

**REPORT OF
ORGANIZATIONAL EXAMINATION**

OF

**SOUTHERN GENERAL INSURANCE COMPANY
OF ALABAMA**

AS OF SEPTEMBER 30, 2003

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**STATE OF ALABAMA
COUNTY OF JEFFERSON**

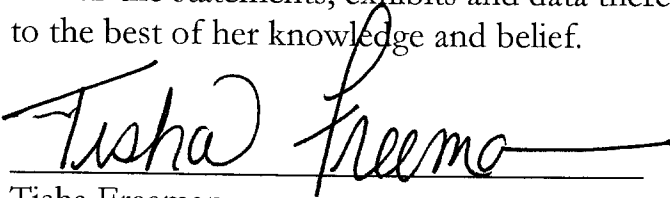
Tisha Freeman, being first duly sworn, upon her oath deposes and says:

THAT she is an examiner appointed by the Commissioner of Insurance for the State of Alabama;

THAT an examination was made of the affairs and financial condition of Southern General Insurance Company of Alabama as of September 30, 2003;

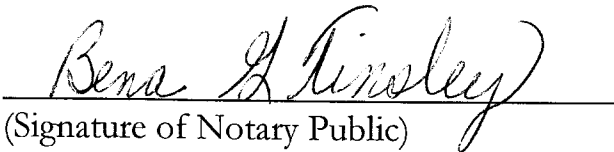
THAT the following 19 pages constitute the report to the Commissioner of Insurance of the State of Alabama; and

THAT the statements, exhibits and data therein contained are true and correct to the best of her knowledge and belief.



Tisha Freeman
(Examiner-in-Charge)

Subscribed and sworn to before the undersigned authority this 29th day of January 2004.



(Signature of Notary Public)

BENA G. TINSLEY, Notary Public
(Print Name of Notary Public)

Comm. exp 9-12-07

in and for the State of Alabama.



BOB RILEY
GOVERNOR

STATE OF ALABAMA
DEPARTMENT OF INSURANCE
201 MONROE STREET, SUITE 1700
POST OFFICE BOX 303351
MONTGOMERY, ALABAMA 36130-3351
TELEPHONE: (334) 269-3550
FACSIMILE: (334) 241-4192
INTERNET: [REDACTED]

WALTER A. BELL
COMMISSIONER
DEPUTY COMMISSIONER
D. DAVID PARSONS
JAMES R. (JOHNNY) JOHNSON
CHIEF EXAMINER
RICHARD L. FORD
STATE FIRE MARSHAL
JOHN S. ROBISON
GENERAL COUNSEL
MICHAEL A. BOWNES
RECEIVER
DENISE B. AZAR
PRODUCER LICENSING MANAGER
JIMMY W. GUNN

January 29, 2004
Hoover, Alabama

Honorable Walter A. Bell
Commissioner of Insurance
State of Alabama
201 Monroe Street, Suite 1700
Post Office Box 303351
Montgomery, Alabama 36130-3351

Dear Commissioner Bell:

In accordance with your instructions and the provisions of the Alabama Insurance Code, an organizational examination has been made of the financial condition and affairs of SOUTHERN GENERAL INSURANCE COMPANY OF ALABAMA located at 2109 Lynngate Drive, Hoover, Alabama 35216. The report of examination is submitted herewith.

Where the description "Company" appears herein, without qualification, it will be understood to indicate Southern General Insurance Company of Alabama, Inc.

CORPORATE STRUCTURE

The Company has been organized to conduct business as an insurance company principally engaged in the business of property and casualty insurance and such other lines of insurance as it may be authorized to transact, and to engage in any and all other lawful activities under the laws of the State of Alabama.

According to the Articles of Incorporation, the Company shall have authority to issue five million shares of common stock having a par value of one dollar per share. The minimum amount of paid-in capital the Company shall have is five hundred thousand dollars (\$500,000). The minimum paid-in surplus the Company shall have is seven hundred fifty thousand dollars (\$750,000). The Company shall not limit or deny shareholders the preemptive right to acquire additional shares of the corporation.

Regulation of the internal affairs of the Company shall be provided in the By-Laws as adopted by the Directors. The Board of Directors may amend or repeal the By-Laws and adopt new By-Laws unless the shareholders, in amending or repealing a particular By-Law, provide expressly that the Board of Directors may not amend or repeal such By-Laws. The shareholders may also amend or repeal the By-Laws. In repealing or amending of By-Laws or adopting new By-Laws, the Board of Directors and the shareholders shall comply with any other applicable provisions of the Alabama Business Corporations Act. The By-Laws may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with the laws of the State of Alabama.

The Board of Directors shall consist of three members, at least one third of whom shall be bona fide residents of the State of Alabama.

SOLICITATION PERMIT

The examiner reviewed the Order Granting Solicitation Permit, dated September 12, 2003, issued by Commissioner Walter Bell. Southern General Insurance Company of Alabama was issued a permit to solicit to Southern General Insurance Company, a Georgia insurer, the purchase of 500,000 shares of common stock (par value \$1.00 per share) at a proposed offering of \$2.50 for a proposed maximum aggregate offering price of \$1,250,000.

At September 30, 2003, the Company had \$1,250,000 in cash in an escrow account, a \$15,000 certificate of deposit held by the Alabama Department of Insurance Commissioner, in lieu of a surety bond, as a deposit for a solicitation permit, \$500,000 in common capital stock and \$750,000 in gross paid in and contributed surplus. The examiner viewed the Stock Certificate issued to Southern General Insurance Company for 500,000 shares. See "Note 1- Cash" on page for more commentary.

The Company has been capitalized in a manner that is consistent with the Commissioner's Order.

MANAGEMENT AND CONTROL

Stockholders

This Company will be a subsidiary of Southern General Insurance Company (Georgia). Southern General Insurance Company (Georgia) is 100% owned by Insurance House Holdings, Inc. (Georgia). Southern General Insurance Company (Georgia) is one of six subsidiaries owned by Insurance House Holdings, Inc. Insurance House Holdings, Inc., is 24.68% owned by John G. Jinks, Jr (Individual) and 74.03% owned by Jinks S.G. Limited Partnership.

Board of Directors

The following members of the Board of Directors were appointed in the original Articles of Incorporation and were serving at September 30, 2003.

<u>Director</u>	<u>Residence</u>
John Gordon Jinks, Jr., Chairman of Board of Directors of Insurance House Holdings, Inc.	Gainesville, Georgia
Jill Karen Jinks, President and CEO of Insurance House Holdings, Inc.	Atlanta, Georgia
Dennis Nelson Dunne, Executive Vice President of Trigon	Hoover, Alabama

Officers

Officers of the Company elected by the Board of Directors and serving at September 30, 2003, were as follows:

<u>Officer</u>	<u>Title</u>
Jill Karen Jinks	President
Barry Steven Mittenthal	Vice President, Secretary and Treasurer
Jacqueline Mary Schaendorf	Vice President

CORPORATE RECORDS

The Articles of Incorporation, By-laws, and amendments thereto were inspected during the course of the examination and appeared to provide for the operation of the Company in accordance with usual corporate practice and applicable statutes and regulations.

The minutes of the Board of Directors meetings were reviewed during the course of the examination. These minutes appeared to be complete with regard to recording actions taken.

PLAN OF OPERATION

The Company provided an update to their plan of operation during this examination. This update to the plan of operation describes how the Company plans to comply with ALA. CODE § 27-27-29 (1975) which requires every domestic insurer to have, and maintain, its principal place of business and home office in the state and keep complete records of its assets, transactions, and affairs in accordance with such methods and systems as are customary or suitable as to the kind, or kinds, of insurance transacted. A brief synopsis of the Company's updated Plan of Operation can be found below.

The original corporate records including the Articles of Incorporation, By-Laws, corporate minutes and other related records will be maintained at the

offices of Southern General Insurance Company of Alabama, Hoover Alabama (the Company). Although corporate records will be prepared at the office of The Insurance House, Inc., such original records will be immediately sent to the Company's offices in Birmingham, Alabama to be permanently maintained.

Accounting

Most of the accounting records will be available for access at the offices of Southern Insurance Company of Alabama (the Company), Hoover Alabama, via a wide area network (WAN) from the systems of its affiliated company, The Insurance House, Inc., or via password protected internet access to various service providers as follows:

- Financial Transactions (debits/credits)- via wide area network
- Investment- password protected access through New England Asset Management web site
- Bank statements and checks- password protected access through First Commercial Bank, Birmingham, Alabama web site and CD Rom records
- Invoices- It is the intention of the Company to image all accounting records that are not currently subject to access via the Company's systems. The Company estimates that this project will be completed within the next 12 to 24 months. In the interim, The Insurance House, Inc. will forward copies of such documents to the offices of the Company as necessary or within 10 days as requested by the Alabama Department of Insurance.

Underwriting

All underwriting documents will be imaged and available for access at the offices of the Company via a wide area network (WAN) from the systems of The Insurance House, Inc.

Claims

The Company utilizes a "claims notepad" for running notes pertaining to claims and system generated reports for reserves, claims payments, legal bills, etc., which will be available for access at the offices of Company via a wide area network (WAN) from the systems of its affiliated company, The Insurance House, Inc. It is the intention of the Company to image claim records submitted in connection with claims such as medical records, police reports, etc. that are not currently subject to access via the Company's systems. The Company estimates that this project will be completed within the next 12 to 24 months. In the interim, The Insurance House, Inc. will forward copies of such documents to the offices of the Company as necessary or within 10 days as requested by the Alabama Department of Insurance.

Marketing and Sales

All marketing and sales records will be maintained at the offices the Company.

Also the Company plans to initially authorize an exclusive General Agent, Trigon Inc. of Hoover, Alabama, to appoint, manage and market its products to selected independent retail agents. The Company intends to use its affiliated company, The Insurance House, Inc., as its exclusive Managing General Agent to perform product development, handle claims, and perform accounting and other administrative functions as mentioned above.

HOLDING COMPANY AND AFFILIATE MATTERS

Holding Company

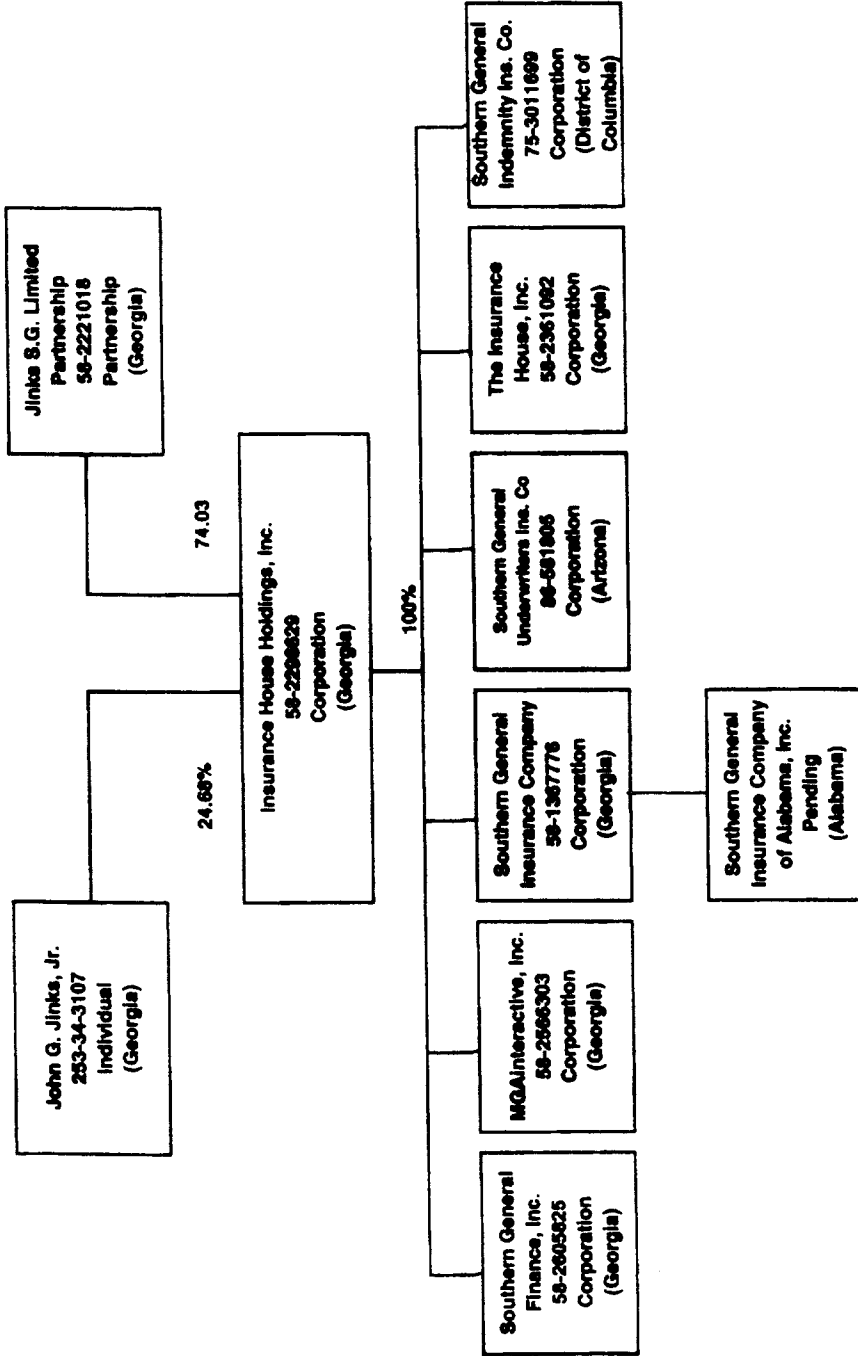
The Company is subject to ALA. CODE § 27-29-1 (1975). According to ALA. CODE § 27-29-1 (1975), an insurance holding system is a system which consists of two or more affiliated persons, one or more of which is an insurer. The Company, Southern General Insurance Company of Alabama, will be a property and casualty insurance company that will be 100% owned by Southern General Insurance Company (Georgia), a wholly owned subsidiary of Insurance House Holdings, an insurance holding company.

Pursuant to ALA. CODE § 27-29-4(a) (1975), as amended, the Company is to file an annual Form B Registration Statement by June 1 of each year disclosing information from the previous calendar year. Also according to ALA. CODE § 27-29-4(d) (1975), as amended, and Alabama Insurance Department Regulation 55, Section 15, the Company must file amendments to the Form B registration statement disclosing any material changes from the original disclosures within 15 days after the month of a material change.

Organizational Chart

See **ORGANIZATIONAL CHART**

EXHIBIT 2



STATUTORY DEPOSITS

The Company has not placed funds meeting the requirements of ALA. CODE § 27-3-11 (1975). The Company states that upon approval, as required, pursuant to the provisions of ALA. CODE § 27-3-11 (1975), they will place the required amount of securities on deposit for benefit of all policyholders within the state of Alabama.

RESTRICTED TRUST DEPOSIT

In accordance with ALA. CODE §27-27-16 (1975), the Company filed a \$15,000 certificate of deposit in lieu of a surety bond for its solicitation permit. This trust deposit was held for the benefit of the state and of proposed Alabama investors in and creditors of the proposed organization. This amount was admitted. See “Note 1- Cash and short-term investments and payable to parents, subsidiary and affiliates” on page 13 for more commentary.

CERTIFICATE OF REPRESENTATION

A signed certificate of representation was obtained during the course of the examination. In this certificate, management attested to having valid title to all assets and to the non-existence of unrecorded liabilities as of September 30, 2003.

FINANCIAL STATEMENTS

The Financial Statement included in this report was prepared on the basis of the Company's records and depicts the statutory financial condition of the Company as of September 30, 2003. The information reported herein has been verified by the examiner to the extent deemed necessary. The notes immediately following the Financial Statement in this report are an integral part thereof.

Southern General Insurance Company of Alabama Department of Insurance
Balance Sheet
September 30, 2003

Assets

Cash (Note 1)	\$1,265,000
Total Assets	\$1,265,000

Liabilities

Payable to parent, subsidiaries and affiliates (Note 1)	\$ 15,000
Total Liabilities	15,000
Common capital stock	\$ 500,000
Gross paid in and contributed surplus	750,000
Unassigned funds (surplus)	0
Surplus as regards to policyholders (Note 2)	1,250,000
Totals	\$1,265,000

NOTES TO THE FINANCIAL STATEMENTS

<u>Note 1 – Cash and Short-term investments</u>	<u>\$1,265,000</u>
<u> Payable to parents, subsidiary and affiliates</u>	<u> 15,000</u>

The captioned amounts are \$15,000 more than the amounts reported in the Company's September 30, 2003 quarterly financial statement.

During the organizational examination, the examiner sent out a bank confirmation as of September 30, 2003 to make sure all balances reported by the Company match those of the escrow agent. The Company reported in the September 2003 quarterly financial statement a balance of \$1,250,000 for cash. Confirmations received from the escrow agent totaled \$1,265,000. The examiner found that the additional \$15,000 reported by the escrow agent was a certificate of deposit. In accordance with ALA. CODE § 27-27-16 (1975), the Company had filed a \$15,000 certificate of deposit in lieu of a surety bond for its solicitation permit. The Company's parent, Southern General Insurance Company, paid this amount on behalf of the Company to be paid back to the Southern General Insurance Company upon the issuance of the solicitation permit. Therefore, the Company's cash line item in the September 30, 2003 quarterly financial statement should have included an additional \$15,000 with a corresponding liability in the amount of \$15,000 to be classified as payable to parent, subsidiary, and affiliate.

Currently, the \$15,000 certificate of deposit is being held by the Commissioner, in lieu of a surety bond, as a deposit for a solicitation permit, in accordance with ALA. CODE § 27-27-16 (1975), as amended. This \$15,000 certificate of deposit should be not admitted because it was held for the benefit of the state and of applicant members and creditors of the Company not for the benefit of policyholders. However, since the \$15,000 was effectively borrowed from Southern General Insurance Company, the Company's parent, the related \$15,000 liability would also be reduced upon issuance of the Company's solicitation permit. Therefore, the examiner is reflecting the \$15,000 asset as admitted and the related \$15,000 liability.

<u>Note 2 – Unassigned funds (surplus)</u>	<u>\$ 0</u>
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The captioned amount, \$0, is the same amount reflected in the Company's September 30, 2003 quarterly financial statement.

COMMENTS AND RECOMMENDATIONS

The following summary presents the comments and recommendations that are made in the current *Report of Examination*.

Stockholder

The Company is reminded that ALA. CODE § Section 27-27-23 (1975) and ALA. CODE § 10-2B-7.01 require that the stockholders of a corporation meet annually.

Conflict of Interest

The Annual Statement Blank General Interrogatories asks if the Company has “an established procedure for disclosure to its board of directors or trustees of any material interest or affiliation on the part of any of its officers, directors, trustees or responsible employees which is in or is likely to conflict with the official duties of such person.” **The Company is reminded** that formal conflict of interest statements should be executed annually for all officers, directors, trustees and responsible employees and that the statements must provide for the effective disclosure of conflicts to the Board of Directors or trustees of the corporation.

Holding Company and Affiliate Matters

The Company is reminded that the ultimate controlling person must file an annual registration statement in accordance with ALA. CODE § 27-29-4 (1975) utilizing the form provided by the Commissioner in Alabama Department of Insurance Regulation Number 55. This filing should include all controlling persons. The filing should be complete as to supporting audited financial statements and exhibits.

The Company is reminded that an amendment to the registration statement should be filed with the Alabama Department of Insurance within fifteen days after the end of the month in which there is a material change to the information provided in the original registration statement submitted pursuant to ALA. CODE § Section 27-29-4 (1975) as amended and Alabama Department of Insurance Regulation Number 55.

Fidelity Bond Coverage

The Company is reminded that it should maintain fidelity bond coverage against any loss of money or other property sustained through fraudulent or dishonest acts or acts committed by any of the employees acting alone or in collusion with others. The amount of the bond should be determined using the exposure index provided in the National Association of Insurance Commissioners (NAIC) guidelines and instructions.

Rule, Rate or Form Filings

The Company is reminded that all rule, rate and/or policy form filings are to be filed with the Property and Casualty Division of the Alabama Department of Insurance pursuant to Chapter 13 of Title 27 ALA. CODE (1975).

Producer Licensing Requirements

The Company is reminded that all Alabama producers representing the Company must be licensed by the Producer Licensing Division of the Alabama Department of Insurance. Should another entity direct the marketing administration of the Company's products and/or act as a Managing General Agent (MGA) as defined by ALA. CODE § 27-6A-2 (1975) then that entity should be licensed as an MGA in accordance with ALA. CODE § 27-7-4 (1975).

Accounts and Records

The Company is reminded that its principal place of business and complete records of its assets, transactions and affairs must be maintained within the State of Alabama in accordance with ALA. CODE § 27-27-29 (1975).

The Company is also reminded that, as a domestic insurer, it must have, and maintain, its assets in the State of Alabama with the exception of those exclusions provided for by the aforementioned statute.

Financial Filing Requirements

The Company is reminded that it must make annual and quarterly financial statement filings with the Department in accordance with Chapter 3, Section 26 of Title 27 ALA. CODE (1975) as well as the NAIC Annual Statement

Instructions adopted pursuant to Alabama Department of Insurance Regulation Number 97.

Independent Auditor

The Company is reminded that it must retain the services of an independent certified public accountant to perform annual audits of the Company's financial condition and publish reports thereof in accordance with Alabama Department of Insurance Regulation Number 100.

The Company is also reminded that they must register the name and address of the independent certified public accountant with the Commissioner within sixty days should they be licensed.

Actuary

The Company is reminded that its Board of Directors must appoint a qualified independent actuary in accordance with Chapter 3, Section 26.1 of Title 27 ALA. CODE (1975) and the NAIC's Annual Statement Instructions adopted pursuant to Alabama Department of Insurance Regulation Number 97.

The Company is further reminded that they must notify the Department of the initial appointment and any changes thereafter within thirty days of the Board action.

Investments Generally

It is recommended that the Company maintain approved, signed custodial/safekeeping agreements with all entities holding its securities in accordance Alabama Department of Insurance Regulation Number 77. **It is further recommended** that if the Company chooses to place securities in institutions not operating under an approved, signed custodial agreement, then said securities should be non-admitted in all filings with the Alabama Department of Insurance.

The Company is reminded that all securities purchased by the Company should be reflected in the NAIC publication Valuation of Securities or otherwise meet the exemption requirements outlined in the NAIC's Purposes and Procedures Manual of the NAIC Securities Valuation Office. Securities Acquisition Reports (SARs) should be filed on those items not included in the

Securities Valuation Office database. SARs should be filed timely within 120 days of purchase per the Procedures Manual Instructions.

The Company is reminded that Alabama Department of Insurance Regulation Number 98 requires that the Company non-admit investments for which appropriate filings have not been made in a timely manner in its annual and quarterly statements.

Cash and short-term investments

The Company is reminded that it must record all investment income earned and legally due to be paid as an asset of the Company in accordance with SSAP No. 34.

Other expenses

The Company is reminded that it must record all amounts which constitute a responsibility and obligation for events having already occurred as a liability in its financial statements in accordance with SSAP No. 5.

Reinsurance

The Company is reminded that all reinsurance arrangements should be formulated in accordance with ALA. CODE § 27-5-12 (1975) as well as Alabama Department of Insurance Regulation Number 105.

Other

The above items are intended to address important points, comments and recommendations noted during the examination. The items are in no way intended to be a comprehensive list of the regulatory requirements that the Company is expected to meet if licensed.

It is recommended that the Company obtain the following publications and adhere to all requirements relating to the operation of a stock property and casualty insurance company therein.

- Title 27, ALA.CODE (1975)
- Alabama Department of Insurance Regulations

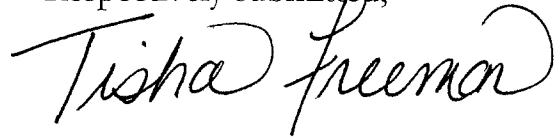
- The National Association of Insurance Commissioners Accounting Practices and Procedures Manual
- Official NAIC Annual Statement Blank – Property and Casualty
- The NAIC Annual Statement Instructions – Property and Casualty.

CONCLUSION

Acknowledgement is hereby made of the courteous cooperation extended by the officers of the Company.

The customary insurance examination procedures have been followed to the extent appropriate in connection with the verification and evaluation of assets and determination of liabilities set forth in this report.

Respectively submitted,

A handwritten signature in black ink that reads "Tisha Freeman". The signature is written in a cursive style with a large initial "T" and a long, sweeping underline.

Tisha Freeman
Examiner
State of Alabama
Department of Insurance



BOB RILEY
GOVERNOR

STATE OF ALABAMA
DEPARTMENT OF INSURANCE
201 MONROE STREET, SUITE 1700
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WALTER A. BELL
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JIMMY W. GUNN

September 30, 2003

Jill K. Jinks
President
Southern General Insurance Company
Of Alabama
c/o Trigon, Incorporated
2109 Lynngate Drive
Hoover, AL 35216-5243

Re: Southern General Insurance Company of Alabama
Organizational Examination as of September 30, 2003

Dear Ms. Jinks:

This letter is to inform you of an organizational examination of your company called by the Alabama Department of Insurance and to authorize Tisha Freeman, Examiner, to conduct the examination. This authorization is pursuant to the instructions of Alabama Insurance Commissioner, Walter A. Bell, and in compliance with the statutory requirements of the State of Alabama and resolutions adopted by the National Association of Insurance Commissioners.

Your examination is to commence on or about October 27, 2003, and will be conducted primarily in our offices. In order to complete the examination within the time frame allotted, photocopies of the documents listed below are to be provided to Ms. Freeman upon her arrival.

1. Articles of Incorporation.
2. Solicitation Permit.
3. Listing of all company officers and directors as well as any individuals or corporations holding in excess of 5% of the company's outstanding capital stock.
4. Certificate of Incorporation.
5. By-Laws.
6. Marketing Plan.
7. General Ledger.
8. Bank Statements.
9. All Board of Directors meeting minutes.
10. Any existing or contemplated reinsurance agreements.
11. All management and service contracts including cost-sharing arrangements.

Jill K. Jinks
Page 2
September 30, 2003

The expected duration of the examination will be until completed. You will be contacted by Ms. Freeman regarding her exact arrival date at your offices.

The Alabama Insurance Department has adopted work policies and rules governing work hours, leave and unacceptable conduct including sexual harassment. If you have any question about our examiner's conduct at your offices, please contact me immediately.

Invoices covering examination fees and related expenses will be submitted to the appropriate company official in accordance with standard Departmental policy. Payment of any examination charges so invoiced is due within two business days following presentation of the invoice.

Sincerely,


Richard L. Ford, CFE, CIE
Chief Examiner

RLF:dk

cc: Jack Brown, CFE, CIE
Jim Hattaway, CFE
Tisha Freeman

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:
 Jill K. Jinks
 President
 Southern General Insurance Company
 of Alabama
 2109 Lynngate Drive
 Hoover, AL 35216-5243

2. Article Number (Copy from service label)
 7002 2030 0000 9484 0867

PS Form 3811, July 1999

Domestic Return Receipt

102595-00-M-0952

COMPLETE THIS SECTION ON DELIVERY

A. Received by (Please Print Clearly) B. Date of Delivery
 10-23-03

C. Signature
 X *Jill K. Jinks* Agent
 Addressee

D. Is delivery address different from item 1? Yes
 If YES, enter delivery address below: No

3. Service Type
 Certified Mail Express Mail
 Registered Return Receipt for Merchandise
 Insured Mail C.O.D.

4. Restricted Delivery? (Extra Fee) Yes

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:
 Jill K. Jinks
 President
 Southern General Ins Co of Alabama
 c/o Trigon Incorporated
 2109 Lynngate Drive
 Hoover AL 35216-5243

2. Article Number (Copy from service label)
 7002 2030 0000 9484 0874

PS Form 3811, July 1999

Domestic Return Receipt

102595-00-M-0952

COMPLETE THIS SECTION ON DELIVERY

A. Received by (Please Print Clearly) B. Date of Delivery
 10-27-03

C. Signature
 X *Jenny Jinks* Agent
 Addressee

D. Is delivery address different from item 1? Yes
 If YES, enter delivery address below: No

3. Service Type
 Certified Mail Express Mail
 Registered Return Receipt for Merchandise
 Insured Mail C.O.D.

4. Restricted Delivery? (Extra Fee) Yes