

## **RatingsDirect**®

# Assured Guaranty Ltd. And Operating Companies

#### **Primary Credit Analyst:**

David S Veno, Hightstown (1) 212-438-2108; david.veno@spglobal.com

#### **Secondary Contact:**

Lakshmi Shalini, New York 212-438-0091; lakshmi.shalini@spglobal.com

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### **Assured Guaranty Ltd. And Operating Companies**

#### Rationale

**Counterparty Credit Rating** 

A/Stable/--

#### **Business Risk Profile**

- Strong competitive position built on a well-diversified underwriting strategy and market leadership position
- Experienced management with well defined strategy and a track record of success
- Low insurance industry and country risk assessment

#### **Financial Risk Profile**

- Consolidated capital adequacy ratio greater than 1.0x
- High-quality, liquid investment portfolio
- Largest obligor violation
- Strong operating performance due to the long-term earnings power of the U.S public finance business
- Financial flexibility neutral to the rating

#### **Other Factors**

- Strong enterprise risk management (ERM)
- Strong liquidity with conservative investment strategy
- All four operating companies core to Assured Guaranty Ltd. (rated as a consolidated group)

#### Outlook

The stable outlook on Assured Guaranty Ltd. (AGL) and its operating companies (collectively, Assured) reflects S&P Global Ratings' view of the company's strong competitive profile and very strong capital adequacy, as well as its leadership position in the U.S public finance market and flexibility to underwrite business in a broad number of U.S. public finance sectors and global capital markets. We view Assured's ability to maintain capital adequacy of at least 1.0x essential for rating stability.

#### Downside scenario

We may lower our ratings if Assured exhibits significant volatility in earnings or its capital adequacy falls below 1.0x, and we believe the company will not be able to improve its capital position.

#### Upside scenario

Based on our view of the insurable new-issue U.S. public finance and global markets, we don't believe the company's competitive position or earnings will dramatically change, so, we don't expect to raise our ratings in the next two years.

#### **Base-Case Scenario**

#### **Company-Specific Assumptions**

- Capital adequacy ratio greater than 1.0x
- Maintain leadership position in terms of total insured par
- Municipal risk-adjusted pricing (RAP) ratio of at least 4.0%
- Combined ratio below 100%

#### **Company Description**

Assured Guaranty Municipal Corp. (AGM), Municipal Assurance Corp. (MAC), and Assured Guaranty Corp. (AGC) are U.S.-based direct primary financial guarantee insurance companies owned by Bermuda-domiciled AGL. AGL is a full-service financial guarantor with a captive reinsurance affiliate, Assured Guaranty Re Ltd. (AG Re) that has also assumed third-party portfolio cessions. AGM insures U.S. public finance issues and global infrastructure transactions. MAC insures only U.S. public finance issues. AGC insures global structured finance transactions and some global infrastructure and public finance issues.

The European business platform is Assured Guaranty (Europe) Ltd. (AGE). We base our ratings on AGE on its close operational and financial ties to its affiliates, including risk-management policies to which the entire group adheres, underwriting support, and strong financial support in the form of quota-share reinsurance, excess-of-loss reinsurance, and net-worth-maintenance agreements. AGE writes business using a co-insurance structure. AGE co-insures municipal and infrastructure transactions with AGM. AGM also issues second-to-pay guarantees to cover AGE's

financial guarantees.

#### **Business Risk Profile**

Our score for the company's adjusted competitive position is '3' and the industry risk is '2', leading to a business risk profile score of '2'.

#### Insurance industry and country risk

We believe Assured faces low industry and country risk since it operates predominantly in the U.S. Our view of Assured's very low country risk stems from the U.S. market's higher-income nature, its relatively effective and stable political institutions, sophisticated financial systems, and strong payment culture. We believe its financial guarantee operations are exposed to low industry risks because of high barriers to entry and moderate product risk. The U.S. financial guarantee market's growth prospects and overall institutional framework further support the low industry risk assessment.

#### Competitive position

Assured has a strong competitive position built on a proven track record of credit discipline and a market leadership position in terms of par insured and premiums written. AGM and MAC write financial guarantees in a broad number of U.S. public finance sectors, giving it the flexibility to capitalize on growth trends and pricing opportunities in one sector while others see less-favorable trends. Although not on the same level of contribution to gross premiums written, the global infrastructure business written by AGM and the global structured finance business written by AGC provide diversification of risk, as well as additional sources of revenue.

In 2015, the company insured \$17.3 billion of total gross par, a 32% increase from 2014, with 94% of total gross par being in the U.S. public finance market. The par written in 2014 included a large transaction related to the city of Detroit's emergence from bankruptcy, inflating the total par written. Assured's business volume and pricing were heavily influenced by compressed credit spreads and competition from bond insurers in the U.S. public finance market.

Table 1

Assured Guaranty Ltd. And Operating Companies Business Statistics						
_	Year ended Dec. 31					
(Mil. \$)	2015	2014	2013	2012	2011	
Net par exposure	358,571	403,729	459,106	519,893	588,048	
Net protection and indemnity exposure	536,341	609,622	690,534	782,180	845,665	
Adjusted gross premiums written*						
U.S. public finance	124.3	127.8	115.3	165.9	173.0	
U.S. asset-backed and other	22.8	24.0	7.1	43.0	59.8	
U.S. total	147.1	151.8	122.4	208.9	232.8	
International public finance	26.5	7.0	18.3	1.1	2.7	
International asset-backed and other	5.5	8.8	-	-	7.2	
International total	32.1	15.8	18.3	1.1	9.9	
Total adjusted gross premiums written	179.2	167.6	140.7	210.0	242.7	
Net premiums written	190.7	119.2	125.3	253.0	126.8	

Table 1

Assured Guaranty Ltd. And Operating Companies Business Statistics (cont.)							
	Year ended Dec. 31						
(Mil. \$)	2015	2014	2013	2012	2011		
Gross par written							
U.S. public finance	16,377	12,275	8,671	16,161	15,092		
U.S. asset-backed and other	327	418	287	620	1,673		
U.S. total	16,703	12,693	8,958	16,781	16,765		
International public finance	567	128	391	35	127		
International asset-backed and other	65	350	-	-	-		
International total	633	478	391	35	127		
Total gross par written	17,336	13,171	9,349	16,816	16,892		
Net par written	17,336	13,171	9,331	16,816	16,892		

<sup>\*</sup>Adjusted gross premiums written include upfront and present value of installment premiums and exclude trade credit.

Assured's municipal RAP for 2015 was 3.85% and was heavily weighted toward the U.S public finance business, which generated a 3.32% RAP for 2015. The quality of this business was in the 'BBB+' to 'A-' range. In fourth-quarter 2015 and first-quarter 2016, its U.S. public finance RAP was above 4% due to pricing improvements that began in mid-2015--as usual, the international public finance business reported a much stronger 15.34% RAP. In the international market, Assured benefits from the lack of direct bond insurer competition.

Table 2

	Year ended Dec. 31							
(Mil. \$)	2015 % of net par	2015 par	2014 par	2013 par	2012 par			
Public finance								
General obligations	35.2	126,255	140,276	155,277	169,985			
Utility	12.8	45,936	52,090	56,324	62,116			
Tax-backed	16.2	58,062	62,525	66,824	73,787			
Hospitals	4.2	15,006	14,848	16,132	17,838			
Transportation	6.5	23,454	27,823	30,830	33,799			
Colleges and universities	3.3	11,936	13,099	14,071	15,770			
Investor-owned utilities	0.3	916	944	991	1,069			
Housing	0.6	2,037	2,779	3,386	4,632			
Special revenue	-	=	=	=				
Other	2.3	8,264	7,739	8,345	8,968			
Total	81.4	291,866	322,123	352,180	387,966			
Domestic asset-backed and c	orporate finance							
Mortgage-backed securities	1.6	5,704	7,679	11,442	14,631			
Home equity loan	0.4	1,363	1,738	2,279	3,196			
Auto loan	0.0	0	20	73	150			
Other consumer asset-backed	0.6	2,098	2,079	2,125	3,24			
Commercial asset-backed	-	-	-	-				

Table 2

		Year e	nded Dec. 31	•	
(Mil. \$)	2015 % of net par	2015 par	2014 par	2013 par	2012 par
Bank/financial institutions	-	-	-	-	-
Other	6.3	22,605	29,654	42,988	53,474
Total	8.9	31,771	41,171	58,907	74,695
International					
Public finance	8.2	29,577	31,359	33,998	37,540
Asset-backed	1.5	5,358	9,077	14,021	19,691
Other	-	-	-	-	-
Total	9.7	34,934	40,436	48,019	57,231
Total net par outstanding	100	358,571	403,730	459,106	519,893

#### Management and governance

We view Assured's management and corporate strategy as satisfactory. Management's priorities include increasing penetration in the U.S. public finance market, increasing new business in U.S. structured finance and international segments, and assisting in the wind-down of inactive companies. It has made efforts in further achieving these goals with its 2015 acquisition of Radian Asset Assurance Inc. and recent acquisition of CIFG Holdings Inc. (CIFG). The experienced management team demonstrates a strong understanding of the various risks the company faces.

We have not identified any governance deficiencies in our assessment.

#### **Financial Risk Profile**

Assured's capital adequacy score is '2' and operating performance score is '3', leading to a financial risk profile score of '2'.

#### Capital adequacy

Assured's capital adequacy is very strong with a capital adequacy ratio above 1.0x at year-end 2015. Regarding Assured's exposure to issuers in Puerto Rico, in our scenario analysis, we assumed all issuers default on 100% of their debt service for the next four years and that Assured must make claim payments equal to 100% of debt service. Further analysis assumed payments of 15%, 25%, 35%, and 45% on total debt service. Our analysis shows that, without accounting for any other factors, Assured has sufficient capital to absorb the losses at the different claim payment rates and there would be no change in Assured's capital adequacy score. We will continue to monitor events in Puerto Rico and their impact on the group.

For its low commercial mortgage-backed securities (CMBS) exposure, we calculate stress losses outside the model based on Assured's position in the capital structure. We also subtract any applicable deductibles the company may have.

We expect Assured to maintain a capital adequacy ratio greater than 1.0x due to its target capital strategy, refundings, and the scheduled runoff of its insured portfolio--which is greater than the amount of new business being written,

allowing the company to deleverage.

As of Dec. 31, 2015, Assured did not comply with the largest obligor test, which weakened the capital adequacy score.

Table 3

	Year ended Dec. 31					
(Mil. \$)	2015	2014	2013	2012	2011	
Portfolio risk						
Municipal insurance weighted average capital charge (% of average annual debt service)	17.3	15.1	14.6	14.7	15.0	
Asset-backed capital charge (% of par)	12.1	12.1	4.5	4.4	4.4	
Model capital inputs						
Statutory capital	6,813	6,472	6,136	5,944	5,688	
Letters/lines of credit					200	
Contingent capital	400	400	400	400	400	
Excess of loss reinsurance	360	450	435	435	435	
Unearned premiums	3,045	3,299	3,545	3,833	4,036	
Loss Reserves	1,043	852	773	512	902	
Present value of installment premiums	645	716	858	1,005	1,178	
Capital adequacy						
Margin of safety (x)	>1.00	>1.00	>1.00	>1.00	>1.00	
Reliance on soft capital (%)	15.3	18.1	14.3	12.3	15.1	

#### Investment risk modifier

Assured's investment portfolio presents low risk because of its liability-driven investment strategy that targets sufficient liquidity to cover unexpected stress in the insured portfolio. Although external asset managers manage the portfolio, Assured is responsible for asset allocation and investment guidelines and has strict risk limits and sublimits by both sector and state that apply to municipal investments. As of Dec. 31, 2015, the \$11.4 billion investment portfolio fair value) credit quality was 'AA' and very liquid. It bought a significant portion of the self-insured and all speculative-grade bonds in the investment portfolio as part of its loss-mitigation strategy.

#### Operating performance

We view Assured's operating performance as strong as a result of the runoff of its more-volatile legacy structured finance portfolio and the long-term earnings power of its U.S public finance business. Assured typically collects premiums associated with the U.S. public finance business up front and earns them over the life of the underlying transaction, 20 years on average. As of Dec. 31, 2015, its statutory unearned premium reserve totaled \$3.0 billion, down from \$3.3 billion from a year earlier due to normal run-off and high refundings caused by low interest rates. We expect net earned premiums excluding refundings to continue to decline as the insured portfolio runs off and low new business production.

Table 4

Assured Guaranty Ltd. Operating Companies Operating Performance					
		Year	ended Dec. 31-	-	
(%)	2015	2014	2013	2012	2011
Operating return on equity (AGL)	11.8	8.1	10.2	9.7	12.1
Municipal risk-adjusted pricing ratio	3.9	3.6	4.5	4.5	4.3
Structured risk-adjusted pricing ratio	18.3	12.1	14.5	29.0	14.3
Statutory combined ratio	142.1	54.9	66.1	104.0	22.7
Statutory loss ratio	60.7	(26.9)	0.8	62.0	(27.4)
Statutory expense ratio	81.4	81.8	65.3	42.0	50.1
Statutory return on revenue	39.5	83.5	78.5	50.4	81.0
Insured portfolio speculative grade exposure	4.2	4.5	4.9	4.5	4.8

The volatility in its combined ratio over the past five years has been greatly influenced by the amount of net premiums written in any year and recoveries on its residential mortgage-backed securities (RMBS) transactions and representation and warranty putbacks. But when evaluating its expense component in terms of net premiums earned, the combined ratio still displays variability due to the loss ratio, but the combined ratio, by this measure, is well under 100% as a result of a much lower expense ratio.

Its recent acquisition of CIFG further enhances long-term earnings, adding about \$12 million to the statutory unearned premium reserve. Additionally, the insured portfolio assumed by Assured in this transaction does not change the risk profile of its total insured portfolio. Thereby, it presents minimal earnings volatility.

Assured's operating performance could erode due to claim payments from issuers in Puerto Rico that may be greater than reserves. If this occurs, we believe it would be a single-year event since there does not appear to be any other large exposures in its insured portfolio with the same stress levels as Puerto Rico. The annual accretion of discounted reserves would not be of a size to materially affect these metrics.

Table 5

Assured Guaranty Ltd. And Operating Companies Financial Statistics					
		Year	ended Dec. 31-	-	
(Mil. \$)	2015	2014	2013	2012	2011
Total assets	11,354	11,195	11,078	11,086	11,271
Cash and invested assets	10,961	10,781	10,635	10,543	10,796
Net premiums earned	664	493	620	725	654
Losses and loss adjustment expense	403	(133)	5	451	(179)
Underwriting expense	218	226	218	178	201
Investment income including gains/(losses)	425	345	416	366	366
Net income	327	625	710	392	1,046

#### Financial flexibility

Through AGL, the company has a good track record of raising capital, and we view its financial flexibility as neutral to the rating. The operating companies have no preferred stock or external surplus notes outstanding. AGC and AGM each have undrawn contingent capital facilities of \$200 million. A portion of reinsurance to third parties is

collateralized with high-quality assets held in trust for the benefit of AGM and AGC. Assured also has an excess-of-loss reinsurance agreement covering the U.S. municipal portfolio. We view the likelihood of future capital or liquidity needs at AGL or the operating companies as low.

#### Other Assessments

#### Enterprise risk management

Assured's ERM framework is strong, reflecting our positive assessment of its risk management culture, especially its influential chief risk officer who reports directly to the board of directors independent of management, the presence of a robust risk-reporting framework, and well-developed risk tolerance statement. Our favorable opinion of risk controls relating to underwriting risks, surveillance, and loss mitigation reflects the company's structured process for risk identification and monitoring, detailed risk limits and policies, and system of enforcement through well-defined authorities. Our strategic risk assessment of management is positive given its deliberate consideration of risk in its decision-making. We have neutral assessments of emerging risk management and risk models.

#### Management and Governance

We view Assured's management and corporate strategy as satisfactory. Management's priorities include increasing penetration in the U.S. public finance market, garnering new business in U.S. and global structured finance, and assisting in the winding down inactive companies. Management has been successful in achieving this goal with acquisition of Radian Asset Assurance Inc. in 2015 and recently CIFG. The management team has a long history in the financial guarantee industry and a strong grasp of the various risks the company faces.

We have not identified any governance deficiencies in our assessment.

#### Liquidity

We view Assured's liquidity as strong as a result of a conservative investment strategy that adequately supports its liquidity needs. As of Dec. 31, 2015, Assured had \$559 million in cash and short-term investments. There was no bank line in place. Assured has a limited number of credit default swap contracts with counterparties that require the posting of eligible collateral based on the marked-to-market valuation. Most of the credit support agreements in force to support the credit default swap notional exposures are conservatively capped based on our current ratings on the company.

Table 6

Assured Guaranty Ltd. Operating Companies Liquidity Statistics					
	Year ended Dec. 31				
(%)	2015	2014	2013	2012	2011
Underwriting cash flow ratio	N.M.	418.0	286.8	52.1	426.6
Liquid assets	86.4	93.1	92.8	94.2	95.7
Cash and short-term assets to loss payable ratio	335.0	366.8	652.7	256.8	164.6

N.M.--Not meaningful.

#### **Factors Specific To The Holding Company**

Assured Guaranty US Holdings Inc. (Assured Holdings) and its subsidiary, Assured Guaranty Municipal Holdings Inc. (AGMH), are the obligors for all debt and hybrid securities for the consolidated group. The operating performance and debt-service needs of Assured Holdings and AGMH and our 'A-' issuer credit rating on AGL depend on AGC's, AGM's, and AG Re's ability to pay dividends. The projected annual dividend capacities for AGM and AGC in each of the next three years are at least \$300 million--far more than the respective holding companies' debt-service needs. AG Re's projected dividend capacity is more than the planned shareholder dividend payments at AGL and could help support debt-service needs at Assured Holdings and AGMH.

Table 7

Assured Guaranty Ltd Financial Statistics					
		Year e	ended Dec	c. 31	
	2015	2014	2013	2012	2011
Interest coverage (x)	10.5	8.8	11.5	9.0	9.1
Fixed-charge coverage (x)	8.2	6.8	8.7	7.0	7.2
Debt leverage (%)	14.4	14.3	8.5	8.5	11.8
Financial leverage (%)	24.1	23.8	18.9	19.0	22.9

Note: Data are on a U.S. generally accepted accounting basis.

#### **Accounting Considerations**

We view AGL's accounting policies as generally consistent with industry standards and neutral to our ratings. AGL files consolidated statements according to U.S. generally accepted accounting principles (GAAP), whereas AGC, AGM, and MAC file financial statements under statutory accounting principles. AGM and AGC also publish consolidated GAAP financial statements. AG Re files financial statements according to U.S. GAAP.

The Financial Accounting Standards Board Accounting Standards Codification (ASC) 810 "Consolidation" addresses whether certain legal entities often used in securitization and other structured finance transactions should be included in the consolidated financial statements of any particular interested party. The remediation rights AGC or AGM might gain once an insured structured finance transaction experiences stress may give AGC and AGM power over the most significant activities of the special-purpose entity (SPE). As a result, the assets and liabilities of the insured transaction may be consolidated on Assured's balance sheet. We do not view consolidation of these transactions as indicating different or incremental risk relative to the company's nonconsolidated insurance exposure. From a risk perspective, we assess the guaranteed transactions as a capital charge for capital-adequacy modeling purposes. Because of this, we do not include the debt associated with SPEs in any leverage calculations or fixed-charge coverage ratios.

ASC 815 "Derivatives and Hedging" requires derivatives to be marked to market at each reporting date. In our opinion, this concept, insofar as it relates to the financial guarantee insurance industry, has introduced some earnings volatility that has little bearing on either the likelihood of a potential claim or a bond insurer's intrinsic earnings power. Unlike other financial sectors for which ASC 815 may be more relevant, bond insurers' contracts are not traded, and there is

no business intention to trade to realize gains. Therefore, recording a marked-to-market loss because of changing spreads in the marketplace does not make sense from our analytic perspective. Because almost all credit-default swap (CDS) contracts expire without a claim, we usually zero out corresponding marked-to-market positions at maturity. We believe Assured's statutory loss reserves indicate potential claims and, so, are a better representation of the economics of the financial guarantee. We also view our own capital charge evaluations as good indicators of changes to the credit profile of any bond insurers' insured sectors.

ASC 820 "Fair Value Measurements and Disclosures," the valuation of Assured's derivative liabilities, must take into account the market's perception of AGL's nonperformance risk by incorporating the spreads of Assured's CDS. From a ratings perspective, the market's view of Assured's ability to settle its obligations does not relieve it of its obligation to pay on its obligations, and it can't transfer the obligation at the market value. We do not consider any gains taken from the deterioration in Assured's own creditworthiness as economic or real for the purposes of our ratings analysis. We don't factor in any market-based movement unrelated to fundamental credit deterioration when considering capital and earnings.

AGM holds \$300 million in surplus notes from AGC. Although their capital positions benefit from the purchase of the notes, we have classified these notes as affiliated bonds with a 100% charge against AGM's surplus. We have adjusted the leverage and return ratios that we use for AGL for the impact of ASC 810, 815, and 820 (see table 7).

#### **Related Criteria And Research**

- Group Rating Methodology, Nov. 19, 2013
- Enterprise Risk Management, May 7, 2013
- Methodology: Management And Governance Credit Factors For Corporate Entities And Insurers, Nov. 13, 2012
- Bond Insurance Rating Methodology And Assumptions, Aug. 25, 2011
- Use Of CreditWatch And Outlooks, Sept. 14, 2009
- Hybrid Capital Handbook: September 2008 Edition, Sept. 15, 2008

Ratings Detail (As Of July 27, 2016)	
Assured Guaranty Ltd.	
Counterparty Credit Rating	A/Stable/
Counterparty Credit Ratings History	
18-Mar-2014	A/Stable/
30-Nov-2011	A-/Stable/
27-Sep-2011	A+/Watch Neg/
08-Aug-2011	A+/Negative/
Related Entities	
Assured Guaranty (Europe) Ltd.	
Financial Strength Rating	
Local Currency	AA/Stable/
Issuer Credit Rating	
Local Currency	AA/Stable/

Ratings Detail (As Of July 27, 2016) (cont.)
Financial Enhancement Rating

Local Currency AA/Stable/--

Assured Guaranty (UK) Ltd.

Financial Strength Rating

Local Currency AA/Stable/-Issuer Credit Rating AA/Stable/--

Financial Enhancement Rating

Local Currency AA/Stable/--

**Assured Guaranty Corp** 

Financial Strength Rating

Local Currency AA/Stable/--

Issuer Credit Rating

Local Currency AA/Stable/--

Financial Enhancement Rating

Local Currency AA/Stable/--

**Assured Guaranty Municipal Corp.** 

Financial Strength Rating

Local Currency AA/Stable/--

Issuer Credit Rating

Local Currency AA/Stable/--

Financial Enhancement Rating

Local Currency AA/Stable/--

**Assured Guaranty Municipal Holdings Inc.** 

Issuer Credit Rating

Local Currency A/Stable/-Junior Subordinated BBB+
Senior Unsecured A

**Assured Guaranty Re Ltd.** 

Financial Strength Rating

Local Currency AA/Stable/--

Issuer Credit Rating

Local Currency AA/Stable/--

Financial Enhancement Rating

Local Currency AA/Stable/--

**Assured Guaranty Re Overseas Ltd.** 

Financial Strength Rating

Local Currency AA/Stable/--

Issuer Credit Rating

Local Currency AA/Stable/--

Financial Enhancement Rating

Local Currency AA/Stable/--

**Assured Guaranty US Holdings Inc** 

Issuer Credit Rating A/Stable/--

Ratings Detail (As Of July 27, 2016) (cont.)	
Municipal Assurance Corp.	
Financial Strength Rating	
Local Currency	AA/Stable/
Issuer Credit Rating	
Local Currency	AA/Stable/
Financial Enhancement Rating	
Local Currency	AA/Stable/
Sutton Capital Trust I	
Preferred Stock	A+
Sutton Capital Trust II	
Preference Stock	A+
Sutton Capital Trust III	
Preferred Stock	A+
Sutton Capital Trust IV	
Preferred Stock	A+
Woodbourne Capital Trust I	
Preferred Stock	A+
Woodbourne Capital Trust II	
Preferred Stock	A+
Woodbourne Capital Trust III	
Preferred Stock	A+
Woodbourne Capital Trust IV	
Preferred Stock	A+

<sup>\*</sup>Unless otherwise noted, all ratings in this report are global scale ratings. S&P Global Ratings' credit ratings on the global scale are comparable across countries. S&P Global Ratings' credit ratings on a national scale are relative to obligors or obligations within that specific country. Issue and debt ratings could include debt guaranteed by another entity, and rated debt that an entity guarantees.

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