insured CDS contracts, and also include interest rate swaps that fall under derivative accounting standards requiring fair value accounting through the statement of operations. The Company does not enter into CDS with the intent to trade these contracts and the Company may not unilaterally terminate a CDS contract absent an event of default or termination event that entitles the Company to terminate; however, the Company has mutually agreed with various counterparties to terminate certain CDS transactions. Such terminations generally are not completed at fair value but instead for an amount that approximates the present value of future premiums or for an amount negotiated as part of an R&W settlement.

The terms of the Company's CDS contracts differ from more standardized credit derivative contracts sold by companies outside the financial guaranty industry. The non-standard terms include the absence of collateral support agreements or immediate settlement provisions. In addition, the Company employs relatively high attachment points and does not exit derivatives it sells or purchases for credit protection purposes, except under specific circumstances such as mutual agreements with counterparties. Management considers the non-standard terms of its credit derivative contracts in determining the fair value of these contracts.

Due to the lack of quoted prices and other observable inputs for its instruments or for similar instruments, the Company determines the fair value of its credit derivative contracts primarily through internally developed, proprietary models that use both observable and unobservable market data inputs to derive an estimate of the fair value of the Company's contracts in its principal markets (see "Assumptions and Inputs"). There is no established market where financial guaranty insured credit derivatives are actively traded, therefore, management has determined that the exit market for the Company's credit derivatives is a hypothetical one based on its entry market. Management has tracked the historical pricing of the Company's deals to establish historical price points in the hypothetical market that are used in the fair value calculation. These contracts are classified as Level 3 in the fair value hierarchy since there is reliance on at least one unobservable input deemed significant to the valuation model, most importantly the Company's estimate of the value of the non-standard terms and conditions of its credit derivative contracts and of the Company's current credit standing.

The Company's models and the related assumptions are continuously reevaluated by management and enhanced, as appropriate, based upon improvements in modeling techniques and availability of more timely and relevant market information.

The fair value of the Company's credit derivative contracts represents the difference between the present value of remaining premiums the Company expects to receive or pay and the estimated present value of premiums that a financial guarantor of comparable credit-worthiness would hypothetically charge or pay at the reporting date for the same protection. The fair value of the Company's credit derivatives depends on a number of factors, including notional amount of the contract, expected term, credit spreads, changes in interest rates, the credit ratings of referenced entities, the Company's own credit risk and remaining contractual cash flows. The expected remaining contractual premium cash flows are the most readily observable inputs since they are based on the CDS contractual terms. Credit spreads capture the effect of recovery rates and performance of underlying assets of these contracts, among other factors. Consistent with previous years, market conditions at September 30, 2015 were such that market prices of the Company's CDS contracts were not available.

Management considers factors such as current prices charged for similar agreements, when available, performance of underlying assets, life of the instrument, and the nature and extent of activity in the financial guaranty credit derivative marketplace. The assumptions that management uses to determine the fair value may change in the future due to market conditions. Due to the inherent uncertainties of the assumptions used in the valuation models, actual experience may differ from the estimates reflected in the Company's consolidated financial statements and the

differences may be material.

#### Assumptions and Inputs

The various inputs and assumptions that are key to the establishment of the Company's fair value for CDS contracts are as follows:

- Gross spread.
- The allocation of gross spread among:  
the profit the originator, usually an investment bank, realizes for putting the deal together and funding the transaction ("bank profit");  
premiums paid to the Company for the Company's credit protection provided ("net spread"); and

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the cost of CDS protection purchased by the originator to hedge their counterparty credit risk exposure to the Company (“hedge cost”).

- The weighted average life which is based on Debt Service schedules.

The rates used to discount future expected premium cash flows ranged from 0.20% to 2.47% at September 30, 2015 and 0.26% to 2.70% at December 31, 2014.

The Company obtains gross spreads on its outstanding contracts from market data sources published by third parties (e.g., dealer spread tables for the collateral similar to assets within the Company’s transactions), as well as collateral-specific spreads provided by trustees or obtained from market sources. If observable market credit spreads are not available or reliable for the underlying reference obligations, then market indices are used that most closely resemble the underlying reference obligations, considering asset class, credit quality rating and maturity of the underlying reference obligations. These indices are adjusted to reflect the non-standard terms of the Company’s CDS contracts. Market sources determine credit spreads by reviewing new issuance pricing for specific asset classes and receiving price quotes from their trading desks for the specific asset in question. Management validates these quotes by cross-referencing quotes received from one market source against quotes received from another market source to ensure reasonableness. In addition, the Company compares the relative change in price quotes received from one quarter to another, with the relative change experienced by published market indices for a specific asset class. Collateral specific spreads obtained from third-party, independent market sources are un-published spread quotes from market participants or market traders who are not trustees. Management obtains this information as the result of direct communication with these sources as part of the valuation process.

With respect to CDS transactions for which there is an expected claim payment within the next twelve months, the allocation of gross spread reflects a higher allocation to the cost of credit rather than the bank profit component. In the current market, it is assumed that a bank would be willing to accept a lower profit on distressed transactions in order to remove these transactions from its financial statements.

The following spread hierarchy is utilized in determining which source of gross spread to use, with the rule being to use CDS spreads where available. If not available, CDS spreads are either interpolated or extrapolated based on similar transactions or market indices.

- Actual collateral specific credit spreads (if up-to-date and reliable market-based spreads are available).
- Deals priced or closed during a specific quarter within a specific asset class and specific rating. No transactions closed during the periods presented.
- Credit spreads interpolated based upon market indices.
- Credit spreads provided by the counterparty of the CDS.
- Credit spreads extrapolated based upon transactions of similar asset classes, similar ratings, and similar time to maturity.

Information by Credit Spread Type (1)

As of	As of
September 30,	December 31,

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	2015	2014	
Based on actual collateral specific spreads	12	% 9	%
Based on market indices	76	% 82	%
Provided by the CDS counterparty	12	% 9	%
Total	100	% 100	%

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(1) Based on par.

Over time the data inputs can change as new sources become available or existing sources are discontinued or are no longer considered to be the most appropriate. It is the Company's objective to move to higher levels on the hierarchy whenever possible, but it is sometimes necessary to move to lower priority inputs because of discontinued data sources or management's

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assessment that the higher priority inputs are no longer considered to be representative of market spreads for a given type of collateral. This can happen, for example, if transaction volume changes such that a previously used spread index is no longer viewed as being reflective of current market levels.

The Company interpolates a curve based on the historical relationship between the premium the Company receives when a credit derivative is closed to the daily closing price of the market index related to the specific asset class and rating of the deal. This curve indicates expected credit spreads at each indicative level on the related market index. For transactions with unique terms or characteristics where no price quotes are available, management extrapolates credit spreads based on a similar transaction for which the Company has received a spread quote from one of the first three sources within the Company's spread hierarchy. This alternative transaction will be within the same asset class, have similar underlying assets, similar credit ratings, and similar time to maturity. The Company then calculates the percentage of relative spread change quarter over quarter for the alternative transaction. This percentage change is then applied to the historical credit spread of the transaction for which no price quote was received in order to calculate the transactions' current spread. Counterparties determine credit spreads by reviewing new issuance pricing for specific asset classes and receiving price quotes from their trading desks for the specific asset in question. These quotes are validated by cross-referencing quotes received from one market source with those quotes received from another market source to ensure reasonableness.

The premium the Company receives is referred to as the "net spread." The Company's pricing model takes into account not only how credit spreads on risks that it assumes affect pricing, but also how the Company's own credit spread affects the pricing of its deals. The Company's own credit risk is factored into the determination of net spread based on the impact of changes in the quoted market price for credit protection bought on the Company, as reflected by quoted market prices on CDS referencing AGC or AGM. For credit spreads on the Company's name the Company obtains the quoted price of CDS contracts traded on AGC and AGM from market data sources published by third parties. The cost to acquire CDS protection referencing AGC or AGM affects the amount of spread on CDS deals that the Company retains and, hence, their fair value. As the cost to acquire CDS protection referencing AGC or AGM increases, the amount of premium the Company retains on a deal generally decreases. As the cost to acquire CDS protection referencing AGC or AGM decreases, the amount of premium the Company retains on a deal generally increases. In the Company's valuation model, the premium the Company captures is not permitted to go below the minimum rate that the Company would currently charge to assume similar risks. This assumption can have the effect of mitigating the amount of unrealized gains that are recognized on certain CDS contracts. Given the current market conditions and the Company's own credit spreads, approximately 16%, 17% and 21% based on number of deals, of the Company's CDS contracts are fair valued using this minimum premium as of September 30, 2015, June 30, 2015 and December 31, 2014, respectively. The percentage of deals that price using the minimum premiums fluctuates due to changes in AGM's and AGC's credit spreads. In general when AGM's and AGC's credit spreads narrow, the cost to hedge AGM's and AGC's name declines and more transactions price above previously established floor levels. Meanwhile, when AGM's and AGC's credit spreads widen, the cost to hedge AGM's and AGC's name increases causing more transactions to price at previously established floor levels. The Company corroborates the assumptions in its fair value model, including the portion of exposure to AGC and AGM hedged by its counterparties, with independent third parties each reporting period. The current level of AGC's and AGM's own credit spread has resulted in the bank or deal originator hedging a significant portion of its exposure to AGC and AGM. This reduces the amount of contractual cash flows AGC and AGM can capture as premium for selling its protection.

The amount of premium a financial guaranty insurance market participant can demand is inversely related to the cost of credit protection on the insurance company as measured by market credit spreads assuming all other assumptions remain constant. This is because the buyers of credit protection typically hedge a portion of their risk to the financial guarantor, due to the fact that the contractual terms of the Company's contracts typically do not require the posting of collateral by the guarantor. The extent of the hedge depends on the types of instruments insured and the current market conditions.

A fair value resulting in a credit derivative asset on protection sold is the result of contractual cash inflows on in-force deals in excess of what a hypothetical financial guarantor could receive if it sold protection on the same risk as of the reporting date. If the Company were able to freely exchange these contracts (i.e., assuming its contracts did not contain proscriptions on transfer and there was a viable exchange market), it would be able to realize a gain representing the difference between the higher contractual premiums to which it is entitled and the current market premiums for a similar contract. The Company determines the fair value of its CDS contracts by applying the difference between the current net spread and the contractual net spread for the remaining duration of each contract to the notional value of its CDS contracts and taking the present value of such amounts discounted at the corresponding LIBOR over the weighted average remaining life of the contract.

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## Example

The following is an example of how changes in gross spreads, the Company's own credit spread and the cost to buy protection on the Company affect the amount of premium the Company can demand for its credit protection. The assumptions used in these examples are hypothetical amounts. Scenario 1 represents the market conditions in effect on the transaction date and Scenario 2 represents market conditions at a subsequent reporting date.

	Scenario 1		Scenario 2		
	bps	% of Total	bps	% of Total	
Original gross spread/cash bond price (in bps)	185		500		
Bank profit (in bps)	115	62	% 50	10	%
Hedge cost (in bps)	30	16	% 440	88	%
The premium the Company receives per annum (in bps)	40	22	% 10	2	%

In Scenario 1, the gross spread is 185 basis points. The bank or deal originator captures 115 basis points of the original gross spread and hedges 10% of its exposure to AGC, when the CDS spread on AGC was 300 basis points (300 basis points  $\times$  10% = 30 basis points). Under this scenario the Company receives premium of 40 basis points, or 22% of the gross spread.

In Scenario 2, the gross spread is 500 basis points. The bank or deal originator captures 50 basis points of the original gross spread and hedges 25% of its exposure to AGC, when the CDS spread on AGC was 1,760 basis points (1,760 basis points  $\times$  25% = 440 basis points). Under this scenario the Company would receive premium of 10 basis points, or 2% of the gross spread. Due to the increased cost to hedge AGC's name, the amount of profit the bank would expect to receive, and the premium the Company would expect to receive decline significantly.

In this example, the contractual cash flows (the Company premium received per annum above) exceed the amount a market participant would require the Company to pay in today's market to accept its obligations under the CDS contract, thus resulting in an asset.

## Strengths and Weaknesses of Model

The Company's credit derivative valuation model, like any financial model, has certain strengths and weaknesses.

The primary strengths of the Company's CDS modeling techniques are:

- The model takes into account the transaction structure and the key drivers of market value. The transaction structure includes par insured, weighted average life, level of subordination and composition of collateral.

- The model maximizes the use of market-driven inputs whenever they are available. The key inputs to the model are market-based spreads for the collateral, and the credit rating of referenced entities. These are viewed by the Company to be the key parameters that affect fair value of the transaction.

- The model is a consistent approach to valuing positions. The Company has developed a hierarchy for market-based spread inputs that helps mitigate the degree of subjectivity during periods of high illiquidity.

The primary weaknesses of the Company's CDS modeling techniques are:

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There is no exit market or actual exit transactions. Therefore the Company's exit market is a hypothetical one based on the Company's entry market.

There is a very limited market in which to validate the reasonableness of the fair values developed by the Company's model.

At September 30, 2015 and December 31, 2014, the markets for the inputs to the model were highly illiquid, which impacts their reliability.

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- Due to the non-standard terms under which the Company enters into derivative contracts, the fair value of its credit derivatives may not reflect the same prices observed in an actively traded market of credit derivatives that do not contain terms and conditions similar to those observed in the financial guaranty market.

These contracts were classified as Level 3 in the fair value hierarchy because there is a reliance on at least one unobservable input deemed significant to the valuation model, most significantly the Company's estimate of the value of non-standard terms and conditions of its credit derivative contracts and amount of protection purchased on AGC or AGM's name.

Fair Value Option on FG VIEs' Assets and Liabilities

The Company elected the fair value option for all the FG VIEs' assets and liabilities. See Note 10, Consolidated Variable Interest Entities.

The FG VIEs issued securities collateralized by first lien and second lien RMBS as well as loans and receivables. The lowest level input that is significant to the fair value measurement of these assets and liabilities was a Level 3 input (i.e., unobservable), therefore management classified them as Level 3 in the fair value hierarchy. Prices are generally determined with the assistance of an independent third-party, based on a discounted cash flow approach. The models to price the FG VIEs' liabilities used, where appropriate, inputs such as estimated prepayment speeds; market values of the assets that collateralize the securities; estimated default rates (determined on the basis of an analysis of collateral attributes, historical collateral performance, borrower profiles and other features relevant to the evaluation of collateral credit quality); yields implied by market prices for similar securities; house price depreciation/appreciation rates based on macroeconomic forecasts and, for those liabilities insured by the Company, the benefit from the Company's insurance policy guaranteeing the timely payment of principal and interest, taking into account the timing of the potential default and the Company's own credit rating. The third-party also utilizes an internal model to determine an appropriate yield at which to discount the cash flows of the security, by factoring in collateral types, weighted-average lives, and other structural attributes specific to the security being priced. The expected yield is further calibrated by utilizing algorithms designed to aggregate market color, received by the third-party, on comparable bonds.

The fair value of the Company's FG VIE assets is generally sensitive to changes related to estimated prepayment speeds; estimated default rates (determined on the basis of an analysis of collateral attributes such as: historical collateral performance, borrower profiles and other features relevant to the evaluation of collateral credit quality); discount rates implied by market prices for similar securities; and house price depreciation/appreciation rates based on macroeconomic forecasts. Significant changes to some of these inputs could materially change the market value of the FG VIE's assets and the implied collateral losses within the transaction. In general, the fair value of the FG VIE asset is most sensitive to changes in the projected collateral losses, where an increase in collateral losses typically leads to a decrease in the fair value of FG VIE assets, while a decrease in collateral losses typically leads to an increase in the fair value of FG VIE assets. These factors also directly impact the fair value of the Company's FG VIE liabilities.

The fair value of the Company's FG VIE liabilities is generally sensitive to the various model inputs described above. In addition, the Company's FG VIE liabilities with recourse are also sensitive to changes in the Company's implied credit worthiness. Significant changes to any of these inputs could materially change the timing of expected losses within the insured transaction which is a significant factor in determining the implied benefit from the Company's insurance policy guaranteeing the timely payment of principal and interest for the tranches of debt issued by the FG VIE that is insured by the Company. In general, extending the timing of expected loss payments by the Company into the future typically leads to a decrease in the value of the Company's insurance and a decrease in the fair value of the Company's FG VIE liabilities with recourse, while a shortening of the timing of expected loss payments by the Company typically leads to an increase in the value of the Company's insurance and an increase in the fair value of the Company's FG VIE liabilities with recourse.



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Not Carried at Fair Value

Financial Guaranty Insurance Contracts

For financial guaranty insurance contracts that are acquired in a business combination, the Company measures each contract at fair value on the date of acquisition, and then follows insurance accounting guidance on a recurring basis thereafter. On a quarterly basis, the Company also discloses the fair value of its outstanding financial guaranty insurance contracts. In both cases, fair value is based on management's estimate of what a similarly rated financial guaranty insurance company would demand to acquire the Company's in-force book of financial guaranty insurance business. It is based on a variety of factors that may include pricing assumptions management has observed for portfolio transfers, commutations, and acquisitions that have occurred in the financial guaranty market, as well as prices observed in the credit derivative market with an adjustment for illiquidity so that the terms would be similar to a financial guaranty insurance contract, and includes adjustments to the carrying value of unearned premium reserve for stressed losses, ceding commissions and return on capital. The significant inputs were not readily observable. The Company accordingly classified this fair value measurement as Level 3.

Long-Term Debt

The Company's long-term debt, excluding notes payable, is valued by broker-dealers using third party independent pricing sources and standard market conventions. The market conventions utilize market quotations, market transactions for the Company's comparable instruments, and to a lesser extent, similar instruments in the broader insurance industry. The fair value measurement was classified as Level 2 in the fair value hierarchy.

The fair value of the notes payable was determined by calculating the present value of the expected cash flows. The Company determines discounted future cash flows using market driven discount rates and a variety of assumptions, including a projection of the LIBOR rate, prepayment and default assumptions, and AGM CDS spreads. The fair value measurement was classified as Level 3 in the fair value hierarchy because there is a reliance on significant unobservable inputs to the valuation model, including the discount rates, prepayment and default assumptions, loss severity and recovery on delinquent loans.

Other Invested Assets

The fair value of the other invested assets was determined by calculating the present value of the expected cash flows. The Company uses a market approach to determine discounted future cash flows using market driven discount rates and a variety of assumptions, including a projection of the LIBOR rate and prepayment and default assumptions. The fair value measurement was classified as Level 3 in the fair value hierarchy because there is a reliance on significant unobservable inputs to the valuation model, including the discount rates, prepayment and default assumptions, loss severity and recovery on delinquent loans.

Other Assets and Other Liabilities

The Company's other assets and other liabilities consist predominantly of accrued interest, receivables for securities sold and payables for securities purchased, the carrying values of which approximate fair value.

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## Financial Instruments Carried at Fair Value

Amounts recorded at fair value in the Company's financial statements are presented in the tables below.

Fair Value Hierarchy of Financial Instruments Carried at Fair Value  
As of September 30, 2015

	Fair Value (in millions)	Fair Value Hierarchy		
		Level 1	Level 2	Level 3
Assets:				
Investment portfolio, available-for-sale:				
Fixed-maturity securities				
Obligations of state and political subdivisions	\$5,958	\$—	\$5,950	\$8
U.S. government and agencies	477	—	477	—
Corporate securities	1,436	—	1,357	79
Mortgage-backed securities:				
RMBS	1,371	—	1,010	361
CMBS	511	—	511	—
Asset-backed securities	590	—	155	435
Foreign government securities	297	—	297	—
Total fixed-maturity securities	10,640	—	9,757	883
Short-term investments	522	406	66	50
Other invested assets (1)	59	—	6	53
Credit derivative assets	71	—	—	71
FG VIEs' assets, at fair value (2)	1,541	—	—	1,541
Other assets	90	24	21	45
Total assets carried at fair value	\$12,923	\$430	\$9,850	\$2,643
Liabilities:				
Credit derivative liabilities	\$918	\$—	\$—	\$918
FG VIEs' liabilities with recourse, at fair value	1,315	—	—	1,315
FG VIEs' liabilities without recourse, at fair value	167	—	—	167
Total liabilities carried at fair value	\$2,400	\$—	\$—	\$2,400

Table of ContentsFair Value Hierarchy of Financial Instruments Carried at Fair Value  
As of December 31, 2014

	Fair Value (in millions)	Fair Value Hierarchy		
		Level 1	Level 2	Level 3
Assets:				
Investment portfolio, available-for-sale:				
Fixed-maturity securities				
Obligations of state and political subdivisions	\$5,795	\$—	\$5,757	\$38
U.S. government and agencies	665	—	665	—
Corporate securities	1,368	—	1,289	79
Mortgage-backed securities:				
RMBS	1,285	—	860	425
CMBS	659	—	659	—
Asset-backed securities	417	—	189	228
Foreign government securities	302	—	302	—
Total fixed-maturity securities	10,491	—	9,721	770
Short-term investments	767	359	408	—
Other invested assets (1)	100	0	17	83
Credit derivative assets	68	—	—	68
FG VIEs' assets, at fair value (2)	1,398	—	—	1,398
Other assets	78	26	17	35
Total assets carried at fair value	\$12,902	\$385	\$10,163	\$2,354
Liabilities:				
Credit derivative liabilities	\$963	\$—	\$—	\$963
FG VIEs' liabilities with recourse, at fair value	1,277	—	—	1,277
FG VIEs' liabilities without recourse, at fair value	142	—	—	142
Total liabilities carried at fair value	\$2,382	\$—	\$—	\$2,382

(1) Includes Level 3 mortgage loans that are recorded at fair value on a non-recurring basis.

(2) Excludes restricted cash.

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## Changes in Level 3 Fair Value Measurements

The table below presents a roll forward of the Company's Level 3 financial instruments carried at fair value on a recurring basis during Third Quarter 2015 and 2014, and Nine Months 2015 and 2014.

## Fair Value Level 3 Rollforward

## Recurring Basis

## Third Quarter 2015

	Fixed-Maturity Investments	Short-Term Securities Investments	Other Invested Assets	FG VIEs' Assets at Fair Value	Other Assets	Credit Derivative Asset (Liability), net(5)	FG VIEs' Liabilities with Recourse, at Fair Value	FG VIEs' Liabilities without Recourse, at Fair Value
(in millions)								
Fair value as of June 30, 2015	\$655	\$—	\$78	\$1,596	\$60	\$(926 )	\$(1,361 )	\$(171 )
Total pretax realized and unrealized gains/(losses) recorded in: (1)								
Net income (loss)	(3 )	(2)8	(2)4	(2)(11 )	(3)(15 )	(4)86	(6)6	(3)0 (3)
Other comprehensive income (loss)	(10 )	(4 )	(4 )	—	—	—	—	—
Purchases	250	52	(7)—	—	—	—	—	—
Settlements	(9 )	(6 )	(30 )	(44 )	—	(7 )	40	4
FG VIE consolidations	—	—	—	—	—	—	—	—
FG VIE deconsolidations	—	—	—	—	—	—	—	—
Fair value as of September 30, 2015	\$883	\$50	\$48	\$1,541	\$45	\$(847 )	\$(1,315 )	\$(167 )
Change in unrealized gains/(losses) related to financial instruments held as of September 30, 2015	\$(10 )	\$(4 )	\$0	\$3	\$(15 )	\$(19 )	\$7	\$(1 )





Table of ContentsFair Value Level 3 Rollforward  
Recurring Basis  
Third Quarter 2014

	Fixed-Maturity Securities	Other Invested Assets	FG VIEs' Assets at Fair Value	Other Assets	Credit Derivative Asset (Liability), net(5)	FG VIEs' Liabilities with Recourse, at Fair Value	FG VIEs' Liabilities without Recourse, at Fair Value
	(in millions)						
Fair value as of June 30, 2014	\$748	\$49	\$1,284	\$31	\$(1,837 )	\$(1,366 )	\$(124 )
Total pretax realized and unrealized gains/(losses) recorded in: (1)							
Net income (loss)	(4 )	(2)—	43	(3)4	(4)255	(6)7	(3)(13 )
Other comprehensive income (loss)	25	2	—	—	—	—	—
Purchases	159	25	—	—	—	—	—
Settlements	(15 )	0	(31 )	—	14	33	4
FG VIE consolidations	—	—	—	—	—	—	—
FG VIE deconsolidations	—	—	—	—	—	—	—
Fair value as of September 30, 2014	\$913	\$76	\$1,296	\$35	\$(1,568 )	\$(1,326 )	\$(133 )
Change in unrealized gains/(losses) related to financial instruments held as of September 30, 2014	\$25	\$2	\$55	\$4	\$98	\$6	\$(5 )

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Fair Value Level 3 Rollforward  
Recurring Basis  
Nine Months 2015

	Fixed-Maturity Securities	Short-Term Investments	Other Invested Assets	FG VIEs' Assets at Fair Value	Other Assets	Credit Derivative Asset (Liability), net(5)	FG VIEs' Liabilities with Recourse, at Fair Value	FG VIEs' Liabilities without Recourse, at Fair Value
	(in millions)							
Fair value as of December 31, 2014	\$770	\$—	\$78	\$1,398	\$35	\$(895 )	\$(1,277 )	\$(142 )
Radian Asset Acquisition	4	—	2	122	—	(215 )	(114 )	(4 )
Total pretax realized and unrealized gains/(losses) recorded in: (1)								
Net income (loss)	17	(2)8	(2)8	(2)31	(3)10	(4)300	(6)94	(3)(30 ) (3)
Other comprehensive income (loss)	(9 )	(4 )	(6 )	—	—	—	—	—
Purchases	260	52	(7)—	—	—	—	—	—
Settlements	(158 )	(7)(6 )	(34 )	(114 )	—	(37 )	113	9
FG VIE consolidations	(1 )	—	—	104	—	—	(131 )	—
FG VIE deconsolidations	—	—	—	—	—	—	—	—
Fair value as of September 30, 2015	\$883	\$50	\$48	\$1,541	\$45	\$(847 )	\$(1,315 )	\$(167 )
Change in unrealized gains/(losses) related to financial instruments held as of September 30, 2015	\$(4 )	\$(4 )	\$(2 )	\$68	\$10	\$166	\$(5 )	\$(19 )

Table of ContentsFair Value Level 3 Rollforward  
Recurring Basis  
Nine Months 2014

	Fixed-Maturity Securities	Other Invested Assets	FG VIEs' Assets at Fair Value	Other Assets	Credit Derivative Asset (Liability), net <sup>(5)</sup>	FG VIEs' Liabilities with Recourse, at Fair Value	FG VIEs' Liabilities without Recourse, at Fair Value
	(in millions)						
Fair value as of December 31, 2013	\$730	\$2	\$2,565	\$46	\$(1,693 )	\$(1,790 )	\$(1,081 )
Total pretax realized and unrealized gains/(losses) recorded in: (1)							
Net income (loss)	14	(2)—	160	(3)(11 )	(4)147	(6)(90 )	(3)(49 )
Other comprehensive income (loss)	27	4	—	—	—	—	—
Purchases	212	70	(7)—	—	—	—	—
Settlements	(83 )	0	(346 )	—	(22 )	332	16
FG VIE consolidations	—	—	46	—	—	(25 )	(21 )
FG VIE deconsolidations	13	—	(1,129 )	—	—	247	1,002
Fair value as of September 30, 2014	\$913	\$76	\$1,296	\$35	\$(1,568 )	\$(1,326 )	\$(133 )
Change in unrealized gains/(losses) related to financial instruments held as of September 30, 2014	\$25	\$4	\$120	\$(11 )	\$(47 )	\$(46 )	\$(10 )

Realized and unrealized gains (losses) from changes in values of Level 3 financial instruments represent gains (1)(losses) from changes in values of those financial instruments only for the periods in which the instruments were classified as Level 3.

(2)Included in net realized investment gains (losses) and net investment income.

(3)Included in fair value gains (losses) on FG VIEs.

(4)Recorded in fair value gains (losses) on CCS.

(5) Represents net position of credit derivatives. The consolidated balance sheet presents gross assets and liabilities based on net counterparty exposure.

(6)Reported in net change in fair value of credit derivatives.

(7)Includes a non-cash transaction.



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## Level 3 Fair Value Disclosures

Quantitative Information About Level 3 Fair Value Inputs  
At September 30, 2015

Financial Instrument Description (1)	Fair Value at September 30, 2015 (in millions)	Significant Unobservable Inputs	Range	Weighted Average as a Percentage of Current Par Outstanding
Assets:				
Fixed-maturity securities (2):				
Corporate securities	\$79	Yield	20.6%	
RMBS	361	CPR	0.3 % - 8.2%	2.6%
		CDR	2.6 % - 11.9%	5.9%
		Loss severity	60.0 % - 100.0%	75.6%
		Yield	4.3 % - 7.8%	5.7%
Asset-backed securities:				
Investor owned utility	99	Cash flow receipts	100.0%	
		Collateral recovery period	3.3 years	
		Discount factor	7.0%	
Triple-X life insurance transactions	336	Yield	3.0 % - 7.0%	4.5%
Short-term investments	50	Yield	15.0%	
Other invested assets (3)	45	Net asset value (per share)	\$906 - \$1,113	\$998
FG VIEs' assets, at fair value	1,541	CPR	0.3 % - 12.0%	3.6%
		CDR	1.0 % - 22.0%	4.8%
		Loss severity	40.0 % - 100.0%	81.7%
		Yield	1.5 % - 17.3%	6.3%
Other assets	45	Quotes from third party pricing	\$48 - \$53	\$51
		Term (years)	5 years	

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Financial Instrument Description (1)	Fair Value at September 30, 2015 (in millions)	Significant Unobservable Inputs	Range	Weighted Average as a Percentage of Current Par Outstanding
<b>Liabilities:</b>				
		Year 1 loss estimates	0.0 % - 100.0%	4.0%
		Hedge cost (in bps)	26.0 - 252.8	64.0
Credit derivative liabilities, net	(847)	) Bank profit (in bps)	3.8 - 1,170.4	148.9
		Internal floor (in bps)	7.0 - 100.0	25.6
		Internal credit rating	AAA - CCC	AA
		CPR	0.3 % - 12.0%	3.6%
FG VIEs' liabilities, at fair value	(1,482)	) CDR	1.0 % - 22.0%	4.8%
		Loss severity	40.0 % - 100.0%	81.7%
		Yield	1.5 % - 17.3%	5.4%

(1) Discounted cash flow is used as valuation technique for all financial instruments.

(2) Excludes obligations of state and political subdivisions investments with fair value of \$8 million.

(3) Excludes several investments with fair value of \$8 million.

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## Quantitative Information About Level 3 Fair Value Inputs

At December 31, 2014

Financial Instrument Description (1)	Fair Value at December 31, 2014 (in millions)	Significant Unobservable Inputs	Range	Weighted Average as a Percentage of Current Par Outstanding
Assets:				
Fixed-maturity securities:				
		Rate of inflation	1.0 % - 3.0%	2.0%
		Cash flow receipts	0.5 % - 74.3%	63.0%
Obligations of state and political subdivisions	\$ 38	Discount rates	4.6 % - 8.0%	7.3%
		Collateral recovery period	1 month - 34 years	28 years
Corporate securities	79	Yield	17.8%	
		CPR	0.3 % - 8.1%	3.3%
RMBS	425	CDR	2.7 % - 10.6%	5.3%
		Loss severity	52.6 % - 100.0%	75.2%
		Yield	4.7 % - 11.7%	6.4%
Asset-backed securities:				
		Cash flow receipts	100%	
Investor owned utility	95	Collateral recovery period	4 years	
		Discount factor	7.0%	
Triple-X life insurance transactions	133	Yield	7.3%	
		Discount for lack of liquidity	20.0%	
		Recovery on delinquent loans	40.0%	
Other invested assets	83	Default rates	0.0 % - 7.0%	5.8%
		Loss severity	40.0 % - 75.0%	68.3%
		Prepayment speeds	5.0 % - 15.0%	12.3%
		Net asset value (per share)	\$ 965 - \$1,159	\$1,082
		CPR	0.3 % - 11.0%	3.3%
FG VIEs' assets, at fair value	1,398	CDR	1.6 % - 11.8%	5.1%
		Loss severity	40.0 % - 100.0%	82.2%
		Yield	2.7 % - 17.7%	7.9%

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Financial Instrument Description (1)	Fair Value at December 31, 2014 (in millions)	Significant Unobservable Inputs	Range	Weighted Average as a Percentage of Current Par Outstanding
Other assets	35	Quotes from third party pricing Term (years)	\$52 - \$61 5 years	\$57
<b>Liabilities:</b>				
	(895)	Year 1 loss estimates	0.0 % - 93.0%	2.1%
		Hedge cost (in bps)	20.0 - 243.8	61.5
Credit derivative liabilities, net		Bank profit (in bps)	1.0 - 994.4	127.0
		Internal floor (in bps)	7.0 - 100.0	15.9
		Internal credit rating	AAA - CCC	AA+
		CPR	0.3 % - 11.0%	3.3%
FG VIEs' liabilities, at fair value	(1,419)	CDR	1.6 % - 11.8%	5.1%
		Loss severity	40.0 % - 100.0%	82.2%
		Yield	2.7 % - 17.7%	5.8%

(1) Discounted cash flow is used as valuation technique for all financial instruments.

The carrying amount and estimated fair value of the Company's financial instruments are presented in the following table.

## Fair Value of Financial Instruments

	As of September 30, 2015		As of December 31, 2014	
	Carrying Amount (in millions)	Estimated Fair Value	Carrying Amount	Estimated Fair Value
<b>Assets:</b>				
Fixed-maturity securities	\$10,640	\$10,640	\$10,491	\$10,491
Short-term investments	522	522	767	767
Other invested assets	153	155	108	110
Credit derivative assets	71	71	68	68
FG VIEs' assets, at fair value	1,541	1,541	1,398	1,398
Other assets	194	194	184	184
<b>Liabilities:</b>				
Financial guaranty insurance contracts(1)	4,019	8,807	3,823	6,205
Long-term debt	1,306	1,513	1,303	1,603
Credit derivative liabilities	918	918	963	963
FG VIEs' liabilities with recourse, at fair value	1,315	1,315	1,277	1,277
FG VIEs' liabilities without recourse, at fair value	167	167	142	142
Other liabilities	65	65	27	27



- (1) Carrying amount includes the assets and liabilities related to financial guaranty insurance contract premiums, losses, and salvage and subrogation and other recoverables net of reinsurance.

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9. Financial Guaranty Contracts Accounted for as Credit Derivatives

Credit Derivatives

The Company has a portfolio of financial guaranty contracts that meet the definition of a derivative in accordance with GAAP (primarily CDS).

Credit derivative transactions are governed by ISDA documentation and have different characteristics from financial guaranty insurance contracts. For example, the Company's control rights with respect to a reference obligation under a credit derivative may be more limited than when the Company issues a financial guaranty insurance contract. In addition, there are more circumstances under which the Company may be obligated to make payments. Similar to a financial guaranty insurance contract, the Company would be obligated to pay if the obligor failed to make a scheduled payment of principal or interest in full. However, the Company may also be required to pay if the obligor becomes bankrupt or if the reference obligation were restructured if, after negotiation, those credit events are specified in the documentation for the credit derivative transactions. Furthermore, the Company may be required to make a payment due to an event that is unrelated to the performance of the obligation referenced in the credit derivative. If events of default or termination events specified in the credit derivative documentation were to occur, the non-defaulting or the non-affected party, which may be either the Company or the counterparty, depending upon the circumstances, may decide to terminate a credit derivative prior to maturity. In that case, the Company may be required to make a termination payment to its swap counterparty upon such termination. The Company may not unilaterally terminate a CDS contract; however, the Company on occasion has mutually agreed with various counterparties to terminate certain CDS transactions.

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## Credit Derivative Net Par Outstanding by Sector

The estimated remaining weighted average life of credit derivatives was 5.3 years at September 30, 2015 and 4.7 years at December 31, 2014. The components of the Company's credit derivative net par outstanding are presented below.

Credit Derivatives  
Subordination and Ratings

Asset Type	As of September 30, 2015				As of December 31, 2014			
	Net Par Outstanding	Original Subordination (%)	Current Subordination (%)	Weighted Average Credit Rating	Net Par Outstanding	Original Subordination (%)	Current Subordination (%)	Weighted Average Credit Rating
(dollars in millions)								
Pooled corporate obligations:								
Collateralized loan obligation/collateral bond obligations	\$7,299	31.1	39.6	AAA	\$11,688	32.0	36.9	AAA
Synthetic investment grade pooled corporate TruPS CDOs	7,119	21.7	19.4	AAA	7,640	22.6	20.6	AAA
Market value CDOs of corporate obligations	3,604	45.7	41.6	BBB+	3,119	45.3	35.8	BBB-
Total pooled corporate obligations	1,113	17.0	10.5	AAA	1,174	19.1	20.7	AAA
U.S. RMBS:								
Option ARM and Alt-A first lien	19,135	29.5	30.8	AAA	23,621	30.1	30.7	AAA
Subprime first lien	1,186	15.7	10.5	AAA	1,378	16.3	10.7	BB+
Prime first lien	1,215	27.2	41.8	AA	1,366	31.1	50.5	A
Closed-end second lien	183	10.9	0.0	BB	223	10.9	0.0	B
Total U.S. RMBS	17	—	—	CCC	19	—	—	CCC
CMBS	2,601	22.6	29.6	AA	2,986	24.8	33.9	BBB
Other	1,127	28.4	35.8	AAA	1,952	35.3	43.6	AAA
Total(2)	6,770	—	—	A	6,437	—	—	A
	\$29,633			AA	\$34,996			AA+

(1) Represents the sum of subordinate tranches and over-collateralization and does not include any benefit from excess interest collections that may be used to absorb losses.

(2) The September 30, 2015 total amount includes \$4.3 billion net par outstanding of credit derivatives acquired from Radian Asset.

Except for TruPS CDOs, the Company's exposure to pooled corporate obligations is highly diversified in terms of obligors and industries. Most pooled corporate transactions are structured to limit exposure to any given obligor and industry. The majority of the Company's pooled corporate exposure consists of CLO or synthetic pooled corporate obligations. Most of these CLOs have an average obligor size of less than 1% of the total transaction and typically restrict the maximum exposure to any one industry to approximately 10%. The Company's exposure also benefits from embedded credit enhancement in the transactions which allows a transaction to sustain a certain level of losses in the

underlying collateral, further insulating the Company from industry specific concentrations of credit risk on these deals.

The Company's TruPS CDO asset pools are generally less diversified by obligors and industries than the typical CLO asset pool. Also, the underlying collateral in TruPS CDOs consists primarily of subordinated debt instruments such as TruPS issued by bank holding companies and similar instruments issued by insurance companies, REITs and other real estate related issuers while CLOs typically contain primarily senior secured obligations. However, to mitigate these risks TruPS CDOs were typically structured with higher levels of embedded credit enhancement than typical CLOs.

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The Company's exposure to "Other" CDS contracts is also highly diversified. It includes \$1.9 billion of exposure to one pooled infrastructure transaction comprising diversified pools of international infrastructure project transactions and loans to regulated utilities. These pools were all structured with underlying credit enhancement sufficient for the Company to attach at AAA levels at origination. The remaining \$4.9 billion of exposure in "Other" CDS contracts comprises numerous deals across various asset classes, such as commercial receivables, international RMBS, infrastructure, regulated utilities and consumer receivables.

## Distribution of Credit Derivative Net Par Outstanding by Internal Rating

Ratings	As of September 30, 2015		As of December 31, 2014		
	Net Par Outstanding	% of Total	Net Par Outstanding	% of Total	
	(dollars in millions)				
AAA	\$17,080	57.7	% \$21,817	62.3	%
AA	5,785	19.5	5,398	15.4	
A	2,065	7.0	1,982	5.7	
BBB	2,674	9.0	2,774	8.0	
BIG(1)	2,029	6.8	3,025	8.6	
Credit derivative net par outstanding	\$29,633	100.0	% \$34,996	100.0	%

(1) The September 30, 2015 BIG amount includes \$489 million net par outstanding of credit derivatives acquired from Radian Asset.

## Fair Value of Credit Derivatives

## Net Change in Fair Value of Credit Derivatives Gain (Loss)

	Third Quarter		Nine Months	
	2015	2014	2015	2014
	(in millions)			
Realized gains on credit derivatives (1)	\$14	\$17	\$52	\$58
Net credit derivative losses (paid and payable) recovered and recoverable and other settlements	(8)	) (31)	) (17)	) (38)
Realized gains (losses) and other settlements on credit derivatives	6	(14)	) 35	20
Net change in unrealized gains (losses) on credit derivatives:				
Pooled corporate obligations	(24)	) 4	0	10
U.S. RMBS	11	252	148	117
CMBS	(3)	) 0	1	2
Other	96	13	116	(2)
Net change in unrealized gains (losses) on credit derivatives	80	269	265	127
Net change in fair value of credit derivatives (2)	\$86	\$255	\$300	\$147

(1) Includes realized gain due to terminations of CDS contracts. CDS terminations in Nine Months 2015 also included a payment received from the resolution of a dispute related to a termination of CDS in 2008.

(2)

On October 9, 2015, the Company reached a settlement agreement with a CDS counterparty to terminate five Alt-A first lien CDS transactions. This termination agreement will generate a net fair value gain of approximately \$293 million in the Company's fourth quarter 2015 financial statements. In addition, on October 13, 2015, the Company terminated a CMBS transaction with a CDS counterparty and this termination agreement will generate a net fair value gain of approximately \$34 million in the Company's fourth quarter 2015 financial statements.

Table of ContentsNet Par and Realized Gain  
from Terminations of CDS Contracts

	Third Quarter		Nine Months	
	2015	2014	2015	2014
	(in millions)			
Net par of terminated CDS contracts	\$405	\$1,631	\$969	\$2,931
Realized gain due to termination of CDS contracts	0.3	(0.1	) 12.9	0.6

During Third Quarter 2015, unrealized fair value gains were driven primarily by the termination of a Triple-X life-securitization transaction in the Other sector. These unrealized gains were partially offset by wider implied net spreads in the Company's pooled corporate CLO sector. The wider implied net spreads were primarily a result of the decreased cost to buy protection in AGC's and AGM's name, particularly for the one year and five year CDS spreads, as the market cost of AGC's and AGM's credit protection decreased during the period. These transactions were pricing at or above their floor levels (or the minimum rate at which the Company would consider assuming these risks based on historical experience); therefore when the cost of purchasing CDS protection on AGC and AGM, which management refers to as the CDS spread on AGC and AGM, decreased the implied spreads that the Company would expect to receive on these transactions increased.

During Nine Months 2015, unrealized fair value gains were generated primarily in the U.S. RMBS prime first lien and Option ARM and subprime sectors, due to tighter implied net spreads. The tighter implied net spreads were primarily a result of the increased cost to buy protection in AGC's and AGM's name, particularly for the one year CDS spread, as the market cost of AGC's and AGM's credit protection increased during the period. These transactions were pricing at or above their floor levels, therefore when the cost of purchasing CDS protection on AGC and AGM increased, the implied spreads that the Company would expect to receive on these transactions decreased. The unrealized fair value gains in the other sector were a result of the termination of a Triple-X life-securitization transaction, referenced above. In addition, during Nine Months 2015 there was a refinement in methodology to address an instance in a U.S. RMBS transaction where the Company now expects recoveries. This refinement resulted in approximately \$49 million in fair value gains in Nine Months 2015.

During Third Quarter 2014, unrealized fair value gains were generated primarily in the U.S. RMBS prime first lien and Option ARM and subprime sectors. This is due primarily to a significant unrealized fair value gain in the Option ARM sector as a result of the termination of a resecuritization transaction during the period. In addition, there were unrealized fair value gains due to tighter implied net spreads. The tighter implied net spreads were primarily a result of the increased cost to buy protection in AGC's name, as the market cost of AGC's credit protection increased during the period, with the change in the one year CDS spread having the largest impact. These transactions were pricing at or above their floor levels; therefore when the cost of purchasing CDS protection on AGC, which management refers to as the CDS spread on AGC, increased, the implied spreads that the Company would expect to receive on these transactions decreased. The cost of AGM's credit protection did not change significantly during Third Quarter 2014, and did not lead to significant changes in the fair value of the Company's CDS policies.

During Nine Months 2014, unrealized fair value gains were generated primarily in the U.S. RMBS Option ARM sector due to the termination of a resecuritization transaction. The unrealized fair value gains were partially offset by unrealized fair value losses resulting from wider implied net spreads in the prime first lien and Option ARM sectors. The wider implied net spreads were primarily a result of the decreased cost to buy protection in AGC's name as the market cost of AGC's credit protection decreased significantly during the period. These transactions were pricing above their floor levels; therefore when the cost of purchasing CDS protection on AGC decreased, the implied spreads that the Company would expect to receive on these transactions increased. The cost of AGM's credit protection also decreased during Nine Months 2014, but did not lead to significant fair value losses, as the majority of AGM policies

continue to price at floor levels.

The impact of changes in credit spreads will vary based upon the volume, tenor, interest rates, and other market conditions at the time these fair values are determined. In addition, since each transaction has unique collateral and structural terms, the underlying change in fair value of each transaction may vary considerably. The fair value of credit derivative contracts also reflects the change in the Company's own credit cost based on the price to purchase credit protection on AGC and AGM. The Company determines its own credit risk based on quoted CDS prices traded on the Company at each balance sheet date.



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on AGC and AGM

Quoted price of CDS contract (in basis points)

	As of September 30, 2015	As of June 30, 2015	As of December 31, 2014	As of September 30, 2014	As of June 30, 2014	As of December 31, 2013
AGC	331	390	323	345	327	460
AGM	337	410	325	344	346	525

One-Year CDS Spread  
on AGC and AGM

Quoted price of CDS contract (in basis points)

	As of September 30, 2015	As of June 30, 2015	As of December 31, 2014	As of September 30, 2014	As of June 30, 2014	As of December 31, 2013
AGC	112	120	80	125	85	185
AGM	104	125	85	120	115	220

Fair Value of Credit Derivatives Assets (Liabilities)  
and Effect of AGC and AGM  
Credit Spreads

	As of September 30, 2015 (in millions)	As of December 31, 2014
Fair value of credit derivatives before effect of AGC and AGM credit spreads	\$(1,973)	\$(2,029)
Plus: Effect of AGC and AGM credit spreads	1,126	1,134
Net fair value of credit derivatives (1)	\$(847)	\$(895)

(1) September 30, 2015 amount includes \$174 million of net fair value loss of credit derivatives acquired from Radian Asset.

The fair value of CDS contracts at September 30, 2015, before considering the implications of AGC's and AGM's credit spreads, is a direct result of continued wide credit spreads in the fixed income security markets and ratings downgrades. The asset classes that remain most affected are 2005-2007 vintages of prime first lien, Alt-A, Option ARM, subprime RMBS deals as well as TruPS and pooled corporate securities. Comparing September 30, 2015 with December 31, 2014, there was a narrowing of spreads primarily related to the Company's pooled corporate obligations which resulted in a mark to market benefit. This benefit was partially offset by the Company's acquisition of Radian Asset Assurance's CDS portfolio which increased the Company's mark to market liability. This narrowing of spreads combined with the acquisition of Radian Asset, resulted in a gain of approximately \$56 million, before taking into account AGC's or AGM's credit spreads.

Management believes that the trading level of AGC's and AGM's credit spreads over the past several years has been due to the correlation between AGC's and AGM's risk profile and the current risk profile of the broader financial

markets and to increased demand for credit protection against AGC and AGM as the result of its financial guaranty volume, as well as the overall lack of liquidity in the CDS market. Offsetting the benefit attributable to AGC's and AGM's credit spread were higher credit spreads in the fixed income security markets. The higher credit spreads in the fixed income security market are due to the lack of liquidity in the high yield CDO, TruPS CDO, and CLO markets as well as continuing market concerns over the 2005-2007 vintages of RMBS.

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The following table presents the fair value and the present value of expected claim payments or recoveries (i.e. net expected loss to be paid as described in Note 6) for contracts accounted for as derivatives.

Net Fair Value and Expected Losses  
of Credit Derivatives by Sector

Asset Type	Fair Value of Credit Derivative Asset (Liability), net		Expected Loss to be (Paid) Recovered (1)	
	As of	As of	As of	As of
	September 30, 2015	December 31, 2014	September 30, 2015	December 31, 2014
	(in millions)			
Pooled corporate obligations	\$231	) \$(49	) \$(67	) \$(23
U.S. RMBS	(346	) (494	) 19	(73
CMBS	(40	) 0	(7	) —
Other	(230	) (352	) 28	38
Total	\$(847	) \$(895	) \$(27	) \$(58

(1) Includes R&W benefit of \$82 million as of September 30, 2015 and \$86 million as of December 31, 2014.

#### Ratings Sensitivities of Credit Derivative Contracts

Within the Company's insured CDS portfolio, the transaction documentation for approximately \$4.9 billion in CDS gross par insured as of September 30, 2015 requires AGC to post eligible collateral to secure its obligations to make payments under such contracts. Eligible collateral is generally cash or U.S. government or agency securities; eligible collateral other than cash is valued at a discount to the face amount.

For approximately \$4.7 billion of such contracts, AGC has negotiated caps such that the posting requirement cannot exceed a certain fixed amount, regardless of the mark-to-market valuation of the exposure or the financial strength ratings of AGC. For such contracts, AGC need not post on a cash basis more than \$575 million, although the value of the collateral posted may exceed such fixed amount depending on the advance rate agreed with the counterparty for the particular type of collateral posted.

For the remaining approximately \$235 million of such contracts, AGC could be required from time to time to post additional collateral without such cap based on movements in the mark-to-market valuation of the underlying exposure.

As of September 30, 2015, the Company posted approximately \$333 million to secure obligations under its CDS exposure, of which approximately \$20 million related to such \$235 million of notional. As of December 31, 2014, the Company posted approximately \$376 million, of which approximately \$25 million related to \$242 million of notional where AGC or AGRO could be required to post additional collateral based on movements in the mark-to-market valuation of the underlying exposure.

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## Sensitivity to Changes in Credit Spread

The following table summarizes the estimated change in fair values on the net balance of the Company's credit derivative positions assuming immediate parallel shifts in credit spreads on AGC and AGM and on the risks that they both assume.

## Effect of Changes in Credit Spread

As of September 30, 2015

Credit Spreads(1)	Estimated Net Fair Value (Pre-Tax) (in millions)	Estimated Change in Gain/(Loss) (Pre-Tax)
100% widening in spreads	\$(1,723)	) \$(876)
50% widening in spreads	(1,285)	) (438)
25% widening in spreads	(1,067)	) (220)
10% widening in spreads	(935)	) (88)
Base Scenario	(847)	) —
10% narrowing in spreads	(765)	) 82
25% narrowing in spreads	(643)	) 204
50% narrowing in spreads	(441)	) 406

(1) Includes the effects of spreads on both the underlying asset classes and the Company's own credit spread.

## 10. Consolidated Variable Interest Entities

## Consolidated FG VIEs

The Company provides financial guaranties with respect to debt obligations of special purpose entities, including VIEs. Assured Guaranty does not act as the servicer or collateral manager for any VIE obligations insured by its companies. The transaction structure generally provides certain financial protections to the Company. This financial protection can take several forms, the most common of which are overcollateralization, first loss protection (or subordination) and excess spread. In the case of overcollateralization (i.e., the principal amount of the securitized assets exceeds the principal amount of the structured finance obligations guaranteed by the Company), the structure allows defaults of the securitized assets before a default is experienced on the structured finance obligation guaranteed by the Company. In the case of first loss, the financial guaranty insurance policy only covers a senior layer of losses experienced by multiple obligations issued by special purpose entities, including VIEs. The first loss exposure with respect to the assets is either retained by the seller or sold off in the form of equity or mezzanine debt to other investors. In the case of excess spread, the financial assets contributed to special purpose entities, including VIEs, generate cash flows that are in excess of the interest payments on the debt issued by the special purpose entity. Such excess spread is typically distributed through the transaction's cash flow waterfall and may be used to create additional credit enhancement, applied to redeem debt issued by the special purpose entities, including VIEs (thereby, creating additional overcollateralization), or distributed to equity or other investors in the transaction.

Assured Guaranty is not primarily liable for the debt obligations issued by the VIEs it insures and would only be required to make payments on those insured debt obligations in the event that the issuer of such debt obligations defaults on any principal or interest due and only for the amount of the shortfall. AGL's and its Subsidiaries' creditors do not have any rights with regard to the collateral supporting the debt issued by the FG VIEs. Proceeds from sales,

maturities, prepayments and interest from such underlying collateral may only be used to pay Debt Service on VIE liabilities. Net fair value gains and losses on FG VIEs are expected to reverse to zero at maturity of the VIE debt, except for net premiums received and net claims paid by Assured Guaranty under the financial guaranty insurance contract. The Company's estimate of expected loss to be paid for FG VIEs is included in Note 6, Expected Loss to be Paid.

As part of the terms of its financial guaranty contracts, the Company obtains certain protective rights with respect to the VIE that are triggered by the occurrence of certain events, such as failure to be in compliance with a covenant due to poor deal performance or a deterioration in a servicer or collateral manager's financial condition. At deal inception, the Company typically is not deemed to control a VIE; however, once a trigger event occurs, the Company's control of the VIE typically increases. The Company continuously evaluates its power to direct the activities that most significantly impact the economic

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performance of VIEs that have debt obligations insured by the Company and, accordingly, where the Company is obligated to absorb VIE losses or receive benefits that could potentially be significant to the VIE. The Company obtains protective rights under its insurance contracts that give the Company additional controls over a VIE if there is either deterioration of deal performance or in the financial health of the deal servicer. The Company is deemed to be the control party for certain VIEs under GAAP, typically when its protective rights give it the power to both terminate and replace the deal servicer, which are characteristics specific to the Company's financial guaranty contracts. If the protective rights that could make the Company the control party have not been triggered, then the VIE is not consolidated. If the Company is deemed no longer to have those protective rights, the transaction is deconsolidated.

## Number of FG VIEs Consolidated

	Nine Months	
	2015	2014
Beginning of the period, December 31	32	40
Radian Asset Acquisition	4	—
Consolidated (1)	1	1
Deconsolidated (1)	—	(8
Matured	—	(2
End of the period, September 30	37	31

Net loss on consolidation was \$26 million in Nine Months 2015, and net gain on deconsolidation was \$120 million (1) in Nine Months 2014, and recorded in "fair value gains (losses) on FG VIEs" in the consolidated statement of operations.

The total unpaid principal balance for the FG VIEs' assets that were over 90 days or more past due was approximately \$198 million at September 30, 2015 and \$183 million at December 31, 2014. The aggregate unpaid principal of the FG VIEs' assets was approximately \$923 million greater than the aggregate fair value at September 30, 2015, excluding the effect of R&W settlements and restricted cash. The aggregate unpaid principal of the FG VIEs' assets was approximately \$941 million greater than the aggregate fair value at December 31, 2014, excluding the effect of R&W settlements and restricted cash.

The change in the instrument-specific credit risk of the FG VIEs' assets held as of September 30, 2015 that was recorded in the consolidated statements of operations for Third Quarter 2015 and Nine Months 2015 were gains of \$56 million and \$25 million, respectively. The change in the instrument-specific credit risk of the FG VIEs' assets held as of September 30, 2014 that was recorded in the consolidated statements of operations for Third Quarter 2014 and Nine Months 2014 were gains of \$86 million and \$140 million, respectively. To calculate the instrument specific credit risk, the changes in the fair value of the FG VIE assets are allocated between those changes that are due to the instrument specific credit risk and those are due to other factors, including interest rates. The instrument specific credit risk amount is determined by using expected contractual cash flows versus current expected cash flows discounted at original contractual rate. The net present value is calculated by discounting the expected cash flows of the underlying security, excluding the Company's financial guaranty insurance, at the relevant effective interest rate.

The unpaid principal for FG VIE liabilities with recourse was \$2,045 million and \$1,912 million as of September 30, 2015 and December 31, 2014, respectively. FG VIE liabilities with recourse will mature at various dates ranging from 2025 to 2046. The aggregate unpaid principal balance of the FG VIE liabilities with and without recourse was approximately \$981 million greater than the aggregate fair value of the FG VIEs' liabilities as of September 30, 2015. The aggregate unpaid principal balance was approximately \$916 million greater than the aggregate fair value of the FG VIEs' liabilities as of December 31, 2014.



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The table below shows the carrying value of the consolidated FG VIEs' assets and liabilities in the consolidated financial statements, segregated by the types of assets that collateralize their respective debt obligations for FG VIE liabilities with recourse.

Consolidated FG VIEs  
By Type of Collateral

	As of September 30, 2015 (1)		As of December 31, 2014	
	Assets	Liabilities	Assets	Liabilities
	(in millions)			
With recourse:				
U.S. RMBS first lien	\$713	\$572	\$632	\$581
U.S. RMBS second lien	208	295	238	327
Other	448	448	369	369
Total with recourse	1,369	1,315	1,239	1,277
Without recourse	178	167	163	142
Total	\$1,547	\$1,482	\$1,402	\$1,419

(1) The September 30, 2015 amounts include \$115 million of FG VIE assets and \$111 million of FG VIE liabilities acquired from Radian Asset.

The consolidation of FG VIEs has a significant effect on net income and shareholder's equity due to (1) changes in fair value gains (losses) on FG VIE assets and liabilities, (2) the elimination of premiums and losses related to the AGC and AGM FG VIE liabilities with recourse and (3) the elimination of investment balances related to the Company's purchase of AGC and AGM insured FG VIE debt. Upon consolidation of a FG VIE, the related insurance and, if applicable, the related investment balances, are considered intercompany transactions and therefore eliminated. Such eliminations are included in the table below to present the full effect of consolidating FG VIEs.

Effect of Consolidating FG VIEs on Net Income,  
Cash Flows From Operating Activities and Shareholders' Equity

	Third Quarter		Nine Months	
	2015	2014	2015	2014
	(in millions)			
Net earned premiums	\$ (6)	\$ (5)	\$ (16)	\$ (27)
Net investment income	(3)	(2)	(9)	(8)
Net realized investment gains (losses)	6	0	9	(5)
Fair value gains (losses) on FG VIEs	2	50	0	232
Bargain purchase gain	—	—	2	—
Other income (loss)	0	0	0	(2)
Loss and LAE	11	14	18	21
Effect on income before tax	10	57	4	211
Less: tax provision (benefit)	4	20	1	74
Effect on net income (loss)	\$6	\$37	\$3	\$137
Effect on cash flows from operating activities	\$11	\$18	\$44	\$57

As of  
September 30,

As of  
December 31,



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	2015 (in millions)	2014
Effect on shareholders' equity (decrease) increase	\$(38	) \$(44 )

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Fair value gains (losses) on FG VIEs represent the net change in fair value on the consolidated FG VIEs' assets and liabilities. During Third Quarter 2015, the Company recorded a pre-tax net fair value gain on consolidated FG VIEs of \$2 million. The primary driver of the gain was mark-to-market gains due to price appreciation on the FG VIE assets during the quarter resulting from improvements in the underlying collateral. During Nine Months 2015, the Company recorded a pre-tax net fair value loss on consolidated FG VIEs of less than \$1 million. The primary driver of the loss was a pre-tax loss of \$26 million on the consolidation of one new FG VIE which was mostly offset by net mark-to-market gains due to price appreciation on the FG VIE assets resulting from improvements in the underlying collateral.

During Third Quarter 2014, the Company recorded a pre-tax net fair value gain on consolidated FG VIEs of \$50 million. This gain was primarily driven by price appreciation on the Company's FG VIE assets relating to HELOC transactions and principal payments. During Nine Months 2014 the Company recorded a pre-tax net fair value gain of consolidated FG VIEs of \$232 million. The primary driver of this gain, \$120 million, was a result of the deconsolidation of seven VIEs in first quarter 2014. There was an additional gain of \$37 million resulting from the Company exercising its option to accelerate two second lien RMBS VIEs. These two VIEs were treated as maturities during the period.

## Other Consolidated VIEs

In certain instances where the Company consolidates a VIE that was established as part of a loss mitigation negotiation settlement agreement that results in the termination of the original insured financial guaranty insurance or credit derivative contract the Company classifies the assets and liabilities of those VIEs in the line items that most accurately reflect the nature of the items, as opposed to within the FG VIE assets and FG VIE liabilities.

## Non-Consolidated VIEs

As of September 30, 2015 and December 31, 2014, the Company had financial guaranty contracts outstanding for approximately 840 and 930 VIEs, respectively, that it did not consolidate. To date, the Company's analyses have indicated that it does not have a controlling financial interest in any other VIEs and, as a result, they are not consolidated in the consolidated financial statements. The Company's exposure provided through its financial guaranties with respect to debt obligations of special purpose entities is included within net par outstanding in Note 4, Outstanding Exposure.

## 11. Investments and Cash

## Net Investment Income and Realized Gains (Losses)

Net investment income is a function of the yield that the Company earns on invested assets and the size of the portfolio. The investment yield is a function of market interest rates at the time of investment as well as the type, credit quality and maturity of the invested assets. Accrued investment income was \$103 million and \$98 million as of September 30, 2015 and December 31, 2014, respectively.

## Net Investment Income

Third Quarter		Nine Months	
2015	2014	2015	2014
(in millions)			
\$85	\$83	\$252	\$244

Income from fixed-maturity securities managed by  
third parties

Income from internally managed securities:

Fixed maturities	15	15	44	52
Other	14	6	21	11
Gross investment income	114	104	317	307
Investment expenses	(2	) (2	) (6	) (6
Net investment income	\$112	\$102	\$311	\$301

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## Net Realized Investment Gains (Losses)

	Third Quarter		Nine Months	
	2015	2014	2015	2014
	(in millions)			
Gross realized gains on available-for-sale securities	\$3	\$3	\$35	\$10
Gross realized gains on other assets in investment portfolio	0	1	3	8
Gross realized losses on available-for-sale securities	(3	) (1	) (10	) (4
Gross realized losses on other assets in investment portfolio	(9	) (1	) (11	) (1
Other-than-temporary impairment	(18	) (21	) (37	) (38
Net realized investment gains (losses)	\$(27	) \$(19	) \$(20	) \$(25

The following table presents the roll-forward of the credit losses of fixed-maturity securities for which the Company has recognized an other-than-temporary-impairment and where the portion of the fair value adjustment related to other factors was recognized in other comprehensive income ("OCI").

Roll Forward of Credit Losses  
in the Investment Portfolio

	Third Quarter		Nine Months	
	2015	2014	2015	2014
	(in millions)			
Balance, beginning of period	\$104	\$84	\$124	\$80
Additions for credit losses on securities for which an other-than-temporary-impairment was not previously recognized	2	3	2	29
Reductions for securities sold and other settlement during the period	—	—	(28	) (12
Additions for credit losses on securities for which an other-than-temporary-impairment was previously recognized	0	17	8	7
Balance, end of period	\$106	\$104	\$106	\$104

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## Investment Portfolio

## Fixed-Maturity Securities and Short-Term Investments

## by Security Type

As of September 30, 2015

Investment Category	Percent of Total(1)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value	AOCI(2) Gain (Loss) on Securities with Other-Than-Temporary Impairment	Weighted Average Credit Rating
(dollars in millions)							
Fixed-maturity securities:							
Obligations of state and political subdivisions	53	% \$5,668	\$308	\$(18	) \$5,958	\$ 3	AA
U.S. government and agencies	4	449	28	0	477	0	AA+
Corporate securities	13	1,403	45	(12	) 1,436	(3	) A
Mortgage-backed securities(4):	0						
RMBS	13	1,349	38	(16	) 1,371	(2	) A
CMBS	4	492	19	0	511	—	AAA
Asset-backed securities	5	584	6	0	590	4	BB-
Foreign government securities	3	297	6	(6	) 297	—	AA+
Total fixed-maturity securities	95	10,242	450	(52	) 10,640	2	AA-
Short-term investments	5	526	0	(4	) 522	—	AA
Total investment portfolio	100	% \$10,768	\$450	\$(56	) \$11,162	\$ 2	AA-

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Fixed-Maturity Securities and Short-Term Investments  
by Security Type  
As of December 31, 2014

Investment Category	Percent of Total(1)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value	AOCI Gain (Loss) on Securities with Other-Than-Temporary Impairment	Weighted Average Credit Rating
(dollars in millions)							
Fixed-maturity securities:							
Obligations of state and political subdivisions	50	% \$5,416	\$380	\$(1	) \$5,795	\$ 7	AA
U.S. government and agencies	6	635	31	(1	) 665	—	AA+
Corporate securities	12	1,320	53	(5	) 1,368	(2	) A
Mortgage-backed securities(4):							
RMBS	12	1,255	51	(21	) 1,285	0	A-
CMBS	6	639	20	0	659	—	AAA
Asset-backed securities	4	411	9	(3	) 417	3	BBB-
Foreign government securities	3	296	8	(2	) 302	—	AA+
Total fixed-maturity securities	93	9,972	552	(33	) 10,491	8	AA-
Short-term investments	7	767	0	0	767	0	AA+
Total investment portfolio	100	% \$10,739	\$552	\$(33	) \$11,258	\$ 8	AA-

(1) Based on amortized cost.

(2) Accumulated OCI. See also Note 18, Shareholders' Equity.

Ratings in the tables above represent the lower of the Moody's and S&P classifications except for bonds purchased (3) for loss mitigation or risk management strategies, which use internal ratings classifications. The Company's portfolio consists primarily of high-quality, liquid instruments.

(4) Government-agency obligations were approximately 55% of mortgage backed securities as of September 30, 2015 and 44% as of December 31, 2014 based on fair value.

The Company's investment portfolio in tax-exempt and taxable municipal securities includes issuances by a wide number of municipal authorities across the U.S. and its territories. Securities rated lower than A-/A3 by S&P or Moody's are not eligible to be purchased for the Company's portfolio unless acquired for loss mitigation or risk management strategies.

The majority of the investment portfolio is managed by five outside managers. The Company has established detailed guidelines regarding credit quality, exposure to a particular sector and exposure to a particular obligor within a sector.



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The following tables summarize, for all securities in an unrealized loss position, the aggregate fair value and gross unrealized loss by length of time the amounts have continuously been in an unrealized loss position.

## Fixed-Maturity Securities

## Gross Unrealized Loss by Length of Time

As of September 30, 2015

	Less than 12 months		12 months or more		Total	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
	(dollars in millions)					
Obligations of state and political subdivisions	\$587	\$(18)	) \$4	\$0	\$591	\$(18)
U.S. government and agencies	31	0	—	—	31	0
Corporate securities	373	(8)	) 99	(4)	) 472	(12)
Mortgage-backed securities:						
RMBS	315	(2)	) 91	(14)	) 406	(16)
CMBS	24	0	2	0	26	0
Asset-backed securities	2	0	—	—	2	0
Foreign government securities	97	(3)	) 54	(3)	) 151	(6)
Total	\$1,429	\$(31)	) \$250	\$(21)	) \$1,679	\$(52)
Number of securities (1)		342		37		372
Number of securities with other-than-temporary impairment		5		4		9



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Fixed-Maturity Securities  
Gross Unrealized Loss by Length of Time  
As of December 31, 2014

	Less than 12 months		12 months or more		Total Fair Value	Unrealized Loss
	Fair Value (dollars in millions)	Unrealized Loss	Fair Value	Unrealized Loss		
Obligations of state and political subdivisions	\$64	\$0	\$25	\$(1)	\$89	\$(1)
U.S. government and agencies	139	0	68	(1)	207	(1)
Corporate securities	189	(3)	104	(2)	293	(5)
Mortgage-backed securities:						
RMBS	205	(3)	159	(18)	364	(21)
CMBS	36	0	19	0	55	0
Asset-backed securities	56	(2)	18	(1)	74	(3)
Foreign government securities	108	(2)	0	0	108	(2)
Total	\$797	\$(10)	\$393	\$(23)	\$1,190	\$(33)
Number of securities (1)		125		82		198
Number of securities with other-than-temporary impairment		3		7		10

The number of securities does not add across because lots of the same securities have been purchased at different (1)times and appear in both categories above (i.e. Less than 12 months and 12 months or more). If a security appears in both categories, it is counted only once in the total column.

Of the securities in an unrealized loss position for 12 months or more as of September 30, 2015, four securities had unrealized losses greater than 10% of book value. The total unrealized loss for these securities as of September 30, 2015 was \$13 million. The Company has determined that the unrealized losses recorded as of September 30, 2015 are yield related and not the result of other-than-temporary-impairment.

The amortized cost and estimated fair value of available-for-sale fixed maturity securities by contractual maturity as of September 30, 2015 are shown below. Expected maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

Distribution of Fixed-Maturity Securities  
by Contractual Maturity  
As of September 30, 2015

	Amortized Cost (in millions)	Estimated Fair Value
Due within one year	\$260	\$261
Due after one year through five years	1,579	1,637
Due after five years through 10 years	2,241	2,349

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Due after 10 years	4,321	4,511
Mortgage-backed securities:		
RMBS	1,349	1,371
CMBS	492	511
Total	\$10,242	\$10,640

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The investment portfolio contains securities and cash that are either held in trust for the benefit of third party reinsurers in accordance with statutory requirements, invested in a guaranteed investment contract for future claims payments, placed on deposit to fulfill state licensing requirements, or otherwise restricted in the amount of \$299 million and \$236 million as of September 30, 2015 and December 31, 2014, respectively, based on fair value. The investment portfolio also contains securities that are held in trust by certain AGL subsidiaries for the benefit of other AGL subsidiaries in accordance with statutory and regulatory requirements in the amount of \$1,456 million and \$1,395 million as of September 30, 2015 and December 31, 2014, respectively, based on fair value.

The fair value of the Company's pledged securities to secure its obligations under its CDS exposure totaled \$333 million and \$376 million as of September 30, 2015 and December 31, 2014, respectively.

No material investments of the Company were non-income producing for Nine Months 2015 and Nine Months 2014, respectively.

Internally Managed Portfolio

The investment portfolio tables shown above include both assets managed externally and internally. In the table below, more detailed information is provided for the component of the total investment portfolio that is internally managed (excluding short-term investments). The internally managed portfolio, as defined below, represents approximately 10% and 8% of the investment portfolio, on a fair value basis as of September 30, 2015 and December 31, 2014, respectively. The internally managed portfolio consists primarily of the Company's investments in securities for (i) loss mitigation purposes, (ii) other risk management purposes and (iii) where the Company believes a particular security presents an attractive investment opportunity.

One of the Company's strategies for mitigating losses has been to purchase securities it has insured that have expected losses, at discounted prices (assets purchased for loss mitigation purposes). In addition, the Company holds other invested assets that were obtained or purchased as part of negotiated settlements with insured counterparties or under the terms of our financial guaranties (other risk management assets).

Internally Managed PortfolioCarrying Value

	As of September 30, 2015 (in millions)	As of December 31, 2014
Assets purchased for loss mitigation and other risk management purposes:		
Fixed-maturity securities, at fair value	\$940	\$835
Other invested assets	117	46
Other	64	79
Total	\$1,121	\$960

12. Insurance Company Regulatory RequirementsContingency Reserves

On July 15, 2013, AGM and its wholly-owned subsidiary AGE (together, the "AGM Group") and AGC, were notified that the New York State Department of Financial Services ("NYDFS") and the Maryland Insurance Administration ("MIA") do not object to the AGM Group and AGC, respectively, reassuming all of the outstanding contingency

reserves that the AGM Group and AGC had ceded to AG Re and electing to cease ceding future contingency reserves to AG Re. The insurance regulators permitted the AGM Group and AGC to reassume the contingency reserves in increments over three years. In Third Quarter 2015, the AGM Group and AGC each reassumed their respective final installments and as of September 30, 2015, the AGM Group and AGC had collectively reassumed an aggregate of approximately \$522 million.

With respect to the regular, quarterly contributions to contingency reserves required by the applicable Maryland and New York laws and regulations, such laws and regulations permit the discontinuation of such quarterly contributions to a company's contingency reserves when such company's aggregate contingency reserves for a particular line of business (i.e., municipal or non-municipal) exceed the sum of the company's outstanding principal for each specified category of obligations within the particular line of business multiplied by the specified contingency reserve factor for each such category. In accordance with such

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laws and regulations, and with the approval of the MIA and the NYDFS, respectively, AGC ceased making quarterly contributions to its contingency reserves for both municipal and non-municipal business and AGM ceased making quarterly contributions to its contingency reserves for non-municipal business, in each case beginning in the fourth quarter of 2014. Such cessations are expected to continue for as long as AGC and AGM satisfy the foregoing condition for their applicable line(s) of business.

### Dividend Restrictions and Capital Requirements

Under New York insurance law, AGM may only pay dividends out of "earned surplus", which is the portion of a company's surplus that represents the net earnings, gains or profits (after deduction of all losses) that have not been distributed to shareholders as dividends or transferred to stated capital or capital surplus, or applied to other purposes permitted by law, but does not include unrealized appreciation of assets. AGM may pay dividends without the prior approval of the New York Superintendent of Financial Services ("New York Superintendent") that, together with all dividends declared or distributed by it during the preceding 12 months, does not exceed the lesser of 10% of its policyholders' surplus (as of the last annual or quarterly statement filed with the New York Superintendent) or 100% of its adjusted net investment income during that period. The maximum amount available during 2015 for AGM to distribute as dividends without regulatory approval is estimated to be approximately \$215 million, of which approximately \$52 million is estimated to be available for distribution in the fourth quarter of 2015.

Under Maryland's insurance law, AGC may, with prior notice to the Maryland Insurance Commissioner, pay an ordinary dividend that, together with all dividends paid in the prior 12 months, does not exceed 10% of its policyholders' surplus (as of the prior December 31) or 100% of its adjusted net investment income during that period. The maximum amount available during 2015 for AGC to distribute as ordinary dividends is approximately \$90 million, of which approximately \$40 million is available for distribution in the fourth quarter of 2015.

MAC is a New York domiciled insurance company subject to the same dividend limitations described above for AGM. The Company does not currently anticipate that MAC will distribute any dividends.

For AG Re, any distribution (including repurchase of shares) of any share capital, contributed surplus or other statutory capital that would reduce its total statutory capital by 15% or more of its total statutory capital as set out in its previous year's financial statements requires the prior approval of the Bermuda Monetary Authority ("Authority"). Separately, dividends are paid out of an insurer's statutory surplus and cannot exceed that surplus. Further, annual dividends cannot exceed 25% of total statutory capital and surplus as set out in its previous year's financial statements, which is \$279 million, without AG Re certifying to the Authority that it will continue to meet required margins. Based on the foregoing limitations, in 2015 AG Re has the capacity to (i) make capital distributions in an aggregate amount up to \$127 million without the prior approval of the Authority and (ii) declare and pay dividends in an aggregate amount up to the limit of its outstanding statutory surplus, which is \$271 million. Such dividend capacity is further limited by the actual amount of AG Re's unencumbered assets, which amount changes from time to time due in part to collateral posting requirements. As of September 30, 2015, AG Re had unencumbered assets of approximately \$611 million.

U.K. company law prohibits each of AGE and AGUK from declaring a dividend to its shareholders unless it has "profits available for distribution." The determination of whether a company has profits available for distribution is based on its accumulated realized profits less its accumulated realized losses. While the U.K. insurance regulatory laws impose no statutory restrictions on a general insurer's ability to declare a dividend, the Prudential Regulation Authority's capital requirements may in practice act as a restriction on dividends. The Company does not expect AGE or AGUK to distribute any dividends at this time.

### Dividends and Surplus Notes

## By Insurance Company Subsidiaries

	Third Quarter		Nine Months	
	2015	2014	2015	2014
	(in millions)			
Dividends paid by AGC to AGUS	\$15	\$15	\$50	\$30
Dividends paid by AGM to AGMH	57	60	163	105
Dividends paid by AG Re to AGL	35	—	120	82
Repayment of surplus note by AGM to AGMH	—	25	25	50

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13. Income Taxes

Overview

AGL, and its "Bermuda Subsidiaries," which consist of AG Re, AGRO, and Cedar Personnel Ltd., are not subject to any income, withholding or capital gains taxes under current Bermuda law. The Company has received an assurance from the Minister of Finance in Bermuda that, in the event of any taxes being imposed, AGL and its Bermuda Subsidiaries will be exempt from taxation in Bermuda until March 31, 2035. AGL's U.S. and U.K. subsidiaries are subject to income taxes imposed by U.S. and U.K. authorities, respectively, and file applicable tax returns. In addition, AGRO, a Bermuda domiciled company and AGE, a U.K. domiciled company, have elected under Section 953(d) of the U.S. Internal Revenue Code to be taxed as a U.S. domestic corporation.

In November 2013, AGL became tax resident in the U.K. although it will remain a Bermuda-based company and its administrative and head office functions will continue to be carried on in Bermuda. As a company that is not incorporated in the U.K., AGL currently manages the affairs of AGL in such a way as to establish and maintain its status as a company that is tax resident in the U.K. As a U.K. tax resident company, AGL is required to file a corporation tax return with Her Majesty's Revenue & Customs ("HMRC"). AGL is subject to U.K. corporation tax in respect of its worldwide profits (both income and capital gains), subject to any applicable exemptions. AGL has also registered in the U.K. to report its Value Added Tax ("VAT") liability. The current rate of VAT is 20%. Assured Guaranty expects that the dividends AGL receives from its direct subsidiaries will be exempt from U.K. corporation tax due to the exemption in section 931D of the U.K. Corporation Tax Act 2009. In addition, any dividends paid by AGL to its shareholders should not be subject to any withholding tax in the U.K. The U.K. government implemented a new tax regime for "controlled foreign companies" ("CFC regime") effective January 1, 2013. Assured Guaranty does not expect any profits of non-U.K. resident members of the group to be taxed under the CFC regime and has obtained a clearance from HMRC confirming this on the basis of current facts.

For the periods beginning on July 1, 2009 and forward, AGMH files a consolidated federal income tax return with AGUS, AGC, AG Financial Products Inc. ("AGFP") and AG Analytics Inc. ("AGUS consolidated tax group"). Beginning on May 12, 2012, MAC also joined the AGUS consolidated tax group. Assured Guaranty Overseas US Holdings Inc. and its subsidiaries AGRO and AG Intermediary Inc., file their own consolidated federal income tax return.

Provision for Income Taxes

The Company's provision for income taxes for interim financial periods is not based on an estimated annual effective rate due, for example, to the variability in fair value of its credit derivatives, which prevents the Company from projecting a reliable estimated annual effective tax rate and pretax income for the full year 2015. A discrete calculation of the provision is calculated for each interim period.

The effective tax rates reflect the proportion of income recognized by each of the Company's operating subsidiaries, with U.S. subsidiaries taxed at the U.S. marginal corporate income tax rate of 35%, U.K. subsidiaries taxed at the U.K. blended marginal corporate tax rate of 20.25% unless subject to U.S. tax by election or as a U.S. controlled foreign corporation, and no taxes for the Company's Bermuda subsidiaries unless subject to U.S. tax by election or as a U.S. controlled foreign corporation. For periods subsequent to April 1, 2015, the U.K. corporation tax rate has been reduced to 20%, for the period April 1, 2014 to April 1, 2015 the U.K. corporation tax rate was 21% resulting in a blended tax rate of 20.25% in 2015, and prior to April 1, 2014, the U.K. corporation tax rate was 23% resulting in a blended tax rate of 21.5% in 2014. The Company's overall effective tax rate fluctuates based on the distribution of income across jurisdictions.





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A reconciliation of the difference between the provision for income taxes and the expected tax provision at statutory rates in taxable jurisdictions is presented below.

## Effective Tax Rate Reconciliation

	Third Quarter		Nine Months		
	2015	2014	2015	2014	
	(in millions)				
Expected tax provision (benefit) at statutory rates in taxable jurisdictions	\$56	\$145	\$276	\$255	
Tax-exempt interest	(14	) (15	) (41	) (43	)
Gain on bargain purchase	—	—	(19	) —	
Change in liability for uncertain tax positions	10	6	12	7	
Other	(9	) (3	) (8	) 0	
Total provision (benefit) for income taxes	\$43	\$133	\$220	\$219	
Effective tax rate	25.0	% 27.3	% 26.0	% 28.3	%

The expected tax provision at statutory rates in taxable jurisdictions is calculated as the sum of pretax income in each jurisdiction multiplied by the statutory tax rate of the jurisdiction by which it will be taxed. Pretax income of the Company's subsidiaries which are not U.S. or U.K. domiciled but are subject to U.S. or U.K. tax by election, establishment of tax residency or as controlled foreign corporations, are included at the U.S. or U.K. statutory tax rate. Where there is a pretax loss in one jurisdiction and pretax income in another, the total combined expected tax rate may be higher or lower than any of the individual statutory rates.

The following table presents pretax income and revenue by jurisdiction.

## Pretax Income (Loss) by Tax Jurisdiction

	Third Quarter		Nine Months		
	2015	2014	2015	2014	
	(in millions)				
United States	\$166	\$419	\$803	\$741	
Bermuda	12	76	67	57	
U.K.	(6	) (7	) (23	) (23	)
Total	\$172	\$488	\$847	\$775	

## Revenue by Tax Jurisdiction

	Third Quarter		Nine Months		
	2015	2014	2015	2014	
	(in millions)				
United States	\$311	\$420	\$1,229	\$908	
Bermuda	58	106	209	168	
U.K.	(1	) (1	) (6	) (3	)
Total	\$368	\$525	\$1,432	\$1,073	

Pretax income by jurisdiction may be disproportionate to revenue by jurisdiction to the extent that insurance losses incurred are disproportionate.



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### Valuation Allowance

As part of the Radian Asset Acquisition, the Company acquired \$11 million of foreign tax credits (“FTC”) which will expire between 2018 and 2020. After reviewing positive and negative evidence, the Company came to the conclusion that it is more likely than not that the FTC credit will not be utilized, and therefore recorded a valuation allowance with respect to this tax attribute.

The Company came to the conclusion that it is more likely than not that the remaining net deferred tax asset will be fully realized after weighing all positive and negative evidence available as required under GAAP. The positive evidence that was considered included the cumulative operating income the Company has earned over the last three years, and the significant unearned premium income to be included in taxable income. The positive evidence outweighs any negative evidence that exists. As such, the Company believes that no valuation allowance is necessary in connection with this deferred tax asset. The Company will continue to analyze the need for a valuation allowance on a quarterly basis.

### Audits

AGUS has open tax years with the U.S. Internal Revenue Service (“IRS”) for 2009 forward and is currently under audit for the 2009-2012 tax years. On February 20, 2013 the IRS notified AGUS that the Joint Committee on Taxation completed its review of the 2006 through 2008 tax years and has accepted the results of the IRS examination without exception. Assured Guaranty Overseas US Holdings Inc. has open tax years of 2012 forward. The IRS concluded its field work, without adjustment, with respect to tax years through 2009 for AGMH and subsidiaries while members of the Dexia Holdings Inc. consolidated tax group. The Company's U.K. subsidiaries are not currently under examination and have open tax years of 2012 forward.

### Uncertain Tax Positions

The Company's policy is to recognize interest and penalties related to uncertain tax positions in income tax expense and has accrued \$0.7 million for Nine Months 2015 and \$1 million for 2014. As of September 30, 2015 and December 31, 2014, the Company has accrued \$5.2 million and \$4.5 million of interest, respectively.

The total amount of unrecognized tax benefits as of September 30, 2015 and December 31, 2014, that would affect the effective tax rate, if recognized, was \$39 million and \$28 million, respectively.

### 14. Reinsurance and Other Monoline Exposures

The Company assumes exposure on insured obligations (“Assumed Business”) and cedes portions of its exposure on obligations it has insured (“Ceded Business”) in exchange for premiums, net of ceding commissions. The Company has historically entered into ceded reinsurance contracts in order to obtain greater business diversification and reduce the net potential loss from large risks.

#### Assumed and Ceded Business

The Company assumes business from other monoline financial guaranty companies. Under these relationships, the Company assumes a portion of the ceding company’s insured risk in exchange for a premium. The Company may be exposed to risk in this portfolio in that the Company may be required to pay losses without a corresponding premium in circumstances where the ceding company is experiencing financial distress and is unable to pay premiums. The Company’s facultative and treaty agreements are generally subject to termination at the option of the ceding company:

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if the Company fails to meet certain financial and regulatory criteria and to maintain a specified minimum financial strength rating, or

upon certain changes of control of the Company.

Upon termination under these conditions, the Company may be required (under some of its reinsurance agreements) to return to the ceding company unearned premiums (net of ceding commissions) and loss reserves calculated on a statutory basis of accounting, attributable to reinsurance assumed pursuant to such agreements after which the Company would be released from liability with respect to the Assumed Business.

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Upon the occurrence of the conditions set forth in the first bullet above, whether or not an agreement is terminated, the Company may be required to obtain a letter of credit or alternative form of security to collateralize its obligation to perform under such agreement or it may be obligated to increase the level of ceding commission paid.

The downgrade of the financial strength ratings of AG Re or of AGC gives certain ceding companies the right to recapture business they had ceded to AG Re and AGC, which would lead to a reduction in the Company's unearned premium reserve and related earnings on such reserve. With respect to a significant portion of the Company's in-force financial guaranty assumed business, based on AG Re's and AGC's current ratings and subject to the terms of each reinsurance agreement, the third party ceding company may have the right to recapture business it had ceded to AG Re and/or AGC, and in connection therewith, to receive payment from AG Re or AGC of an amount equal to the statutory unearned premium (net of ceding commissions) and statutory loss reserves (if any) associated with that business, plus, in certain cases, an additional ceding commission. As of September 30, 2015, if each third party insurer ceding business to AG Re and/or AGC had a right to recapture such business, and chose to exercise such right, the aggregate amounts that AG Re and AGC could be required to pay to all such companies would be approximately \$72 million and \$37 million, respectively.

The Company has Ceded Business to non-affiliated companies to limit its exposure to risk. Under these relationships, the Company cedes a portion of its insured risk in exchange for a premium paid to the reinsurer. The Company remains primarily liable for all risks it directly underwrites and is required to pay all gross claims. It then seeks reimbursement from the reinsurer for its proportionate share of claims. The Company may be exposed to risk for this exposure if it were required to pay the gross claims and not be able to collect ceded claims from an assuming company experiencing financial distress. A number of the financial guaranty insurers to which the Company has ceded par have experienced financial distress and been downgraded by the rating agencies as a result. In addition, state insurance regulators have intervened with respect to some of these insurers. The Company's ceded contracts generally allow the Company to recapture Ceded Business after certain triggering events, such as reinsurer downgrades.

In Nine Months 2015, the Company entered into a commutation agreement to reassume previously ceded U.S. public finance par. In Nine Months 2014, the Company entered into commutation agreements to reassume previously ceded business consisting of approximately \$856 million par of almost exclusively U.S. public finance and European (predominantly UK) utility and infrastructure exposures outstanding as of February 28, 2014. For such 2014 reassumptions, the Company received the statutory unearned premium outstanding as of the commutation dates plus, in one case, a commutation premium.

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The following table presents the components of premiums and losses reported in the consolidated statement of operations and the contribution of the Company's Assumed and Ceded Businesses.

## Effect of Reinsurance on Statement of Operations

	Third Quarter		Nine Months		
	2015	2014	2015	2014	
	(in millions)				
Premiums Written:					
Direct	\$41	\$52	\$93	\$100	
Assumed	(1	) (5	) 1	(6	)
Ceded	0	0	2	(22	)
Net	\$40	\$47	\$96	\$72	
Premiums Earned:					
Direct	\$224	\$151	\$596	\$438	
Assumed	7	12	29	32	
Ceded	(18	) (19	) (51	) (58	)
Net	\$213	\$144	\$574	\$412	
Loss and LAE:					
Direct	\$111	\$(58	) \$323	\$46	
Assumed	23	11	35	26	
Ceded	(22	) 3	(40	) (18	)
Net	\$112	\$(44	) \$318	\$54	

## Other Monoline Exposures

In addition to assumed and ceded reinsurance arrangements, the Company may also have exposure to some financial guaranty reinsurers (i.e., monolines) in other areas. Second-to-pay insured par outstanding represents transactions the Company has insured that were previously insured by other monolines. The Company underwrites such transactions based on the underlying insured obligation without regard to the primary insurer. Another area of exposure is in the investment portfolio where the Company holds fixed-maturity securities that are wrapped by monolines and whose value may change based on the rating of the monoline. As of September 30, 2015, based on fair value, the Company had fixed-maturity securities in its investment portfolio consisting of \$258 million insured by National, \$217 million insured by Ambac Assurance Corporation ("Ambac") and \$31 million insured by other guarantors.

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## Exposure by Reinsurer

Reinsurer	Ratings at November 4, 2015		Par Outstanding (1) As of September 30, 2015		
	Moody's Reinsurer Rating	S&P Reinsurer Rating	Ceded Par Outstanding	Second-to- Pay Insured Par Outstanding	Assumed Par Outstanding
(dollars in millions)					
American Overseas Reinsurance Company Limited (f/k/a Ram Re)	WR (2)	WR	\$5,480	\$—	\$30
Tokio Marine & Nichido Fire Insurance Co., Ltd.	Aa3 (3)	A+ (3)	4,426	—	—
Syncora Guarantee Inc.	WR	WR	3,505	1,538	159
Mitsui Sumitomo Insurance Co. Ltd.	A1	A+ (3)	1,854	—	—
ACA Financial Guaranty Corp.	NR (4)	WR	714	19	—
Ambac National (5)	WR A3	WR AA-	117 —	4,370 5,448	11,633 5,259
MBIA Financial Guaranty Insurance Co.	(6) WR	(6) WR	—	2,584 1,551	449 674
Ambac Assurance Corp. Segregated Account	NR	NR	—	95	888
CIFG Assurance North America Inc.	WR	WR	—	96	3,663
Other	Various	Various	215	821	134
<b>Total</b>			<b>\$16,311</b>	<b>\$16,522</b>	<b>\$22,889</b>

(1) Includes par related to insured credit derivatives.

(2) Represents "Withdrawn Rating."

(3) The Company benefits from trust arrangements that satisfy the triple-A credit requirement of S&P and/or Moody's.

(4) Represents "Not Rated."

(5) National is also rated AA+ by KBRA.

(6) MBIA includes subsidiaries MBIA Insurance Corp. rated B by S&P and B2 by Moody's and MBIA U.K. Insurance Ltd. rated B by S&P and Ba2 by Moody's.

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## Amounts Due (To) From Reinsurers

As of September 30, 2015

	Assumed Premium, net of Commissions (in millions)	Ceded Premium, net of Commissions	Assumed Expected Loss to be Paid	Ceded Expected Loss to be Paid
American Overseas Reinsurance Company Limited (f/k/a Ram Re)	\$—	\$(7 )	\$—	\$25
Tokio Marine & Nichido Fire Insurance Co., Ltd.	—	(11 )	—	56
Syncora Guarantee Inc.	—	(26 )	—	6
Mitsui Sumitomo Insurance Co. Ltd.	—	(3 )	—	23
Ambac	42	—	(13 )	—
Ambac Assurance Corp. Segregated Account	11	—	(68 )	—
CIFG Assurance North America Inc.	—	—	(48 )	—
MBIA	5	—	(10 )	—
National	6	—	(7 )	—
Financial Guaranty Insurance Co.	4	—	(10 )	—
Other	1	(5 )	—	—
Total	\$69	\$(52 )	\$(156 )	\$110

## Excess of Loss Reinsurance Facility

AGC, AGM and MAC entered into an aggregate excess of loss reinsurance facility with a number of reinsurers, effective as of January 1, 2014. Currently, the facility covers losses occurring from January 1, 2015 through December 31, 2021, subject to the payment of certain additional premium by AGC, AGM and MAC on or before January 1, 2016. If AGC, AGM and MAC elect not to pay such additional premium, the facility terminates on January 1, 2016, and those companies are currently considering what actions to take with respect to the facility. The facility covers certain U.S. public finance credits insured or reinsured by AGC, AGM and MAC as of September 30, 2013, excluding credits that were rated non-investment grade as of December 31, 2013 by Moody's or S&P or internally by AGC, AGM or MAC and is subject to certain per credit limits. Among the credits excluded are those associated with the Commonwealth of Puerto Rico and its related authorities and public corporations. The facility attaches when AGC's, AGM's and MAC's net losses (net of AGC's and AGM's reinsurance (including from affiliates) and net of recoveries) exceed \$1.5 billion in the aggregate. The facility covers a portion of the next \$500 million of losses, with the reinsurers assuming pro rata in the aggregate \$450 million of the \$500 million of losses and AGC, AGM and MAC jointly retaining the remaining \$50 million of losses. The reinsurers are required to be rated at least AA- or to post collateral sufficient to provide AGM, AGC and MAC with the same reinsurance credit as reinsurers rated AA-. AGM, AGC and MAC are obligated to pay the reinsurers their share of recoveries relating to losses during the coverage period in the covered portfolio. AGC, AGM and MAC paid approximately \$19 million of premiums for the term January 1, 2014 through December 31, 2014 and also paid approximately \$19 million of premiums for the term January 1, 2015 through December 31, 2015.

## 15. Commitments and Contingencies

## Leases

AGL and its subsidiaries lease office space and certain other items.



AGM entered into an operating lease as of September 30, 2015 for new office space comprising one full floor and one partial floor at 1633 Broadway in New York City. The Company plans to move the headquarters of its U.S. affiliates from 31 West 52<sup>nd</sup> Street to this new location during the summer of 2016. The new lease is for approximately 88,000 square feet and runs until 2032, with an option, subject to certain conditions, to renew for five years at a fair market rent. The fixed annual rent, which commences after an initial rent holiday, begins at \$6.2 million, rising in two steps to \$7.3 million for the last five years of the initial term. In connection with the move and in return for rent abatement and certain other concessions, AGM agreed to terminate, eight months after its new space is delivered, its lease on its existing office space at 31 West 52<sup>nd</sup> Street, which had been scheduled to run until 2026.

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### Legal Proceedings

Lawsuits arise in the ordinary course of the Company's business. It is the opinion of the Company's management, based upon the information available, that the expected outcome of litigation against the Company, individually or in the aggregate, will not have a material adverse effect on the Company's financial position or liquidity, although an adverse resolution of litigation against the Company in a fiscal quarter or year could have a material adverse effect on the Company's results of operations in a particular quarter or year.

The Company establishes accruals for litigation and regulatory matters to the extent it is probable that a loss has been incurred and the amount of that loss can be reasonably estimated. For litigation and regulatory matters where a loss may be reasonably possible, but not probable, or is probable but not reasonably estimable, no accrual is established, but if the matter is material, it is disclosed, including matters discussed below. The Company reviews relevant information with respect to its litigation and regulatory matters on a quarterly, and annual basis and updates its accruals, disclosures and estimates of reasonably possible loss based on such reviews.

In addition, in the ordinary course of their respective businesses, certain of the Company's subsidiaries assert claims in legal proceedings against third parties to recover losses paid in prior periods. For example, as described in the "Recovery Litigation" section of Note 6, Expected Loss to be Paid, in December 2008, the Company filed a claim in the Supreme Court of the State of New York against an investment manager in a transaction it insured alleging breach of fiduciary duty, gross negligence and breach of contract; discovery on the matter is ongoing. In the past, AGC and AGM have filed complaints against certain sponsors and underwriters of RMBS securities that AGC or AGM had insured, alleging that such persons had breached representations and warranties in the transaction documents, failed to cure or repurchase defective loans and/or violated state securities laws. The amounts, if any, the Company will recover in proceedings to recover losses are uncertain, and recoveries, or failure to obtain recoveries, in any of these proceedings during any quarter or year could be material to the Company's results of operations in that particular quarter or year.

### Litigation

#### Proceedings Relating to the Company's Financial Guaranty Business

The Company receives subpoenas duces tecum and interrogatories from regulators from time to time.

On November 28, 2011, Lehman Brothers International (Europe) (in administration) ("LBIE") sued AGFP, an affiliate of AGC which in the past had provided credit protection to counterparties under credit default swaps. AGC acts as the credit support provider of AGFP under these credit default swaps. LBIE's complaint, which was filed in the Supreme Court of the State of New York, alleged that AGFP improperly terminated nine credit derivative transactions between LBIE and AGFP and improperly calculated the termination payment in connection with the termination of 28 other credit derivative transactions between LBIE and AGFP. Following defaults by LBIE, AGFP properly terminated the transactions in question in compliance with the requirements of the agreement between AGFP and LBIE, and calculated the termination payment. AGFP calculated that LBIE owes AGFP approximately \$29 million in connection with the termination of the credit derivative transactions, whereas LBIE asserted in the complaint that AGFP owes LBIE a termination payment of approximately \$1.4 billion. On February 3, 2012, AGFP filed a motion to dismiss certain of the counts in the complaint, and on March 15, 2013, the court granted AGFP's motion to dismiss the count relating to improper termination of the nine credit derivative transactions and denied AGFP's motion to dismiss the count relating to the remaining transactions. In their April 10, 2015 report to LBIE's unsecured creditors, LBIE's administrators disclosed that LBIE's valuation expert has calculated LBIE's damages in aggregate for the 28 transactions to range between a minimum of approximately \$200 million and a maximum of approximately \$500

million, depending on what adjustment, if any, is made for AGFP's credit risk and excluding any applicable interest. Discovery has been ongoing. Notwithstanding the range calculated by LBIE's valuation expert, the Company cannot reasonably estimate the possible loss, if any, that may arise from this lawsuit.

On September 25, 2013, Wells Fargo Bank, N.A., as trust administrator of the MASTR Adjustable Rate Mortgages Trust 2007-3, filed an interpleader complaint in the U.S. District Court for the Southern District of New York against AGM, among others, relating to the right of AGM to be reimbursed from certain cashflows for principal claims paid in respect of insured certificates. The Company estimates that an adverse outcome to the interpleader proceeding could increase losses on the transaction by approximately \$10 - \$20 million, net of expected settlement payments and reinsurance in force.

On May 28, 2014, Houston Casualty Company Europe, Seguros y Reseguros, S.A. ("HCCE") notified Radian Asset that it was demanding arbitration against Radian Asset in connection with housing cooperative losses presented to Radian Asset

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by HCCE under several years of quota-share surety reinsurance contracts. HCCE claims AGC, as successor to Radian Asset, is required to pay to it, as ceding company, among other amounts, its share of certain current and future housing cooperative losses, together with certain fees, expenses and costs relating thereto. HCCE has presented approximately €15 million in claims to AGC through September 30, 2015 and is still in the process of settling additional similar claims. Based on the experience to date, AGC estimates HCCE may submit additional claims of approximately €2.9 million under the reinsurance contracts. AGC is disputing the claims and intends to assert its defenses in the arbitration. The reinsurance contracts provide for arbitration in Madrid and are governed by Spanish law. Arbitration proceedings may commence in early 2016.

Proceedings Resolved Since December 31, 2014

On November 19, 2012, Lehman Brothers Holdings Inc. ("LBHI") and Lehman Brothers Special Financing Inc. ("LBSF") commenced an adversary complaint and claim objection in the United States Bankruptcy Court for the Southern District of New York against Credit Protection Trust 283 ("CPT 283"), FSA Administrative Services, LLC, as trustee for CPT 283, and AGM, in connection with CPT 283's termination of a CDS between LBSF and CPT 283. CPT 283 terminated the CDS as a consequence of LBSF failing to make a scheduled payment owed to CPT 283, which termination occurred after LBHI filed for bankruptcy but before LBSF filed for bankruptcy. The CDS provided that CPT 283 was entitled to receive from LBSF a termination payment in that circumstance of approximately \$43.8 million (representing the economic equivalent of the future fixed payments CPT 283 would have been entitled to receive from LBSF had the CDS not been terminated), and CPT 283 filed proofs of claim against LBSF and LBHI (as LBSF's credit support provider) for such amount. LBHI and LBSF sought to disallow and expunge (as impermissible and unenforceable penalties) CPT 283's proofs of claim against LBHI and LBSF and recover approximately \$67.3 million, which LBHI and LBSF allege was the mark-to-market value of the CDS to LBSF (less unpaid amounts) on the day CPT 283 terminated the CDS, plus interest, attorney's fees, costs and other expenses. On the same day, LBHI and LBSF also commenced an adversary complaint and claim objection against Credit Protection Trust 207 ("CPT 207"), FSA Administrative Services, LLC, as trustee for CPT 207, and AGM, in connection with CPT 207's termination of a CDS between LBSF and CPT 207. Similarly, the CDS provided that CPT 207 was entitled to receive from LBSF a termination payment in that circumstance of \$492,555. LBHI and LBSF seek to disallow and expunge CPT 207's proofs of claim against LBHI and LBSF and recover approximately \$1.5 million. On January 30, 2015, the parties signed an agreement pursuant to which LBHI and LBSF dismissed their litigation related to CPT 283's and CPT 207's CDS terminations and the parties agreed that CPT 283 and CPT 207 have a total allowed claim in bankruptcy against LBSF and LBHI of \$20 million.

Proceedings Related to AGMH's Former Financial Products Business

The following is a description of legal proceedings involving AGMH's former Financial Products Business. Although the Company did not acquire AGMH's former Financial Products Business, which included AGMH's former GIC business, medium term notes business and portions of the leveraged lease businesses, certain legal proceedings relating to those businesses are against entities that the Company did acquire. While Dexia SA and Dexia Crédit Local S.A., jointly and severally, have agreed to indemnify the Company against liability arising out of the proceedings described below, such indemnification might not be sufficient to fully hold the Company harmless against any injunctive relief or civil or criminal sanction that is imposed against AGMH or its subsidiaries.

Governmental Investigations into Former Financial Products Business

AGMH and/or AGM have received subpoenas duces tecum and interrogatories or civil investigative demands from the Attorneys General of the States of Connecticut, Florida, Illinois, Massachusetts, Missouri, New York, Texas and West Virginia relating to their investigations of alleged bid rigging of municipal GICs. AGMH has been responding to such requests. AGMH may receive additional inquiries from these or other regulators and expects to provide additional information to such regulators regarding their inquiries in the future. In addition, AGMH received a subpoena from the Antitrust Division of the Department of Justice in November 2006 issued in connection with an

ongoing criminal investigation of bid rigging of awards of municipal GICs and other municipal derivatives. Pursuant to that subpoena, AGMH has furnished to the Department of Justice records and other information with respect to AGMH's municipal GIC business. The ultimate loss that may arise from these investigations remains uncertain.

#### Lawsuits Relating to Former Financial Products Business

During 2008, nine putative class action lawsuits were filed in federal court alleging federal antitrust violations in the municipal derivatives industry, seeking damages and alleging, among other things, a conspiracy to fix the pricing of, and manipulate bids for, municipal derivatives, including GICs. These cases have been coordinated and consolidated for pretrial proceedings in the U.S. District Court for the Southern District of New York as MDL 1950, In re Municipal Derivatives

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Antitrust Litigation, Case No. 1:08-cv-2516 (“MDL 1950”). Five of these cases named both AGMH and AGM: (a) Hinds County, Mississippi v. Wachovia Bank, N.A.; (b) Fairfax County, Virginia v. Wachovia Bank, N.A.; (c) Central Bucks School District, Pennsylvania v. Wachovia Bank, N.A.; (d) Mayor and City Council of Baltimore, Maryland v. Wachovia Bank, N.A.; and (e) Washington County, Tennessee v. Wachovia Bank, N.A. In April 2009, the MDL 1950 court granted the defendants’ motion to dismiss on the federal claims for these five cases, but granted leave for the plaintiffs to file an amended complaint. The Corrected Third Consolidated Amended Class Action Complaint, filed on October 9, 2013, lists neither AGM nor AGMH as a named defendant or a co-conspirator. The complaint generally seeks unspecified monetary damages, interest, attorneys’ fees and other costs. The other four cases named AGMH (but not AGM) and also alleged that the defendants violated California state antitrust law and common law by engaging in illegal bid-rigging and market allocation, thereby depriving the cities or municipalities of competition in the awarding of GICs and ultimately resulting in the cities paying higher fees for these products: (f) City of Oakland, California v. AIG Financial Products Corp.; (g) County of Alameda, California v. AIG Financial Products Corp.; (h) City of Fresno, California v. AIG Financial Products Corp.; and (i) Fresno County Financing Authority v. AIG Financial Products Corp. When the four plaintiffs filed a consolidated complaint in September 2009, the plaintiffs did not name AGMH as a defendant. However, the complaint does describe some of AGMH’s and AGM’s activities. The consolidated complaint generally seeks unspecified monetary damages, interest, attorneys’ fees and other costs. In April 2010, the MDL 1950 court granted in part and denied in part the named defendants’ motions to dismiss this consolidated complaint. The Company cannot reasonably estimate the possible loss, if any, or range of loss that may arise from these lawsuits. On September 22, 2015, the remaining parties to the putative class action reported to the MDL 1950 Court that settlements in principle had been reached. The parties also reported that final settlement with those remaining defendants would resolve the putative class case.

In 2008, AGMH and AGM also were named in five non-class action lawsuits originally filed in the California Superior Courts alleging violations of California law related to the municipal derivatives industry: (a) City of Los Angeles, California v. Bank of America, N.A.; (b) City of Stockton, California v. Bank of America, N.A.; (c) County of San Diego, California v. Bank of America, N.A.; (d) County of San Mateo, California v. Bank of America, N.A.; and (e) County of Contra Costa, California v. Bank of America, N.A. Amended complaints in these actions were filed in September 2009, adding a federal antitrust claim and naming AGM (but not AGMH) and AGUS, among other defendants. These cases have been transferred to the Southern District of New York and consolidated with MDL 1950 for pretrial proceedings. In late 2009, AGM and AGUS, among other defendants, were named in six additional non-class action cases filed in federal court, which also have been coordinated and consolidated for pretrial proceedings with MDL 1950; one has since been voluntarily dismissed with prejudice, leaving five: (f) City of Riverside, California v. Bank of America, N.A.; (g) Los Angeles World Airports v. Bank of America, N.A.; (h) Redevelopment Agency of the City of Stockton v. Bank of America, N.A.; (i) Sacramento Suburban Water District v. Bank of America, N.A.; and (j) County of Tulare, California v. Bank of America, N.A. The MDL 1950 court denied AGM and AGUS’s motions to dismiss these ten complaints in April 2010. Amended complaints were filed in May 2010. The complaints in these lawsuits generally seek or sought unspecified monetary damages, interest, attorneys’ fees, costs and other expenses. The Company cannot reasonably estimate the possible loss, if any, or range of loss that may arise from the remaining lawsuits.

In May 2010, AGM and AGUS, among other defendants, were named in five additional non-class action cases filed in federal court in California: (a) City of Richmond, California v. Bank of America, N.A. (filed on May 18, 2010, N.D. California); (b) City of Redwood City, California v. Bank of America, N.A. (filed on May 18, 2010, N.D. California); (c) Redevelopment Agency of the City and County of San Francisco, California v. Bank of America, N.A. (filed on May 21, 2010, N.D. California); (d) East Bay Municipal Utility District, California v. Bank of America, N.A. (filed on May 18, 2010, N.D. California); and (e) City of San Jose and the San Jose Redevelopment Agency, California v. Bank of America, N.A. (filed on May 18, 2010, N.D. California). These cases have also been transferred to the Southern District of New York and consolidated with MDL 1950 for pretrial proceedings. In September 2010, AGM and AGUS, among other defendants, were named in a sixth additional non-class action filed in federal court in New York,

but which alleges violation of New York's Donnelly Act in addition to federal antitrust law: Active Retirement Community, Inc. d/b/a Jefferson's Ferry v. Bank of America, N.A. (filed on September 21, 2010, E.D. New York), which has also been transferred to the Southern District of New York and consolidated with MDL 1950 for pretrial proceedings. In December 2010, AGM and AGUS, among other defendants, were named in a seventh additional non-class action filed in federal court in the Central District of California, Los Angeles Unified School District v. Bank of America, N.A., and in an eighth additional non-class action filed in federal court in the Southern District of New York, Kendal on Hudson, Inc. v. Bank of America, N.A. These cases also have been consolidated with MDL 1950 for pretrial proceedings. The complaints in these lawsuits generally seek unspecified monetary damages, interest, attorneys' fees, costs and other expenses. The Company cannot reasonably estimate the possible loss, if any, or range of loss that may arise from these lawsuits.

In January 2011, AGM and AGUS, among other defendants, were named in an additional non-class action case filed in federal court in New York, which alleges violation of New York's Donnelly Act in addition to federal antitrust law: Peconic Landing at Southold, Inc. v. Bank of America, N.A. This case has been consolidated with MDL 1950 for pretrial proceedings.

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The complaint in this lawsuit generally seeks unspecified monetary damages, interest, attorneys' fees, costs and other expenses. The Company cannot reasonably estimate the possible loss, if any, or range of loss that may arise from this lawsuit.

In September 2009, the Attorney General of the State of West Virginia filed a lawsuit (Circuit Ct. Mason County, W. Va.) against Bank of America, N.A. alleging West Virginia state antitrust violations in the municipal derivatives industry, seeking damages and alleging, among other things, a conspiracy to fix the pricing of, and manipulate bids for, municipal derivatives, including GICs. An amended complaint in this action was filed in June 2010, adding a federal antitrust claim and naming AGM (but not AGMH) and AGUS, among other defendants. This case has been removed to federal court as well as transferred to the S.D.N.Y. and consolidated with MDL 1950 for pretrial proceedings. AGM and AGUS answered West Virginia's Second Amended Complaint on November 11, 2013. The complaint in this lawsuit generally seeks civil penalties, unspecified monetary damages, interest, attorneys' fees, costs and other expenses. The Company cannot reasonably estimate the possible loss, if any, or range of loss that may arise from this lawsuit.

## 16. Long-Term Debt and Credit Facilities

The principal and carrying values of the Company's long-term debt are presented in the table below.

## Principal and Carrying Amounts of Debt

	As of September 30, 2015		As of December 31, 2014	
	Principal	Carrying Value	Principal	Carrying Value
	(in millions)			
AGUS:				
7.0% Senior Notes	\$200	\$198	\$200	\$198
5.0% Senior Notes	500	499	500	499
Series A Enhanced Junior Subordinated Debentures	150	150	150	150
Total AGUS	850	847	850	847
AGMH:				
67/8% QUIBS	100	69	100	68
6.25% Notes	230	140	230	139
5.60% Notes	100	55	100	55
Junior Subordinated Debentures	300	180	300	175
Total AGMH	730	444	730	437
AGM:				
Notes Payable	13	15	16	19
Total AGM	13	15	16	19
Total	\$1,593	\$1,306	\$1,596	\$1,303

## Recourse Credit Facilities

## 2009 Strip Coverage Facility

In connection with the Company's acquisition of AGMH and its subsidiaries from Dexia Holdings Inc., AGM agreed to retain the risks relating to the debt and strip policy portions of the leveraged lease business. The liquidity risk to AGM related to the strip policy portion of the leveraged lease business is mitigated by the strip coverage facility described below.



In a leveraged lease transaction, a tax-exempt entity (such as a transit agency) transfers tax benefits to a tax-paying entity by transferring ownership of a depreciable asset, such as subway cars. The tax-exempt entity then leases the asset back from its new owner.

If the lease is terminated early, the tax-exempt entity must make an early termination payment to the lessor. A portion of this early termination payment is funded from monies that were pre-funded and invested at the closing of the leveraged lease transaction (along with earnings on those invested funds). The tax-exempt entity is obligated to pay the remaining, unfunded portion of this early termination payment (known as “strip coverage”) from its own sources. AGM issued financial guaranty insurance policies (known as “strip policies”) that guaranteed the payment of these unfunded strip coverage amounts to the

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lessor, in the event that a tax-exempt entity defaulted on its obligation to pay this portion of its early termination payment. AGM can then seek reimbursement of its strip policy payments from the tax-exempt entity, and can also sell the transferred depreciable asset and reimburse itself from the sale proceeds.

Currently, all the leveraged lease transactions in which AGM acts as strip coverage provider are breaching a rating trigger related to AGM and are subject to early termination. However, early termination of a lease does not result in a draw on the AGM policy if the tax-exempt entity makes the required termination payment. If all the leases were to terminate early and the tax-exempt entities do not make the required early termination payments, then AGM would be exposed to possible liquidity claims on gross exposure of approximately \$1.2 billion as of September 30, 2015. To date, none of the leveraged lease transactions that involve AGM has experienced an early termination due to a lease default and a claim on the AGM policy. It is difficult to determine the probability that AGM will have to pay strip provider claims or the likely aggregate amount of such claims. At September 30, 2015, approximately \$1.4 billion of cumulative strip par exposure had been terminated since 2008 on a consensual basis. The consensual terminations have resulted in no claims on AGM.

On July 1, 2009, AGM and Dexia Crédit Local S.A., acting through its New York Branch (“Dexia Crédit Local (NY)”), entered into a credit facility (the “Strip Coverage Facility”). Under the Strip Coverage Facility, Dexia Crédit Local (NY) agreed to make loans to AGM to finance all draws made by lessors on AGM strip policies that were outstanding as of November 13, 2008, up to the commitment amount. The commitment amount of the Strip Coverage Facility was \$1 billion at closing of the Company's acquisition of AGMH. AGM has reduced the maximum commitment amount from time to time, after taking into account its experience with its exposure to leveraged lease transactions. Most recently, as of June 30, 2014, AGM reduced the maximum commitment amount to \$495 million and agreed with Dexia Crédit Local (NY) that the commitment amount would no longer amortize on a scheduled monthly basis.

Fundings under this facility are subject to certain conditions precedent, and their repayment is collateralized by a security interest that AGM granted to Dexia Crédit Local (NY) in amounts that AGM recovers—from the tax-exempt entity, or from asset sale proceeds—following its payment of strip policy claims. On June 30, 2014, AGM and Dexia Crédit Local (NY) agreed to shorten the duration of the facility. Accordingly, the Strip Coverage Facility will terminate upon the earliest to occur of an AGM change of control, the reduction of the commitment amount to \$0 in accordance with the terms of the facility, and June 30, 2024 (rather than the original maturity date of January 31, 2042).

The Strip Coverage Facility's financial covenants require that AGM and its subsidiaries maintain:

- a maximum debt-to-capital ratio of 30%; and

a minimum net worth of 75% of consolidated net worth as of July 1, 2009, plus, beginning June 30, 2015 and on each anniversary of such date, an amount equal to the product of (i) 25% of the aggregate consolidated net income (or loss) for the period beginning July 2, 2009 and ending on June 30, 2014 and (ii) a fraction, the numerator of which is the commitment amount as of the relevant calculation date and the denominator of which is \$1 billion.

The Company was in compliance with all financial covenants as of September 30, 2015.

The Strip Coverage Facility contains restrictions on AGM, including, among other things, in respect of its ability to incur debt, permit liens, pay dividends or make distributions, dissolve or become party to a merger or consolidation. Most of these restrictions are subject to exceptions. The Strip Coverage Facility has customary events of default, including (subject to certain materiality thresholds and grace periods) payment default, bankruptcy or insolvency proceedings and cross-default to other debt agreements.

As of September 30, 2015, no amounts were outstanding under this facility, nor have there been any borrowings during the life of this facility.

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### Intercompany Credit Facility and Intercompany Debt

On October 25, 2013, AGL, as borrower, and AGUS, as lender, entered into a revolving credit facility pursuant to which AGL may, from time to time, borrow for general corporate purposes. Under the credit facility, AGUS committed to lend a principal amount not exceeding \$225 million in the aggregate. Such commitment terminates on October 25, 2018 (the “loan termination date”). The unpaid principal amount of each loan will bear interest at a fixed rate equal to 100% of the then applicable Federal short-term or mid-term interest rate, as the case may be, as determined under Internal Revenue Code Sec. 1274(d), and interest on all loans will be computed for the actual number of days elapsed on the basis of a year consisting of 360 days. Accrued interest on all loans will be paid on the last day of each June and December, beginning on December 31, 2013, and at maturity. AGL must repay the then unpaid principal amounts of the loans by the third anniversary of the loan termination date. No amounts are currently outstanding under the credit facility.

On March 30, 2015, AGUS loaned \$200 million to AGC to facilitate the acquisition of Radian Asset on April 1, 2015. AGC repaid the loan in full on April 14, 2015.

In addition, in 2012 AGUS borrowed \$90 million from its affiliate AGRO to fund the acquisition of MAC. That loan remained outstanding as of September 30, 2015.

### Committed Capital Securities

On April 8, 2005, AGC entered into separate agreements (the “Put Agreements”) with four custodial trusts (each, a “Custodial Trust”) pursuant to which AGC may, at its option, cause each of the Custodial Trusts to purchase up to \$50 million of perpetual preferred stock of AGC (the “AGC Preferred Stock”). The custodial trusts were created as a vehicle for providing capital support to AGC by allowing AGC to obtain immediate access to new capital at its sole discretion at any time through the exercise of the put option. If the put options were exercised, AGC would receive \$200 million in return for the issuance of its own perpetual preferred stock, the proceeds of which may be used for any purpose, including the payment of claims. The put options have not been exercised through the date of this filing.

Distributions on the AGC CCS are determined pursuant to an auction process. On April 7, 2008 this auction process failed, thereby increasing the annualized rate on the AGC CCS to one-month LIBOR plus 250 basis points.

Distributions on the AGC preferred stock will be determined pursuant to the same process.

In June 2003, \$200 million of “AGM CPS”, money market preferred trust securities, were issued by trusts created for the primary purpose of issuing the AGM CPS, investing the proceeds in high-quality commercial paper and selling put options to AGM, allowing AGM to issue the trusts non-cumulative redeemable perpetual preferred stock (the “AGM Preferred Stock”) of AGM in exchange for cash. There are four trusts, each with an initial aggregate face amount of \$50 million. These trusts hold auctions every 28 days, at which time investors submit bid orders to purchase AGM CPS. If AGM were to exercise a put option, the applicable trust would transfer the portion of the proceeds attributable to principal received upon maturity of its assets, net of expenses, to AGM in exchange for AGM Preferred Stock. AGM pays a floating put premium to the trusts, which represents the difference between the commercial paper yield and the winning auction rate (plus all fees and expenses of the trust). If an auction does not attract sufficient clearing bids, however, the auction rate is subject to a maximum rate of one-month LIBOR plus 200 basis points for the next succeeding distribution period. Beginning in August 2007, the AGM CPS required the maximum rate for each of the relevant trusts. AGM continues to have the ability to exercise its put option and cause the related trusts to purchase AGM Preferred Stock. The trusts provide AGM access to new capital at its sole discretion through the exercise of the put options. As of September 30, 2015 the put option had not been exercised. The Company does not consider itself to be the primary beneficiary of the trusts. See Note 8, Fair Value Measurement, –Other Assets–Committed Capital Securities, for a fair value measurement discussion.



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## 17. Earnings Per Share

## Computation of Earnings Per Share

	Third Quarter 2015	2014	Nine Months 2015	2014
	(in millions)			
Basic earnings per share ("EPS"):				
Net income (loss) attributable to AGL	\$ 129	\$ 355	\$ 627	\$ 556
Less: Distributed and undistributed income (loss) available to nonvested shareholders	0	1	0	0
Distributed and undistributed income (loss) available to common shareholders of AGL and subsidiaries, basic	\$ 129	\$ 354	\$ 627	\$ 556
Basic shares	145.8	168.8	150.7	176.4
Basic EPS	\$0.88	\$2.10	\$4.16	\$3.15
Diluted EPS:				
Distributed and undistributed income (loss) available to common shareholders of AGL and subsidiaries, basic	\$ 129	\$ 354	\$ 627	\$ 556
Plus: Re-allocation of undistributed income (loss) available to nonvested shareholders of AGL and subsidiaries	0	0	0	0
Distributed and undistributed income (loss) available to common shareholders of AGL and subsidiaries, diluted	\$ 129	\$ 354	\$ 627	\$ 556
Basic shares	145.8	168.8	150.7	176.4
Effect of dilutive securities:				
Options and restricted stock awards	0.7	0.9	0.9	1.0
Diluted shares	146.5	169.7	151.6	177.4
Diluted EPS	\$0.88	\$2.09	\$4.13	\$3.13
Potentially dilutive securities excluded from computation of EPS because of antidilutive effect	1.3	1.9	0.7	1.6

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## 18. Shareholders' Equity

## Other Comprehensive Income

The following tables present the changes in each component of AOCI and the effect of significant reclassifications out of AOCI on the respective line items in net income.

Changes in Accumulated Other Comprehensive Income by Component  
Third Quarter 2015

	Net Unrealized Gains (Losses) on Investments with no Other-Than-Temporary Impairment (in millions)	Net Unrealized Gains (Losses) on Investments with Other-Than-Temporary Impairment	Cumulative Translation Adjustment	Cash Flow Hedge	Total Accumulated Other Comprehensive Income
Balance, June 30, 2015	\$ 236	\$ 4	\$(9 )	\$ 8	\$ 239
Other comprehensive income (loss) before reclassifications	41	(15 )	(4 )	—	22
Amounts reclassified from AOCI to:					
Net realized investment gains (losses)	10	17	—	—	27
Net investment income	(9 )	—	—	—	(9 )
Interest expense	—	—	—	0	0
Total before tax	1	17	—	0	18
Tax (provision) benefit	0	(6 )	—	0	(6 )
Total amount reclassified from AOCI, net of tax	1	11	—	0	12
Net current period other comprehensive income (loss)	42	(4 )	(4 )	0	34
Balance, September 30, 2015	\$ 278	\$ 0	\$(13 )	\$ 8	\$ 273

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Third Quarter 2014

	Net Unrealized Gains (Losses) on Investments with no Other-Than-Temporary Impairment (in millions)	Net Unrealized Gains (Losses) on Investments with Other-Than-Temporary Impairment	Cumulative Translation Adjustment	Cash Flow Hedge	Total Accumulated Other Comprehensive Income
Balance, June 30, 2014	\$ 345	\$ (22 )	\$ 1	\$ 8	\$ 332
Other comprehensive income (loss) before reclassifications	(5 )	1	(5 )	—	(9 )
Amounts reclassified from AOCI to:					
Net realized investment gains (losses)	(5 )	20	—	—	15
Interest expense	—	—	—	0	0
Total before tax	(5 )	20	—	0	15
Tax (provision) benefit	2	(7 )	—	0	(5 )
Total amount reclassified from AOCI, net of tax	(3 )	13	—	0	10
Net current period other comprehensive income (loss)	(8 )	14	(5 )	0	1
Balance, September 30, 2014	\$ 337	\$ (8 )	\$(4 )	\$ 8	\$ 333

Changes in Accumulated Other Comprehensive Income by Component  
Nine Months 2015

	Net Unrealized Gains (Losses) on Investments with no Other-Than-Temporary Impairment (in millions)	Net Unrealized Gains (Losses) on Investments with Other-Than-Temporary Impairment	Cumulative Translation Adjustment	Cash Flow Hedge	Total Accumulated Other Comprehensive Income
Balance, December 31, 2014	\$ 367	\$ 4	\$(10 )	\$ 9	\$ 370
Other comprehensive income (loss) before reclassifications	(77 )	(23 )	(3 )	—	(103 )
Amounts reclassified from AOCI to:					
Net realized investment gains (losses)	(9 )	29	—	—	20
Net investment income	(9 )	—	—	—	(9 )
Interest expense	—	—	—	(1 )	(1 )
Total before tax	(18 )	29	—	(1 )	10
Tax (provision) benefit	6	(10 )	—	0	(4 )
	(12 )	19	—	(1 )	6



Total amount reclassified from  
AOCI, net of tax

Net current period other comprehensive income (loss)	(89	) (4	) (3	) (1	) (97	)
Balance, September 30, 2015	\$278	\$ 0	\$(13	) \$ 8	\$ 273	

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Nine Months 2014

	Net Unrealized Gains (Losses) on Investments with no Other-Than-Temporary Impairment (in millions)	Net Unrealized Gains (Losses) on Investments with Other-Than-Temporary Impairment	Cumulative Translation Adjustment	Cash Flow Hedge	Total Accumulated Other Comprehensive Income
Balance, December 31, 2013	\$ 178	\$ (24 )	\$(3 )	\$ 9	\$ 160
Other comprehensive income (loss) before reclassifications	164	(8 )	(1 )	—	155
Amounts reclassified from AOCI to:					
Net realized investment gains (losses)	(9 )	37	—	—	28
Interest expense	—	—	—	0	0
Total before tax	(9 )	37	—	0	28
Tax (provision) benefit	4	(13 )	—	(1 )	(10 )
Total amount reclassified from AOCI, net of tax	(5 )	24	—	(1 )	18
Net current period other comprehensive income (loss)	159	16	(1 )	(1 )	173
Balance, September 30, 2014	\$ 337	\$ (8 )	\$(4 )	\$ 8	\$ 333

## Share Repurchase

The following table presents share repurchases by quarter since January 2013.

## Share Repurchases

Period	Number of Shares Repurchased	Total Payments(in millions)	Average Price Paid Per Share
2013	12,512,759	\$264	\$21.12
2014 (January 1 - March 31)	1,350,443	35	25.92
2014 (April 1 - June 30)	7,051,842	177	25.14
2014 (July 1 - September 30)	9,623,309	226	23.47
2014 (October 1 - December 31)	6,388,187	152	23.83
Total 2014	24,413,781	590	24.17
2015 (January 1 - March 31)	5,860,291	152	25.87
2015 (April 1 - June 30)	4,737,388	133	28.13
2015 (July 1 - September 30)	5,362,103	135	25.17
Total 2015 (through September 30)	15,959,782	420	26.31
2015 (October 1 through November 5)	1,750,310	48	27.16
Total 2015	17,710,092	468	26.39
Cumulative repurchases since the beginning of 2013	54,636,632	\$1,322	\$24.19

As of November 5, 2015, approximately \$143 million of capacity remains from the May 6, 2015 \$400 million share repurchase authorization.

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The Company expects to repurchase shares from time to time in the open market or in privately negotiated transactions. The timing, form and amount of the share repurchases under the program are at the discretion of management and will depend on a variety of factors, including free funds available at the parent company, market conditions, the Company's capital position, legal requirements and other factors. The repurchase program may be modified, extended or terminated by the Board of Directors at any time. It does not have an expiration date.

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## 19. Subsidiary Information

The following tables present the condensed consolidating financial information for AGUS and AGMH, 100%-owned subsidiaries of AGL, which have issued publicly traded debt securities (see Note 16, Long Term Debt and Credit Facilities). The information for AGL, AGUS and AGMH presents its subsidiaries on the equity method of accounting.

CONDENSED CONSOLIDATING BALANCE SHEET  
AS OF SEPTEMBER 30, 2015  
(in millions)

	Assured Guaranty Ltd. (Parent)	AGUS (Issuer)	AGMH (Issuer)	Other Entities	Consolidating Adjustments	Assured Guaranty Ltd. (Consolidated)
<b>ASSETS</b>						
Total investment portfolio and cash	\$ 100	\$61	\$22	\$11,595	\$ (369 )	\$ 11,409
Investment in subsidiaries	5,696	5,348	4,042	369	(15,455 )	—
Premiums receivable, net of commissions payable	—	—	—	814	(138 )	676
Ceded unearned premium reserve	—	—	—	1,316	(1,053 )	263
Deferred acquisition costs	—	—	—	182	(64 )	118
Reinsurance recoverable on unpaid losses	—	—	—	461	(372 )	89
Credit derivative assets	—	—	—	249	(178 )	71
Deferred tax asset, net	—	37	—	517	(128 )	426
Intercompany receivable	—	—	—	90	(90 )	—
Financial guaranty variable interest entities' assets, at fair value	—	—	—	1,547	—	1,547
Other	28	107	39	599	(338 )	435
<b>TOTAL ASSETS</b>	<b>\$ 5,824</b>	<b>\$5,553</b>	<b>\$4,103</b>	<b>\$17,739</b>	<b>\$ (18,185 )</b>	<b>\$ 15,034</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>						
Unearned premium reserves	\$ —	\$ —	\$ —	\$5,285	\$ (1,173 )	\$ 4,112
Loss and LAE reserve	—	—	—	1,438	(431 )	1,007
Long-term debt	—	847	444	15	—	1,306
Intercompany payable	—	90	—	300	(390 )	—
Credit derivative liabilities	—	—	—	1,096	(178 )	918
Deferred tax liabilities, net	—	—	91	—	(91 )	—
Financial guaranty variable interest entities' liabilities, at fair value	—	—	—	1,482	—	1,482
Other	5	24	20	816	(475 )	390
<b>TOTAL LIABILITIES</b>	<b>5</b>	<b>961</b>	<b>555</b>	<b>10,432</b>	<b>(2,738 )</b>	<b>9,215</b>
<b>TOTAL SHAREHOLDERS' EQUITY ATTRIBUTABLE TO ASSURED GUARANTY LTD.</b>	<b>5,819</b>	<b>4,592</b>	<b>3,548</b>	<b>6,938</b>	<b>(15,078 )</b>	<b>5,819</b>
Noncontrolling interest	—	—	—	369	(369 )	—
	5,819	4,592	3,548	7,307	(15,447 )	5,819

TOTAL SHAREHOLDERS'  
EQUITY

TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$ 5,824	\$5,553	\$4,103	\$17,739	\$(18,185 )	\$ 15,034
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CONDENSED CONSOLIDATING BALANCE SHEET  
AS OF DECEMBER 31, 2014  
(in millions)

	Assured Guaranty Ltd. (Parent)	AGUS (Issuer)	AGMH (Issuer)	Other Entities	Consolidating Adjustments	Assured Guaranty Ltd. (Consolidated)
<b>ASSETS</b>						
Total investment portfolio and cash	\$ 126	\$204	\$47	\$11,382	\$ (300 )	\$ 11,459
Investment in subsidiaries	5,612	5,072	3,965	339	(14,988 )	—
Premiums receivable, net of commissions payable	—	—	—	864	(135 )	729
Ceded unearned premium reserve	—	—	—	1,469	(1,088 )	381
Deferred acquisition costs	—	—	—	186	(65 )	121
Reinsurance recoverable on unpaid losses	—	—	—	338	(260 )	78
Credit derivative assets	—	—	—	277	(209 )	68
Deferred tax asset, net	—	54	—	295	(89 )	260
Intercompany receivable	—	—	—	90	(90 )	—
Financial guaranty variable interest entities' assets, at fair value	—	—	—	1,402	—	1,402
Other	27	77	27	538	(242 )	427
<b>TOTAL ASSETS</b>	<b>\$ 5,765</b>	<b>\$5,407</b>	<b>\$4,039</b>	<b>\$17,180</b>	<b>\$ (17,466 )</b>	<b>\$ 14,925</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>						
Unearned premium reserves	\$ —	\$ —	\$ —	\$5,328	\$ (1,067 )	\$ 4,261
Loss and LAE reserve	—	—	—	1,066	(267 )	799
Long-term debt	—	847	437	19	—	1,303
Intercompany payable	—	90	—	300	(390 )	—
Credit derivative liabilities	—	—	—	1,172	(209 )	963
Deferred tax liabilities, net	—	—	94	—	(94 )	—
Financial guaranty variable interest entities' liabilities, at fair value	—	—	—	1,419	—	1,419
Other	7	9	16	764	(374 )	422
<b>TOTAL LIABILITIES</b>	<b>7</b>	<b>946</b>	<b>547</b>	<b>10,068</b>	<b>(2,401 )</b>	<b>9,167</b>
<b>TOTAL SHAREHOLDERS' EQUITY ATTRIBUTABLE TO ASSURED GUARANTY LTD.</b>	<b>5,758</b>	<b>4,461</b>	<b>3,492</b>	<b>6,773</b>	<b>(14,726 )</b>	<b>5,758</b>
Noncontrolling interest	—	—	—	339	(339 )	—
<b>TOTAL SHAREHOLDERS' EQUITY</b>	<b>5,758</b>	<b>4,461</b>	<b>3,492</b>	<b>7,112</b>	<b>(15,065 )</b>	<b>5,758</b>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<b>\$ 5,765</b>	<b>\$5,407</b>	<b>\$4,039</b>	<b>\$17,180</b>	<b>\$ (17,466 )</b>	<b>\$ 14,925</b>





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CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS  
AND COMPREHENSIVE INCOME  
FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2015  
(in millions)

	Assured Guaranty Ltd. (Parent)	AGUS (Issuer)	AGMH (Issuer)	Other Entities	Consolidating Adjustments	Assured Guaranty Ltd. (Consolidated)	
<b>REVENUES</b>							
Net earned premiums	\$ —	\$ —	\$ —	\$ 219	\$ (6	) \$ 213	
Net investment income	0	0	0	113	(1	) 112	
Net realized investment gains (losses)	0	0	0	(22	) (5	) (27	)
Net change in fair value of credit derivatives:							
Realized gains (losses) and other settlements	—	—	—	6	0	6	
Net unrealized gains (losses)	—	—	—	81	(1	) 80	
Net change in fair value of credit derivatives	—	—	—	87	(1	) 86	
Bargain purchase gain and settlement of pre-existing relationships	—	—	—	—	—	—	
Other	0	—	—	(16	) —	(16	)
<b>TOTAL REVENUES</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>381</b>	<b>(13</b>	<b>) 368</b>	
<b>EXPENSES</b>							
Loss and LAE	—	—	—	114	(2	) 112	
Amortization of deferred acquisition costs	—	—	—	8	(3	) 5	
Interest expense	—	13	13	4	(5	) 25	
Other operating expenses	7	0	1	47	(1	) 54	
<b>TOTAL EXPENSES</b>	<b>7</b>	<b>13</b>	<b>14</b>	<b>173</b>	<b>(11</b>	<b>) 196</b>	
<b>INCOME (LOSS) BEFORE INCOME TAXES AND EQUITY IN NET EARNINGS OF SUBSIDIARIES</b>	<b>(7</b>	<b>) (13</b>	<b>) (14</b>	<b>) 208</b>	<b>(2</b>	<b>) 172</b>	
Total (provision) benefit for income taxes	—	5	5	(55	) 2	(43	)
Equity in net earnings of subsidiaries	136	126	133	10	(405	) —	
<b>NET INCOME (LOSS)</b>	<b>\$ 129</b>	<b>\$ 118</b>	<b>\$ 124</b>	<b>\$ 163</b>	<b>\$ (405</b>	<b>) \$ 129</b>	
Less: noncontrolling interest	—	—	—	10	(10	) —	
<b>NET INCOME (LOSS) ATTRIBUTABLE TO ASSURED GUARANTY LTD.</b>	<b>\$ 129</b>	<b>\$ 118</b>	<b>\$ 124</b>	<b>\$ 153</b>	<b>\$ (395</b>	<b>) \$ 129</b>	
<b>COMPREHENSIVE INCOME (LOSS)</b>	<b>\$ 163</b>	<b>\$ 138</b>	<b>\$ 139</b>	<b>\$ 199</b>	<b>\$ (476</b>	<b>) \$ 163</b>	



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CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS  
AND COMPREHENSIVE INCOME  
FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2014  
(in millions)

	Assured Guaranty Ltd. (Parent)	AGUS (Issuer)	AGMH (Issuer)	Other Entities	Consolidating Adjustments	Assured Guaranty Ltd. (Consolidated)	
<b>REVENUES</b>							
Net earned premiums	\$ —	\$ —	\$ —	\$ 142	\$ 2	\$ 144	
Net investment income	0	0	1	104	(3	) 102	
Net realized investment gains (losses)	0	0	0	(19	) —	(19	)
Net change in fair value of credit derivatives:							
Realized gains (losses) and other settlements	—	—	—	(14	) 0	(14	)
Net unrealized gains (losses)	—	—	—	269	—	269	
Net change in fair value of credit derivatives	—	—	—	255	0	255	
Other	—	—	—	43	—	43	
<b>TOTAL REVENUES</b>	<b>0</b>	<b>0</b>	<b>1</b>	<b>525</b>	<b>(1</b>	<b>) 525</b>	
<b>EXPENSES</b>							
Loss and LAE	—	—	—	(44	) —	(44	)
Amortization of deferred acquisition costs	—	—	—	6	(2	) 4	
Interest expense	—	13	13	5	(4	) 27	
Other operating expenses	8	0	1	43	(2	) 50	
<b>TOTAL EXPENSES</b>	<b>8</b>	<b>13</b>	<b>14</b>	<b>10</b>	<b>(8</b>	<b>) 37</b>	
<b>INCOME (LOSS) BEFORE INCOME TAXES AND EQUITY IN NET EARNINGS OF SUBSIDIARIES</b>	<b>(8</b>	<b>) (13</b>	<b>) (13</b>	<b>) 515</b>	<b>7</b>	<b>488</b>	
Total (provision) benefit for income taxes	—	4	5	(140	) (2	) (133	)
Equity in net earnings of subsidiaries	363	290	147	8	(808	) —	
<b>NET INCOME (LOSS)</b>	<b>\$ 355</b>	<b>\$ 281</b>	<b>\$ 139</b>	<b>\$ 383</b>	<b>\$ (803</b>	<b>) \$ 355</b>	
Less: noncontrolling interest	—	—	—	24	(24	) —	
<b>NET INCOME (LOSS) ATTRIBUTABLE TO ASSURED GUARANTY LTD.</b>	<b>\$ 355</b>	<b>\$ 281</b>	<b>\$ 139</b>	<b>\$ 359</b>	<b>\$ (779</b>	<b>) \$ 355</b>	
<b>COMPREHENSIVE INCOME (LOSS)</b>	<b>\$ 356</b>	<b>\$ 294</b>	<b>\$ 146</b>	<b>\$ 397</b>	<b>\$ (837</b>	<b>) \$ 356</b>	



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CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS  
AND COMPREHENSIVE INCOME  
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2015  
(in millions)

	Assured Guaranty Ltd. (Parent)	AGUS (Issuer)	AGMH (Issuer)	Other Entities	Consolidating Adjustments	Assured Guaranty Ltd. (Consolidated)
<b>REVENUES</b>						
Net earned premiums	\$ —	\$ —	\$ —	\$ 585	\$ (11	) \$ 574
Net investment income	0	0	0	318	(7	) 311
Net realized investment gains (losses)	0	0	1	(13	) (8	) (20
Net change in fair value of credit derivatives:						
Realized gains (losses) and other settlements	—	—	—	35	0	35
Net unrealized gains (losses)	—	—	—	292	(27	) 265
Net change in fair value of credit derivatives	—	—	—	327	(27	) 300
Bargain purchase gain and settlement of pre-existing relationships	—	—	—	54	160	214
Other	0	0	—	53	0	53
<b>TOTAL REVENUES</b>	<b>0</b>	<b>0</b>	<b>1</b>	<b>1,324</b>	<b>107</b>	<b>1,432</b>
<b>EXPENSES</b>						
Loss and LAE	—	—	—	316	2	318
Amortization of deferred acquisition costs	—	—	—	22	(7	) 15
Interest expense	—	39	40	11	(14	) 76
Other operating expenses	24	1	1	152	(2	) 176
<b>TOTAL EXPENSES</b>	<b>24</b>	<b>40</b>	<b>41</b>	<b>501</b>	<b>(21</b>	<b>) 585</b>
<b>INCOME (LOSS) BEFORE INCOME TAXES AND EQUITY IN NET EARNINGS OF SUBSIDIARIES</b>	<b>(24</b>	<b>) (40</b>	<b>) (40</b>	<b>) 823</b>	<b>128</b>	<b>847</b>
Total (provision) benefit for income taxes	—	14	14	(205	) (43	) (220
Equity in net earnings of subsidiaries	651	594	347	30	(1,622	) —
<b>NET INCOME (LOSS)</b>	<b>\$ 627</b>	<b>\$ 568</b>	<b>\$ 321</b>	<b>\$ 648</b>	<b>\$ (1,537</b>	<b>) \$ 627</b>
Less: noncontrolling interest	—	—	—	30	(30	) —
<b>NET INCOME (LOSS) ATTRIBUTABLE TO ASSURED GUARANTY LTD.</b>	<b>\$ 627</b>	<b>\$ 568</b>	<b>\$ 321</b>	<b>\$ 618</b>	<b>\$ (1,507</b>	<b>) \$ 627</b>
<b>COMPREHENSIVE INCOME (LOSS)</b>	<b>\$ 530</b>	<b>\$ 482</b>	<b>\$ 269</b>	<b>\$ 554</b>	<b>\$ (1,305</b>	<b>) \$ 530</b>



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CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS  
AND COMPREHENSIVE INCOME  
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2014  
(in millions)

	Assured Guaranty Ltd. (Parent)	AGUS (Issuer)	AGMH (Issuer)	Other Entities	Consolidating Adjustments	Assured Guaranty Ltd. (Consolidated)	
<b>REVENUES</b>							
Net earned premiums	\$ —	\$ —	\$ —	\$ 408	\$ 4	\$ 412	
Net investment income	0	0	1	307	(7	) 301	
Net realized investment gains (losses)	0	0	0	(23	) (2	) (25	)
Net change in fair value of credit derivatives:							
Realized gains (losses) and other settlements	—	—	—	20	0	20	
Net unrealized gains (losses)	—	—	—	127	—	127	
Net change in fair value of credit derivatives	—	—	—	147	0	147	
Other	—	—	—	239	(1	) 238	
<b>TOTAL REVENUES</b>	<b>0</b>	<b>0</b>	<b>1</b>	<b>1,078</b>	<b>(6</b>	<b>) 1,073</b>	
<b>EXPENSES</b>							
Loss and LAE	—	—	—	48	6	54	
Amortization of deferred acquisition costs	—	—	—	17	(5	) 12	
Interest expense	—	27	40	13	(13	) 67	
Other operating expenses	24	1	1	142	(3	) 165	
<b>TOTAL EXPENSES</b>	<b>24</b>	<b>28</b>	<b>41</b>	<b>220</b>	<b>(15</b>	<b>) 298</b>	
<b>INCOME (LOSS) BEFORE INCOME TAXES AND EQUITY IN NET EARNINGS OF SUBSIDIARIES</b>	<b>(24</b>	<b>) (28</b>	<b>) (40</b>	<b>) 858</b>	<b>9</b>	<b>775</b>	
Total (provision) benefit for income taxes	—	9	14	(240	) (2	) (219	)
Equity in net earnings of subsidiaries	580	529	436	24	(1,569	) —	
<b>NET INCOME (LOSS)</b>	<b>\$ 556</b>	<b>\$ 510</b>	<b>\$ 410</b>	<b>\$ 642</b>	<b>\$ (1,562</b>	<b>) \$ 556</b>	
Less: noncontrolling interest	—	—	—	24	(24	) —	
<b>NET INCOME (LOSS) ATTRIBUTABLE TO ASSURED GUARANTY LTD.</b>	<b>\$ 556</b>	<b>\$ 510</b>	<b>\$ 410</b>	<b>\$ 618</b>	<b>\$ (1,538</b>	<b>) \$ 556</b>	
<b>COMPREHENSIVE INCOME (LOSS)</b>	<b>\$ 729</b>	<b>\$ 650</b>	<b>\$ 495</b>	<b>\$ 957</b>	<b>\$ (2,102</b>	<b>) \$ 729</b>	

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CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS  
 FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2015  
 (in millions)

	Assured Guaranty Ltd. (Parent)	AGUS (Issuer)	AGMH (Issuer)	Other Entities	Consolidating Adjustments	Assured Guaranty Ltd. (Consolidated)
Net cash flows provided by (used in) operating activities	\$ 451	\$ 209	\$ 134	\$ 99	\$ (932 )	\$ (39 )
Cash flows from investing activities						
Fixed-maturity securities:						
Purchases	—	(72 )	(8 )	(1,830 )	66	(1,844 )
Sales	—	170	27	1,522	—	1,719
Maturities	—	8	—	627	—	635
Sales (purchases) of short-term investments, net	26	42	4	679	—	751
Net proceeds from financial guaranty variable entities' assets	—	—	—	114	—	114
Intercompany debt	—	—	—	—	—	—
Investment in subsidiary	—	—	25	—	(25 )	—
Acquisition of Radian Asset, net of cash acquired	—	—	—	(800 )	—	(800 )
Other	—	(5 )	—	64	—	59
Net cash flows provided by (used in) investing activities	26	143	48	376	41	634
Cash flows from financing activities						
Return of capital	—	—	—	(25 )	25	—
Dividends paid	(55 )	(351 )	(182 )	(333 )	866	(55 )
Repurchases of common stock	(420 )	—	—	—	—	(420 )
Share activity under option and incentive plans	(2 )	—	—	—	—	(2 )
Net paydowns of financial guaranty variable entities' liabilities	—	—	—	(122 )	—	(122 )
Payment of long-term debt	—	—	—	(3 )	—	(3 )
Intercompany debt	—	—	—	—	—	—
Net cash flows provided by (used in) financing activities	(477 )	(351 )	(182 )	(483 )	891	(602 )
Effect of exchange rate changes	—	—	—	(2 )	—	(2 )
Increase (decrease) in cash	—	1	—	(10 )	—	(9 )
Cash at beginning of period	0	0	4	71	—	75
Cash at end of period	\$ 0	\$ 1	\$ 4	\$ 61	\$ —	\$ 66



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CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS  
 FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2014  
 (in millions)

	Assured Guaranty Ltd. (Parent)	AGUS (Issuer)	AGMH (Issuer)	Other Entities	Consolidating Adjustments	Assured Guaranty Ltd. (Consolidated)
Net cash flows provided by (used in) operating activities	\$ 762	\$ 170	\$ 84	\$ 408	\$ (1,077 )	\$ 347
Cash flows from investing activities						
Fixed-maturity securities:						
Purchases	—	(356 )	(7 )	(1,668 )	—	(2,031 )
Sales	—	399	8	544	—	951
Maturities	—	4	1	552	—	557
Sales (purchases) of short-term investments, net	(265 )	(74 )	14	414	—	89
Net proceeds from financial guaranty variable entities' assets	—	—	—	346	—	346
Intercompany debt	—	—	—	—	—	—
Investment in subsidiary	—	—	50	—	(50 )	—
Other	—	—	—	9	—	9
Net cash flows provided by (used in) investing activities	(265 )	(27 )	66	197	(50 )	(79 )
Cash flows from financing activities						
Return of capital	—	—	—	(50 )	50	—
Dividends paid	(58 )	(700 )	(150 )	(227 )	1,077	(58 )
Repurchases of common stock	(438 )	—	—	—	—	(438 )
Share activity under option and incentive plans	(1 )	—	—	—	—	(1 )
Net paydowns of financial guaranty variable entities' liabilities	—	—	—	(348 )	—	(348 )
Net proceeds from issuance of long-term debt	—	495	—	—	—	495
Payment of long-term debt	—	—	—	(18 )	—	(18 )
Intercompany debt	—	—	—	—	—	—
Net cash flows provided by (used in) financing activities	(497 )	(205 )	(150 )	(643 )	1,127	(368 )
Effect of exchange rate changes	—	—	—	(2 )	—	(2 )
Increase (decrease) in cash	—	(62 )	—	(40 )	—	(102 )
Cash at beginning of period	0	67	0	117	—	184
Cash at end of period	\$ 0	\$ 5	\$ 0	\$ 77	\$ —	\$ 82



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ITEM MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF  
 2. OPERATIONS  
 Forward Looking Statements

This Form 10-Q contains information that includes or is based upon forward looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward looking statements give the expectations or forecasts of future events of Assured Guaranty Ltd. ("AGL") and its subsidiaries (collectively, "Assured Guaranty" or the "Company"). These statements can be identified by the fact that they do not relate strictly to historical or current facts and relate to future operating or financial performance.

Any or all of Assured Guaranty's forward looking statements herein are based on current expectations and the current economic environment and may turn out to be incorrect. Assured Guaranty's actual results may vary materially. Among factors that could cause actual results to differ adversely are:

- rating agency action, including a ratings downgrade, a change in outlook, the placement of ratings on watch for downgrade, or a change in rating criteria, at any time, of AGL or any of its subsidiaries, and/or of any securities AGL or any of its subsidiaries have issued, and/or of transactions that AGL's subsidiaries have insured;
- reduction in the amount of available insurance opportunities and/or in the demand for Assured Guaranty's insurance;
- developments in the world's financial and capital markets that adversely affect obligors' payment rates, Assured Guaranty's loss experience, or its exposure to refinancing risk in transactions (which could result in substantial liquidity claims on its guarantees);
- the possibility that budget shortfalls or other factors will result in credit losses or impairments on obligations of state, territorial and local governments and their related authorities and public corporations that Assured Guaranty insures or reinsures;
- the failure of Assured Guaranty to realize loss recoveries that are assumed in its expected loss estimates;
- deterioration in the financial condition of Assured Guaranty's reinsurers, the amount and timing of reinsurance recoverables actually received and the risk that reinsurers may dispute amounts owed to Assured Guaranty under its reinsurance agreements;
- increased competition, including from new entrants into the financial guaranty industry;
- rating agency action on obligors, including sovereign debtors, resulting in a reduction in the value of securities in Assured Guaranty's investment portfolio and in collateral posted by and to Assured Guaranty;
- the inability of Assured Guaranty to access external sources of capital on acceptable terms;
- changes in the world's credit markets, segments thereof, interest rates or general economic conditions;
- the impact of market volatility on the mark-to-market of Assured Guaranty's contracts written in credit default swap form;
- changes in applicable accounting policies or practices;
- changes in applicable laws or regulations, including insurance, bankruptcy and tax laws, or other governmental actions;
- difficulties with the execution of Assured Guaranty's business strategy;
- loss of key personnel;
- the effects of mergers, acquisitions and divestitures;
- natural or man-made catastrophes;
- other risks and uncertainties that have not been identified at this time;

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management's response to these factors; and  
other risk factors identified in AGL's filings with the U.S. Securities and Exchange Commission (the "SEC").  
The foregoing review of important factors should not be construed as exhaustive, and should be read in conjunction with the other cautionary statements that are included in this Form 10-Q, as well as the risk factors included in AGL's 2014 Annual Report on Form 10-K. The Company undertakes no obligation to update publicly or review any forward looking statement, whether as a result of new information, future developments or otherwise, except as required by law. Investors are advised, however, to consult any further disclosures the Company makes on related subjects in the Company's reports filed with the SEC.

If one or more of these or other risks or uncertainties materialize, or if the Company's underlying assumptions prove to be incorrect, actual results may vary materially from what the Company projected. Any forward looking statements in this Form 10-Q reflect the Company's current views with respect to future events and are subject to these and other risks, uncertainties and assumptions relating to its operations, results of operations, growth strategy and liquidity.

For these statements, the Company claims the protection of the safe harbor for forward looking statements contained in Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

### Available Information

The Company maintains an Internet web site at [www.assuredguaranty.com](http://www.assuredguaranty.com). The Company makes available, free of charge, on its web site (under [assuredguaranty.com/sec-filings](http://assuredguaranty.com/sec-filings)) the Company's annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13 (a) or 15 (d) of the Exchange Act as soon as reasonably practicable after the Company files such material with, or furnishes it to, the SEC. The Company also makes available, free of charge, through its web site (under [assuredguaranty.com/governance](http://assuredguaranty.com/governance)) links to the Company's Corporate Governance Guidelines, its Code of Conduct, AGL's Bye-Laws and the charters for its Board committees.

The Company routinely posts important information for investors on its web site (under [assuredguaranty.com/company-statements](http://assuredguaranty.com/company-statements) and, more generally, under the Investor Information and Businesses pages). The Company uses this web site as a means of disclosing material information and for complying with its disclosure obligations under SEC Regulation FD (Fair Disclosure). Accordingly, investors should monitor the Company Statements, Investor Information and Businesses portions of the Company's web site, in addition to following the Company's press releases, SEC filings, public conference calls, presentations and webcasts.

The information contained on, or that may be accessed through, the Company's web site is not incorporated by reference into, and is not a part of, this report.

### Executive Summary

This executive summary of management's discussion and analysis highlights selected information and may not contain all of the information that is important to readers of this Quarterly Report. For a more detailed description of events, trends and uncertainties, as well as the capital, liquidity, credit, operational and market risks and the critical accounting policies and estimates affecting the Company, this Quarterly Report should be read in its entirety and in addition to AGL's 2014 Annual Report on Form 10-K.

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Economic Environment

The overall economic environment in the United States ("U.S.") continued improving during the nine-month period ended September 30, 2015 ("Nine Months 2015"), although the pace of economic growth slowed during the three-month period ended September 30, 2015 ("Third Quarter 2015"). Gross domestic product ("GDP") rose at an annualized rate of 1.5% during Third Quarter 2015, reversing the acceleration in growth that occurred in the second quarter when GDP grew at an annualized rate of 3.9% following a first quarter GDP annualized growth rate of 0.6%. Despite small increases in January and May, the unemployment rate continued its general downward trend, reaching 5.1% in September, its lowest monthly level since 2008. Still, the average number of jobs added per month was approximately 22% less during Third Quarter 2015 than during the prior six months. U.S. home prices, as measured by the Case-Shiller index, rose in the first several months of the year, subsequently stabilized, and have since resumed growth, continuing the long-term positive trend that emerged at the beginning of 2012. At its most recent meeting in October, the Federal Open Market Committee left the federal funds rate unchanged; current pricing of futures contracts indicates an approximately 50% chance of an increase in the federal funds rate prior to year-end. During Nine Months 2015, the interest rate for a widely followed industry index of 30-year municipal bonds rose by 18 basis points. Overall, the Company believes that U.S. prospects for additional economic recovery and higher interest rates were clouded by somewhat weak global economic performance, a slowdown in growth in China and geopolitical risk, accompanied by strengthening of the dollar.

In Nine Months 2015, many municipalities continued taking steps to address their fiscal challenges. A recent survey of a sample of local government finance officers showed continued improvement in a majority of their cities' fiscal health during the year. At the state level, industry sources report that aggregate revenues also improved during Nine Months 2015. More generally, stock market gains over the last few years may have relieved some pressure on underfunded pension plans, but any such gains could be reversed by a change in market conditions, and many state and local governments continue to have difficulty funding pension and other obligations owed to municipal workers. During the last several years, although municipal defaults were rare, a small number of municipalities sought, but did not always obtain, bankruptcy protection. In Nine Months 2015, fiscal pressure stemming from Puerto Rico's weak economy led to multiple downgrades of the Commonwealth and its related debt to levels well below-investment-grade. Outside the U.S., the number of new infrastructure financings coming to market, including those appropriate for financial guarantees, remained limited. The European Central Bank continued its program of quantitative easing, in an effort to stimulate growth as well as inflation. In the United Kingdom, the pace of economic growth slowed in Third Quarter 2015, although it remained slightly ahead of the rate of expansion during the first quarter.

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## Financial Performance of Assured Guaranty

## Financial Results

	Third Quarter		Nine Months	
	2015	2014	2015	2014
	(in millions)			
Net income (loss)	\$129	\$355	\$627	\$556
Operating income(1)	164	177	582	410
Net income (loss) per diluted share	0.88	2.09	4.13	3.13
Operating income per share(1)	1.12	1.05	3.84	2.31
Diluted shares	146.5	169.7	151.6	177.4
Present value of new business production ("PVP")(1)	\$41	\$56	\$103	\$114
Gross par written	4,703	4,177	12,992	8,704
	As of September 30, 2015		As of December 31, 2014	
	Amount	Per Share	Amount	Per Share
	(in millions, except per share amounts)			
Shareholders' equity	\$5,819	\$40.72	\$5,758	\$36.37
Operating shareholders' equity(1)	5,984	41.87	5,933	37.48
Adjusted book value(1)	8,571	59.97	8,495	53.66
Common shares outstanding	142.9		158.3	

Please refer to "—Non-GAAP Financial Measures" for a definition of the financial measures that were not determined in accordance with accounting principles generally accepted in the United States of America ("GAAP") and a reconciliation of the non-GAAP financial measure and the most directly comparable GAAP financial measure, if available.

## Third Quarter 2015

There are several primary drivers of volatility in net income or loss that are not necessarily indicative of credit impairment or improvement, or ultimate economic gains or losses: changes in credit spreads of insured credit derivative obligations, changes in fair value of assets and liabilities of financial guaranty variable interest entities ("FG VIEs"), committed capital securities ("CCS"), changes in the Company's own credit spreads, and changes in risk-free rates used to discount expected losses. Changes in credit spreads generally have the most significant effect on the fair value of credit derivatives and FG VIE assets and liabilities. In addition to these non-economic factors, other factors such as: changes in expected losses, the timing of refunding transactions and terminations, realized gains and losses on the investment portfolio (including other-than-temporary impairments), the effects of large settlements and transactions, acquisitions, and the effects of the Company's various loss mitigation strategies, among others, may also have a significant effect on reported net income or loss in a given reporting period.

Net income in Third Quarter 2015 decreased to \$129 million from \$355 million in the three-month period ended September 30, 2014 ("Third Quarter 2014"). Non-GAAP operating income in Third Quarter 2015 was \$164 million, compared with \$177 million in Third Quarter 2014. The decrease in operating income was due primarily to higher loss expense due to Puerto Rico exposures and lower representations and warranties ("R&W") settlement benefits, partially offset by higher net earned premiums due to refundings and higher net investment income. The decrease in

the Company's net income includes these variances as well as lower fair value gains on credit derivatives in Third Quarter 2015 compared with Third Quarter 2014. Third Quarter 2014 includes a large fair value gain that resulted from the termination of a resecuritization transaction. In addition, net income includes fair value gains on FG VIE assets and liabilities which were lower in Third Quarter 2015 compared with Third Quarter 2014.

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## Nine Months 2015

Net income for Nine Months 2015 increased to \$627 million from \$556 million in the nine-month period ended September 30, 2014 ("Nine Months 2014"). Non-GAAP operating income in Nine Months 2015 was \$582 million, compared with \$410 million in Nine Months 2014. The increase in operating income was due primarily to the bargain purchase gain and settlement of pre-existing relationships from the the acquisition of Radian Asset Assurance Inc. ("Radian Asset"), and higher net earned premiums due to refundings, offset in part by higher losses attributable primarily to Puerto Rico.

The increase in the Company's net income includes these variances as well as higher fair value gains on credit derivatives in Nine Months 2015 compared with Nine Months 2014. In addition, net income includes fair value gains on FG VIEs which were lower in Nine Months 2015 compared with Nine Months 2014. Nine Months 2014 fair value gains on FG VIEs resulted primarily from the deconsolidation and maturity of several FG VIEs.

Please refer to "Key Business Strategies – Capital Management" below for information on the Company's common share repurchases.

## Key Business Strategies

The Company is currently pursuing three primary business strategies, each described in more detail below:

- New business production, acquisitions and commutations
- Capital management
- Loss mitigation

The Company will continue to evaluate its primary business strategies as circumstances warrant.

## New Business Production, Acquisitions and Commutations

The Company believes high-profile defaults by municipal obligors, such as Detroit, Michigan and Stockton, California, both of which filed for protection under chapter 9 of the U.S. Bankruptcy Code, and the deteriorating financial condition of Puerto Rico, have led to increased awareness of the value of bond insurance and stimulated demand for the product. The Company believes there will be continued demand for its insurance in this market because for those exposures that the Company guarantees, it undertakes the tasks of credit selection, analysis, negotiation of terms, surveillance and, if necessary, loss mitigation. The Company believes that its insurance encourages retail investors, who typically have fewer resources than the Company for analyzing municipal bonds, to purchase such bonds; enables institutional investors to operate more efficiently; and allows smaller, less well-known issuers to gain market access on a more cost-effective basis.

On the other hand, the persistently low interest rate environment continues to dampen demand for bond insurance and, after a number of years in which the Company was essentially the only financial guarantor, there are now two other guarantors active in one of its markets.

## U.S. Municipal Market Data

Based on Sale Date

Nine Months 2015		Nine Months 2014		Year Ended December 31, 2014	
Par	Number of issues	Par	Number of issues	Par	Number of issues



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	(dollars in billions, except number of issues)					
New municipal bonds issued	\$301.0	9,503	\$215.6	7,284	\$314.9	10,162
Total insured	19.6	1,465	13.0	984	18.5	1,403
Insured by AGC, AGM and MAC (1)	11.9	806	7.7	499	10.7	697

(1) Assured Guaranty Corp. ("AGC"), Assured Guaranty Municipal Corp. ("AGM") and Municipal Assurance Corp. ("MAC").

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## Industry Penetration Rates

## U.S. Municipal Market

	Nine Months		Year Ended
	2015	2014	December 31, 2014
Market penetration par	6.5%	6.0%	5.9%
Market penetration based on number of issues	15.4	13.5	13.8
% of single A par sold	21.4	19.9	19.7
% of single A transactions sold	52.4	48.0	49.3
% of under \$25 million par sold	18.3	16.5	16.5
% of under \$25 million transactions sold	17.4	15.0	15.4

## New Business Production

	Third Quarter		Nine Months	
	2015	2014	2015	2014
	(in millions)			
PVP (1):				
Public Finance—U.S.	\$41	\$51	\$79	\$90
Public Finance—non-U.S.	—	—	—	7
Structured Finance—U.S.	0	1	19	8
Structured Finance—non-U.S.	—	4	5	9
Total PVP	\$41	\$56	\$103	\$114
Gross Par Written:				
Public Finance—U.S.	\$4,703	\$4,018	\$12,725	\$8,208
Public Finance—non-U.S.	—	—	—	128
Structured Finance—U.S.	—	9	261	18
Structured Finance—non-U.S.	—	150	6	350
Total gross par written	\$4,703	\$4,177	\$12,992	\$8,704

PVP represents the present value of estimated future earnings primarily on new financial guaranty contracts written (1) in the period, before consideration of cessions to reinsurers. PVP and Gross Par Written in the table above are based on close date. See “—Non-GAAP Financial Measures—PVP or Present Value of New Business Production.” Excluding business written in Third Quarter 2014 as part of the restructuring of Detroit's water and sewer revenue bonds, U.S. public finance PVP increased 71% compared with Third Quarter 2014. The average rating of new business written in the U.S. public finance sector in Third Quarter 2015 was A-, consistent with Third Quarter 2014.

For the Nine Months 2015 compared with Nine Months 2014, excluding business written in 2014 as part of the restructuring of Detroit's water and sewer bonds, the Company's PVP increased due primarily to an increase in market issuance based on par. On a year to date basis market issuance increased almost 40% compared with Nine Months 2014, driven primarily by refundings. Insured par for the same period is up 50% and represents a 6.5% market penetration, compared with 6.0% for the Nine Months 2014. For the Nine Months 2015 Assured Guaranty wrote 61% of the total insured par and 55% of the total number of insured transactions.

In Nine Months 2015, structured finance PVP increased to \$19 million due primarily to a \$250 million insurance reserve financing transaction for a U.S.-based life insurance group.

Outside the U.S., the Company believes the United Kingdom ("U.K.") currently presents the most new business opportunities for financial guarantees of infrastructure financings, which have typically required such guarantees for capital market access. These transactions typically have long lead times. Assured Guaranty believes it is the only company in the private sector offering such financial guarantees outside the United States.

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In general, the Company expects that structured finance opportunities will increase in the future as the global economy recovers, interest rates rise, more issuers return to the capital markets for financings and institutional investors again utilize financial guaranties. The Company considers its involvement in both structured finance and international infrastructure transactions to be beneficial because such transactions diversify both the Company's business opportunities and its risk profile beyond public finance.

### Acquisition of Radian Asset Assurance Inc.

On April 1, 2015 (the "Acquisition Date"), AGC completed the acquisition of Radian Asset ("Radian Asset Acquisition") and merged Radian Asset with and into AGC, with AGC as the surviving company of the merger. The cash purchase price of \$804.5 million paid by AGC to Radian Guaranty Inc. reflected certain adjustments, for corporate overhead and interest payment expenses, to the \$810 million purchase price previously announced. AGC paid the purchase price out of available funds and from the proceeds of a \$200 million note from its parent Assured Guaranty US Holdings Inc. ("AGUS"). On April 14, 2015, AGC repaid in full the \$200 million note.

In connection with the acquisition, AGC acquired Radian Asset's entire insured portfolio, which resulted in an increase in net par outstanding as of the Acquisition Date of approximately \$13.6 billion, consisting of \$9.4 billion public finance net par outstanding and \$4.2 billion structured finance net par outstanding. The acquisition contributed operating income of approximately \$0.22 per share in Third Quarter 2015, and approximately \$1.76 per share in Nine Months 2015, including the bargain purchase gain, settlement of pre-existing relationships and quarterly activity.

Shareholders' equity benefited by \$1.04 per share, operating shareholders' equity benefited by \$1.26 per share and adjusted book value benefited by \$3.73 per share as of the Acquisition Date.

### Commutations

In 2015, the Company entered into a commutation agreement in order to reassume a previously ceded book of business. For Nine Months 2015, the commutation of ceded business resulted in gains of \$33 million, which were recorded in other income.

### Capital Management

In recent years, the Company has developed strategies to manage capital within the Assured Guaranty group more efficiently.

On May 6, 2015, in continuation of the Company's capital management strategy of repurchasing its common shares, AGL's Board of Directors approved the repurchase of an incremental \$400 million of common shares. As of November 5, 2015, \$143 million of total capacity remained, on a settlement basis, from all authorizations. In Third Quarter 2015, the Company repurchased a total of 5.4 million common shares for approximately \$135 million at an average price of \$25.17 per share. Year to date through November 5, 2015, including repurchases since September 30, 2015, the Company has repurchased a total of 17.7 million common shares for \$468 million at an average price of \$26.39 per share.

The Company expects the repurchases to be made from time to time in the open market or in privately negotiated transactions. The timing, form and amount of the share repurchases under the program are at the discretion of management and will depend on a variety of factors, including free funds available at the parent company, market conditions, the Company's capital position, legal requirements and other factors. The repurchase program may be modified, extended or terminated by the Board of Directors at any time. It does not have an expiration date. See Note

18, Shareholders' Equity, of the Financial Statements, for additional information about the Company's repurchases of its common shares.

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## Summary of Share Repurchases

	Amount	Number of Shares	Average price per share
	(in millions, except per share data)		
Third Quarter 2015	\$ 135	5.4	\$25.17
Nine Months 2015	\$420	16.0	\$26.31
2014	590	24.4	24.17
2013	264	12.5	21.12
Cumulative as of September 30, 2015	\$ 1,274	52.9	24.09

## Accretive Effect of Cumulative Repurchases(1)

	Third Quarter		Nine Months		As of September 30, 2015	As of December 31, 2014
	2015	2014	2015	2014		
	(per share)					
Net income	\$0.19	\$0.28	\$0.84	\$0.29		
Operating income	0.24	0.14	0.77	0.22		
Shareholders' equity					\$4.44	\$2.56
Operating shareholders' equity					4.75	2.78
Adjusted book value					9.64	5.84

(1)Cumulative repurchases since the beginning of 2013.

In order to reduce leverage, and possibly rating agency capital charges, the Company has mutually agreed with beneficiaries to terminate selected financial guaranty insurance and credit derivative contracts. In particular, the Company has targeted investment grade securities for which claims are not expected but which carry a disproportionately large rating agency capital charge. The Company terminated \$1.2 billion and \$1.6 billion in net par in Third Quarter 2015 and Third Quarter 2014, respectively, and \$1.9 billion and \$3.4 billion in net par in Nine Months 2015 and Nine Months 2014, respectively, of financial guaranty and credit default swap ("CDS") contracts.

## Loss Mitigation

In an effort to avoid or reduce potential losses in its insurance portfolios, the Company employs a number of strategies.

In the public finance area, the Company believes that its experience, the resources it is prepared to deploy and its authority to speak on behalf of a number of beneficial owners of debt, as well as its ability to provide bond insurance or other contributions as part of a solution, has resulted in more favorable outcomes in distressed public finance situations than would have been the case without its participation, as for example in Detroit, Michigan; Stockton, California; and Jefferson County, Alabama. Currently, the Company is an active participant in discussions with the Commonwealth of Puerto Rico and its advisors with respect to Puerto Rico Electric Power Authority ("PREPA"). There can be no assurance that the negotiations will result in agreement on a consensual recovery plan.



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In an effort to recover losses the Company experienced in its insured U.S. residential mortgage-backed securities ("RMBS") portfolio, the Company pursued providers of R&W by enforcing R&W provisions in contracts, negotiating agreements with R&W providers relating to those provisions and, where appropriate, initiating litigation against R&W providers. Through October 31, 2015, the Company's loss mitigation efforts on its U.S. RMBS exposure over the past several years have resulted in R&W providers paying, or agreeing to pay, or terminating insurance protection on future projected losses of, approximately \$4.2 billion (gross of reinsurance) in respect of their R&W liabilities for transactions in which the Company has provided insurance. By reaching agreements with certain R&W providers in early October, the Company has completed its pursuit of R&W claims. See Note 6, Expected Loss to be Paid, of the Financial Statements, for a discussion of the R&W settlements the Company has entered into.

In addition, the Company has been focused on improving the quality of servicing of the mortgage loans underlying its insured RMBS transactions. As of September 30, 2015, the Company's net insured par of the transactions subject to a servicing transfer was \$2.0 billion and the total net insured par of the transactions subject to a special servicing arrangement was \$2.7 billion. Some transactions benefit from both arrangements, so these amounts are not additive.

The Company is also continuing to purchase attractively priced obligations, including below-investment-grade ("BIG") obligations, that it has insured and for which it has expected losses to be paid, in order to mitigate the economic effect of insured losses ("loss mitigation securities"). These purchases resulted in a reduction of net expected loss to be paid of \$621 million as of September 30, 2015. The fair value of assets purchased for loss mitigation purposes in our investment portfolio as of September 30, 2015 (excluding the value of the Company's insurance) was \$772 million, with a par of \$1,599 million (including bonds related to FG VIEs of \$78 million in fair value and \$356 million in par).

In some instances, the terms of the Company's policy gives it the option to pay principal on an accelerated basis, thereby reducing the amount of guaranteed interest due in the future. The Company has at times exercised this option, which uses cash but reduces projected future losses.

## Results of Operations

### Estimates and Assumptions

The Company's consolidated financial statements include amounts that are determined using estimates and assumptions. The actual amounts realized could ultimately be materially different from the amounts currently provided for in the Company's consolidated financial statements. Management believes the most significant items requiring inherently subjective and complex estimates are expected losses, fair value estimates, other-than-temporary impairment, deferred income taxes, and premium revenue recognition. The following discussion of the results of operations includes information regarding the estimates and assumptions used for these items and should be read in conjunction with the notes to the Company's consolidated financial statements.

An understanding of the Company's accounting policies is of critical importance to understanding its consolidated financial statements. See Part II, Item 8. "Financial Statements and Supplementary Data" of the Company's Annual Report on Form 10-K for a discussion of significant accounting policies and fair value methodologies.

The Company carries a portion of its assets and liabilities at fair value, the majority of which are measured at fair value on a recurring basis. Level 3 assets, consisting primarily of financial guaranty variable interest entities' assets, credit derivative assets, and investments, represented approximately 20% and 18% of total assets measured at fair value on a recurring basis as of September 30, 2015 and December 31, 2014, respectively. All of the Company's liabilities that are measured at fair value are Level 3. See Note 8, Fair Value Measurement, of the Financial Statements for additional information about assets and liabilities classified as Level 3.





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## Consolidated Results of Operations

## Consolidated Results of Operations

	Three Months Ended September 30, 2015		2014		Nine Months Ended September 30, 2015		2014	
	(in millions)							
Revenues:								
Net earned premiums	\$213		\$144		\$574		\$412	
Net investment income	112		102		311		301	
Net realized investment gains (losses)	(27	)	(19	)	(20	)	(25	)
Net change in fair value of credit derivatives:								
Realized gains (losses) and other settlements	6		(14	)	35		20	
Net unrealized gains (losses)	80		269		265		127	
Net change in fair value of credit derivatives	86		255		300		147	
Fair value gains (losses) on CCS	(15	)	4		10		(11	)
Fair value gains (losses) on FG VIEs	2		50		0		232	
Bargain purchase gain and settlement of pre-existing relationships	—		—		214		—	
Other income (loss)	(3	)	(11	)	43		17	
Total revenues	368		525		1,432		1,073	
Expenses:								
Loss and LAE	112		(44	)	318		54	
Amortization of deferred acquisition costs	5		4		15		12	
Interest expense	25		27		76		67	
Other operating expenses	54		50		176		165	
Total expenses	196		37		585		298	
Income (loss) before provision for income taxes	172		488		847		775	
Provision (benefit) for income taxes	43		133		220		219	
Net income (loss)	\$129		\$355		\$627		\$556	

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## Net Earned Premiums

Net earned premiums increased in Third Quarter 2015 and Nine Months 2015 compared with Third Quarter 2014 and Nine Months 2014 due primarily to higher accelerations, and the addition of the Radian Asset book of business, offset by the scheduled decline in structured finance par outstanding. At September 30, 2015, \$3.9 billion of net deferred premium revenue remained to be earned over the life of the insurance contracts. The Radian Asset Acquisition on April 1, 2015 increased deferred premium revenue by \$549 million. Scheduled net earned premiums are expected to decrease each year unless replaced by a higher amount of new business, reassumptions of previously ceded business or books of business acquired in a business combination. See Note 5, Financial Guaranty Insurance Premiums, of the Financial Statements, for additional information.

## Net Earned Premiums

	Third Quarter		Nine Months	
	2015	2014	2015	2014
	(in millions)			
Financial guaranty:				
Public finance				
Scheduled net earned premiums and accretion	\$77	\$69	\$232	\$213
Accelerations(1)	99	35	235	78
Total public finance	176	104	467	291
Structured finance(2)				
Scheduled net earned premiums and accretion	31	39	99	119
Accelerations(1)	6	1	7	1
Total structured finance	37	40	106	120
Other	0	0	1	1
Total net earned premiums	\$213	\$144	\$574	\$412

(1) Reflects the unscheduled refunding of an insured obligation or the termination of the insurance on an insured obligation.

(2) Excludes \$6 million and \$5 million for Third Quarter 2015 and 2014 respectively, and \$16 million and \$27 million for Nine Months 2015 and 2014, respectively related to consolidated FG VIEs.

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## Net Investment Income

Net investment income is a function of the yield that the Company earns on invested assets and the size of the portfolio. The investment yield is a function of market interest rates at the time of investment as well as the type, credit quality and maturity of the invested assets.

## Net Investment Income (1)

	Third Quarter		Nine Months	
	2015	2014	2015	2014
	(in millions)			
Income from fixed-maturity securities managed by third parties	\$85	\$83	\$252	\$244
Income from internally managed securities:				
Fixed maturities	15	15	44	52
Other	14	6	21	11
Gross investment income	114	104	317	307
Investment expenses	(2	) (2	) (6	) (6
Net investment income	\$112	\$102	\$311	\$301

(1) Net investment income excludes \$3 million and \$2 million for Third Quarter 2015 and 2014, and \$9 million and \$8 million for Nine Months 2015 and 2014, respectively, related to consolidated FG VIEs.

Net investment income increased due to additional income on the Radian Asset investment portfolio, and long-term and short-term risk management securities. The overall pre-tax book yield was 4.30% as of September 30, 2015 and 3.69% as of September 30, 2014, respectively. Excluding the internally managed portfolio, pre-tax book yield was 3.49% as of September 30, 2015 compared with 3.38% as of September 30, 2014.

## Net Realized Investment Gains (Losses)

The table below presents the components of net realized investment gains (losses). See Note 11, Investments and Cash, of the Financial Statements.

## Net Realized Investment Gains (Losses)

	Third Quarter		Nine Months	
	2015	2014	2015	2014
	(in millions)			
Gross realized gains on the investment portfolio	\$3	\$4	\$38	\$18
Gross realized losses on the investment portfolio	(12	) (2	) (21	) (5
Other-than-temporary impairment	(18	) (21	) (37	) (38
Net realized investment gains (losses) (1)	\$(27	) \$(19	) \$(20	) \$(25

Excludes net realized gains (losses) related to consolidated FG VIEs which were \$6 million and \$9 million for (1) Third Quarter 2015 and Nine Months 2015, respectively, and \$(5) million for Nine Months 2014. Realized gains (losses) related to consolidated FG VIEs were de minimus for Third Quarter 2014.

Gross realized losses for Three Months 2015 include a loss on a forward contract to purchase a loss mitigation bond. Gross realized gains for Nine Months 2015 on the investment portfolio were due primarily to sales of securities in

order to fund the purchase of Radian Asset by AGC. Other-than-temporary-impairments for Third Quarter 2015 and 2014, and for Nine Months 2015 and 2014 were primarily attributable to securities purchased for loss mitigation purposes.

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## Bargain Purchase Gain and Settlement of Pre-existing Relationships

On April 1, 2015, AGC completed the acquisition of Radian Asset Assurance Inc. and merged Radian Asset with and into AGC, with AGC as the surviving company of the merger. In connection with the acquisition, in Nine Months 2015 the Company recognized \$55 million in a bargain purchase gain and \$159 million in settlement of pre-existing relationship.

The excess of the fair value of net assets acquired over the consideration transferred was recorded as a bargain purchase gain in "bargain purchase gain and settlement of pre-existing relationships" in net income. In addition, the Company and Radian Asset had pre-existing reinsurance relationships, which were also effectively settled at fair value on the Acquisition Date. The gain on settlement of these pre-existing reinsurance relationships primarily represents the net difference between the historical ceded balances that were recorded by AGM and the fair value of assumed balances acquired from Radian. The Company believes the bargain purchase resulted from the announced desire of Radian Guaranty Inc. to focus its business strategy on the mortgage and real estate markets and to monetize its investment in Radian Asset and thereby accelerate its ability to comply with the financial requirements of the final Private Mortgage Insurer Eligibility Requirements. See Note 2, Acquisition of Radian Asset Assurance Inc., of the Financial Statements for additional information.

## Other Income (Loss)

Other income (loss) is comprised of recurring items such as foreign exchange remeasurement gains and losses, ancillary fees on financial guaranty policies such as commitment, consent and processing fees, as well as other revenue items on financial guaranty insurance and reinsurance contracts such as commutation gains on re-assumptions of previously ceded business and non-recurring items.

## Other Income (Loss)

	Third Quarter		Nine Months	
	2015	2014	2015	2014
	(in millions)			
Foreign exchange gain (loss) on remeasurement of premium receivable and loss reserves	\$(10 )	\$(18 )	\$(10 )	\$(12 )
Commutation gains	—	—	33	19
Other	7	7	20	10
Total other income (loss)	\$(3 )	\$(11 )	\$43	\$17

Other income for Third Quarter 2015 and Nine Months 2015 included a benefit due to excess recoveries related to a loss mitigation strategy. In Nine Months 2015 and in Nine Months 2014, the Company entered into commutation agreements in order to reassume ceded books of business from certain of its reinsurers.

## Loss Measures

The insured portfolio includes policies accounted for under three separate accounting models depending on the characteristics of the contract and the Company's control rights. Please refer to Note 6, Expected Loss to be Paid, of the Financial Statements, for a discussion of the assumptions and methodologies used in calculating the expected loss to be paid for all contracts. For a discussion of the measurement and recognition accounting policies under GAAP for each type of contract, see the following in Item 8, Financial Statements and Supplementary Data of the Company's Annual Report on Form 10-K:

- Notes 5, 6 and 7 for financial guaranty insurance,
- Note 8 for fair value methodologies for credit derivatives and FG VIE assets and liabilities,
- Note 9 for credit derivatives, and
- Note 10 for consolidated FG VIE.

The discussion of losses that follows encompasses losses on all contracts in the insured portfolio regardless of accounting model, unless otherwise specified. In order to effectively evaluate and manage the economics of the entire insured portfolio, management compiles and analyzes expected loss information for all policies on a consistent basis. That is, management monitors and assigns ratings and calculates expected losses in the same manner for all its exposures. Management also considers contract specific characteristics that affect the estimates of expected loss.

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The surveillance process for identifying transactions with expected losses is described in the notes to the consolidated financial statements. More extensive monitoring and intervention is employed for all BIG surveillance categories, with internal credit ratings reviewed quarterly.

Net expected loss to be paid consists primarily of the present value of future: expected claim and loss adjustment expenses ("LAE") payments, expected recoveries from excess spread and other collateral in the transaction structures, cessions to reinsurers, and expected recoveries for breaches of R&W and the effects of other loss mitigation strategies. Current risk free rates are used to discount expected losses at the end of each reporting period and therefore changes in such rates from period to period affect the expected loss estimates reported. The effect of changes in discount rates are included in net economic loss development, however, economic loss development attributable to changes in discount rates is not indicative of credit impairment or improvement. Assumptions used in the determination of the net expected loss to be paid such as delinquency, severity, and discount rates and expected timeframes to recovery in the mortgage market were consistent by sector regardless of the accounting model used. The primary drivers of economic loss development are discussed below. Changes in risk free rates used to discount losses affect economic loss development, loss and LAE, and non-GAAP loss expense, however the effect of changes in discount rates are not indicative of actual credit impairment or improvement in the period.

The primary differences between net economic loss development and loss and LAE reported under GAAP are that GAAP (1) considers deferred premium revenue in the calculation of loss reserves and loss expense for financial guaranty insurance contracts, (2) eliminates losses related to FG VIEs and (3) does not include estimated losses on credit derivatives. Loss expense reported in operating income includes losses on credit derivatives and does not eliminate losses on FG VIEs. For financial guaranty insurance contracts, a loss is generally recorded only when expected losses exceed deferred premium revenue. Therefore, the timing of loss recognition in income does not necessarily coincide with the timing of the actual credit impairment or improvement reported in net economic loss development. Transactions acquired in a business combination generally have the largest deferred premium revenue balances because of the purchase accounting adjustments made at acquisition. Therefore the largest differences between net economic loss development and loss expense relate to these policies. See "-Losses Incurred" below.

## Economic Loss Development (Benefit) (1)

	Third Quarter		Nine Months		
	2015	2014	2015	2014	
	(in millions)				
Public finance	\$91	\$1	\$321	\$101	
Structured finance					
U.S. RMBS before benefit for recoveries for breaches of R&W	(77	) 31	(152	) 29	
Net benefit for recoveries for breaches of R&W	1	(93	) 48	(160	)
U.S. RMBS after benefit for recoveries for breaches of R&W	(76	) (62	) (104	) (131	)
Other structured finance	(18	) (2	) (31	) 2	
Structured finance	(94	) (64	) (135	) (129	)
Total	\$(3	) \$(63	) \$186	\$(28	)

(1) Economic loss development includes the effects of changes in assumptions based on observed market trends, changes in discount rates, accretion of discount and the economic effects of loss mitigation efforts.





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## Net Expected Loss to be Paid

	As of September 30, 2015 (in millions)	As of December 31, 2014
Public finance	\$730	\$348
Structured finance		
U.S. RMBS before benefit for recoveries for breaches of R&W	533	901
Net benefit for recoveries for breaches of R&W	(198	) (317
U.S. RMBS after benefit for recoveries for breaches of R&W	335	584
Other structured finance	242	237
Structured finance	577	821
Total	\$1,307	\$1,169

## Third Quarter 2015 Net Economic Loss Development

U.S. Public Finance Economic Loss Development: The net par outstanding for U.S. public finance obligations rated BIG by the Company was \$9.5 billion as of September 30, 2015 compared with \$9.9 billion as of June 30, 2015. The Company projects that its total net expected loss across its troubled U.S. public finance credits as of September 30, 2015 will be \$687 million, compared with \$613 million as of June 30, 2015. Economic loss development in Third Quarter 2015 was \$92 million, which was primarily attributable to Puerto Rico exposures. See "Insured Portfolio-Exposure to Puerto Rico" below for details about significant developments that have taken place in Puerto Rico.

U.S. RMBS Economic Loss Development: Economic loss development attributable to U.S. RMBS was a benefit of \$76 million primarily attributable to an R&W settlement, and a benefit related to the acceleration of claim payments as a means of mitigating future losses on certain Alt-A transactions.

Other structured finance: Economic loss development in this sector was a benefit of \$18 million, which was due primarily to a termination of a commercial mortgage-backed security ("CMBS") transaction.

The risk-free rates used to discount expected losses ranged from 0.0% to 3.34% as of September 30, 2015 and 0.0% to 3.37% as of June 30, 2015. Please refer to Note 6, Expected Loss to be Paid, of the Financial Statements, for additional information.

## Third Quarter 2014 Net Economic Loss Development

U.S. Public Finance Economic Loss Development: The net par outstanding for U.S. public finance obligations rated BIG by the Company was \$8.5 billion as of September 30, 2014, compared with \$8.9 billion as of June 30, 2014. The Company projected that its total future expected net loss across its troubled U.S. public finance credits as of September 30, 2014 would be \$333 million, compared from \$339 million as of June 30, 2014. The economic loss development during Third Quarter 2014 was flat.

U.S. RMBS Economic Loss Development: The net benefit attributable to U.S. RMBS of \$62 million was primarily primarily to an increase in the benefit for breaches of R&W, and an increase in recovery assumptions for home equity lines of credit ("HELOC") loans, offset in part by HELOC loss development due mainly to the addition of an assumption that 7.5% of HELOC loans reaching their principal amortization period in certain transactions will default at the time their payment increases.

The risk-free rates used to discount expected losses ranged from 0.0% to 3.68% as of September 30, 2014 compared with 0.0% to 3.78% as of June 30, 2014. The effect of changes in discount rates that is included in total economic loss development is not indicative of credit impairment or improvement.

#### Nine Months 2015 Net Economic Loss Development

Economic loss development of \$186 million in Nine Months 2015 is due primarily to higher U.S. public finance losses on Puerto Rico exposures, partially offset by U.S. RMBS R&W benefits attributable to settlements and a benefit due to the acceleration of claim payments as a means of mitigating future losses on certain Alt-A transactions.

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## Nine Months 2014 Net Economic Loss Development

Economic loss development was a favorable \$28 million for Nine Months 2014, due primarily to lower U.S. RMBS losses as a result of various R&W settlements and developments, partially offset by losses on certain public finance obligations, particularly Puerto Rico and Detroit.

## GAAP and non-GAAP Losses Incurred

For transactions accounted for as financial guaranty insurance under GAAP, each transaction's expected loss to be expensed, net of estimated recoveries, is compared with the deferred premium revenue of that transaction. Generally, when the expected loss to be expensed exceeds the deferred premium revenue, a loss is recognized in the income statement for the amount of such excess.

When the Company measures operating income, a non-GAAP financial measure, it calculates the credit derivative and FG VIE losses incurred in a similar manner.

Expected loss to be paid, as discussed above under "Losses in the Insured Portfolio," is an important liquidity measure in that it provides the present value of amounts that the Company expects to pay or recover in future periods. Expected loss to be expensed is important because it presents the Company's projection of incurred losses that will be recognized in future periods as deferred premium revenue amortizes into income on financial guaranty insurance policies. Expected loss to be paid for FG VIEs pursuant to AGC's and AGM's financial guaranty policies is calculated in a manner consistent with financial guaranty insurance contracts, but eliminated in consolidation under GAAP.

The following table presents the loss and LAE recorded in the consolidated statements of operations by sector for non-derivative contracts, the loss expense recorded under non-GAAP operating income, and a reconciliation between these measures. These amounts are based on economic loss development and expected losses to be paid that are discussed above, and the amortization of unearned premiums reserve on a transaction by transaction basis. Amounts presented are net of reinsurance.

Loss and LAE Reported  
on the Consolidated Statements of Operations

	Third Quarter		Nine Months	
	2015	2014	2015	2014
	(in millions)			
Public finance	\$87	\$2	\$302	\$111
Structured finance				
U.S. RMBS	31	(38)	) 29	(60)
Other structured finance	4	6	4	24
Structured finance	35	(32)	) 33	(36)
Total insurance contracts before FG VIE consolidation	122	(30)	) 335	75
Effect of consolidating FG VIEs	(10)	) (14)	) (17)	) (21)
Total loss and LAE	\$112	\$(44)	) \$318	\$54

In Third Quarter 2015, loss and LAE for financial guaranty insurance contracts increased from a benefit of \$44 million in Third Quarter 2014 to a loss of \$112 million in Third Quarter 2015. Third Quarter 2015 loss and LAE is primarily due to losses on Puerto Rico exposures, partially offset by benefit from accelerated payments to reduce

future losses. In Third Quarter 2014, loss and LAE for financial guaranty insurance contracts was a benefit due to several R&W settlements and increase in recovery assumptions for home equity lines of credit loans.

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In Nine Months 2015, loss and LAE for financial guaranty insurance contracts increased from \$54 million in Nine Months 2014 to \$318 million in Nine Months 2015. Nine Months 2015 loss and LAE include increased loss estimates on Puerto Rico exposures, partially offset by benefits in U.S. RMBS due to accelerated payments to reduce future losses. In Nine Months 2014, loss and LAE for financial guaranty insurance contracts reflect developments in the Company's Puerto Rico and Detroit exposures, which were partially offset by a benefit on U.S. RMBS exposures due to R&W settlements and an increase in recovery assumptions for HELOCs.

For financial guaranty contracts accounted for as insurance, the amounts reported in the GAAP financial statements may only reflect a portion of the current period's economic loss development and may also include a portion of prior-period economic loss development. The difference between economic loss development on financial guaranty insurance contracts and loss and LAE recognized in GAAP income is essentially loss development and accretion for financial guaranty insurance contracts that is, or was previously, absorbed in unearned premium reserve, which have not yet been recognized in income.

Loss Expense Reported in  
Non-GAAP Operating Income

	Third Quarter		Nine Months	
	2015	2014	2015	2014
	(in millions)			
Public finance	\$87	\$2	\$300	\$109
Structured finance				
U.S. RMBS	(27	) (55	) (39	) (89
Other structured finance	8	2	(1	) 7
Structured finance	(19	) (53	) (40	) (82
Total	\$68	\$(51	) \$260	\$27

Reconciliation of Loss and LAE  
to Non-GAAP Loss Expense

	Third Quarter		Nine Months	
	2015	2014	2015	2014
	(in millions)			
Loss and LAE	\$112	\$(44	) \$318	\$54
Credit derivative loss expense	(54	) (22	) (75	) (48
FG VIE loss expense	10	15	17	21
Loss expense included in operating income	\$68	\$(51	) \$260	\$27

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The table below presents the expected timing of loss recognition for insurance contracts on both a reported GAAP net income and non-GAAP operating income basis.

Financial Guaranty Insurance  
Net Expected Loss to be Expensed  
As of September 30, 2015

	In GAAP Reported Income (in millions)	In Non-GAAP Operating Income (1)
2015 (October 1 – December 31)	\$7	\$13
2016	38	110
2017	31	45
2018	29	37
2019	28	35
2020-2024	104	123
2025-2029	75	84
2030-2034	51	59
After 2034	24	30
Net expected loss to be expensed	387	536
Discount	406	441
Total expected future loss and LAE	\$793	\$977

(1) Net expected loss to be expensed for GAAP reported income is different than operating income, a non-GAAP financial measure, by the amount related to consolidated FG VIEs and credit derivatives.

#### Net Change in Fair Value of Credit Derivatives

Changes in the fair value of credit derivatives occur primarily because of changes in interest rates, credit spreads, notional amounts, credit ratings of the referenced entities, expected terms, realized gains (losses) and other settlements, and the issuing company's own credit rating and credit spreads, and other market factors. With considerable volatility continuing in the market, unrealized gains (losses) on credit derivatives may fluctuate significantly in future periods.

Except for net estimated credit impairments (i.e., net expected payments), the unrealized gains and losses on credit derivatives are expected to reduce to zero as the exposure approaches its maturity date. Changes in the fair value of the Company's credit derivatives that do not reflect actual or expected claims or credit losses have no impact on the Company's statutory claims paying resources, rating agency capital or regulatory capital positions. Expected losses to be paid in respect of contracts accounted for as credit derivatives are included in the discussion above "—Losses in the Insured Portfolio."

The impact of changes in credit spreads will vary based upon the volume, tenor, interest rates, and other market conditions at the time these fair values are determined. In addition, since each transaction has unique collateral and structural terms, the underlying change in fair value of each transaction may vary considerably. The fair value of credit derivative contracts also reflects the change in the Company's own credit cost based on the price to purchase credit protection on AGC and AGM. The Company determines its own credit risk based on quoted CDS prices traded on the Company at each balance sheet date. Generally, a widening of credit spreads of the underlying obligations results in unrealized losses and the tightening of credit spreads of the underlying obligations results in unrealized

gains. A widening of the CDS prices traded on AGC and AGM has an effect of offsetting unrealized losses that result from widening general market credit spreads, while a narrowing of the CDS prices traded on AGC and AGM has an effect of offsetting unrealized gains that result from narrowing general market credit spreads.

The valuation of the Company's credit derivative contracts requires the use of models that contain significant, unobservable inputs, and are classified as Level 3 in the fair value hierarchy. The models used to determine fair value are primarily developed internally based on market conventions for similar transactions that the Company observed in the past. There has been very limited new issuance activity in this market over the past several years and as of September 30, 2015, market prices for the Company's credit derivative contracts were generally not available. Inputs to the estimate of fair value



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include various market indices, credit spreads, the Company's own credit spread, and estimated contractual payments. See Note 8, Fair Value Measurement, of the Financial Statements for additional information.

## Net Change in Fair Value of Credit Derivatives Gain (Loss)

	Third Quarter		Nine Months	
	2015	2014	2015	2014
	(in millions)			
Realized gains on credit derivatives (1)	\$ 14	\$ 17	\$ 52	\$ 58
Net credit derivative losses (paid and payable) recovered and recoverable and other settlements	(8 )	(31 )	(17 )	(38 )
Realized gains (losses) and other settlements on credit derivatives	6	(14 )	35	20
Net change in unrealized gains (losses) on credit derivatives:				
Pooled corporate obligations	(24 )	4	0	10
U.S. RMBS	11	252	148	117
CMBS	(3 )	0	1	2
Other	96	13	116	(2 )
Net change in unrealized gains (losses) on credit derivatives	80	269	265	127
Net change in fair value of credit derivatives (2)	\$ 86	\$ 255	\$ 300	\$ 147

(1) Includes realized gain due to terminations of CDS contracts. CDS terminations in Nine Months 2015 reflect a payment received from the resolution of a dispute related to a termination of CDS in 2008.

On October 9, 2015, the Company reached a settlement agreement with a CDS counterparty to terminate five Alt-A first lien CDS transactions. This termination agreement will generate a net fair value gain of approximately (2) \$293 million in the Company's fourth quarter 2015 financial statements. In addition, on October 13, 2015, the Company terminated a CMBS transaction with a CDS counterparty and this termination agreement will generate a net fair value gain of approximately \$34 million in the Company's fourth quarter 2015 financial statements.

Net Par and Realized Gain  
from Terminations of CDS Contracts

	Third Quarter		Nine Months	
	2015	2014	2015	2014
	(in millions)			
Net par of terminated CDS contracts	\$ 405	\$ 1,631	\$ 969	\$ 2,931
Realized gain due to termination of CDS contracts	0.3	(0.1 )	12.9	0.6

During Third Quarter 2015, unrealized fair value gains were driven primarily by the termination of a Triple-X life-securitization transaction in the other sector.

During Nine Months 2015, unrealized fair value gains were generated primarily in the U.S. RMBS prime first lien and Option ARM and subprime sectors, due to tighter implied net spreads. The tighter implied net spreads were primarily a result of the increased cost to buy protection in AGC's and AGM's name, particularly for the one year CDS spread, as the market cost of AGC's and AGM's credit protection increased during the period. These transactions were pricing at or above their floor levels. Therefore, when the cost of purchasing CDS protection on AGC and AGM increased, the implied spreads that the Company would expect to receive on these transactions decreased. The

unrealized fair value gains in the other sector were a result of the termination of a Triple-X life-securitization transaction, referenced above. In addition, during Nine Months 2015 there was a refinement in methodology to address an instance in a U.S. RMBS transaction where the Company now expects recoveries. This refinement resulted in approximately \$49 million in fair value gains in Nine Months 2015.

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During Third Quarter 2014, unrealized fair value gains were generated primarily in the U.S. RMBS prime first lien and Option ARM and subprime sectors. This is due primarily to a significant unrealized fair value gain in the Option ARM sector as a result of the termination of a resecuritization transaction during the period. In addition, there were unrealized fair value gains due to tighter implied net spreads. The tighter implied net spreads were primarily a result of the increased cost to buy protection in AGC's name, as the market cost of AGC's credit protection increased during the period, with the change in the one year CDS spread having the largest impact. These transactions were pricing at or above their floor levels; therefore when the cost of purchasing CDS protection on AGC, which management refers to as the CDS spread on AGC, increased, the implied spreads that the Company would expect to receive on these transactions decreased. The cost of AGM's credit protection did not change significantly during Third Quarter 2014, and did not lead to significant changes in the fair value of the Company's CDS policies.

During Nine Months 2014, unrealized fair value gains were generated primarily in the U.S. RMBS Option ARM sectors due to the termination of a resecuritization transaction during the period. The unrealized fair value gains were partially offset by unrealized fair value losses resulting from wider implied net spreads in the prime first lien and Option ARM sectors. The wider implied net spreads were primarily a result of the decreased cost to buy protection in AGC's name as the market cost of AGC's credit protection decreased significantly during the period. These transactions were pricing above their floor levels; therefore when the cost of purchasing CDS protection on AGC decreased, the implied spreads that the Company would expect to receive on these transactions increased. The cost of AGM's credit protection also decreased during Nine Months 2014, but did not lead to significant fair value losses, as the majority of AGM policies continue to price at floor levels.

Five-Year CDS Spread  
on AGC and AGM

Quoted price of CDS contract (in basis points)

	As of September 30, 2015	As of June 30, 2015	As of December 31, 2014	As of September 30, 2014	As of June 30, 2014	As of December 31, 2013
AGC	331	390	323	345	327	460
AGM	337	410	325	344	346	525

One-Year CDS Spread  
on AGC and AGM

Quoted price of CDS contract (in basis points)

	As of September 30, 2015	As of June 30, 2015	As of December 31, 2014	As of September 30, 2014	As of June 30, 2014	As of December 31, 2013
AGC	112	120	80	125	85	185
AGM	104	125	85	120	115	220

Effect of Changes in the Company's Credit Spread on  
Unrealized Gains (Losses) on Credit Derivatives

	Third Quarter 2015	2014	Nine Months 2015	2014
	(in millions)			

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Change in unrealized gains (losses) of credit derivatives:

Before considering implication of the Company's credit spreads	\$121	\$251	\$212	\$673
Resulting from change in the Company's credit spreads	(41	) 18	53	(546 )
After considering implication of the Company's credit spreads	\$80	\$269	\$265	\$127

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Management believes that the trading level of AGC's and AGM's credit spreads is due to the correlation between AGC's and AGM's risk profile, the current risk profile of the broader financial markets, and to increased demand for credit protection against AGC and AGM as the result of its financial guaranty volume, as well as the overall lack of liquidity in the CDS market. Offsetting the benefit attributable to AGC's and AGM's credit spread were higher credit spreads in the fixed income security markets relative to pre-financial crisis levels. The higher credit spreads in the fixed income security market are due to the lack of liquidity in the high-yield collateralized debt obligations ("CDO"), trust preferred securities CDO ("TruPS CDOs"), and collateralized loan obligation ("CLO") markets as well as continuing market concerns over the 2005-2007 vintages of RMBS.

## Interest Expense

For Third Quarter 2015 interest expense decreased from prior year due primarily to lower loan balances on AGM notes payable. For Nine Months 2015, interest expense increased due to the issuance in June 2014 of 5.0% Senior Notes due 2024. See Note 16, Long-Term Debt and Credit Facilities, of the Financial Statements.

## Other Operating Expenses

Other operating expenses increased in Third Quarter 2015 compared to the corresponding period in prior year due primarily to expenses related to the new lease for the Company's NY corporate offices. Other operating expenses increased in Nine Months 2015 compared to the corresponding period in prior year due primarily to \$12 million in expenses related to the Radian Asset Acquisition and the aforementioned lease expenses. The Radian Acquisition expenses were comprised mainly of fees paid to financial and legal advisors and to the independent auditor.

## Provision for Income Tax

## Provision for Income Taxes and Effective Tax Rates

	Third Quarter		Nine Months		
	2015	2014	2015	2014	
	(in millions)				
Total provision (benefit) for income taxes	\$43	\$133	\$220	\$219	
Effective tax rate	25.0	% 27.3	% 26.0	% 28.3	%

The Company's effective tax rates reflect the proportion of income recognized by each of the Company's operating subsidiaries, with U.S. subsidiaries taxed at the U.S. marginal corporate income tax rate of 35%, U.K. subsidiaries taxed at the U.K. blended marginal corporate tax rate of 20.25% unless subject to U.S. tax by election or as a U.S. controlled foreign corporation, and no taxes for the Company's Bermuda subsidiaries unless subject to U.S. tax by election or as a U.S. controlled foreign corporation. The Company's overall corporate effective tax rate fluctuates based on the distribution of taxable income across these jurisdictions. In each of the periods presented, the portion of taxable income from each jurisdiction varied. The non-taxable book-to-tax differences were consistent as compared to the prior period, except for bargain purchase gain that was not recognized for tax purposes.

## Financial Guaranty Variable Interest Entities

As of September 30, 2015 and December 31, 2014, the Company consolidated 37 and 40 VIEs, respectively. The table below presents the effects on reported GAAP income resulting from consolidating these FG VIEs and eliminating their related insurance and investment accounts and, in total, represents a difference between GAAP reported net income and non-GAAP operating income attributable to FG VIEs. The consolidation of FG VIEs has a significant effect on net income and shareholders' equity due to (1) changes in fair value gains (losses) on FG VIE assets and

liabilities, (2) the eliminations of premiums and losses related to the AGC and AGM FG VIE liabilities with recourse and (3) the elimination of investment balances related to the Company's purchase of AGC and AGM insured FG VIE debt. Upon consolidation of a FG VIE, the related insurance and, if applicable, the related investment balances, are considered intercompany transactions and therefore eliminated. See “—Non-GAAP Financial Measures—Operating Income” below and Note 10, Consolidated Variable Interest Entities, of the Financial Statements for more details.

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## Effect of Consolidating FG VIEs on Net Income (Loss)

	Third Quarter		Nine Months	
	2015	2014	2015	2014
	(in millions)			
Net earned premiums	\$ (6 )	\$ (5 )	\$ (16 )	\$ (27 )
Net investment income	(3 )	(2 )	(9 )	(8 )
Net realized investment gains (losses)	6	0	9	(5 )
Fair value gains (losses) on FG VIEs	2	50	0	232
Bargain purchase gain	—	—	2	—
Other income (loss)	0	0	0	(2 )
Loss and LAE	11	14	18	21
Effect on income before tax	10	57	4	211
Less: tax provision (benefit)	4	20	1	74
Effect on net income (loss)	\$ 6	\$ 37	\$ 3	\$ 137

Fair value gains (losses) on FG VIEs represent the net change in fair value on the consolidated FG VIEs' assets and liabilities. During Third Quarter 2015, the Company recorded a pre-tax net fair value gain on consolidated FG VIEs of \$2 million. The primary driver of the gain was mark-to-market gains due to price appreciation on the FG VIE assets during the quarter resulting from improvements in the underlying collateral. During Nine Months 2015, the Company recorded a pre-tax net fair value loss on consolidated FG VIEs of less than \$1 million. The primary driver of the loss was a pre-tax loss of \$26 million on the consolidation of one new FG VIE which was mostly offset by net mark-to-market gains due to price appreciation on the FG VIE assets resulting from improvements in the underlying collateral.

During Third Quarter 2014, the Company recorded a pre-tax net fair value gain on consolidated FG VIEs of \$50 million. This gain was primarily driven by price appreciation on the Company's FG VIE assets relating to HELOC transactions and principal payments. During Nine Months 2014 the Company recorded a pre-tax net fair value gain of consolidated FG VIEs of \$232 million. The primary driver of this gain, \$120 million, was a result of the deconsolidation of seven VIEs in first quarter 2014. There was an additional gain of \$37 million resulting from the Company exercising its option to accelerate two second lien RMBS VIEs. These two VIEs were treated as maturities during the period.

## Non-GAAP Financial Measures

To reflect the key financial measures management analyzes in evaluating the Company's operations and progress towards long-term goals, the Company discusses both measures determined in accordance with GAAP and measures not promulgated in accordance with GAAP ("non-GAAP financial measures"). Although the financial measures identified as non-GAAP should not be considered substitutes for GAAP measures, management considers them key performance indicators and employs them as well as other factors in determining compensation. Non-GAAP financial measures, therefore, provide investors with important information about the key financial measures management utilizes in measuring its business. The primary limitation of non-GAAP financial measures is the potential lack of comparability to those of other companies, which may define non-GAAP measures differently because there is limited literature with respect to such measures. Three of the primary non-GAAP financial measures analyzed by the Company's senior management are: operating income, adjusted book value and PVP.

Management and the board of directors utilize non-GAAP financial measures in evaluating the Company's financial performance. By providing these non-GAAP financial measures, the Company gives investors, analysts and financial

news reporters access to the same information that management reviews internally. In addition, Assured Guaranty's presentation of non-GAAP financial measures is consistent with how analysts calculate their estimates of Assured Guaranty's financial results in their research reports on Assured Guaranty and with how investors, analysts and the financial news media evaluate Assured Guaranty's financial results.

The following paragraphs define each non-GAAP financial measure and describe why it is useful. A reconciliation of the non-GAAP financial measure and the most directly comparable GAAP financial measure, is also presented below.



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## Operating Income

Management believes that operating income is a useful measure because it clarifies the understanding of the underwriting results of the Company's financial guaranty business, and also includes financing costs and net investment income, and enables investors and analysts to evaluate the Company's financial results as compared with the consensus analyst estimates distributed publicly by financial databases. Operating income is defined as net income (loss) attributable to AGL, as reported under GAAP, adjusted for the following:

- 1) Elimination of the after-tax realized gains (losses) on the Company's investments, except for gains and losses on securities classified as trading. The timing of realized gains and losses, which depends largely on market credit cycles, can vary considerably across periods. The timing of sales is largely subject to the Company's discretion and influenced by market opportunities, as well as the Company's tax and capital profile. Trends in the underlying profitability of the Company's business can be more clearly identified without the fluctuating effects of these transactions.
- 2) Elimination of the after-tax non-credit impairment unrealized fair value gains (losses) on credit derivatives, which is the amount in excess of the present value of the expected estimated economic credit losses, and non-economic payments. Such fair value adjustments are heavily affected by, and in part fluctuate with, changes in market interest rates, credit spreads and other market factors and are not expected to result in an economic gain or loss. Additionally, such adjustments present all financial guaranty contracts on a more consistent basis of accounting, whether or not they are subject to derivative accounting rules.
- 3) Elimination of the after-tax fair value gains (losses) on the Company's CCS. Such amounts are heavily affected by, and in part fluctuate with, changes in market interest rates, credit spreads and other market factors and are not expected to result in an economic gain or loss.
- 4) Elimination of the after-tax foreign exchange gains (losses) on remeasurement of net premium receivables and loss and LAE reserves. Long-dated receivables constitute a significant portion of the net premium receivable balance and represent the present value of future contractual or expected collections. Therefore, the current period's foreign exchange remeasurement gains (losses) are not necessarily indicative of the total foreign exchange gains (losses) that the Company will ultimately recognize.
- 5) Elimination of the effects of consolidating FG VIEs in order to present all financial guaranty contracts on a more consistent basis of accounting, whether or not GAAP requires consolidation. GAAP requires the Company to consolidate certain VIEs that have issued debt obligations insured by the Company even though the Company does not own such VIEs.

Reconciliation of Net Income (Loss)  
to Operating Income

	Third Quarter		Nine Months	
	2015	2014	2015	2014
	(in millions)			
Net income (loss)	\$ 129	\$ 355	\$ 627	\$ 556
Less after-tax adjustments:				
Realized gains (losses) on investments	(22 )	(10 )	(21 )	(13 )
Non-credit impairment unrealized fair value gains (losses) on credit derivatives	(3 )	161	63	37
Fair value gains (losses) on CCS	(9 )	3	7	(7 )

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Foreign exchange gains (losses) on remeasurement of premiums receivable and loss and LAE reserves	(7	)	(13	)	(7	)	(8	)
Effect of consolidating FG VIEs	6		37		3		137	
Operating income	\$164		\$177		\$582		\$410	
Effective tax rate on operating income	24.1		% 27.3		% 24.3		% 26.7	%

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Adjusted Book Value and Operating Shareholders' Equity

Management also uses adjusted book value to measure the intrinsic value of the Company, excluding franchise value. Growth in adjusted book value per share is one of the key financial measures used in determining the amount of certain long-term compensation to management and employees and used by rating agencies and investors.

Management believes that operating shareholders' equity is a useful measure because it presents the equity of the Company with all financial guaranty contracts accounted for on a more consistent basis and excludes fair value adjustments that are not expected to result in economic gain or loss. Many investors, analysts and financial news reporters use operating shareholders' equity as the principal financial measure for valuing AGL's current share price or projected share price and also as the basis of their decision to recommend, buy or sell AGL's common shares. Many of the Company's fixed income investors also use operating shareholders' equity to evaluate the Company's capital adequacy. Operating shareholders' equity is the basis of the calculation of adjusted book value (see below). Operating shareholders' equity is defined as shareholders' equity attributable to Assured Guaranty Ltd., as reported under GAAP, adjusted for the following:

- 1) Elimination of the effects of consolidating FG VIEs in order to present all financial guaranty contracts on a more consistent basis of accounting, whether or not GAAP requires consolidation. GAAP requires the Company to consolidate certain VIEs that have issued debt obligations insured by the Company even though the Company does not own such VIEs.
- 2) Elimination of the after-tax non-credit impairment unrealized fair value gains (losses) on credit derivatives, which is the amount in excess of the present value of the expected estimated economic credit losses, and non-economic payments. Such fair value adjustments are heavily affected by, and in part fluctuate with, changes in market interest rates, credit spreads and other market factors and are not expected to result in an economic gain or loss.
- 3) Elimination of the after-tax fair value gains (losses) on the Company's CCS. Such amounts are heavily affected by, and in part fluctuate with, changes in market interest rates, credit spreads and other market factors and are not expected to result in an economic gain or loss.
- 4) Elimination of the after-tax unrealized gains (losses) on the Company's investments that are recorded as a component of accumulated other comprehensive income ("AOCI") (excluding foreign exchange remeasurement). The AOCI component of the fair value adjustment on the investment portfolio is not deemed economic because the Company generally holds these investments to maturity and therefore should not recognize an economic gain or loss.

Management believes that adjusted book value is a useful measure because it enables an evaluation of the net present value of the Company's in-force premiums and revenues in addition to operating shareholders' equity. The premiums and revenues included in adjusted book value will be earned in future periods, but actual earnings may differ materially from the estimated amounts used in determining current adjusted book value due to changes in foreign exchange rates, prepayment speeds, terminations, credit defaults and other factors. Many investors, analysts and financial news reporters use adjusted book value to evaluate AGL's share price and as the basis of their decision to recommend, buy or sell the AGL common shares. Adjusted book value is operating shareholders' equity, as defined above, further adjusted for the following:

- 1) Elimination of after-tax deferred acquisition costs, net. These amounts represent net deferred expenses that have already been paid or accrued and will be expensed in future accounting periods.
- 2) Addition of the after-tax net present value of estimated net future credit derivative revenue. See below.

3) Addition of the after-tax value of the unearned premium reserve on financial guaranty contracts in excess of expected loss to be expensed, net of reinsurance. This amount represents the expected future net earned premiums, net of expected losses to be expensed, which are not reflected in GAAP equity.

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## Net Present Value of Estimated Net Future Credit Derivative Revenue

Management believes that this amount is a useful measure because it enables an evaluation of the value of future estimated credit derivative revenue. There is no corresponding GAAP financial measure. This amount represents the present value of estimated future revenue from the Company's credit derivative in-force book of business, net of reinsurance, ceding commissions and premium taxes, for contracts without expected economic losses, and is discounted at 6%. Estimated net future credit derivative revenue may change from period to period due to changes in foreign exchange rates, prepayment speeds, terminations, credit defaults or other factors that affect par outstanding or the ultimate maturity of an obligation.

Reconciliation of Shareholders' Equity  
to Adjusted Book Value

	As of September 30, 2015		As of December 31, 2014	
	Total	Per Share	Total	Per Share
	(dollars in millions, except per share amounts)			
Shareholders' equity	\$5,819	\$40.72	\$5,758	\$36.37
Less after-tax adjustments:				
Effect of consolidating FG VIEs	(38	) (0.26	) (44	) (0.28
Non-credit impairment unrealized fair value gains (losses) on credit derivatives	(448	) (3.14	) (527	) (3.33
Fair value gains (losses) on CCS	30	0.21	23	0.14
Unrealized gain (loss) on investment portfolio excluding foreign exchange effect	291	2.04	373	2.36
Operating shareholders' equity	5,984	41.87	5,933	37.48
After-tax adjustments:				
Less: Deferred acquisition costs	148	1.04	156	0.99
Plus: Net present value of estimated net future credit derivative revenue	148	1.03	109	0.69
Plus: Net unearned premium reserve on financial guaranty contracts in excess of expected loss to be expensed	2,587	18.11	2,609	16.48
Adjusted book value	\$8,571	\$59.97	\$8,495	\$53.66

Shareholder's equity, operating shareholders' equity and adjusted book value all increased since December 31, 2014 due mainly to the Radian Asset Acquisition and positive income, partially offset by share repurchases and dividends. Operating shareholders' equity per share and adjusted book value per share also benefited from the repurchase of 16.0 million common shares through September 30, 2015.

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## PVP or Present Value of New Business Production

Management believes that PVP is a useful measure because it enables the evaluation of the value of new business production for the Company by taking into account the value of estimated future installment premiums on all new contracts underwritten in a reporting period as well as premium supplements and additional installment premium on existing contracts as to which the issuer has the right to call the insured obligation but has not exercised such right, whether in insurance or credit derivative contract form, which GAAP gross premiums written and the net credit derivative premiums received and receivable portion of net realized gains and other settlements on credit derivatives ("Credit Derivative Revenues") do not adequately measure. PVP in respect of financial guaranty contracts written in a specified period is defined as gross upfront and installment premiums received and the present value of gross estimated future installment premiums, in each case, discounted at 6%. For purposes of the PVP calculation, management discounts estimated future installment premiums on insurance contracts at 6%, while under GAAP, these amounts are discounted at a risk free rate. Additionally, under GAAP, management records future installment premiums on financial guaranty insurance contracts covering non-homogeneous pools of assets based on the contractual term of the transaction, whereas for PVP purposes, management records an estimate of the future installment premiums the Company expects to receive, which may be based upon a shorter period of time than the contractual term of the transaction. Actual future net earned or written premiums and Credit Derivative Revenues may differ from PVP due to factors including, but not limited to, changes in foreign exchange rates, prepayment speeds, terminations, credit defaults, or other factors that affect par outstanding or the ultimate maturity of an obligation.

## Reconciliation of PVP to Gross Written Premiums

	Third Quarter		Nine Months	
	2015	2014	2015	2014
	(in millions)			
Total PVP	\$41	\$56	\$103	\$114
Less: PVP of non-financial guaranty insurance	1	—	7	—
PVP of financial guaranty insurance	40	56	96	114
Less: Financial guaranty installment premium PVP	(1	) 4	17	25
Total: Financial guaranty upfront gross written premiums	41	52	79	89
Plus: Installment gross written premiums and other GAAP adjustments	(1	) (5	) 15	5
Total gross written premiums	40	47	94	94

## Insured Portfolio

The following tables present the insured portfolio by asset class net of cessions to reinsurers. It includes all financial guaranty contracts outstanding as of the dates presented, regardless of the form written (i.e., credit derivative form or traditional financial guaranty insurance form) or the applicable accounting model (i.e., insurance, derivative or VIE consolidation). The Company excludes amounts attributable to loss mitigation securities (unless otherwise indicated) from par and principal and interest ("Debt Service") outstanding because it manages such securities as investments not insurance exposures.

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## Net Par Outstanding and Average Internal Rating by Sector

Sector	As of September 30, 2015		As of December 31, 2014	
	Net Par Outstanding (dollars in millions)	Avg. Rating	Net Par Outstanding	Avg. Rating
Public finance:				
U.S.:				
General obligation	\$130,770	A	\$140,276	A
Tax backed	59,130	A	62,525	A
Municipal utilities	47,497	A	52,090	A
Transportation	24,763	A	27,823	A
Healthcare	15,370	A	14,848	A
Higher education	12,321	A	13,099	A
Infrastructure finance	4,313	BBB	4,181	BBB
Housing	2,188	A	2,779	A+
Investor-owned utilities	936	A-	944	A-
Other public finance—U.S.	3,444	A	3,558	A
Total public finance—U.S.	300,732	A	322,123	A
Non-U.S.:				
Infrastructure finance	12,366	BBB	12,808	BBB
Regulated utilities	10,481	BBB+	10,914	BBB+
Pooled infrastructure	2,277	AA	2,420	AA
Other public finance	4,979	A	5,217	A
Total public finance—non-U.S.	30,103	BBB+	31,359	BBB+
Total public finance	330,835	A	353,482	A
Structured finance:				
U.S.:				
Pooled corporate obligations	17,717	AA+	20,646	AAA
RMBS	8,400	BBB	9,417	BBB-
Insurance securitizations	3,000	A+	3,433	A-
Consumer receivables	2,112	A-	2,099	BBB+
Financial products	1,911	AA-	2,276	AA-
CMBS and other commercial real estate related exposures	1,130	AAA	1,957	AAA
Commercial receivables	442	BBB+	560	BBB+
Structured credit	71	BBB	69	BB
Other structured finance—U.S.	652	AA	714	AA
Total structured finance—U.S.	35,435	AA-	41,171	AA-
Non-U.S.:				
Pooled corporate obligations	4,116	AA	6,604	AA+
Commercial receivables	811	BBB	944	BBB
RMBS	535	BBB+	794	A
Structured credit	6	BBB+	9	BBB+
Other structured finance	623	AA-	725	AA
Total structured finance—non-U.S.	6,091	AA-	9,076	AA
Total structured finance	41,526	AA-	50,247	AA-
Total net par outstanding	\$372,361	A	\$403,729	A





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The following tables set forth the Company's net financial guaranty portfolio by internal rating.

Financial Guaranty Portfolio by Internal Rating  
As of September 30, 2015

Rating Category	Public Finance U.S.		Public Finance Non-U.S.		Structured Finance U.S		Structured Finance Non-U.S		Total		
	Net Par Outstanding	%	Net Par Outstanding	%	Net Par Outstanding	%	Net Par Outstanding	%	Net Par Outstanding	%	
	(dollars in millions)										
AAA	\$3,067	1.0 %	\$702	2.4 %	\$16,730	(3)47.2 %	\$3,028	49.7 %	\$23,527	6.3 %	
AA	73,224	24.3	2,416	8.0	8,624	24.3	322	5.3	84,586	22.7	
A	168,963	56.2	6,906	22.9	2,279	6.5	332	5.4	178,480	48.0	
BBB	45,998	15.3	18,565	61.7	1,744	4.9	1,850	30.4	68,157	18.3	
BIG	9,480	3.2	1,514	5.0	6,058	17.1	559	9.2	17,611	4.7	
Total net par outstanding (1) (2)	\$300,732	100.0 %	\$30,103	100.0 %	\$35,435	100.0 %	\$6,091	100.0 %	\$372,361	100.0 %	

(1) Excludes \$1.6 billion of loss mitigation securities insured and held by the Company as of September 30, 2015, which are primarily BIG.

(2) The September 30, 2015 amounts include \$12.4 billion of net par acquired from Radian Asset.

(3) Includes \$1,351 million net par in the form of CDS that was upgraded from BIG as of September 30, 2015, in anticipation of the termination of such CDS that occurred early in the fourth quarter of 2015. In the fourth quarter of 2015, the exposure will be removed.

Financial Guaranty Portfolio by Internal Rating  
As of December 31, 2014

Rating Category	Public Finance U.S.		Public Finance Non-U.S.		Structured Finance U.S		Structured Finance Non-U.S		Total		
	Net Par Outstanding	%	Net Par Outstanding	%	Net Par Outstanding	%	Net Par Outstanding	%	Net Par Outstanding	%	
	(dollars in millions)										
AAA	\$4,082	1.3 %	\$615	2.0 %	\$20,037	48.7 %	\$5,409	59.6 %	\$30,143	7.5 %	
AA	90,464	28.1	2,785	8.9	8,213	19.9	503	5.5	101,965	25.3	
A	176,298	54.7	7,192	22.9	2,940	7.1	445	4.9	186,875	46.3	
BBB	43,429	13.5	19,363	61.7	1,795	4.4	1,912	21.1	66,499	16.4	
BIG	7,850	2.4	1,404	4.5	8,186	19.9	807	8.9	18,247	4.5	
Total net par outstanding (1)	\$322,123	100.0 %	\$31,359	100.0 %	\$41,171	100.0 %	\$9,076	100.0 %	\$403,729	100.0 %	

(1)

Excludes \$1.3 billion of loss mitigation securities insured and held by the Company as of December 31, 2014, which are primarily BIG.

#### Exposure to Puerto Rico

The Company has insured exposure to general obligation bonds of the Commonwealth of Puerto Rico and various obligations of its related authorities and public corporations aggregating \$5.1 billion net par as of September 30, 2015, all of which are rated BIG. In Nine Months 2015, the Company's Puerto Rico exposures increased due to (1) net par acquired in the Radian Asset Acquisition, which equals \$385 million as of September 30, 2015, and (2) a commutation of previously ceded Puerto Rico exposures.

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Puerto Rico has experienced significant general fund budget deficits in recent years. These deficits have been covered primarily with the net proceeds of bond issuances, interim financings provided by Government Development Bank for Puerto Rico ("GDB") and, in some cases, one-time revenue measures or expense adjustment measures. In addition to high debt levels, Puerto Rico faces a challenging economic environment.

In June 2014, the Puerto Rico legislature passed the Puerto Rico Public Corporation Debt Enforcement and Recovery Act (the "Recovery Act") in order to provide a legislative framework for certain public corporations experiencing severe financial stress to restructure their debt, including Puerto Rico Highway and Transportation Authority ("PRHTA") and PREPA. Subsequently, the Commonwealth stated PREPA might need to seek relief under the Recovery Act due to liquidity constraints. Investors in bonds issued by PREPA filed suit in the United States District Court for the District of Puerto Rico challenging the Recovery Act. On February 6, 2015, the U.S. District Court for the District of Puerto Rico ruled the Recovery Act is preempted by the U.S. Bankruptcy Code and is therefore void; on July 6, 2015, the U.S. Court of Appeals for the First Circuit upheld that ruling. In addition, the Commonwealth's Resident Commissioner has introduced a bill to the U.S. Congress that, if passed, would enable the Commonwealth to authorize one or more of its public corporations to restructure their debts under chapter 9 of the U.S. Bankruptcy Code if they were to become insolvent. The passage of the Recovery Act, its subsequent invalidation, and the introduction of legislation that would enable the Commonwealth to authorize chapter 9 protection for its public corporations have resulted in uncertainty among investors about the rights of creditors of the Commonwealth and its related authorities and public corporations.

On June 28, 2015, Governor García Padilla of Puerto Rico (the "Governor") publicly stated that the Commonwealth's public debt, considering the current level of economic activity, is unpayable and that a comprehensive debt restructuring may be necessary. On June 29, 2015 a report commissioned by the Commonwealth and authored by former World Bank Chief Economist and former Deputy Director of the International Monetary Fund Dr. Anne Krueger and economists Dr. Ranjit Teja and Dr. Andrew Wolfe and calling for debt restructuring of all Puerto Rico bonds was released ("Krueger Report"). The Governor recently formed a task force to prepare a five-year stability plan and start broad debt negotiation discussions.

Puerto Rico Public Finance Corporation ("PFC"), a subsidiary of the GDB, failed to make most of an approximately \$58 million Debt Service payment on August 3, 2015 and to make subsequent Debt Service payments because the Commonwealth's legislature did not appropriate funds for payment. The Company does not insure any obligations of the PFC. Also on August 3, 2015, the Commonwealth announced that it had temporarily suspended its monthly deposits to the general obligation redemption fund.

On September 9, 2015, the Working Group for the Fiscal and Economic Recovery of Puerto Rico ("Working Group") established by the Governor published its "Puerto Rico Fiscal and Economic Growth Plan" (the "FEGP"). The FEGP projects that the Commonwealth would face a cumulative financing gap of \$27.8 billion from fiscal year 2016 to fiscal year 2020 without corrective action. Various stakeholders and analysts have publicly questioned the accuracy of the \$27.8 billion gap projected by the Working Group. The FEGP recommends economic development, structural, fiscal and institutional reform measures that it projects would reduce that gap to \$14.0 billion. The Working Group asserts that the Commonwealth's debt, including debt with a constitutional priority, is not sustainable. The FEGP includes a recommendation that the Commonwealth's advisors begin to work on a voluntary exchange offer to its creditors as part of the FEGP. The FEGP does not have the force of law and implementation of its recommendations would require actions by the governments of the Commonwealth and of the United States as well as the cooperation and agreement of various creditors.

On October 21, 2015, the U.S. Treasury Department proposed a four-point plan for Puerto Rico which, most significantly, would extend some form of bankruptcy protection not only to Puerto Rico's municipalities and instrumentalities but also the Commonwealth itself. The plan also calls for an independent fiscal oversight board. The Treasury Department's plan requires congressional action to be implemented.

There have been a number of other proposals, plans and legislative initiatives offered in Puerto Rico and in the United States aimed at addressing Puerto Rico's fiscal issues. The final shape of responses to Puerto Rico's distress eventually enacted or implemented by Puerto Rico or the United States, if any, and the impact of any such actions on obligations insured by the Company, is uncertain and may differ substantially from the recommendations of the FEGP, the four-point plan offered by the Treasury Department, or any other proposals or plans offered to date or in the future. Standard & Poor's Ratings Services ("S&P"), Moody's Investors Service, Inc. ("Moody's") and Fitch Ratings have lowered the credit rating of the Commonwealth's bonds and on its public corporations several times over the past approximately two years, and the Commonwealth has disclosed its liquidity has been adversely affected by rating agency downgrades and by the limited market access for its debt, and also noted it has relied on short-term financings and interim

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loans from the GDB and other private lenders, which reliance has constrained its liquidity and increased its near-term refinancing risk.

PREPA

As of September 30, 2015, the Company had \$744 million insured net par outstanding of PREPA obligations. In August 2014, PREPA entered into forbearance agreements with the GDB, its bank lenders, and bondholders and financial guaranty insurers (including AGM and AGC) that hold or guarantee more than 60% of PREPA's outstanding bonds, in order to address its near-term liquidity issues. Creditors, including AGM and AGC, agreed not to exercise available rights and remedies until March 31, 2015, and the bank lenders agreed to extend the maturity of two revolving lines of credit to the same date. PREPA agreed it would continue to make principal and interest payments on its outstanding bonds, and interest payments on its lines of credit. It also agreed it would develop a five year business plan and a recovery program in respect of its operations; a preliminary business plan was released in December 2014. Subsequently, most of the parties extended these forbearance agreements several times.

On July 1, 2015, PREPA made full payment of the \$416 million of principal and interest due on its bonds, including bonds insured by AGM and AGC. However, that payment was conditioned on and facilitated by AGM and AGC agreeing, also on July 1, to purchase a portion of \$131 million of interest-bearing bonds to help replenish certain of the operating funds PREPA used to make the \$416 million of principal and interest payments. On July 31, 2015, AGM and AGC purchased \$74 million aggregate principal amount of those bonds.

On September 2, 2015, PREPA announced that on September 1, 2015, it and an ad hoc group of uninsured bondholders (the "Ad Hoc Group") had reached an agreement on certain economic terms of a recovery plan, subject to certain terms and conditions. On September 22, 2015, PREPA announced it and a group of fuel-line lenders had reached an agreement on the economic terms of a recovery plan, subject to certain terms and conditions. Neither AGM nor AGC are parties to either of those agreements. Other than AGM, AGC, National Public Finance Guarantee Corporation ("National") and Syncora Guarantee Inc. (together the "Monolines"), parties to the original forbearance agreements continued to extend the forbearance agreements through November 5, 2015, when, according to a public announcement from PREPA, those other parties entered into a restructuring support agreement formalizing the previously announced agreements.

PREPA continues to negotiate with the Monolines, including AGM and AGC. There can be no assurance that the negotiations will result in agreement or that the consensual recovery plan reportedly outlined in the recovery support agreement will be implemented. PREPA, during the pendency of the agreements, has suspended deposits into its Debt Service fund.

PRHTA

As of September 30, 2015, the Company had \$909 million insured net par outstanding of PRHTA (Transportation revenue) bonds and \$370 million net par of PRHTA (Highway revenue) bonds. In March 2015, legislation was passed in the Commonwealth that, among other things, provided for an increase in oil taxes that would benefit PRHTA, the transfer out of PRHTA of certain deficit-producing transit facilities, and a statutory lien on revenues at PRHTA, subject to certain conditions, including the issuance of at least \$1.0 billion of bonds by the Puerto Rico Infrastructure Finance Authority ("PRIFA"). That legislative package would have supported proposals involving the GDB and PRIFA that contemplated PRIFA issuing up to \$2.95 billion of bonds and a series of potential actions that would have, among other things, strengthened PRHTA. However, the Governor's statement in late June 2015 that a comprehensive debt restructuring may be necessary has created uncertainty around this effort, and published reports suggest that there may not be a market for the debt issuance by PRIFA that was contemplated as part of a series of actions that would have strengthened PRHTA. In addition, because certain revenues supporting PRHTA are subject to a prior constitutional claim of the Commonwealth, the increased financial difficulties of the Commonwealth itself has

increased the uncertainty regarding the full and timely receipt by PRHTA of such revenues.

**Municipal Finance Agency**

As of September 30, 2015, the Company had \$387 million net par outstanding of bonds issued by the Puerto Rico Municipal Finance Agency (“MFA”) secured by a pledge of local property tax revenues. On October 13, 2015, the Company filed a motion to intervene in litigation between Centro de Recaudación de Ingresos Municipales (“CRIM”) and the GDB in which CRIM is seeking to ensure that the pledged tax revenues are, and will continue to be, available to support the MFA bonds. While the Company’s motion to intervene was denied, the GDB and CRIM have reported that they executed a new deed of trust that requires the GDB, as fiduciary, to keep the pledged tax revenues separate from any other GDB monies or accounts and that governs the manner in which the pledged revenues may be invested and dispersed.

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Net Exposure to Puerto Rico  
As of September 30, 2015

	Net Par Outstanding				Eliminations (2)	Total Net	Gross Par Outstanding	Internal Rating
	AGM Consolidated	AGC Consolidated	AG Re (1) Consolidated	Par Outstanding (4)(5)				
(in millions)								
Exposures Previously Subject to the Voided Recovery Act(3):								
PRHTA (Transportation revenue)	\$ 289	\$ 475	\$ 225	\$ (80 )	\$ 909	\$ 936	CCC-	
PREPA	431	74	239	—	744	902	CC	
Puerto Rico Aqueduct and Sewer Authority	—	296	92	—	388	388	CCC	
PRHTA (Highway revenue)	219	101	50	—	370	575	CCC	
Puerto Rico Convention Center District Authority	—	82	82	—	164	164	CCC-	
Total	939	1,028	688	(80 )	2,575	2,965		
Exposures Not Previously Subject to the Voided Recovery Act:								
Commonwealth of Puerto Rico - General Obligation Bonds	720	417	483	—	1,620	1,747	CCC	
MFA	206	65	116	—	387	571	CCC-	
Puerto Rico Sales Tax Financing Corporation	261	—	8	—	269	269	CCC+	
Puerto Rico Public Buildings Authority	14	137	37	—	188	194	CCC	
GDB	—	33	—	—	33	33	CCC	
PRIFA	—	10	8	—	18	18	CCC-	
University of Puerto Rico	—	1	—	—	1	1	CCC-	
Total	1,201	663	652	—	2,516	2,833		
Total net exposure to Puerto Rico	\$ 2,140	\$ 1,691	\$ 1,340	\$ (80 )	\$ 5,091	\$ 5,798		

(1) Assured Guaranty Re Ltd.

(2) Net par outstanding eliminations relate to second-to-pay policies under which an Assured Guaranty insurance subsidiary guarantees an obligation already insured by another Assured Guaranty insurance subsidiary.

On February 6, 2015, the U.S. District Court for the District of Puerto Rico ruled that the Recovery Act is preempted by the U.S. Bankruptcy Code and is therefore void, and on July 6, 2015, the U.S. Court of Appeals for the First Circuit upheld that ruling.

As of September 30, 2015, the Company's Puerto Rico exposures increased due to (1) net par of \$385 million (4) acquired in the Radian Asset Acquisition, of which \$21 million was of PREPA and \$166 million of PRHTA, and (2) a commutation of previously ceded Puerto Rico exposures.

Includes exposure to capital appreciation bonds with a current aggregate net par outstanding of \$32 million and a fully accreted net par at maturity of \$67 million. Of these amounts, current net par of \$17 million and fully accreted (5) net par at maturity of \$50 million relate to the Puerto Rico Sales Tax Financing Corporation, current net par of \$10 million and fully accreted net par at maturity of \$11 million relate to the PRHTA, and current net par of \$4 million and fully accreted net par at maturity of \$5 million relate to the Commonwealth General Obligation Bonds.



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The following table shows the scheduled amortization of the general obligation bonds of Puerto Rico and various obligations of its related authorities and public corporations insured by the Company. The Company guarantees payments of interest and principal when those amounts are scheduled to be paid and cannot be required to pay on an accelerated basis. In the event that obligors default on their obligations, the Company would only pay the shortfall between the principal and interest due in any given period and the amount paid by the obligors.

## Amortization Schedule

of Net Par Outstanding of Puerto Rico

As of September 30, 2015

	Scheduled Net Par Amortization															Total
	2015 (4Q)	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025 -2029	2030 -2034	2035 -2039	2040 -2044	2045 -2047	
(in millions)																
Exposures Previously Subject to the Voided Recovery Act: PRHTA (Transportation revenue)	\$0	\$32	\$36	\$42	\$28	\$23	\$18	\$19	\$21	\$1	\$148	\$166	\$293	\$82	\$—	\$909
PREPA Puerto Rico Aqueduct and Sewer Authority	0	20	5	4	25	42	22	22	81	78	319	122	4	—	—	744
PRHTA (Highway revenue)	—	15	—	—	—	—	—	—	—	2	109	—	1	15	246	388
Puerto Rico Convention Center District Authority	—	20	10	10	21	22	26	6	8	8	24	142	73	—	—	370
Total	0	98	51	56	74	87	66	47	110	89	619	506	429	97	246	2,575
Exposures Not Previously Subject to the Voided Recovery Act: Commonwealth of Puerto Rico - General Obligation Bonds	0	142	95	75	82	137	16	37	15	73	286	397	265	—	—	1,620
Puerto Rico Municipal Finance Agency	—	55	47	47	44	37	33	33	16	12	59	4	—	—	—	387
	0	(1)	(1)	(1)	(1)	(1)	(2)	(2)	(1)	0	(10)	(34)	(1)	(254)	—	269

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Puerto Rico Sales Tax Financing Corporation Puerto Rico Public Buildings Authority	—	8	30	—	5	10	12	0	7	0	60	38	18	—	—	188
GDB	33	—	—	—	—	—	—	—	—	—	—	—	—	—	—	33
PRIFA	—	—	—	2	—	—	—	—	2	—	—	—	2	12	—	18
University of Puerto Rico	—	0	0	0	0	0	0	0	0	0	0	1	—	—	—	1
Total	33	204	171	123	130	183	59	68	41	85	395	474	284	266	—	2,516
Total net par for Puerto Rico	\$33	\$302	\$222	\$179	\$204	\$270	\$125	\$115	\$151	\$174	\$1,014	\$980	\$713	\$363	\$246	\$5,091

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Amortization Schedule  
of Net Debt Service Outstanding of Puerto Rico  
As of September 30, 2015

	Scheduled Net Debt Service Amortization															Total
	2015 (4Q) (in millions)	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025 -2029	2030 -2034	2035 -2039	2040 -2044	2045 -2047	
Exposures Previously Subject to the Voided Recovery Act: PRHTA (Transportation revenue)	\$0	\$80	\$82	\$86	\$69	\$63	\$56	\$57	\$58	\$37	\$314	\$295	\$356	\$89	\$—	\$1,642
PREPA Puerto Rico Aqueduct and Sewer Authority	2	55	38	37	58	74	52	50	109	102	389	136	5	—	—	1,107
PRHTA (Highway revenue)	—	35	19	19	19	19	19	19	19	21	191	68	71	82	272	873
Puerto Rico Convention Center District Authority	—	40	29	29	39	39	42	20	21	21	86	186	77	—	—	629
Total	2	229	175	178	192	202	176	153	214	188	1,032	788	569	171	272	4,541
Exposures Not Previously Subject to the Voided Recovery Act: Commonwealth of Puerto Rico - General Obligation Bonds	0	226	172	146	150	201	73	93	69	127	506	548	295	—	—	2,606
Puerto Rico Municipal Finance Agency	—	74	64	62	56	47	40	39	21	16	68	4	—	—	—	491
Puerto Rico Sales Tax Financing Corporation	0	12	13	13	13	13	13	13	16	15	63	106	64	284	—	638
Puerto Rico Public	—	18	39	8	12	18	20	6	14	6	82	50	20	—	—	293

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Buildings Authority																
GDB	34	—	—	—	—	—	—	—	—	—	—	—	—	—	—	34
PRIFA	—	—	1	3	1	1	1	1	3	—	4	4	5	13	—	37
University of Puerto Rico	—	0	0	0	0	0	0	0	0	0	0	1	—	—	—	1
Total	34	330	289	232	232	280	147	152	123	164	723	713	384	297	—	4,100
Total net debt service for Puerto Rico	\$36	\$559	\$464	\$410	\$424	\$482	\$323	\$305	\$337	\$352	\$1,755	\$1,501	\$953	\$468	\$272	\$8,641

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## Exposure to Residential Mortgage-Backed Securities

The tables below provide information on the risk ratings and certain other risk characteristics of the Company's financial guaranty insurance and credit derivative RMBS exposures as of September 30, 2015. U.S. RMBS exposures represent 2% of the total net par outstanding, and BIG U.S. RMBS represent 23% of total BIG net par outstanding. See Note 6, Expected Loss to be Paid, of the Financial Statements, for a discussion of expected losses to be paid on U.S. RMBS exposures.

## Distribution of U.S. RMBS by Rating and Type of Exposure as of September 30, 2015

Ratings:	Prime First Lien	Closed-End Second Lien	Home Equity Lines of Credit	Alt-A First Lien	Option ARMs	Subprime First Lien	Total Net Par Outstanding
	(dollars in millions)						
AAA	\$9	\$—	\$0	\$1,018	\$49	\$1,535	\$2,611
AA	101	74	43	334	104	753	1,409
A	1	0	1	—	0	39	41
BBB	42	—	51	15	4	95	208
BIG	312	128	1,382	822	151	1,336	4,130
Total exposures	\$465	\$202	\$1,476	\$2,189	\$307	\$3,759	\$8,400

## Distribution of U.S. RMBS by Year Insured and Type of Exposure as of September 30, 2015

Year insured:	Prime First Lien	Closed End Second Lien	Home Equity Lines of Credit	Alt-A First Lien	Option ARM	Subprime First Lien	Total Net Par Outstanding
	(in millions)						
2004 and prior	\$59	\$0	\$118	\$58	\$18	\$1,095	\$1,349
2005	134	—	370	468	38	185	1,195
2006	89	52	436	204	39	758	1,578
2007	183	150	551	1,111	181	1,652	3,828
2008	—	—	—	349	32	69	450
Total exposures	\$465	\$202	\$1,476	\$2,189	\$307	\$3,759	\$8,400

## Exposures by Reinsurer

Ceded par outstanding represents the portion of insured risk ceded to other reinsurers. Under these relationships, the Company cedes a portion of its insured risk in exchange for a premium paid to the reinsurer. The Company remains primarily liable for all risks it directly underwrites and is required to pay all gross claims. It then seeks reimbursement from the reinsurer for its proportionate share of claims. The Company may be exposed to risk for this exposure if it were required to pay the gross claims and not be able to collect ceded claims from an assuming company experiencing financial distress. A number of the financial guaranty insurers to which the Company has ceded par have experienced financial distress and as a result have been downgraded by the rating agencies. In addition, state insurance regulators have intervened with respect to some of these insurers.

Assumed par outstanding represents the amount of par assumed by the Company from other monolines. Under these relationships, the Company assumes a portion of the ceding company's insured risk in exchange for a premium. The Company may be exposed to risk in this portfolio in that the Company may be required to pay losses without a corresponding premium in circumstances where the ceding company is experiencing financial distress and is unable to pay premiums.

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In addition to assumed and ceded reinsurance arrangements, the Company may also have exposure to financial guaranty insurers in "second-to-pay" transactions, where the Company provides insurance on an obligation that is already insured by another financial guarantor. In that case, if the underlying obligor and the financial guarantor both fail to pay an amount scheduled to be paid, the Company would be obligated to pay. The Company underwrites these transactions based on the underlying obligation, without regard to the financial obligor. See Note 14, Reinsurance and Other Monoline Exposures, of the Financial Statements

## Exposure by Reinsurer

Reinsurer	Ratings at November 4, 2015		Par Outstanding (1) As of September 30, 2015		
	Moody's Reinsurer Rating	S&P Reinsurer Rating	Ceded Par Outstanding	Second-to- Pay Insured Par Outstanding	Assumed Par Outstanding
(dollars in millions)					
American Overseas Reinsurance Company Limited (f/k/a Ram Re)	WR (2)	WR	\$5,480	\$—	\$30
Tokio Marine & Nichido Fire Insurance Co., Ltd.	Aa3 (3)	A+ (3)	4,426	—	—
Syncora Guarantee Inc.	WR	WR	3,505	1,538	159
Mitsui Sumitomo Insurance Co. Ltd.	A1	A+ (3)	1,854	—	—
ACA Financial Guaranty Corp.	NR (4)	WR	714	19	—
Ambac Assurance Corporation	WR	WR	117	4,370	11,633
National (5)	A3	AA-	—	5,448	5,259
MBIA	(6)	(6)	—	2,584	449
Financial Guaranty Insurance Co.	WR	WR	—	1,551	674
Ambac Assurance Corp. Segregated Account	NR	NR	—	95	888
CIFG Assurance North America Inc.	WR	WR	—	96	3,663
Other	Various	Various	215	821	134
Total			\$16,311	\$16,522	\$22,889

(1) Includes par related to insured credit derivatives.

(2) Represents "Withdrawn Rating."

(3) The Company benefits from trust arrangements that satisfy the triple-A credit requirement of S&P and/or Moody's.

(4) Represents "Not Rated."

(5) National is rated AA+ by Kroll Bond Rating Agency.

(6) MBIA includes subsidiaries MBIA Insurance Corp. rated B by S&P and B2 by Moody's and MBIA U.K. Insurance Ltd. rated B by S&P and Ba2 by Moody's.





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## Ceded Par Outstanding by Reinsurer and Credit Rating

As of September 30, 2015

Reinsurer	Internal Credit Rating					Total
	AAA	AA	A	BBB	BIG	
	(in millions)					
American Overseas Reinsurance Company Limited (f/k/a Ram Re)	\$462	\$1,818	\$1,740	\$1,032	\$428	\$5,480
Tokio Marine & Nichido Fire Insurance Co., Ltd.	582	653	1,373	1,139	679	4,426
Syncora Guarantee Inc.	—	274	452	2,100	679	3,505
Mitsui Sumitomo Insurance Co. Ltd.	130	560	696	288	180	1,854
ACA Financial Guaranty Corp.	—	449	254	11	—	714
Ambac Assurance Corporation	—	—	117	—	—	117
Other	52	74	56	33	—	215
Total	\$1,226	\$3,828	\$4,688	\$4,603	\$1,966	\$16,311

In accordance with U.S. statutory accounting requirements and U.S. insurance laws and regulations, in order for the Company to receive credit for liabilities ceded to reinsurers domiciled outside of the U.S., such reinsurers must secure their liabilities to the Company. All of the unauthorized reinsurers in the table above are required to post collateral for the benefit of the Company in an amount at least equal to the sum of their ceded unearned premium reserve, loss reserves and contingency reserves all calculated on a statutory basis of accounting. In addition, certain authorized reinsurers in the table above post collateral on terms negotiated with the Company. Collateral may be in the form of letters of credit or trust accounts. The total collateral posted by all non-affiliated reinsurers as of September 30, 2015 is approximately \$447 million.

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## Second-to-Pay

## Insured Par Outstanding by Internal Rating

As of September 30, 2015(1)

	Public Finance					Structured Finance					Total
	AAA	AA	A	BBB	BIG	AAA	AA	A	BBB	BIG	
	(in millions)										
Syncora Guarantee Inc.	\$—	\$45	\$326	\$734	\$317	\$72	\$—	\$—	\$—	\$44	\$1,538
ACA Financial Guaranty Corp.	—	—	—	1	18	—	—	—	—	—	19
Ambac Assurance Corporation	10	1,277	1,945	835	51	1	—	59	184	8	4,370
National MBIA	70	1,693	3,661	—	—	—	—	24	—	—	5,448
Financial Guaranty Insurance Co.	—	65	260	412	—	—	1,115	18	239	475	2,584
Ambac Assurance Corp.	—	30	746	258	309	156	—	15	—	37	1,551
Segregated Account CIFG	—	—	—	—	—	—	26	—	—	69	95
Assurance North America Inc.	—	2	51	22	21	—	—	—	—	—	96
Other	—	821	—	—	—	—	—	—	—	—	821
<b>Total</b>	<b>\$80</b>	<b>\$3,933</b>	<b>\$6,989</b>	<b>\$2,262</b>	<b>\$716</b>	<b>\$229</b>	<b>\$1,141</b>	<b>\$116</b>	<b>\$423</b>	<b>\$633</b>	<b>\$16,522</b>

(1) Assured Guaranty's internal rating.

## Selected European Exposure

Several European countries have experienced significant economic, fiscal and / or political strains such that the likelihood of default on obligations with a nexus to those countries may be higher than the Company anticipated when such factors did not exist. The Company has identified those European countries where it has exposure and where it believes heightened uncertainties exist to be: Hungary, Italy, Portugal and Spain (the "Selected European Countries"). The Company selected these European countries based on its view that their credit fundamentals have weakened as a result of the global financial crisis, as well as on published reports identifying countries that may be experiencing reduced demand for their sovereign debt in the current environment. The Company has in the past included Greece on the list, but the Company no longer has any meaningful exposure to Greece.

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## Direct Economic Exposure to the Selected European Countries

The Company's direct economic exposure to the Selected European Countries (based on par for financial guaranty contracts and notional amount for financial guaranty contracts accounted for as derivatives) is shown in the following tables, both gross and net of ceded reinsurance:

Gross Direct Economic Exposure  
to Selected European Countries(1)  
As of September 30, 2015

	Hungary (in millions)	Italy	Portugal	Spain	Total
Sovereign and sub-sovereign exposure:					
Non-infrastructure public finance (2)	\$—	\$1,069	\$96	\$351	\$1,516
Infrastructure finance	282	11	—	124	417
Total sovereign and sub-sovereign exposure	282	1,080	96	475	1,933
Non-sovereign exposure:					
Regulated utilities	—	232	—	—	232
RMBS and other structured finance	182	289	—	13	484
Total non-sovereign exposure	182	521	—	13	716
Total	\$464	\$1,601	\$96	\$488	\$2,649
Total BIG	\$391	\$—	\$96	\$488	\$975

Net Direct Economic Exposure  
to Selected European Countries(1)  
As of September 30, 2015

	Hungary (in millions)	Italy	Portugal	Spain	Total
Sovereign and sub-sovereign exposure:					
Non-infrastructure public finance (2)	\$—	\$815	\$89	\$256	\$1,160
Infrastructure finance	279	11	—	123	413
Total sovereign and sub-sovereign exposure	279	826	89	379	1,573
Non-sovereign exposure:					
Regulated utilities	—	218	—	—	218
RMBS and other structured finance	176	254	—	13	443
Total non-sovereign exposure	176	472	—	13	661
Total	\$455	\$1,298	\$89	\$392	\$2,234
Total BIG (See Note 6)	\$385	\$—	\$89	\$392	\$866

While the Company's exposures are shown in U.S. dollars, the obligations the Company insures are in various currencies, primarily Euros. One of the residential mortgage-backed securities included in the table above includes residential mortgages in both Italy and Germany, and only the portion of the transaction equal to the portion of the original mortgage pool in Italian mortgages is shown in the tables.

(2) The exposure shown in the "Non-infrastructure public finance" category is from transactions backed by receivable payments from sub-sovereigns in Italy, Spain and Portugal.



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The tables above include the par amount of financial guaranty contracts accounted for as derivatives of \$114 million with a fair value of \$3 million, net of reinsurance. The Company's credit derivative transactions are governed by International Swaps and Derivatives Association, Inc. ("ISDA") documentation, and the Company is required to make a loss payment on them only upon the occurrence of one or more defined credit events with respect to the referenced securities or loans.

### Indirect Exposure to Selected European Countries

The Company considers economic exposure to a Selected European Country to be indirect when that exposure relates to only a small portion of an insured transaction that otherwise is not related to that Selected European Country, and the Company has excluded its indirect exposure to the Selected European Countries from the exposure tables above. The Company has such indirect exposure to Selected European Countries through insurance it provides on pooled corporate and commercial receivables transactions.

The Company's pooled corporate obligations with indirect exposure to Selected European Countries are highly diversified in terms of obligors and, except in the case of TruPS CDOs or transactions backed by perpetual preferred securities, highly diversified in terms of industry. Most pooled corporate obligations are structured to limit exposure to any given obligor and any given non-U.S. country or region and generally benefit from embedded credit enhancement which allows a transaction a certain level of losses in the underlying collateral without causing the Company to pay a claim. The Company's commercial receivable transactions with indirect exposure to Selected European Countries are rail car lease transactions and aircraft lease transactions where some of the lessees have a nexus with the Selected European Countries. Like the pooled corporate transactions, the commercial receivable transactions generally benefit from embedded credit enhancement which allows a transaction a certain level of losses in the underlying collateral without causing the Company to pay a claim.

The Company calculates indirect exposure to a country by multiplying the par amount of a transaction insured by the Company times the percent of the relevant collateral pool reported as having a nexus to the country. On that basis, the Company has calculated exposure of \$278 million to Selected European Countries (plus Greece) in transactions with \$4.8 billion of net par outstanding. The indirect exposure to credits with a nexus to Greece is \$8 million across several highly rated pooled corporate obligations with net par outstanding of \$333 million.

### Liquidity and Capital Resources

#### Liquidity Requirements and Sources

##### AGL and its Holding Company Subsidiaries

The liquidity of AGL, AGUS and Assured Guaranty Municipal Holdings Inc. ("AGMH") is largely dependent on dividends from their operating subsidiaries and their access to external financing. The liquidity requirements of these entities include the payment of operating expenses, interest on debt issued by AGUS and AGMH, and dividends on AGL's common shares. AGL and its holding company subsidiaries may also require liquidity to make periodic capital investments in their operating subsidiaries or, in the case of AGL, to repurchase its common shares pursuant to its share repurchase authorization. In the ordinary course of business, the Company evaluates its liquidity needs and capital resources in light of holding company expenses and dividend policy, as well as rating agency considerations. The Company also subjects its cash flow projections and its assets to a stress test, maintaining a liquid asset balance of one time its stressed operating company net cash flows. Management believes that AGL will have sufficient liquidity to satisfy its needs over the next twelve months. See "—Insurance Company Regulatory Restrictions" below for a discussion of the dividend restrictions of its insurance company subsidiaries.



Table of ContentsAGL and Holding Company Subsidiaries  
Significant Cash Flow Items

	Third Quarter		Nine Months	
	2015	2014	2015	2014
	(in millions)			
Dividends paid by AGC to AGUS	\$ 15	\$ 15	\$ 50	\$ 30
Dividends paid by AGM to AGMH	57	60	163	105
Dividends paid by AG Re to AGL	35	—	120	82
Dividends paid by other subsidiaries of AGMH	—	—	—	10
Repayment of surplus note by AGM to AGMH	—	25	25	50
Dividends paid to AGL shareholders	(18	) (18	) (55	) (58
Repurchases of common shares(1)	(135	) (226	) (420	) (438
Interest paid	(7	) (7	) (55	) (42
Proceeds from issuance of long-term debt	—	(1	) —	495
Issuance of note by AGUS to AGC(2)	—	—	(200	) —
Repayment of note by AGC to AGUS(2)	—	—	200	—

(1) On May 6, 2015, in continuation of the Company's capital management strategy of repurchasing its common shares, the Company's Board of Directors approved the repurchase of an incremental \$400 million of common shares. As of September 30, 2015 and November 5, 2015, on a settlement date basis, the remaining authorization for share repurchases was \$190 million and \$143 million, respectively.

(2) On March 31, 2015, AGUS, as lender, provided \$200 million to AGC, as borrower, from available funds to help fund the purchase of Radian Asset. AGC repaid that loan in full on April 14, 2015.

## Dividends From Subsidiaries

The Company anticipates that for the next twelve months, amounts paid by AGL's direct and indirect insurance company subsidiaries as dividends or other distributions will be a major source of its liquidity. The insurance company subsidiaries' ability to pay dividends depends upon their financial condition, results of operations, cash requirements, and compliance with rating agency requirements, and is also subject to restrictions contained in the insurance laws and related regulations of their states of domicile. Dividend restrictions applicable to AGC and AGM, and to AG Re, are described under Note 12, Insurance Company Regulatory Requirements of the Financial Statements.

Under New York insurance law, AGM may only pay dividends out of "earned surplus", which is the portion of a company's surplus that represents the net earnings, gains or profits (after deduction of all losses) that have not been distributed to shareholders as dividends or transferred to stated capital or capital surplus, or applied to other purposes permitted by law, but does not include unrealized appreciation of assets. AGM may pay dividends without the prior approval of the New York Superintendent of Financial Services ("New York Superintendent") that, together with all dividends declared or distributed by it during the preceding 12 months, does not exceed the lesser of 10% of its policyholders' surplus (as of the last annual or quarterly statement filed with the New York Superintendent) or 100% of its adjusted net investment income during that period. The maximum amount available during 2015 for AGM to distribute as dividends without regulatory approval is estimated to be approximately \$215 million, of which approximately \$52 million is estimated to be available for distribution in the fourth quarter of 2015.

Under Maryland's insurance law, AGC may, with prior notice to the Maryland Insurance Commissioner, pay an ordinary dividend that, together with all dividends paid in the prior 12 months, does not exceed 10% of its

policyholders' surplus (as of the prior December 31) or 100% of its adjusted net investment income during that period. The maximum amount available during 2015 for AGC to distribute as ordinary dividends will be approximately \$90 million, of which approximately \$40 million is available for distribution in the fourth quarter of 2015.

MAC is a New York domiciled insurance company subject to the same dividend limitations described above for AGM. The Company does not currently anticipate that MAC will distribute any dividends.



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For AG Re, any distribution (including repurchase of shares) of any share capital, contributed surplus or other statutory capital that would reduce its total statutory capital by 15% or more of its total statutory capital as set out in its previous year's financial statements requires the prior approval of the Bermuda Monetary Authority ("Authority"). Separately, dividends are paid out of an insurer's statutory surplus and cannot exceed that surplus. Further, annual dividends cannot exceed 25% of total statutory capital and surplus as set out in its previous year's financial statements, which is \$279 million, without AG Re certifying to the Authority that it will continue to meet required margins. Based on the foregoing limitations, in 2015 AG Re has the capacity to (i) make capital distributions in an aggregate amount up to \$127 million without the prior approval of the Authority and (ii) declare and pay dividends in an aggregate amount up to the limit of its outstanding statutory surplus, which is \$271 million. Such dividend capacity is further limited by the actual amount of AG Re's unencumbered assets, which amount changes from time to time due in part to collateral posting requirements. As of September 30, 2015, AG Re had unencumbered assets of approximately \$611 million.

Generally, dividends paid by a U.S. company to a Bermuda holding company are subject to a 30% withholding tax. After AGL became tax resident in the U.K., it became subject to the tax rules applicable to companies resident in the U.K., including the benefits afforded by the U.K.'s tax treaties. The income tax treaty between the U.K. and the U.S. reduces or eliminates the U.S. withholding tax on certain U.S. sourced investment income (to 5% or 0%), including dividends from U.S. subsidiaries to U.K. resident persons entitled to the benefits of the treaty.

### External Financing

From time to time, AGL and its subsidiaries have sought external debt or equity financing in order to meet their obligations. External sources of financing may or may not be available to the Company, and if available, the cost of such financing may not be acceptable to the Company.

On June 20, 2014, AGUS issued \$500 million of 5.0% Senior Notes due 2014. The notes are guaranteed by AGL. The net proceeds of the notes were used for general corporate purposes, including the purchase of AGL common shares.

### Intercompany Loans and Guarantees

On March 30, 2015, AGUS loaned \$200 million to AGC to facilitate the acquisition of Radian Asset on April 1, 2015. AGC repaid the loan in full on April 14, 2015.

From time to time, AGL and its subsidiaries have entered into intercompany loan facilities. For example, on October 25, 2013, AGL, as borrower, and AGUS, as lender, entered into a revolving credit facility pursuant to which AGL may, from time to time, borrow for general corporate purposes. Under the credit facility, AGUS committed to lend a principal amount not exceeding \$225 million in the aggregate. Such commitment terminates on October 25, 2018 (the "loan termination date"). The unpaid principal amount of each loan will bear interest at a fixed rate equal to 100% of the then applicable Federal short-term or mid-term interest rate, as the case may be, as determined under Internal Revenue Code Sec. 1274(d), and interest on all loans will be computed for the actual number of days elapsed on the basis of a year consisting of 360 days. Accrued interest on all loans will be paid on the last day of each June and December, beginning on December 31, 2013, and at maturity. AGL must repay the then unpaid principal amounts of the loans by the third anniversary of the loan termination date. No amounts are currently outstanding under the credit facility.

In addition, in 2012 AGUS borrowed \$90 million from its affiliate Assured Guaranty Re Overseas Ltd. to fund the acquisition of MAC. That loan remained outstanding as of September 30, 2015.

Furthermore, AGL fully and unconditionally guarantees the payment of the principal of, and interest on, the \$1,130 million aggregate principal amount of senior notes issued by AGUS and AGMH, and the \$450 million aggregate principal amount of junior subordinated debentures issued by AGUS and AGMH, in each case, as described under "Commitments and Contingencies -- Long-Term Debt Obligations " below.

#### Cash and Investments

As of September 30, 2015, AGL had \$100 million in cash and short-term investments. AGUS and AGMH had a total of \$21 million in cash and short-term investments. In addition, the Company's U.S. holding companies have \$57 million in fixed-maturity securities with weighted average duration of 0.5 years.

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## Insurance Company Subsidiaries

Liquidity of the insurance company subsidiaries is primarily used to pay for:

- operating expenses,
- claims on the insured portfolio,
- posting of collateral in connection with credit derivatives and reinsurance transactions,
- reinsurance premiums,
- dividends to AGL, AGUS and/or AGMH, as applicable,
- principal of and, where applicable, interest on surplus notes, and
- capital investments in their own subsidiaries, where appropriate.

Management believes that its subsidiaries' liquidity needs for the next twelve months can be met from current cash, short-term investments and operating cash flow, including premium collections and coupon payments as well as scheduled maturities and paydowns from their respective investment portfolios. The Company targets a balance of its most liquid assets including cash and short-term securities, Treasuries, agency RMBS and pre-refunded municipal bonds equal to 1.5 times its projected operating company cash flow needs over the next four quarters. The Company intends to hold and has the ability to hold temporarily impaired debt securities until the date of anticipated recovery.

Beyond the next twelve months, the ability of the operating subsidiaries to declare and pay dividends may be influenced by a variety of factors, including market conditions, insurance regulations and rating agency capital requirements and general economic conditions.

Insurance policies issued provide, in general, that payments of principal, interest and other amounts insured may not be accelerated by the holder of the obligation. Amounts paid by the Company therefore are typically in accordance with the obligation's original payment schedule, unless the Company accelerates such payment schedule, at its sole option.

Payments made in settlement of the Company's obligations arising from its insured portfolio may, and often do, vary significantly from year-to-year, depending primarily on the frequency and severity of payment defaults and whether the Company chooses to accelerate its payment obligations in order to mitigate future losses.

## Claims (Paid) Recovered

	Third Quarter		Nine Months	
	2015	2014	2015	2014
	(in millions)			
Public finance	\$(18	) \$(8	) \$(24	) \$(38
Structured finance:				
U.S. RMBS before benefit for recoveries for breaches of R&W	(139	) (199	) (222	) (275
Net benefit for recoveries for breaches of R&W	26	166	73	294
U.S. RMBS after benefit for recoveries for breaches of R&W	(113	) (33	) (149	) 19
Other structured finance	(69	) 2	(65	) (2
Structured finance	(182	) (31	) (214	) 17
Claims (paid) recovered, net of reinsurance(1)	\$(200	) \$(39	) \$(238	) \$(21

(1) Includes \$5 million paid and \$7 million paid for consolidated FG VIEs for Third Quarter 2015 and 2014, respectively, and \$17 million paid and \$14 million paid for consolidated FG VIEs for Nine Months 2015 and 2014,

respectively.

The Company has insured exposure of approximately \$3.0 billion to infrastructure transactions with refinancing risk as to which the Company may need to make claim payments that it did not anticipate paying when the policies were issued. Although the Company may not experience ultimate loss on a particular transaction, the aggregate amount of the claim payments may be substantial and reimbursement may not occur for an extended time. These transactions generally involve long-term infrastructure projects that were financed by bonds that mature prior to the expiration of the project concession. The Company expects the cash flows from these projects to be sufficient to repay all of the debt over the life of the project concession, but also expects the debt to be refinanced in the market at or prior to its maturity. If the issuer is unable to refinance

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the debt due to market conditions, the Company may have to pay a claim when the debt matures, and then recover its payment from cash flows produced by the project in the future. The Company generally projects that in most scenarios it will be fully reimbursed for such payments. However, the recovery of the payments is uncertain and may take from 10 to 35 years, depending on the transaction and the performance of the underlying collateral. The Company estimates total claims for the two largest transactions with significant refinancing risk, assuming no refinancing, and based on certain performance assumptions, could be \$2.0 billion on a gross basis; such claims would be payable from 2017 through 2022.

In addition, the Company has net par exposure of \$5.1 billion to Commonwealth of Puerto Rico transactions, all of which are BIG. Puerto Rico has experienced significant general fund budget deficits in recent years. These deficits have been covered primarily with the net proceeds of bond issuances, with interim financings provided by GDB and, in some cases, with one-time revenue measures or expense adjustment measures. In addition to high debt levels, Puerto Rico faces a challenging economic environment. Information regarding the Company's exposure to the Commonwealth of Puerto Rico and its related authorities and public corporations is set forth in "Insured Portfolio-Exposure to Puerto Rico" above.

The terms of the Company's CDS contracts generally are modified from standard CDS contract forms approved by ISDA in order to provide for payments on a scheduled basis and to replicate the terms of a traditional financial guaranty insurance policy. Some contracts the Company entered into as the credit protection seller, however, utilize standard ISDA settlement mechanics of cash settlement (i.e., a process to value the loss of market value of a reference obligation) or physical settlement (i.e., delivery of the reference obligation against payment of principal by the protection seller) in the event of a "credit event," as defined in the relevant contract. Cash settlement or physical settlement generally requires the payment of a larger amount, prior to the maturity of the reference obligation, than would settlement on a "pay-as-you-go" basis, under which the Company would be required to pay scheduled interest shortfalls during the term of the reference obligation and scheduled principal shortfall only at the final maturity of the reference obligation. As of September 30, 2015, the Company posted approximately \$333 million to secure obligations under its CDS exposure. Of that amount, approximately \$313 million related to \$4.7 billion in CDS gross par insured where the amount of required collateral is capped and the remaining \$20 million related to \$0.2 billion in CDS gross par insured where the amount of required collateral is based on movements in the mark-to-market valuation of the underlying exposure.

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## Consolidated Cash Flows

## Consolidated Cash Flow Summary

	Third Quarter		Nine Months	
	2015	2014	2015	2014
	(in millions)			
Net cash flows provided by (used in) operating activities before effects of trading securities and FG VIEs consolidation	\$(154)	) \$93	\$(90)	) \$208
(Purchases) sales of trading securities, net	(1)	) 14	7	82
Effect of FG VIEs consolidation	11	) 18	44	57
Net cash flows provided by (used in) operating activities - reported	(144)	) 125	(39)	) 347
Net cash flows provided by (used in) investing activities before effects of FG VIEs consolidation	302	) 131	556	(370)
Effect of FG VIEs consolidation	33	) 19	78	291
Net cash flows provided by (used in) investing activities - reported	335	) 150	634	(79)
Net cash flows provided by (used in) financing activities before effects of FG VIEs consolidation	(154)	) (258)	(480)	) (20)
Effect of FG VIEs consolidation	(44)	) (37)	(122)	) (348)
Net cash flows provided by (used in) financing activities - reported (1)	(198)	) (295)	(602)	) (368)
Effect of exchange rate changes	(2)	) (4)	(2)	) (2)
Cash at beginning of period	75	) 106	75	) 184
Total cash at the end of the period	\$66	) \$82	\$66	) \$82

(1) Claims paid on consolidated FG VIEs are presented in the consolidated cash flow statements as a component of paydowns on FG VIE liabilities in financing activities as opposed to operating activities.

Excluding net cash flows from purchases and sales of the trading portfolio and the effect of consolidating FG VIEs, cash inflows from operating activities decreased in Nine Months 2015 compared with Nine Months 2014 due primarily to higher claim payments in 2015 and lower R&W cash recoveries than the comparable prior year period and lower premiums, offset in part by higher investment income.

Investing activities were primarily net sales (purchases) of fixed-maturity and short-term investment securities. In first quarter 2015, the Company sold securities to fund the acquisition of Radian Asset by AGC. In the second quarter of 2015 the Company paid \$800 million, net of cash acquired, to acquire Radian Asset. Investing cash flows in Nine Months 2015 and Nine Months 2014 include inflows of \$114 million and \$346 million for FG VIEs, respectively.

Financing activities consisted primarily of paydowns of FG VIE liabilities and share repurchases. Financing cash flows in Nine Months 2015 and Nine Months 2014 include outflows of \$122 million and \$348 million for FG VIEs, respectively. Share repurchases in Nine Months 2015 and 2014 were \$420 million and \$438 million, respectively. In addition, 2014 amounts include net proceeds of \$495 million from issuance of long-term debt.

From October 1, 2015 through November 5, 2015, the Company repurchased an additional 1.7 million shares for \$48 million. As of November 5, 2015, \$143 million of total capacity remained, on a settlement basis, from all authorizations. For more information about the Company's share repurchase authorization and the amounts it

repurchased in 2015, see Note 18, Shareholders' Equity, of the Financial Statements.

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## Commitments and Contingencies

## Leases

AGL and its subsidiaries lease office space and certain other items.

AGM entered into an operating lease as of September 30, 2015 for new office space comprising one full floor and one partial floor at 1633 Broadway in New York City. The Company plans to move the headquarters of its U.S. affiliates from 31 West 52<sup>nd</sup> Street to this new location during the summer of 2016. The new lease is for approximately 88,000 square feet and runs until 2032, with an option, subject to certain conditions, to renew for five years at a fair market rent. The fixed annual rent, which commences after an initial rent holiday, begins at \$6.2 million, rising in two steps to \$7.3 million for the last five years of the initial term. In connection with the move and in return for rent abatement and certain other concessions, AGM agreed to terminate, eight months after its new space is delivered, its lease on its existing office space at 31 West 52<sup>nd</sup> Street, which had been scheduled to run until 2026.

## Long-Term Debt Obligations

The outstanding principal and interest paid on long-term debt were as follows:

## Principal Outstanding

## and Interest Paid on Long-Term Debt

	Principal Amount		Interest Paid			
	As of September 30 2015 (in millions)	As of December 31, 2014	Third Quarter		Nine Months	
			2015	2014	2015	2014
AGUS:						
7.0% Senior Notes(1)	\$200	\$200	\$—	\$—	\$7	\$7
5.0% Senior Notes(1)	500	500	—	—	13	—
Series A Enhanced Junior Subordinated Debentures(2)	150	150	—	—	5	5
Total AGUS	850	850	—	—	25	12
AGMH(3):						
67/8% QUIBS(1)	100	100	2	2	5	5
6.25% Notes(1)	230	230	4	4	11	11
5.60% Notes(1)	100	100	1	1	4	4
Junior Subordinated Debentures(2)	300	300	—	—	10	10
Total AGMH	730	730	7	7	30	30
AGM(3):						
AGM Notes Payable	13	16	0	2	0	3
Total AGM	13	16	0	2	0	3
Total	\$1,593	\$1,596	\$7	\$9	\$55	\$45

(1) AGL fully and unconditionally guarantees these obligations

(2) Guaranteed by AGL on a junior subordinated basis.



(3) Principal amounts vary from carrying amounts due primarily to acquisition method fair value adjustments at the AGMH acquisition date, which are accreted or amortized into interest expense over the remaining terms of these obligations.

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7.0% Senior Notes issued by AGUS. On May 18, 2004, AGUS issued \$200 million of 7.0% senior notes due 2034 for net proceeds of \$197 million. Although the coupon on the Senior Notes is 7.0%, the effective rate is approximately 6.4%, taking into account the effect of a cash flow hedge.

5.0% Senior Notes issued by AGUS. On June 20, 2014, AGUS issued \$500 million of 5.0% Senior Notes due 2024 for net proceeds of \$495 million. The notes are guaranteed by AGL. The net proceeds from the sale of the notes were used for general corporate purposes, including the purchase of common shares of AGL.

Series A Enhanced Junior Subordinated Debentures issued by AGUS. On December 20, 2006, AGUS issued \$150 million of Debentures due 2066. The Debentures pay a fixed 6.40% rate of interest until December 15, 2016, and thereafter pay a floating rate of interest, reset quarterly, at a rate equal to three month London Interbank Offered Rate ("LIBOR") plus a margin equal to 2.38%. AGUS may select at one or more times to defer payment of interest for one or more consecutive periods for up to ten years. Any unpaid interest bears interest at the then applicable rate. AGUS may not defer interest past the maturity date.

6 7/8% QUIBS issued by AGMH. On December 19, 2001, AGMH issued \$100 million face amount of 6 7/8% QUIBS due December 15, 2101, which are callable without premium or penalty.

6.25% Notes issued by AGMH. On November 26, 2002, AGMH issued \$230 million face amount of 6.25% Notes due November 1, 2102, which are callable without premium or penalty in whole or in part.

5.60% Notes issued by AGMH. On July 31, 2003, AGMH issued \$100 million face amount of 5.60% Notes due July 15, 2103, which are callable without premium or penalty in whole or in part.

Junior Subordinated Debentures issued by AGMH. On November 22, 2006, AGMH issued \$300 million face amount of Junior Subordinated Debentures with a scheduled maturity date of December 15, 2036 and a final repayment date of December 15, 2066. The final repayment date of December 15, 2066 may be automatically extended up to four times in five-year increments provided certain conditions are met. The debentures are redeemable, in whole or in part, at any time prior to December 15, 2036 at their principal amount plus accrued and unpaid interest to the date of redemption or, if greater, the make-whole redemption price. Interest on the debentures will accrue from November 22, 2006 to December 15, 2036 at the annual rate of 6.40%. If any amount of the debentures remains outstanding after December 15, 2036, then the principal amount of the outstanding debentures will bear interest at a floating interest rate equal to one-month LIBOR plus 2.215% until repaid. AGMH may elect at one or more times to defer payment of interest on the debentures for one or more consecutive interest periods that do not exceed ten years. In connection with the completion of this offering, AGMH entered into a replacement capital covenant for the benefit of persons that buy, hold or sell a specified series of AGMH long-term indebtedness ranking senior to the debentures. Under the covenant, the debentures will not be repaid, redeemed, repurchased or defeased by AGMH or any of its subsidiaries on or before the date that is twenty years prior to the final repayment date, except to the extent that AGMH has received proceeds from the sale of replacement capital securities. The proceeds from this offering were used to pay a dividend to the shareholders of AGMH.

Recourse Credit Facility

In connection with the acquisition of AGMH, AGM agreed to retain the risks relating to the debt and strip policy portions of the leveraged lease business. The liquidity risk to AGM related to the strip policy portion of the leveraged lease business is mitigated by the strip coverage facility described below.

In a leveraged lease transaction, a tax-exempt entity (such as a transit agency) transfers tax benefits to a tax-paying entity by transferring ownership of a depreciable asset, such as subway cars. The tax-exempt entity then leases the

asset back from its new owner.

If the lease is terminated early, the tax-exempt entity must make an early termination payment to the lessor. A portion of this early termination payment is funded from monies that were pre-funded and invested at the closing of the leveraged lease transaction (along with earnings on those invested funds). The tax-exempt entity is obligated to pay the remaining, unfunded portion of this early termination payment (known as the “strip coverage”) from its own sources. AGM issued financial guaranty insurance policies (known as “strip policies”) that guaranteed the payment of these unfunded strip coverage amounts to the lessor, in the event that a tax-exempt entity defaulted on its obligation to pay this portion of its early termination payment. AGM can then seek reimbursement of its strip policy payments from the tax-exempt entity, and can also sell the transferred depreciable asset and reimburse itself from the sale proceeds.

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Currently, all the leveraged lease transactions in which AGM acts as strip coverage provider are breaching a rating trigger related to AGM and are subject to early termination. However, early termination of a lease does not result in a draw on the AGM policy if the tax-exempt entity makes the required termination payment. If all the leases were to terminate early and the tax-exempt entities do not make the required early termination payments, then AGM would be exposed to possible liquidity claims on gross exposure of approximately \$1.2 billion as of September 30, 2015. To date, none of the leveraged lease transactions that involve AGM has experienced an early termination due to a lease default and a claim on the AGM policy. It is difficult to determine the probability that AGM will have to pay strip provider claims or the likely aggregate amount of such claims. At September 30, 2015, approximately \$1.4 billion of cumulative strip par exposure had been terminated since 2008 on a consensual basis. The consensual terminations have resulted in no claims on AGM.

On July 1, 2009, AGM and Dexia Crédit Local S.A., acting through its New York Branch (“Dexia Crédit Local (NY)”), entered into a credit facility (the “Strip Coverage Facility”). Under the Strip Coverage Facility, Dexia Crédit Local (NY) agreed to make loans to AGM to finance all draws made by lessors on AGM strip policies that were outstanding as of November 13, 2008, up to the commitment amount. The commitment amount of the Strip Coverage Facility was \$1 billion at closing of the Company’s acquisition of AGMH. AGM has reduced the maximum commitment amount from time to time, after taking into account its experience with its exposure to leveraged lease transactions. Most recently, as of June 30, 2014, AGM reduced the maximum commitment amount to \$495 million and agreed with Dexia Crédit Local (NY) that the commitment amount would no longer amortize on a scheduled monthly basis.

Fundings under this facility are subject to certain conditions precedent, and their repayment is collateralized by a security interest that AGM granted to Dexia Crédit Local (NY) in amounts that AGM recovers – from the tax-exempt entity, or from asset sale proceeds – following its payment of strip policy claims. On June 30, 2014, AGM and Dexia Crédit Local (NY) agreed to shorten the duration of the facility. Accordingly, the Strip Coverage Facility will terminate upon the earliest to occur of an AGM change of control, the reduction of the commitment amount to \$0 in accordance with the terms of the facility, and June 30, 2024 (rather than the original maturity date of January 31, 2042).

The Strip Coverage Facility’s financial covenants require that AGM and its subsidiaries maintain:

- a maximum debt-to-capital ratio of 30%; and

a minimum net worth of 75% of consolidated net worth as of July 1, 2009, plus, beginning June 30, 2015 and on each anniversary of such date, an amount equal to the product of (i) 25% of the aggregate consolidated net income (or loss) for the period beginning July 2, 2009 and ending on June 30, 2014 and (ii) a fraction, the numerator of which is the commitment amount as of the relevant calculation date and the denominator of which is \$1 billion.

The Company was in compliance with all financial covenants as of September 30, 2015.

The Strip Coverage Facility contains restrictions on AGM, including, among other things, in respect of its ability to incur debt, permit liens, pay dividends or make distributions, dissolve or become party to a merger or consolidation. Most of these restrictions are subject to exceptions. The Strip Coverage Facility has customary events of default, including (subject to certain materiality thresholds and grace periods) payment default, bankruptcy or insolvency proceedings and cross-default to other debt agreements.

As of September 30, 2015, no amounts were outstanding under this facility, nor have there been any borrowings during the life of this facility.

Committed Capital Securities

Each of AGC and AGM have issued \$200 million of CCS pursuant to transactions in which AGC CCS or AGM's Committed Preferred Trust Securities (the "AGM CPS"), as applicable, were issued by custodial trusts created for the primary purpose of issuing such securities, investing the proceeds in high-quality assets and providing put options to AGC or AGM, as applicable. The put options allow AGC and AGM to issue non-cumulative redeemable perpetual preferred securities to the trusts in exchange for cash. For both AGC and AGM, four initial trusts were created, each with an initial aggregate face amount of \$50 million. The Company does not consider itself to be the primary beneficiary of the trusts for either the AGC or AGM committed capital securities and the trusts are not consolidated in Assured Guaranty's financial statements.

The trusts provide AGC and AGM access to new capital at their respective sole discretion through the exercise of the put options. Upon AGC's or AGM's exercise of its put option, the relevant trust will liquidate its portfolio of eligible assets and

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use the proceeds to purchase the AGC or AGM preferred stock, as applicable. AGC or AGM may use the proceeds from such sale of its preferred stock to the trusts for any purpose, including the payment of claims. The put agreements have no scheduled termination date or maturity. However, each put agreement will terminate if (subject to certain grace periods) specified events occur.

**AGC Committed Capital Securities.** AGC entered into separate put agreements with four custodial trusts with respect to its committed capital securities in April 2005. The AGC put options have not been exercised through the date of this filing. Initially, all of AGC committed capital securities were issued to a special purpose pass-through trust (the "Pass-Through Trust"). The Pass-Through Trust was dissolved in April 2008 and the AGC committed capital securities were distributed to the holders of the Pass-Through Trust's securities. Neither the Pass-Through Trust nor the custodial trusts are consolidated in the Company's financial statements. Income distributions on the Pass-Through Trust securities and committed capital securities were equal to an annualized rate of one-month LIBOR plus 110 basis points for all periods ending on or prior to April 8, 2008. Following dissolution of the Pass-Through Trust, distributions on the AGC committed capital securities are determined pursuant to an auction process. On April 7, 2008 this auction process failed, thereby increasing the annualized rate on the AGC committed capital securities to one-month LIBOR plus 250 basis points. Distributions on the AGC preferred stock will be determined pursuant to the same process. AGC continues to have the ability to exercise its put option and cause the related trusts to purchase AGC Preferred Stock.

**AGM Committed Capital Securities.** AGM entered into separate put agreements with four custodial trusts with respect to its committed capital securities in June 2003. The AGM put options have not been exercised through the date of this filing. AGM pays a floating put premium to the trusts, which represents the difference between the commercial paper yield and the winning auction rate (plus all fees and expenses of the trust). If an auction does not attract sufficient clearing bids, however, the auction rate is subject to a maximum rate of one-month LIBOR plus 200 basis points for the next succeeding distribution period. Beginning in August 2007, the AGM committed capital securities required the maximum rate for each of the relevant trusts. AGM continues to have the ability to exercise its put option and cause the related trusts to purchase AGM Preferred Stock.

**Investment Portfolio**

The Company's principal objectives in managing its investment portfolio are to support the highest possible ratings for each operating company; to manage investment risk within the context of the underlying portfolio of insurance risk; to maintain sufficient liquidity to cover unexpected stress in the insurance portfolio; and to maximize after-tax net investment income.

**Fixed-Maturity Securities and Short-Term Investments**

The Company's fixed-maturity securities and short-term investments had a duration of 5.5 years as of September 30, 2015 and 5.0 years as of December 31, 2014. Generally, the Company's fixed-maturity securities are designated as available-for-sale. For more information about the Investment Portfolio and a detailed description of the Company's valuation of investments see Note 11, Investments and Cash, of the Financial Statements.

Table of ContentsFixed-Maturity Securities and Short-Term Investments  
by Security Type

	As of September 30, 2015		As of December 31, 2014	
	Amortized Cost	Estimated Fair Value	Amortized Cost	Estimated Fair Value
	(in millions)			
Fixed-maturity securities:				
Obligations of state and political subdivisions	\$5,668	\$5,958	\$5,416	\$5,795
U.S. government and agencies	449	477	635	665
Corporate securities	1,403	1,436	1,320	1,368
Mortgage-backed securities(1):				
RMBS	1,349	1,371	1,255	1,285
CMBS	492	511	639	659
Asset-backed securities	584	590	411	417
Foreign government securities	297	297	296	302
Total fixed-maturity securities	10,242	10,640	9,972	10,491
Short-term investments	526	522	767	767
Total fixed-maturity and short-term investments	\$10,768	\$11,162	\$10,739	\$11,258

(1) Government-agency obligations were approximately 55% of mortgage backed securities as of September 30, 2015 and 44% as of December 31, 2014, based on fair value.

The following tables summarize, for all fixed-maturity securities in an unrealized loss position as of September 30, 2015 and December 31, 2014, the aggregate fair value and gross unrealized loss by length of time the amounts have continuously been in an unrealized loss position.

## Fixed-Maturity Securities

## Gross Unrealized Loss by Length of Time

As of September 30, 2015

	Less than 12 months		12 months or more		Total	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
	(dollars in millions)					
Obligations of state and political subdivisions	\$587	\$(18)	\$4	\$0	\$591	\$(18)
U.S. government and agencies	31	0	—	—	31	0
Corporate securities	373	(8)	99	(4)	472	(12)
Mortgage-backed securities:						
RMBS	315	(2)	91	(14)	406	(16)
CMBS	24	0	2	0	26	0
Asset-backed securities	2	0	—	—	2	0
Foreign government securities	97	(3)	54	(3)	151	(6)
Total	\$1,429	\$(31)	\$250	\$(21)	\$1,679	\$(52)
Number of securities(1)		342		37		372
Number of securities with other-than-temporary impairment		5		4		9





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## Fixed-Maturity Securities

## Gross Unrealized Loss by Length of Time

As of December 31, 2014

	Less than 12 months		12 months or more		Total	Unrealized Loss
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	
	(dollars in millions)					
Obligations of state and political subdivisions	\$64	\$0	\$25	\$(1)	\$89	\$(1)
U.S. government and agencies	139	0	68	(1)	207	(1)
Corporate securities	189	(3)	104	(2)	293	(5)
Mortgage-backed securities:						
RMBS	205	(3)	159	(18)	364	(21)
CMBS	36	0	19	0	55	0
Asset-backed securities	56	(2)	18	(1)	74	(3)
Foreign government securities	108	(2)	0	0	108	(2)
Total	\$797	\$(10)	\$393	\$(23)	\$1,190	\$(33)
Number of securities(1)		125		82		198
Number of securities with other-than-temporary impairment		3		7		10

The number of securities does not add across because lots of the same securities have been purchased at different (1)times and appear in both categories above (i.e. Less than 12 months and 12 months or more). If a security appears in both categories, it is counted only once in the total column.

Of the securities in an unrealized loss position for 12 months or more as of September 30, 2015, four securities had an unrealized loss greater than 10% of book value. The total unrealized loss for these securities as of September 30, 2015 was \$13 million. The Company has determined that the unrealized losses recorded as of September 30, 2015 are yield related and not the result of other-than-temporary impairment.

Changes in interest rates affect the value of the Company's fixed-maturity portfolio. As interest rates fall, the fair value of fixed-maturity securities generally increases and as interest rates rise, the fair value of fixed-maturity securities generally decreases. The Company's portfolio of fixed-maturity securities consists primarily of high-quality, liquid instruments.

The amortized cost and estimated fair value of the Company's available-for-sale fixed-maturity securities, by contractual maturity, are shown below. Expected maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

Distribution of Fixed-Maturity Securities  
by Contractual Maturity  
As of September 30, 2015

	Amortized Cost (in millions)	Estimated Fair Value
Due within one year	\$260	\$261
Due after one year through five years	1,579	1,637

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Due after five years through 10 years	2,241	2,349
Due after 10 years	4,321	4,511
Mortgage-backed securities:		
RMBS	1,349	1,371
CMBS	492	511
Total	\$10,242	\$10,640

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The following table summarizes the ratings distributions of the Company's investment portfolio as of September 30, 2015 and December 31, 2014. Ratings reflect the lower of the Moody's and S&P classifications, except for bonds purchased for loss mitigation or other risk management strategies, which use Assured Guaranty's internal ratings classifications.

Distribution of  
Fixed-Maturity Securities by Rating

Rating	As of September 30, 2015	As of December 31, 2014		
AAA	11.2	% 14.0		%
AA	60.6	60.3		
A	19.0	17.9		
BBB	0.5	0.5		
BIG(1)	8.4	7.3		
Not rated	0.3	—		
Total	100.0	% 100.0		%

(1) Comprised primarily of loss mitigation and other risk management assets. See Note 11, Investments and Cash, of the Financial Statements.

The investment portfolio contains securities and cash that are either held in trust for the benefit of third party reinsurers in accordance with statutory requirements, invested in a guaranteed investment contract for future claims payments, placed on deposit to fulfill state licensing requirements, or otherwise restricted in the amount of \$299 million and \$236 million as of September 30, 2015 and December 31, 2014, respectively, based on fair value. The investment portfolio also contains securities that are held in trust by certain AGL subsidiaries for the benefit of other AGL subsidiaries in accordance with statutory and regulatory requirements in the amount of \$1,456 million and \$1,395 million as of September 30, 2015 and December 31, 2014, respectively, based on fair value.

The fair value of the Company's pledged securities to secure its obligations under its CDS exposure totaled \$333 million and \$376 million as of September 30, 2015 and December 31, 2014, respectively.

#### Liquidity Arrangements with respect to AGMH's former Financial Products Business

AGMH's former financial products segment had been in the business of borrowing funds through the issuance of guaranteed investment contracts ("GICs") and medium term notes and reinvesting the proceeds in investments that met AGMH's investment criteria. The financial products business also included the equity payment undertaking agreement portion of the leveraged lease business, as described further below in "—Leveraged Lease Business."

#### The GIC Business

Until November 2008, AGMH, through its financial products business, offered GICs to municipalities and other market participants. The GICs were issued through AGMH's non-insurance subsidiaries (the "GIC Issuers") FSA Capital Management Services LLC, FSA Capital Markets Services LLC and FSA Capital Markets Services (Caymans) Ltd. In return for an initial payment, each GIC entitles its holder to receive the return of the holder's invested principal plus interest at a specified rate, and to withdraw principal from the GIC as permitted by its terms. AGM insures the GIC Issuer's payment obligations on all GICs issued by the applicable GIC Issuer.

The proceeds of GICs issued by the GIC Issuers were loaned to AGMH's former subsidiary FSA Asset Management LLC ("FSAM"). FSAM in turn invested these funds in fixed-income obligations (primarily residential mortgage-backed securities, but also short-term investments, securities issued or guaranteed by U.S. government sponsored agencies, taxable municipal bonds, securities issued by utilities, infrastructure-related securities, collateralized debt obligations, other asset-backed securities and foreign currency denominated securities) (the "FSAM assets").

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Prior to the completion of the Company's acquisition of AGMH from Dexia Holdings Inc., AGMH sold its ownership interest in the GIC Issuers and FSAM to Dexia Holdings Inc. Even though AGMH no longer owns the GIC Issuers or FSAM, AGM's guarantees of the GICs remain in place, and must remain in place until each GIC is terminated.

In June 2009, in connection with the Company's acquisition of AGMH from Dexia Holdings Inc., Dexia SA, the ultimate parent of Dexia Holdings Inc., and certain of its affiliates, entered into a number of agreements intended to mitigate the credit, interest rate and liquidity risks associated with the GIC business and the related AGM guarantees. Some of those agreements have since terminated or expired, or been modified. In addition to the surviving agreements described below, AGM benefits from a guaranty jointly and severally issued by Dexia SA and Dexia Crédit Local S.A. to AGM that guarantees the payment obligations of AGM under its policies related to the GIC business, and an indemnification agreement between AGM, Dexia SA and Dexia Crédit Local S.A. that protects AGM from other losses arising out of or as a result of the GIC business.

To support the payment obligations of FSAM and the GIC Issuers, each of Dexia SA and Dexia Crédit Local S.A. are party to an ISDA Master Agreement, including an associated schedule, confirmation and credit support annex (the "Non-Guaranteed Put Contract"), the economic effect of which is that Dexia SA and Dexia Crédit Local S.A. jointly and severally guarantee (i) the scheduled payments of interest and principal in relation to a specified portfolio of FSAM assets, (ii) the obligation of certain Dexia affiliates to provide liquidity or liquid collateral under committed liquidity lending facilities, and (iii) the obligation to make certain payments in the event of an insolvency of Dexia S.A. Pursuant to the Non-Guaranteed Put Contract, FSAM may put an amount of FSAM assets to Dexia SA and Dexia Crédit Local S.A. in exchange for funds. The amount that could be put varies depending on the type of trigger event in question. In an asset default scenario, the amount payable generally covers at least the amount of the losses on the FSAM assets (by non-payment, writedown or realized loss). For other trigger events, the amount payable generally is at least the amount due and unpaid under the committed liquidity facilities, the principal amount of the FSAM assets, and the outstanding principal balance of the GICs. Dexia S.A. and Dexia Crédit Local S.A. also benefit from certain grace periods and procedural rights under the Non-Guaranteed Put Contract. To secure the Non-Guaranteed Put Contract, Dexia SA and Dexia Crédit Local S.A. will, pursuant to the credit support annex thereto, post eligible highly liquid collateral having an aggregate value (subject to agreed reductions) equal to at least the excess of (i) the aggregate principal amount of all outstanding GICs over (ii) the aggregate mark-to-market value of FSAM's assets. The agreed-to advance rates applicable to the value of FSAM assets range from 98% to 82% for obligations backed by the full faith and credit of the United States, sovereign obligations of the U.K., Germany, the Netherlands, France or Belgium, obligations guaranteed by the Federal Deposit Insurance Corporation (FDIC) and for mortgage securities issued or guaranteed by U.S. sponsored agencies, and range from 75% to 0% for the other FSAM assets. As of September 30, 2015, approximately 30.8% of the FSAM assets (measured by aggregate principal balance) were in cash or were obligations backed by the full faith and credit of the United States.

As of September 30, 2015, the aggregate accreted GIC balance was approximately \$1.9 billion, compared with approximately \$10.2 billion as of December 31, 2009. As of September 30, 2015, and with respect to the FSAM assets, the aggregate accreted principal was approximately \$2.9 billion, the aggregate market value was approximately \$2.7 billion and the aggregate market value after agreed reductions was approximately \$1.8 billion. Cash and positive derivative value exceeded the negative derivative values and other projected costs by approximately \$115 million. Accordingly, as of September 30, 2015, the aggregate fair value of the assets supporting the GIC business plus cash and positive derivative value exceeded by nearly \$0.9 billion the aggregate principal amount of all outstanding GICs and certain other business and hedging costs of the GIC business. Even after applying the agreed upon reductions to the fair value of the assets, the aggregate fair value of the assets supporting the GIC business plus cash and positive derivative value exceeded the aggregate principal amount of all outstanding GICs and certain other business and hedging costs of the GIC business, so, no posting of collateral was required under the credit support annex applicable to the primary put contract. Under the terms of that credit support annex, the collateral posting is recalculated on a weekly basis according to the formula set forth in the credit support annex, and a collateral posting is required

whenever the collateralization levels tested by the formula are not satisfied, subject to a threshold of \$5 million.

To provide additional support, a Dexia affiliate provides a liquidity commitment to lend against the FSAM assets, generally until the GICs have been paid in full. The liquidity commitment comprises an amended and restated revolving credit agreement (the "Guaranteed Liquidity Facility"), amended most recently on July 27, 2015, pursuant to which Dexia Crédit Local S.A. commits to provide funds to FSAM. As a result of agreed reductions and GIC amortization as of September 30, 2015 the commitment totaled \$1.5 billion, of which approximately \$1.0 billion was drawn. Also on July 27, 2015, FSAM and Dexia Crédit Local S.A. terminated a master repurchase agreement pursuant to which Dexia Crédit Local S.A. had provided up to \$3.5 billion of funds in exchange for the transfer by FSAM to Dexia Crédit Local S.A. of FSAM securities that are not eligible to satisfy collateralization obligations of the GIC Issuers under the GICs.

Despite the execution of the Non-Guaranteed Put Contract and the Guaranteed Liquidity Facility, and the significant portion of FSAM assets comprised of highly liquid securities backed by the full faith and credit of the United States, AGM

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remains subject to the risk that Dexia SA and its affiliates may not make payments or securities available (i) on a timely basis, which is referred to as “liquidity risk,” or (ii) at all, which is referred to as “credit risk,” because of the risk of default. Even if the Dexia entities have sufficient assets to pay all amounts when due, concerns regarding Dexia’s financial condition or willingness to comply with their obligations could cause one or more rating agencies to view negatively the ability or willingness of Dexia SA and its affiliates to perform under their various agreements and could negatively affect AGM’s ratings.

If Dexia SA or its affiliates do not fulfill the contractual obligations, the GIC issuers may not have the financial ability to pay upon the withdrawal of GIC funds or post collateral or make other payments in respect of the GICs, thereby resulting in claims upon the AGM financial guaranty insurance policies. If AGM is required to pay a claim due to a failure of the GIC issuers to pay amounts in respect of the GICs, AGM is subject to the risk that the GICs will not be paid from funds received from Dexia SA and its affiliates before it is required to make payment under its financial guaranty policies or that it will not receive the guaranty payment at all.

One situation in which AGM may be required to pay claims in respect of AGMH's former financial products business if Dexia SA and its affiliates do not comply with their obligations is following a downgrade of the financial strength rating of AGM. Most of the GICs insured by AGM allow for the withdrawal of GIC funds in the event of a downgrade of AGM, unless the relevant GIC issuer posts collateral or otherwise enhances its credit. Most GICs insured by AGM allow for the termination of the GIC contract and a withdrawal of GIC funds at the option of the GIC holder in the event of a downgrade of AGM below a specified threshold, generally below A- by S&P or A3 by Moody's, with no right of the GIC issuer to avoid such withdrawal by posting collateral or otherwise enhancing its credit. Each GIC contract stipulates the thresholds below which the GIC issuer must post eligible collateral, along with the types of securities eligible for posting and the collateralization percentage applicable to each security type. These collateralization percentages range from 100% of the GIC balance for cash posted as collateral to, typically, 108% for asset-backed securities. There are expected to be sufficient eligible and liquid assets within the GIC business to satisfy any withdrawal and collateral posting obligations that would be expected to arise as a result of potential future rating action affecting AGM.

### The Medium Term Notes Business

In connection with the acquisition of AGMH, Dexia Crédit Local S.A. agreed to fund, on behalf of AGM, 100% of all policy claims made under financial guaranty insurance policies issued by AGM in relation to the medium term notes issuance program of FSA Global Funding Limited. Such agreement is set out in a Separation Agreement, dated as of July 1, 2009, between Dexia Crédit Local S.A., AGM, FSA Global Funding and Premier International Funding Co., and in a funding guaranty and a reimbursement guaranty that Dexia Crédit Local S.A. issued for the benefit of AGM. Under the funding guaranty, Dexia Crédit Local S.A. guarantees to pay to or on behalf of AGM amounts equal to the payments required to be made under policies issued by AGM relating to the medium term notes business. Under the reimbursement guaranty, Dexia Crédit Local S.A. guarantees to pay reimbursement amounts to AGM for payments it makes following a claim for payment under an obligation insured by a policy it has issued. Notwithstanding Dexia Crédit Local S.A.’s obligation to fund 100% of all policy claims under those policies, AGM has a separate obligation to remit to Dexia Crédit Local S.A. a certain percentage (ranging from 0% to 25%) of those policy claims. AGM, the Company and related parties are also protected against losses arising out of or as a result of the medium term note business through an indemnification agreement with Dexia Crédit Local S.A. As of September 30, 2015, FSA Global Funding Limited had approximately \$671 million of medium term notes outstanding.

### Leveraged Lease Business

Under the Strip Coverage Facility entered into in connection with the acquisition of AGMH, Dexia Credit Local (NY) agreed to make loans to AGM to finance all draws made by lessors on certain AGM strip policies issued in connection

with the leveraged lease business. AGM may request advances under the Strip Coverage Facility without any explicit limit on the number of loan requests, provided that the aggregate principal amount of loans outstanding as of the date of the request may not exceed the commitment amount. The leveraged lease business, the AGM strip policies and the Strip Coverage Facility (including the commitment amount) are described further under "Commitments and Contingencies-Recourse Credit Facility" above.

### ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

See "Management's Discussion and Analysis of Financial Condition and Results of Operations" for an updated sensitivity analysis for credit derivatives and expected losses on contracts accounted for as insurance. There were no material changes in market risk since December 31, 2014.



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ITEM 4. CONTROLS AND PROCEDURES

Assured Guaranty's management, with the participation of AGL's President and Chief Executive Officer and Chief Financial Officer, is responsible for establishing and maintaining disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) that are effective in recording, processing, summarizing and reporting, within the time periods specified in the Commission's rules and forms, information required to be disclosed by AGL in the reports that it files or submits under the Exchange Act and ensuring that such information is accumulated and communicated to management, including the President and Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosures.

Management of the Company, with the participation of its Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the Company's disclosure controls and procedures as of September 30, 2015. Based on their evaluation as of September 30, 2015 covered by this Form 10-Q, the Company's Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures were effective.

On April 1, 2015 the Company acquired Radian Asset. See Note 2 to the unaudited consolidated financial statements in Item 1. The Company has extended its Section 404 compliance program under the Sarbanes-Oxley Act of 2002 and the applicable rules and regulations under such Act to include Radian Asset. The Company integrated Radian Asset's financial data into the Company's existing systems, processes and related controls, and introduced new processes and controls to accommodate the business combination accounting and financial consolidation of Radian Asset.

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## PART II. OTHER INFORMATION

## ITEM 1. LEGAL PROCEEDINGS

The Company is subject to legal proceedings and claims, as described in the Company's Annual Report on Form 10-K for the year ended December 31, 2014, in the Company's Quarterly Reports on Form 10-Q for the quarter ended March 31, 2015 and the quarter ended June 30, 2015 and in Note 15 to the Consolidated Financial Statements, Commitments and Contingencies – Legal Proceedings. During the three months ended September 30, 2015, the following developments occurred in respect of the Company's legal proceedings:

During 2008, nine putative class action lawsuits were filed in federal court alleging federal antitrust violations in the municipal derivatives industry, seeking damages and alleging, among other things, a conspiracy to fix the pricing of, and manipulate bids for, municipal derivatives, including GICs. These cases have been coordinated and consolidated for pretrial proceedings in the U.S. District Court for the Southern District of New York as MDL 1950, In re Municipal Derivatives Antitrust Litigation, Case No. 1:08-cv-2516 (“MDL 1950”). Five of these cases named both AGMH and AGM: (a) Hinds County, Mississippi v. Wachovia Bank, N.A.; (b) Fairfax County, Virginia v. Wachovia Bank, N.A.; (c) Central Bucks School District, Pennsylvania v. Wachovia Bank, N.A.; (d) Mayor and City Council of Baltimore, Maryland v. Wachovia Bank, N.A.; and (e) Washington County, Tennessee v. Wachovia Bank, N.A. In April 2009, the MDL 1950 court granted the defendants’ motion to dismiss on the federal claims for these five cases, but granted leave for the plaintiffs to file an amended complaint. The Corrected Third Consolidated Amended Class Action Complaint, filed on October 9, 2013, lists neither AGM nor AGMH as a named defendant or a co-conspirator. The complaint generally seeks unspecified monetary damages, interest, attorneys’ fees and other costs. The other four cases named AGMH (but not AGM) and also alleged that the defendants violated California state antitrust law and common law by engaging in illegal bid-rigging and market allocation, thereby depriving the cities or municipalities of competition in the awarding of GICs and ultimately resulting in the cities paying higher fees for these products: (f) City of Oakland, California v. AIG Financial Products Corp.; (g) County of Alameda, California v. AIG Financial Products Corp.; (h) City of Fresno, California v. AIG Financial Products Corp.; and (i) Fresno County Financing Authority v. AIG Financial Products Corp. When the four plaintiffs filed a consolidated complaint in September 2009, the plaintiffs did not name AGMH as a defendant. However, the complaint does describe some of AGMH’s and AGM’s activities. The consolidated complaint generally seeks unspecified monetary damages, interest, attorneys’ fees and other costs. In April 2010, the MDL 1950 court granted in part and denied in part the named defendants’ motions to dismiss this consolidated complaint. The Company cannot reasonably estimate the possible loss, if any, or range of loss that may arise from these lawsuits. On September 22, 2015, the remaining parties to the putative class action reported to the MDL 1950 Court that settlements in principle had been reached. The parties also reported that final settlement with those remaining defendants would resolve the putative class case.

## ITEM 1A. RISK FACTORS

Please refer to “Risk Factors” under Part I, “Item 1A. Risk Factors” of the Company’s Annual Report on Form 10-K for the year ended December 31, 2014. There have been no material changes to the risk factors disclosed in such Annual Report on Form 10-K during the three months ended September 30, 2015.

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## ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

## Issuer's Purchases of Equity Securities

The following table reflects purchases of AGL common shares made by the Company during Third Quarter 2015.

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Program (1)	Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Program(2)
July 1 - July 31	1,817,605	\$24.76	1,817,605	\$ 280,000,060
August 1 - August 30	1,773,231	\$25.36	1,773,231	\$ 235,035,542
September 1 - September 30	1,771,267	\$25.41	1,771,267	\$ 190,035,549
Total	5,362,103	\$25.17	5,362,103	

After giving effect to repurchases from January 1, 2015 through November 5, 2015, the Company has repurchased a total of 17.7 million common shares for approximately \$468 million, excluding commissions, at an average price (1) of \$26.39 per share. On May 6, 2015, the Company's board of directors approved an incremental \$400 million share repurchase authorization. As of November 5, 2015, \$143 million of total capacity remained, on a settlement basis, from all authorizations.

(2) Excludes commissions.

## ITEM 6. EXHIBITS.

See Exhibit Index for a list of exhibits filed with this report.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned thereunto duly authorized.

ASSURED GUARANTY LTD.  
(Registrant)

Dated November 6, 2015

By: /s/ ROBERT A. BAIENSON

Robert A. Bailenson  
Chief Financial Officer (Principal Financial and  
Accounting Officer and Duly Authorized Officer)

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EXHIBIT INDEX

Exhibit Number	Description of Document
31.1	Certification of CEO Pursuant to Exchange Act Rules 13A-14 and 15D-14, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of CFO Pursuant to Exchange Act Rules 13A-14 and 15D-14, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of CEO Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes- Oxley Act of 2002
32.2	Certification of CFO Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes- Oxley Act of 2002
101.1	The following financial information from Assured Guaranty Ltd.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2015 formatted in XBRL: (i) Consolidated Balance Sheets at September 30, 2015 and December 31, 2014; (ii) Consolidated Statements of Operations for the Three and Nine Months ended September 30, 2015 and 2014; (iii) Consolidated Statements of Comprehensive Income for the Three and Nine Months ended September 30, 2015 and 2014 (iv) Consolidated Statement of Shareholders' Equity for the Nine Months ended September 30, 2015; (v) Consolidated Statements of Cash Flows for the Nine Months ended September 30, 2015 and 2014; and (vi) Notes to Consolidated Financial Statements.

\* Management contract or compensatory plan