

**SUBMITTAL TO THE BOARD OF SUPERVISORS
COUNTY OF RIVERSIDE, STATE OF CALIFORNIA**

348



SUBMITTAL DATE:
June 10, 2010

FROM: Economic Development Agency

SUBJECT: Criminal Justice Building, Riverside - Elevator Modernization Project - Construction Agreement and Total Project Budget

RECOMMENDED MOTION: That the Board of Supervisors:

1. Waive any minor irregularities and find the bid by Otis Elevator Company to be responsive and award to that company;
2. Approve the attached construction agreement between the County of Riverside and Otis Elevator Company of Anaheim, California, in the amount of \$391,200 and authorize the Chairman to execute the agreement on behalf of the County;
3. Authorize the Assistant County Executive Officer/EDA to administer the agreement in accordance with applicable Board policies;
4. Approve the total project budget of \$ 526,000; and

(Continued on Page 2)

Reviewed by
CIP TEAM
Christopher Hans
Christopher Hans

Robert Field
Robert Field
Assistant County Executive Officer/EDA

FINANCIAL DATA	Current F.Y. Total Cost:	\$17,559	In Current Year Budget:	Yes
	Current F.Y. Net County Cost:	\$ 0	Budget Adjustment:	No
	Annual Net County Cost FY 10/11:	\$508,441	For Fiscal Year:	09/10

SOURCE OF FUNDS: Economic Development Agency Deferred Maintenance funds	Positions To Be Deleted Per A-30	<input type="checkbox"/>
	Requires 4/5 Vote	<input type="checkbox"/>

C.E.O. RECOMMENDATION: APPROVE

BY: *Jennifer L Sargent*
Jennifer L Sargent

County Executive Office Signature

FORM APPROVED COUNTY COUNSEL
BY: *Marshall Victor* 6/10/10
MARSHAL VICTOR
DATE
Departmental Concurrence

FISCAL PROCEDURES APPROVED
ROBERT E. BYRD, AUDITOR-CONTROLLER
BY: *Samuel Wong* 6/17/10
SAMUEL WONG

Dept't Recomm.: Consent Policy
Per Exec. Ofc.: Consent Policy

Prev. Agn. Ref.: 3.25, 4/20/10

District: 2

Agenda Number:

3.29

ATTACHMENTS FILED
WITH THE CLERK OF THE BOARD

RECOMMENDED MOTION: (Continued)

5. Delegate project management authority for this project to the Assistant County Executive Officer/EDA in accordance with applicable policies.

BACKGROUND:

On April 20, 2010 the Board of Supervisors approved the bid documents for the Criminal Justice Building, Riverside Elevator Modernization Project and authorized the Clerk of the Board to advertise for bids.

On May 6, 2010, five contractors attended a mandatory job walk for the project. On May 20, 2010, the bids were opened and Otis Elevator Company was determined to be the lowest responsive and responsible bidder.

PROJECT BUDGET:

The approximate allocation of the project budget is as follows:

Engineering Consultant	\$24,000
Construction	\$406,500
Project Management	\$46,500
Project Contingency	<u>\$49,000</u>
TOTAL	\$526,000

Project related expenditures for FY 09/10 are estimated at \$17,559; expenditures for FY 10/11 are estimated at \$508,441. All costs associated with this project will fully be funded by Deferred Maintenance.

AGREEMENT FORM

THIS AGREEMENT, entered into this 7th day of June, 2010, by and between Otis Elevator Company, hereinafter called the "Contractor", and the County of Riverside hereinafter called the "Owner".

WITNESSETH: That the parties hereto have mutually covenanted and agreed as follows:

CONTRACT: The Complete Contract includes all of the Contract Documents, to wit: The Notice Inviting Bids, the Instructions to Bidders, the Contractor's Proposal, Wage Schedule, Payment and Performance Bonds, the Plans and Specifications plus any Addenda thereto, the General Conditions, the Supplementary General Conditions, if applicable and this Agreement. All Contract Documents are intended to cooperate and be complimentary so that any work called for in one and not mentioned in the other, or vice versa, is to be executed the same as if mentioned in all Contract Documents.

STATEMENT OF WORK: The Contractor hereby agrees to furnish all tools, equipment, services, apparatus, facilities, transportation, labor and materials for the **Criminal Justice Building (CJB), Riverside Elevator Modernization Project**, located at 4095 Lemon Street, Riverside CA (Refurbish and modernize two elevators; Project #20063942, in strict accordance with the Plans and Specifications dated March 25, 2010 prepared by Lerch Bates, Inc. hereinafter called the "Architect" and/or "Consultant", including Addenda thereto as listed in the Contractor's Proposal, all of which are made a part hereof.

TIME FOR COMPLETION: The work shall be commenced on a date to be specified in a written order of the Architect and shall be completed within (300) calendar days from and after said date. It is expressly agreed that except for extensions of time duly granted in the manner and for the reasons specified in the General Conditions, time shall be of the essence.

COMPENSATION TO BE PAID TO CONTRACTOR: The Owner agrees to pay and the Contractor agrees to accept in full consideration for the performance of the Contract, subject to additions and deductions as provided in the General Conditions, the sum of Three Hundred Ninety-One Thousand, Two Hundred Dollars (\$391,200.00) being the total of the base bid plus the following addenda: 01, 02, 03. The sum is to be paid according to the schedule as provided in the General Conditions.

Pursuant to Labor Code, Section 1861, the Contractor gives the following certification: I am aware of the provisions of Section 3700 of the Labor Code which require every employer to be insured against liability for Worker's Compensation or to undertake self-insurance in accordance with the provisions of that code, and I will comply with such provisions before commencing the performance of the work of this Contract.

IN WITNESS WHEREOF, the parties hereto on the day and year first above written have executed this agreement in four (4) counterparts.

Type of Contractor's organization: Corporation

If other than individual or corporation, list names of all members who have authority to bind firm.

Firm Name: Otis Elevator Company
Address: 711 E. Ball Rd., Ste 200, Anaheim, CA 92805
Contractor's License No.: C-11 7031

IF OTHER THAN CORPORATION EXECUTE HERE

Signature: _____
Title: _____

IF CORPORATION, FILL OUT FOLLOWING AND EXECUTE

Name of President of Corporation: Randy Wilcox

Name of Secretary of Corporation: Johan O. Bill

Corporation is organized under the laws of State of NJ

Signature: [Signature] **BRADFORD IVES**

Title: Authorized Representative

Affix Seal
If
Corporation

Owner: COUNTY OF RIVERSIDE

Signature: _____

Title: Chairman - Board of Supervisors

Attest: Clerk - Board of Supervisors

By: _____

Title: _____

FORM APPROVED COUNTY COUNSEL
BY: [Signature] 6/16/10
MARSHA L. VICTOR DATE

PERFORMANCE BOND

Bond No. 015030404

The makers of this Bond, Otis Elevator Company, as Principal, and Liberty Mutual Insurance Company as Surety, are held and firmly bound unto County of Riverside, hereinafter called the Owner, in the sum of Three Hundred Ninety-One Thousand, Two Hundred Dollars (\$391,200.00) for the payment of which sum well and truly to be made, we bind ourselves, our heirs, executors, administrators, and successors, jointly and severally, firmly by these presents.

The condition of this obligation is such, that whereas the Principal entered into a certain contract, hereto attached, with the Owner, dated _____, 2010 for **Criminal Justice Building (CJB), Riverside Elevator Modernization Project**, located at 4095 Lemon Street, Riverside CA (Refurbish and modernize two elevators)

Now therefore, if the Principal shall well and truly perform and fulfill all the undertakings covenants, terms, conditions and agreements of said Contract during the original term of said Contract and any extension thereof that may be granted by the Owner, with or without notice to the Surety, and during the file of any guarantee required under the Contract, and shall also well and truly perform and fulfill all the undertakings, covenants, terms, conditions, and agreements of any and all duly authorized modifications of said Contract that may thereafter be made, then this obligation to be void, otherwise to remain in full force and virtue. Without notice, Surety consents to extension of time for performance, change in requirements, change in compensation or prepayment under said Contract.

Signed and Sealed this 1st Day of June, 2010.

Otis Elevator Company

(Firm Name - Principal)

711 E. Ball Road, Suite 200, Anaheim, CA 92805

(Business Address)

By: Valorie Spates

(Signature - Attach Notary's Acknowledgment)
Valorie Spates

Attorney-in-Fact

(Title)

Affix Seal
if
Corporation

Liberty Mutual Insurance Company

(Corporation Name - Surety)

175 Berkeley Street, Boston, MA 02117

(Business Address)

By: Sandra Diaz

(Signature - Attach Notary's Acknowledgment)

Sandra Diaz

ATTORNEY-IN-FACT

(Title-Attach Power of Attorney)

Affix
Corporate
Seal

PAYMENT BOND

Bond No. 015030404

(Public Work - Civil Code Section 3247 et seq.)

The makers of this Bond are Otis Elevator Company as Principal and Original Contractor and Liberty Mutual Insurance Company, a corporation, authorized to issue Surety Bonds in California, as Surety, and this Bond is issued in conjunction with that certain public works contract dated _____, 2010 between Principal and County of Riverside, a public entity, as owner, for Three Hundred Ninety-One Thousand, Two Hundred Dollars (\$391,200.00) the total amount payable. THE AMOUNT OF THIS BOND IS 100% OF SAID SUM. Said contract is for public work of: Criminal Justice Building (CJB), Riverside Elevator Modernization Project, located at 4095 Lemon Street, Riverside CA (Refurbish and modernize two elevators).

The beneficiaries of this Bond are as is stated in 3248 of the Civil Code and the requirements and conditions of this Bond are as is set forth in Sections 3248, 3249, 3250 and 3252 of said Code. Without notice, Surety consents to extension of time for performance, change in requirements, amount of compensation, or prepayment under said Contract.

Signed and Sealed this 1st Day of June 2010.

Otis Elevator Company
(Firm Name - Principal)

711 E. Ball Road, Suite 200, Anaheim, CA 92805
(Business Address)

By: Valorie Spates
(Signature - Attach Notary's Acknowledgment)
Valorie Spates
Attorney-in-Fact
(Title)

Affix Seal
if
Corporation

Liberty Mutual Insurance Company
(Corporation Name - Surety)

175 Berkeley Street, Boston, MA 02117
(Business Address)

By: Sandra Diaz
(Signature - Attached Notary's Acknowledgment)
Sandra Diaz
ATTORNEY-IN-FACT
(Title-Attach Power of Attorney)

Affix
Corporate
Seal

PRINCIPAL ACKNOWLEDGMENT

State of New York

County of New York

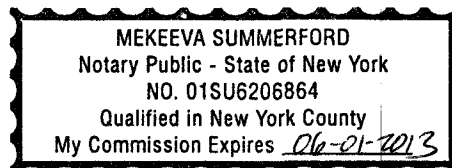
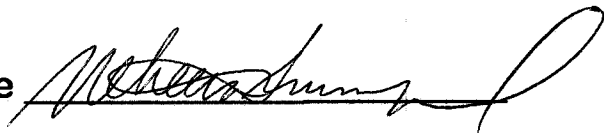
On June 1, 2010 before me, MeKeeva Summerford, Notary Public, personally appeared Valorie Spates who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of New York that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

(seal)

Signature



SURETY ACKNOWLEDGMENT

State of New York

County of New York

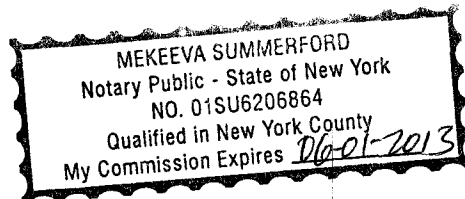
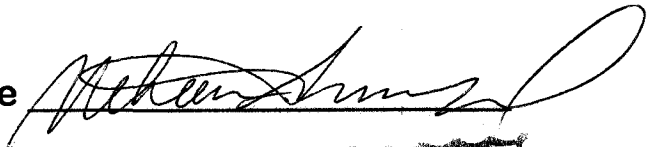
On June 1, 2010 before me, MeKeeva Summerford, Notary Public, personally appeared Sandra Diaz who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of New York that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

(seal)

Signature



SPECIAL POWER OF ATTORNEY

OTIS ELEVATOR COMPANY, a corporation organized and existing under the laws of the State of New Jersey ("the Company"), on behalf of itself, its subsidiaries and affiliates, hereby makes, constitutes and appoints **AON RISK SERVICES, INC. OF CONNECTICUT**, a corporation organized and existing under the laws of the State of Connecticut and **AON RISK SERVICES, INC. OF NEW YORK**, a corporation organized and existing under the laws of the State of New York, as the Company's or its subsidiaries' or affiliates' true and lawful attorneys in fact, with full power to execute, seal and deliver on behalf of the Company, its subsidiaries or affiliates, surety bonds and documents ancillary thereto issued in the course of the Company's, its subsidiaries' or affiliates' business, subject to the provisions of the Insurance Brokerage and Service Agreement effective March 1, 2007 among AON Risk Services of Connecticut, AON Risk Services of New York, and United Technologies Corporation, as amended or supplemented from time to time, and to bind the Company, its subsidiaries or affiliates thereby as if such writings had been duly executed and acknowledged by officers of the Company or its subsidiaries or affiliates.

IN WITNESS WHEREOF, the Company has caused this Special Power of Attorney to be signed by its duly authorized representative this 27th day of April 2007.

OTIS ELEVATOR COMPANY

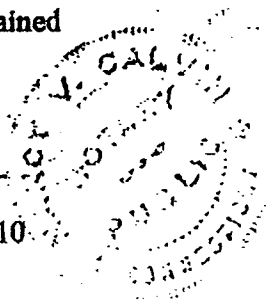
By: J. O. Bill
Name: **Johan Bill**
Title: **Vice President, General Counsel and Secretary**

**UNITED STATES OF AMERICA)
STATE OF CONNECTICUT)
COUNTY OF HARTFORD)**

ss: TOWN OF FARMINGTON

On this 27th day of April 2007, before me, a Notary Public in and for said County and State, personally appeared **JOHAN O. BILL**, who acknowledged himself to be the Vice President, General Counsel and Corporate Secretary of **OTIS ELEVATOR COMPANY**, the corporation named in the foregoing instrument, and that as such, being authorized so to do, executed the foregoing instrument for the same for the purposes therein contained by signing such document in his capacity as Vice President, General Counsel and Corporate Secretary.

Nancy V. Galvin
Nancy V. Galvin, Notary Public
My Commission Expires: June 30, 2010



THIS POWER OF ATTORNEY IS NOT VALID UNLESS IT IS PRINTED ON RED BACKGROUND.

This Power of Attorney limits the acts of those named herein, and they have no authority to bind the Company except in the manner and to the extent herein stated.

LIBERTY MUTUAL INSURANCE COMPANY
BOSTON, MASSACHUSETTS
POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS: That Liberty Mutual Insurance Company (the "Company"), a Massachusetts stock insurance company, pursuant to and by authority of the By-law and Authorization hereinafter set forth, does hereby name, constitute and appoint

GLENN J. PELLETIERE, VIVIAN CARTI, CYNTHIA FARRELL, ROBERT P. MCDONOUGH, HALINA KAZMIERCZAK, THOMAS RHATIGAN, SANDRA DIAZ, EVANGELINA L. DOMINICK, ANNETTE LEUSCHNER, VALORIE SPATES, ALL OF THE CITY OF NEW YORK, STATE OF NEW YORK.....

, each individually if there be more than one named, its true and lawful attorney-in-fact to make, execute, seal, acknowledge and deliver, for and on its behalf as surety and as its act and deed, any and all undertakings, bonds, recognizances and other surety obligations in the penal sum not exceeding FIFTY MILLION AND 00/100 DOLLARS (\$ 50,000,000.00) each, and the execution of such undertakings, bonds, recognizances and other surety obligations, in pursuance of these presents, shall be as binding upon the Company as if they had been duly signed by the president and attested by the secretary of the Company in their own proper persons.

That this power is made and executed pursuant to and by authority of the following By-law and Authorization:

ARTICLE XIII - Execution of Contracts: Section 5. Surety Bonds and Undertakings.

Any officer of the Company authorized for that purpose in writing by the chairman or the president, and subject to such limitations as the chairman or the president may prescribe, shall appoint such attorneys-in-fact, as may be necessary to act in behalf of the Company to make, execute, seal, acknowledge and deliver as surety any and all undertakings, bonds, recognizances and other surety obligations. Such attorneys-in-fact, subject to the limitations set forth in their respective powers of attorney, shall have full power to bind the Company by their signature and execution of any such instruments and to attach thereto the seal of the Company. When so executed such instruments shall be as binding as if signed by the president and attested by the secretary.

By the following instrument the chairman or the president has authorized the officer or other official named therein to appoint attorneys-in-fact:

Pursuant to Article XIII, Section 5 of the By-Laws, Garnet W. Elliott, Assistant Secretary of Liberty Mutual Insurance Company, is hereby authorized to appoint such attorneys-in-fact as may be necessary to act in behalf of the Company to make, execute, seal, acknowledge and deliver as surety any and all undertakings, bonds, recognizances and other surety obligations.

That the By-law and the Authorization set forth above are true copies thereof and are now in full force and effect.

IN WITNESS WHEREOF, this Power of Attorney has been subscribed by an authorized officer or official of the Company and the corporate seal of Liberty Mutual Insurance Company has been affixed thereto in Plymouth Meeting, Pennsylvania this 8th day of April, 2010.

LIBERTY MUTUAL INSURANCE COMPANY

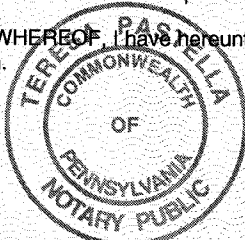
By Garnet W. Elliott, Assistant Secretary



COMMONWEALTH OF PENNSYLVANIA ss
COUNTY OF MONTGOMERY

On this 8th day of April, 2010, before me, a Notary Public, personally came Garnet W. Elliott, to me known, and acknowledged that he is an Assistant Secretary of Liberty Mutual Insurance Company; that he knows the seal of said corporation; and that he executed the above Power of Attorney and affixed the corporate seal of Liberty Mutual Insurance Company thereto with the authority and at the direction of said corporation.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my notarial seal at Plymouth Meeting, Pennsylvania, on the day and year first above written.



COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Teresa Pastella, Notary Public
Plymouth Twp., Montgomery County
My Commission Expires March 28, 2013
Member, Pennsylvania Association of Notaries

By Teresa Pastella, Notary Public

CERTIFICATE

I, the undersigned, Assistant Secretary of Liberty Mutual Insurance Company, do hereby certify that the original power of attorney of which the foregoing is a full, true and correct copy, is in full force and effect on the date of this certificate; and I do further certify that the officer or official who executed the said power of attorney is an Assistant Secretary specially authorized by the chairman or the president to appoint attorneys-in-fact as provided in Article XIII, Section 5 of the By-laws of Liberty Mutual Insurance Company.

This certificate and the above power of attorney may be signed by facsimile or mechanically reproduced signatures under and by authority of the following vote of the board of directors of Liberty Mutual Insurance Company at a meeting duly called and held on the 12th day of March, 1980.

VOTED that the facsimile or mechanically reproduced signature of any assistant secretary of the company, wherever appearing upon a certified copy of any power of attorney issued by the company in connection with surety bonds, shall be valid and binding upon the company with the same force and effect as though manually affixed.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed the corporate seal of the said company, this 18th day of June, 2010.



By David M. Carey, Assistant Secretary

Not valid for mortgage, note, loan, letter of credit, bank deposit, currency rate, interest rate or residual value guarantees.

To confirm the validity of this Power of Attorney call 1-610-832-8240 between 9:00 am and 4:30 pm EST on any business day.

ASSETS

	Current Year			Prior Year
	1	2	3	4
	Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	Net Admitted Assets
1. Bonds (Schedule D)	11,425,766,895		11,425,766,895	11,057,669,501
2. Stocks (Schedule D):				
2.1 Preferred stocks	782,976,318		782,976,318	757,319,706
2.2 Common stocks	9,135,552,552		9,135,552,552	7,570,471,320
3. Mortgage loans on real estate (Schedule B):				
3.1 First liens	519,022,709		519,022,709	548,091,252
3.2 Other than first liens				
4. Real estate (Schedule A):				
4.1 Properties occupied by the company (less \$ 0 encumbrances)	337,179,530		337,179,530	425,989,166
4.2 Properties held for the production of income (less \$ 0 encumbrances)	978,262		978,262	1,039,982
4.3 Properties held for sale (less \$ 0 encumbrances)				
5. Cash (\$ 389,502,555, Schedule E - Part 1), cash equivalents (\$ 82,179,054, Schedule E - Part 2), and short-term investments (\$ 352,650,853, Schedule DA)	824,332,462		824,332,462	1,349,305,516
6. Contract loans (including \$ 0 premium notes)				
7. Other invested assets (Schedule BA)	5,771,150,576	206,157	5,770,944,419	5,131,343,213
8. Receivables for securities	12,271,548		12,271,548	2,859,056
9. Aggregate write-ins for invested assets				
10. Subtotals, cash and invested assets (Lines 1 to 9)	28,809,230,852	206,157	28,809,024,695	26,844,068,712
11. Title plants less \$ 0 charged off (for Title insurers only)				
12. Investment income due and accrued	133,129,777		133,129,777	140,188,757
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in the course of collection	993,264,743	14,732,220	978,532,523	1,071,899,224
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ 0 earned but unbilled premiums)	1,519,460,073		1,519,460,073	1,594,927,150
13.3 Accrued retrospective premiums	366,445,346	36,644,535	329,800,811	363,694,097
14. Reinsurance:				
14.1 Amounts recoverable from reinsurers	593,195,507		593,195,507	560,300,803
14.2 Funds held by or deposited with reinsured companies	13,527,020		13,527,020	17,294,633
14.3 Other amounts receivable under reinsurance contracts				
15. Amounts receivable relating to uninsured plans	21,095	11,418	9,677	175,315
16.1 Current federal and foreign income tax recoverable and interest thereon	313,172,066		313,172,066	
16.2 Net deferred tax asset	1,188,251,090	164,925,490	1,023,325,600	846,790,256
17. Guaranty funds receivable or on deposit	33,248,467		33,248,467	32,559,328
18. Electronic data processing equipment and software	319,102,379	257,221,814	61,880,565	50,291,004
19. Furniture and equipment, including health care delivery assets (\$ 0)	126,014,225	126,014,225		
20. Net adjustment in assets and liabilities due to foreign exchange rates				
21. Receivables from parent, subsidiaries and affiliates	346,223,617	610	346,223,007	312,158,606
22. Health care (\$ 0) and other amounts receivable				
23. Aggregate write-ins for other than invested assets	715,856,703	39,949,956	675,906,747	715,420,301
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	35,470,142,960	639,706,425	34,830,436,535	32,549,788,186
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
26. Total (Lines 24 and 25)	35,470,142,960	639,706,425	34,830,436,535	32,549,788,186

DETAILS OF WRITE-IN LINES

0901.				
0902.				
0903.				
0998. Summary of remaining write-ins for Line 09 from overflow page				
0999. Totals (Lines 0901 through 0903 plus 0998) (Line 9 above)				
2301. Cash Surrender Value Life Insurance	383,284,396		383,284,396	348,631,523
2302. Amounts receivable under high deductible policies	172,319,200	115,054	172,204,146	165,149,487
2303. Other assets	132,718,497	39,834,902	92,883,595	165,597,198
2398. Summary of remaining write-ins for Line 23 from overflow page	27,534,610		27,534,610	36,042,093
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)	715,856,703	39,949,956	675,906,747	715,420,301

LIABILITIES, SURPLUS AND OTHER FUNDS

	1 Current Year	2 Prior Year
1. Losses (Part 2A, Line 35, Column 6)	12,580,697,955	12,604,675,356
2. Reinsurance payable on paid losses and loss adjustment expenses (Schedule F, Part 1, Column 6)	76,374,442	82,048,425
3. Loss adjustment expenses (Part 2A, Line 35, Column 6)	2,545,216,983	2,468,475,566
4. Commissions payable, contingent commissions and other similar charges	119,922,388	96,093,883
5. Other expenses (excluding taxes, licenses and fees)	234,522,784	390,823,555
6. Taxes, licenses and fees (excluding federal and foreign income taxes)	168,208,453	258,823,744
7.1 Current federal and foreign income taxes (including \$ 0 on realized capital gains (losses))		36,105,135
7.2 Net deferred tax liability		
8. Borrowed money \$ 0 and interest thereon \$ 0		905,212
9. Unearned premiums (Part 1A, Line 35, Column 6) (after deducting unearned premiums for ceded reinsurance of \$ 2,135,447,190 and including warranty reserves of \$ 0)	3,293,042,808	3,320,119,872
10. Advance premium	43,887,917	60,012,654
11. Dividends declared and unpaid:		
11.1 Stockholders		
11.2 Policyholders	1,800,778	1,136,856
12. Ceded reinsurance premiums payable (net of ceding commissions)	717,199,249	630,465,345
13. Funds held by company under reinsurance treaties (Schedule F, Part 3, Column 19)	1,746,593,156	1,807,274,064
14. Amounts withheld or retained by company for account of others	555,697,197	465,703,129
15. Remittances and items not allocated		
16. Provision for reinsurance (Schedule F, Part 7)	69,876,168	73,987,601
17. Net adjustments in assets and liabilities due to foreign exchange rates		
18. Drafts outstanding	294,010,958	292,965,747
19. Payable to parent, subsidiaries and affiliates	35,060,360	72,875,912
20. Payable for securities	59,921,815	15,457,672
21. Liability for amounts held under uninsured plans		
22. Capital notes \$ 0 and interest thereon \$ 0		
23. Aggregate write-ins for liabilities	(202,891,598)	(478,593,930)
24. Total liabilities excluding protected cell liabilities (Lines 1 through 23)	22,338,883,620	22,215,056,768
25. Protected cell liabilities		
26. Total liabilities (Lines 24 and 25)	22,338,883,620	22,215,056,768
27. Aggregate write-ins for special surplus funds	1,209,068,460	957,921,871
28. Common capital stock	10,000,000	10,000,000
29. Preferred capital stock		
30. Aggregate write-ins for other than special surplus funds	1,250,000	1,250,000
31. Surplus notes	795,347,694	832,074,990
32. Gross paid in and contributed surplus	6,435,272,283	6,336,272,283
33. Unassigned funds (surplus)	4,040,614,478	2,138,213,474
34. Less treasury stock, at cost:		
34.1 0 shares common (value included in Line 28 \$ 0)		
34.2 0 shares preferred (value included in Line 29 \$ 0)		
35. Surplus as regards policyholders (Lines 27 to 33, less 34) (Page 4, Line 39)	12,491,552,915	10,334,732,418
36. Totals (Page 2, Line 25, Col. 3)	34,830,436,535	32,549,788,186

DETAILS OF WRITE-IN LINES

2301. Amounts held under uninsured plans	651,634,174	591,997,189
2302. Other liabilities	410,675,398	424,917,976
2303. Collateral held for securities loaned	279,831,199	110,826,705
2399. Summary of remaining write-ins for Line 23 from overflow page	(1,545,832,349)	(1,696,357,800)
2399. Totals (Lines 2301 through 2303 plus 2399) (Line 23 above)	(202,891,598)	(478,593,930)
2701. Special surplus from reinsurance	867,271,654	957,921,871
2702. SSAP/OCR incremental change	241,796,806	
2799. Summary of remaining write-ins for Line 27 from overflow page		
2799. Totals (Lines 2701 through 2703 plus 2799) (Line 27 above)	1,209,068,460	957,921,871
3001. Guaranty funds	1,250,000	1,250,000
3002.		
3003.		
3099. Summary of remaining write-ins for Line 30 from overflow page		
3099. Totals (Lines 3001 through 3003 plus 3099) (Line 30 above)	1,250,000	1,250,000

State of Massachusetts

County of Suffolk

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, shall be an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

Edward Francis Kelly
 (Signature)
 Edward Francis Kelly
 (Printed Name)
 1.
 Chairman of the Board President & CEO
 (Title)

Dexter Robert Long
 (Signature)
 Dexter Robert Long
 (Printed Name)
 2.
 Vice President & Secretary
 (Title)

Laurance Henry Soud Yaffe
 (Signature)
 Laurance Henry Soud Yaffe
 (Printed Name)
 3.
 Senior Vice President & Treasurer
 (Title)

Subscribed and sworn to (or affirmed) before me on this
 1st day of February, 2010, by

Henry J. ...



- a. Is this an original filing? Yes No
 b. If no: 1. State the amendment number
 2. Date filed
 3. Number of pages attached