

REPORT ON EXAMINATION
OF
NATIONAL INDEMNITY COMPANY OF
THE SOUTH
OMAHA, NEBRASKA

AS OF
DECEMBER 31, 2008

BY THE
OFFICE OF INSURANCE REGULATION

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Tallahassee, Florida

October 15, 2009

Kevin M. McCarty
Commissioner
Office of Insurance Regulation
State of Florida
Tallahassee, Florida 32399-0326

Dear Sir:

Pursuant to your instructions, in compliance with Section 624.316, Florida Statutes, and in accordance with the practices and procedures promulgated by the National Association of Insurance Commissioners (NAIC), we have conducted an examination as of December 31, 2008, of the financial condition and corporate affairs of:

**NATIONAL INDEMNITY COMPANY OF THE SOUTH
3024 HARNEY STREET
OMAHA, NEBRASKA 68313**

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

SCOPE OF EXAMINATION

This examination covered the period of January 1, 2004, through December 31, 2008. The Company was last examined by representatives of the Florida Office of Insurance Regulation (Office) as of December 31, 2003. This examination commenced with planning at the Office on July 6, 2009 thru July 10, 2009. The fieldwork commenced on August 3, 2009, and concluded as of October 15, 2009.

This financial examination was a statutory financial examination conducted in accordance with the Financial Condition Examiners Handbook, Accounting Practices and Procedures Manual and annual statement instructions promulgated by the NAIC as adopted by Rules 69O-137.001(4) and 69O-138.001, Florida Administrative Code, with due regard to the statutory requirements of the insurance laws and rules of the State of Florida.

The Financial Condition Examiners Handbook requires that the examination be planned and performed to evaluate the financial condition and identify prospective risks of the Company by obtaining information about the Company including corporate governance, identifying and assessing inherent risks within the Company, and evaluating system controls and procedures used to mitigate those risks. An examination also includes assessing the principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation and management's compliance with Statutory Accounting Principles and annual statement instructions when applicable to domestic state regulations.

Risk-focused examinations consist of a seven-phase process that can be used to identify and assess risk, assess the adequacy and effectiveness of strategies/controls used to mitigate risk and assist in determining the extent and nature of procedures and testing to be utilized in order to

complete the review of that activity. The process should generally include a determination of the quality and reliability of the corporate governance structure and risk management programs. In addition, it can be used for verification of specific portions of the financial statements or other limited-scope reviews, increased focus on, and can result in increased substantive testing of, accounts identified as being at high risk of misstatement. Conversely, the risk assessment process should result in decreased focus on, and fewer substantive tests on the accounts identified as being at low risk of misstatement. The risk-focused surveillance process can be used to assist examiners in targeting areas of high-risk.

In this examination, emphasis was directed to the quality, value and integrity of the statement of assets and the determination of liabilities, as those balances affect the financial solvency of the Company as of December 31, 2008. Transactions subsequent to year-end 2008 were reviewed where relevant and deemed significant to the Company's financial condition.

All accounts and activities of the Company were considered in accordance with the risk-focused examination process.

The examination included a review of the corporate records and other selected records deemed pertinent to the Company's operations and practices. In addition, the NAIC IRIS ratio reports, the A.M. Best Report, the Company's independent audit reports and certain work papers prepared by the Company's independent certified public accountant (CPA) and other reports as considered necessary were reviewed and utilized where applicable within the scope of this examination.

This report of examination was confined to financial statements and comments on matters that involved departures from laws, regulations or rules, or which were deemed to require special explanation or description.

Status of Adverse Findings from Prior Examination

The following is a summary of significant adverse findings contained in the Office's prior examination report as of December 31, 2003, along with resulting action taken by the Company in connection therewith.

The Company had not written insurance coverage in certain lines of business for a period of three years. **Resolution:** Effective June 22, 2009, the Office removed these lines from the Company's Certificate of Authority.

The Company had not established and implemented procedures and guidelines for complying with Executive Order 13224 Blocking Property and Prohibiting Transactions with Persons Who Permit, Threaten to Commit, or Support Terrorism. **Resolution:** As of December 31, 2008, the Company had established procedures and guidelines and a Certificate of Compliance was filed with the Office.

The Company had misclassified reported assumed premium on Schedule F, Part 1 of the 2003 annual statement. **Resolution:** The Company has corrected the way it prepares Schedule F - Part 1 accordingly.

The Company included premiums receivable and premiums payable from its aircraft risk, in the intercompany receivable from parent, subsidiaries and affiliates account in the 2003 annual

statement, instead of the applicable reinsurance asset or liability account. **Resolution:** The Company has corrected the method of reporting these premiums.

HISTORY

General

The Company was incorporated in Florida on March 28, 1983, and commenced business on October 1, 1983, as National Indemnity Company of the South.

The Company was authorized to transact the following insurance coverage in Florida as of December 31, 2008:

Fire	Allied Lines	Commercial Multi Peril
Workers Compensation	Other liability	Private Passenger Auto Liability
Commercial Automobile Liability	Aircraft	PPA Physical Damage
Commercial Auto Physical Damage	Glass	Burglary and Theft
Homeowners Multi Peril	Inland Marine	Mobil Home Multi Peril
Mobil Home Physical Damage		

The Company had not written insurance coverage in the previous year in the lines of business of Fire, Allied Lines, Homeowners Multi Peril, Private Passenger Auto Liability, Burglary and Theft, Mobil Home Multi Peril, and Mobil Home Physical Damage. Effective June 22, 2009 the Office removed these lines from the Company's Certificate of Authority as the Company was not in compliance with section 624.430 (1), Florida Statutes, which required that "Any insurer who does not write any premiums in a kind or line of insurance within a calendar year shall have that kind or line of insurance removed from its Certificate of Authority; however, such line of insurance shall be restored to the insurer's certificate upon the insurer demonstrating that it has available the expertise necessary and meets the other requirements of this code to write that line of insurance."

The Articles of Incorporation were amended during the period covered by this examination to change the aggregate shares the Company was authorized to issue from 10,000 to 50,000.

Capital Stock

As of December 31, 2008, the Company's capitalization was as follows:

Number of authorized common capital shares	50,000
Number of shares issued and outstanding	50,000
Total common capital stock	\$5,000,000
Par value per share	\$100

Control of the Company was maintained by its parent, National Indemnity Company, who owned 100% of the stock issued by the Company, who in turn was 100% owned by OBH Inc. OBH Inc. was owned by Berkshire Hathaway Inc., a Delaware corporation.

Profitability of Company

The following table shows the profitability trend (in dollars) of the Company for the period of operations, as reported in the filed annual statements.

	2008	2007	2006	2005	2004
Premiums Earned	24,566,703	31,839,805	35,251,575	80,250,601	95,475,220
Net Underwriting Gain/(Loss)	4,121,672	2,770,168	14,541,867	18,707,420	16,655,945
Net Income	6,764,862	6,817,023	14,549,150	17,125,834	13,134,791
Total Assets	178,160,919	197,710,815	181,055,118	176,554,382	177,362,243
Total Liabilities	74,831,122	90,021,749	91,010,823	106,956,874	122,203,129
Surplus As Regards Policyholders	103,329,797	107,689,066	90,044,296	69,597,508	55,159,115

Dividends to Stockholders

The Company did not pay any dividends to its stockholder during the period under examination.

Management

The annual shareholder meeting for the election of directors was held in accordance with Sections 607.1601 and 628.231, Florida Statutes. Directors serving as of December 31, 2008, were:

Directors

Name and Location	Principal Occupation
Marc David Hamburg Omaha, Nebraska	Director
Forrest Nathan Krutter Stamford, Connecticut	Senior Vice President, Legal
Brian Patrick O'Leary Jacksonville, Florida	Shelly, Middlebrooks & O'Leary, President
Daniel Charles O'Leary, III Jacksonville, Florida	Shelly, Middlebrooks & O'Leary, Chairman
Donald Frederick Wurster Omaha, Nebraska	President

The Board of Directors in accordance with the Company's bylaws appointed the following senior officers:

Senior Officers

Name	Title
Donald Frederick Wurster	President
Forrest Nathan Krutter	Secretary
Dale David Geistkemper	Treasurer and Controller

The Company's board appointed several internal Committees in accordance with Section 607.0825, Florida Statutes. Following were the principal internal board committee and their members as of December 31, 2008:

Investment Committee

Marc David Hamburg

Donald Frederick Wurster

Executive Committee

Donald Frederick Wurster

Forrest Nathan Krutter

On December 31, 2008, the Company did not maintain an audit committee. However, an audit committee existed at the Company's ultimate parent, Berkshire Hathaway Inc., which was in compliance with Section 624.424(8)(c), Florida Statutes.

Conflict of Interest Procedure

The Company adopted a policy statement requiring annual disclosure of conflicts of interest in accordance with the NAIC Financial Condition Examiners Handbook.

Corporate Records

The recorded minutes of the shareholder, Board of Directors, and certain internal committees were reviewed for the period under examination. The recorded minutes of the Board adequately documented its meetings and approval of Company transactions and events in accordance with Section 607.1601, Florida Statutes, including the authorization of investments as required by Section 625.304, Florida Statutes.

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

There were none during the period covered by this examination.

Surplus Debentures

There were none during the period covered by this examination.

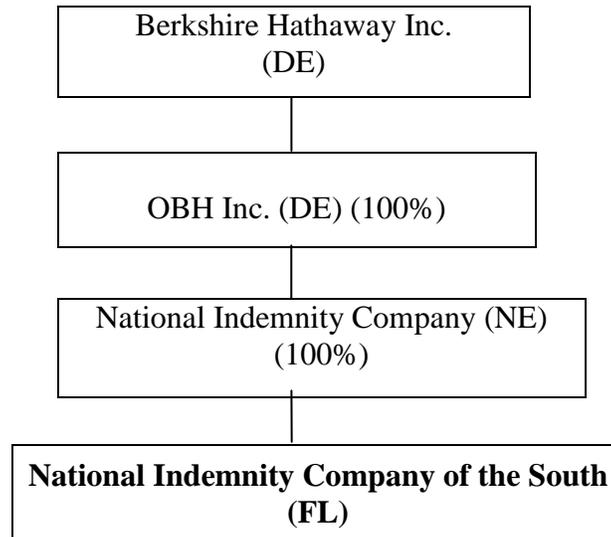
AFFILIATED COMPANIES

The Company was a member of an insurance holding company system as defined by Rule 69O-143.045(3), Florida Administrative Code. The latest holding company registration statement was filed with the State of Florida on February 17, 2009, as required by Section 628.801, Florida Statutes, and Rule 69O-143.046, Florida Administrative Code. The Company did not file an updated holding company registration statement to report subsequent changes in affiliates, as required by Rule 69O-143.046 (4), Florida Administrative Code.

A simplified organizational chart as of December 31, 2008, reflecting the holding company system, is shown below. Schedule Y of the Company's 2008 annual statement provided a list of all related companies of the holding company group.

**NATIONAL INDEMNITY COMPANAY OF THE SOUTH
ORGANIZATIONAL CHART**

DECEMBER 31, 2008



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

Tax Allocation Agreement

The Company, along with its parent, filed a consolidated federal income tax return. On December 31, 2008, the method of allocation between the Company and its parent was on a consolidated return basis.

Intercompany Service Agreement

Effective January 1, 1988, the Company along with several affiliated companies entered into a written cost sharing agreement. The Company shared administrative offices and personnel with its parent, National Indemnity Company, and several other affiliates. These costs were allocated to the individual companies.

FIDELITY BOND INSURANCE

The Company maintained fidelity bond coverage up to \$5,000,000 with a deductible of \$100,000, which adequately covered the suggested minimum as recommended by the NAIC.

PENSION, STOCK OWNERSHIP AND INSURANCE PLANS

The Company did not have any employees and all personnel costs were covered in the Intercompany Service Agreement.

STATUTORY DEPOSITS

The following securities were deposited with the State of Florida as required by Section 624.411, Florida Statutes:

STATE	Description	Par Value	Market Value
FL	USTNTS, 2.125% 4/30/2008	<u>\$318,900</u>	<u>\$327,651</u>
TOTAL FLORIDA DEPOSITS		<u>\$318,900</u>	<u>\$327,651</u>

INSURANCE PRODUCTS AND RELATED PRACTICES

The Company provided commercial automobile liability and physical damage, ocean and inland marine, product and other liability, and aircraft all perils, in the State of Florida.

Territory

The Company was authorized to transact insurance on a direct basis in the following states:

Florida

Tennessee

New Jersey

The Company has surplus lines authority in Alabama, Nebraska, and Puerto Rico.

Treatment of Policyholders

The Company established procedures for handling written complaints in accordance with Section 626.9541(1) (j), Florida Statutes.

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

REINSURANCE

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

Assumed

The Company assumed business from National Workers' Compensation Reinsurance Pool. The Company did not write workers' compensation and this was the runoff activity from a mandatory pool. This activity was ceded under the National Fire & Marine Insurance Company treaty. See the Ceded section of the report.

Effective January 1, 2003, the Company entered into a 95% personal lines quota share reinsurance contract with Atlantic Preferred Insurance Company and Florida Preferred Property & Casualty Company, unaffiliated companies authorized in Florida. The agreement was renewed through June 30, 2005 and is in run-off. See the Ceded section of the report.

Effective May 15, 2005, the Company entered into a 75% personal lines quota share reinsurance contract with Florida Peninsula. The agreement was canceled as of June 30, 2006 and is in run-off.

Ceded

Effective January 1, 1987, the Company entered into a fronting arrangement with National Fire & Marine Insurance Company, an affiliated company and unauthorized in Florida. This agreement essentially covered workers' compensation business generated by the Commercial Casualty Division located in Stamford, Connecticut. This agreement was in runoff.

Effective January 1, 2000, the Company entered into a property catastrophe aggregate excess of loss reinsurance agreement with National Fire & Marine Insurance Company, an affiliated company and unauthorized in Florida. Under this agreement, the Company ceded 100 percent of \$20,000,000 per any one loss occurrence and in the aggregate in excess of \$5,000,000 ultimate net loss per occurrence. This agreement was amended as of January 1, 2003, to cover 100 percent of \$50,000,000 per any one loss occurrence and in the aggregate in excess of \$5,000,000 ultimate net loss per occurrence. The amendment covered business assumed during the period of this contract on covered interests underwritten by Atlantic Preferred Insurance Company and Florida Preferred Property & Casualty Company.

Effective January 1, 2000, the Company entered into an excess of loss reinsurance agreement with National Fire & Marine Insurance Company, an affiliated company and unauthorized in Florida. Under this agreement, the Company ceded 100 percent of automobile liability coverage on risks in excess of \$1,000,000 up to a maximum limit of \$4,000,000.

Effective July 1, 2003, the Company entered into an excess of loss reinsurance agreement with National Fire & Marine Insurance Company, an affiliated company and unauthorized in Florida. Under this agreement, the Company ceded 100 percent of aircraft coverage on risks in excess of \$2,000,000 per occurrence.

Effective March 11, 2005, the Company entered into an excess of loss reinsurance agreement with National Fire & Marine Insurance Company, an affiliated company and unauthorized in Florida. Under this agreement, the Company ceded 100 percent of personal umbrella coverage on risks in excess of \$2,000,000 per occurrence.

Effective July 1, 2006, the Company entered into an excess of loss reinsurance agreement with National Fire & Marine Insurance Company, an affiliated company and unauthorized in Florida. Under this agreement, the Company ceded 100 percent of other than auto, personal umbrella and aviation coverage on risks in excess of \$2,000,000 per occurrence.

Effective June 1, 2007, the Company entered into an excess of loss reinsurance agreement with National Fire & Marine Insurance Company, an affiliated company and unauthorized in

Florida. Under this agreement, the Company ceded 100 percent of property coverage on risks in excess of \$5,000,000 per occurrence.

The Company had various immaterial reinsurance contracts related to the insurance programs managed by Starr Marine Agency, Inc. and Starr Aviation Agency, Inc.

The reinsurance contracts were reviewed by the Company's appointed actuary and were utilized in determining the ultimate loss opinion.

ACCOUNTS AND RECORDS

The Company maintained its principal operational offices in Omaha, Nebraska, where this examination was conducted. The Company requested and received approval from the Office to keep its records outside the state of Florida.

An independent CPA audited the Company's statutory basis financial statements annually for the years 2004, 2005, 2006, 2007 and 2008, in accordance with Section 624.424(8), Florida Statutes. Supporting work papers were prepared by the CPA as required by Rule 69O-137.002, Florida Administrative Code.

The Company's accounting records were maintained on a computerized system. The Company's balance sheet accounts were verified with the line items of the annual statement submitted to the Office.

The Company and non-affiliates had the following agreements:

Custodial Agreement

The Company had a custodial agreement with Wells Fargo Bank Minnesota, N.A. for the safekeeping of the Company's securities in compliance with Rule 690-143.042, Florida Administrative Code.

Independent Auditor Agreement

The Company engaged Deloitte & Touché LLP to perform the statutory audits of its 2008, 2007, 2006, 2005 and 2004 financial statements, as required by Section 624.424(8), Florida Statutes, and Rule 690-137.002, Florida Administrative Code.

Information Technology Report

Huff Thomas & Company performed an evaluation of the information technology and computer systems of the Company. Results of the evaluation were noted in the Information Technology Report provided to the Company.

FINANCIAL STATEMENTS PER EXAMINATION

The following pages contain financial statements showing the Company's financial position as of December 31, 2008, and the results of its operations for the year then ended as determined by this examination. Adjustments made as a result of the examination are noted in the section of this report captioned, "Comparative Analysis of Changes in Surplus."

NATIONAL INDEMNITY COMPANY OF THE SOUTH
Assets

DECEMBER 31, 2008

	Per Company	Examination Adjustments	Per Examination
Bonds	\$318,900		\$318,900
Stocks:			
Common	58,939,448		58,939,448
Cash:	117,283,737		117,283,737
investment income due and accrued	20,023		20,023
Agents' Balances:			0
Uncollected premium	739,235		739,235
Deferred premium	491,998		491,998
Reinsurance recoverable	4,197		4,197
Current federal & foreign income			
taxes recoverable & interest thereon	71,709		71,709
Receivable from parents, subsidiaries and affiliates	330,065		330,065
Aggregate write-in for	(38,393)		(38,393)
	<hr/>		
Totals	\$178,160,919	\$0	\$178,160,919
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NATIONAL INDEMNITY COMPANY OF THE SOUTH
Liabilities, Surplus and Other Funds

DECEMBER 31, 2008

	Per Company	Examination Adjustments	Per Examination
Losses	\$38,996,861		\$38,996,861
Reinsurance payable on paid losses and loss adjustment expenses	34,910		34,910
Loss adjustment expenses	8,653,868		8,653,868
Commissions payable, contingent commissions & other similar charges	591,529		591,529
Other expenses	28,627		28,627
Taxes, licenses and fees	707,476		707,476
Net deferred tax liability	15,610,510		15,610,510
Unearned premium	8,682,805		8,682,805
Ceded reinsurance premium payable	20,387		20,387
Amounts withheld or retained by company for account of others	23,348		23,348
Net adj in assets & liabilities due to foreign exchange	5,000		5,000
Drafts outstanding	382,178		382,178
Payable to parent, subsidiaries and affiliates	<u>1,093,623</u>		<u>1,093,623</u>
Total Liabilities	\$74,831,122	\$0	\$74,831,122
Common capital stock	\$5,000,000		\$5,000,000
Gross paid in and contributed surplus	2,000,000		2,000,000
Unassigned funds (surplus)	<u>96,329,797</u>		<u>96,329,797</u>
Surplus as regards policyholders	<u>\$103,329,797</u>		<u>\$103,329,797</u>
Total liabilities, surplus and other funds	<u>\$178,160,919</u>	<u>\$0</u>	<u>\$178,160,919</u>

NATIONAL INDEMNITY COMPANY OF THE SOUTH
Statement of Income

DECEMBER 31, 2008

Underwriting Income

Premiums earned		\$24,566,703
	Deductions:	
Losses incurred		10,371,043
Loss expenses incurred		2,862,536
Other underwriting expenses incurred		7,211,452
Total underwriting deductions		\$20,445,031
Net underwriting gain or (loss)		\$4,121,672

Investment Income

Net investment income earned		4,951,511
Net investment gain or (loss)		\$4,951,511

Other Income

Net gain or (loss) from agents' or premium balances charged off		(\$749)
Finance and service charges not included in premiums		0
Aggregate write-ins for miscellaneous income		2,994
Total other income		\$2,245

Net income before dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes		\$9,075,428
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Federal & foreign income taxes incurred		2,310,566
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Net Income		\$6,764,862
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Capital and Surplus Account

Surplus as regards policyholders, December 31 prior year		\$107,689,066
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Net Income		\$6,764,862
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Change in net unrealized capital gains or (losses) less capital gains tax of (\$5,762,834)		(10,702,406)
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Change in net deferred income tax		(424,234)
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Change in nonadmitted assets		509
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Change in provision for reinsurance		2,000
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Change in surplus as regards policyholders for the year		(\$4,359,269)
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Surplus as regards policyholders, December 31 current year		\$103,329,797
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COMMENTS ON FINANCIAL STATEMENTS

Liabilities

Losses and Loss Adjustment Expenses \$47,650,729

An outside actuarial firm appointed by the Board of Directors, rendered an opinion that the amounts carried in the balance sheet as of December 31, 2008, made a reasonable provision for all unpaid loss and loss expense obligations of the Company under the terms of its policies and agreements.

The Huff Thomas & Company actuary reviewed work papers provided by the Company and was in concurrence with this opinion.

A comparative analysis of changes in surplus is shown below.

**NATIONAL INDEMNITY COMPANY OF THE SOUTH
COMPARATIVE ANALYSIS OF CHANGES IN SURPLUS**

DECEMBER 31, 2008

The following is a reconciliation of Surplus as regards policyholders between that reported by the Company and as determined by the examination.

Surplus as Regards Policyholders
December 31, 2008, per Annual Statement \$103,329,797

	PER COMPANY	PER EXAM	INCREASE (DECREASE) IN SURPLUS
ASSETS:			-
No adjustments			
LIABILITIES:			-
No adjustments			
Net Change in Surplus:			<u>0</u>
Surplus as Regards Policyholders December 31, 2008, Per Examination			<u><u>\$103,329,797</u></u>

SUMMARY OF FINDINGS

Compliance with previous directives

The Company had taken the necessary actions to comply with the comments made in the 2003 examination report issued by the Office.

Current examination comments and corrective action

There were no exceptions or findings in the examination as of December 31, 2008.

CONCLUSION

The insurance examination practices and procedures as promulgated by the NAIC have been followed in ascertaining the financial condition of **National Indemnity Company of the South**, as of December 31, 2008, consistent with the insurance laws of the State of Florida.

Per examination findings, the Company's Surplus as regards policyholders was \$103,329,797, in compliance with Section 624.408, Florida Statutes.

In addition to the undersigned, Roshanak Fekrat, CPA, CFE, CIA, Examiner In Charge, Chauvin Alleman, CFE, Senior Financial Examiner, Brandon Thomas, HISP, MCM and Michael Lamb, FCAS, MAAA, Actuary, participated in the examination.

Respectfully submitted,

James M Pafford Jr.
Financial Examiner Analyst Supervisor
Florida Office of Insurance Regulation