

ASSURED GUARANTY LTD  
Form 10-K/A  
October 31, 2011

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 10-K/A  
(Amendment No. 1 to Form 10-K)**

ý **ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934**

For the fiscal year ended December 31, 2010

Or

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

For the transition period from to .  
Commission File Number 001-32141

**ASSURED GUARANTY LTD.**

(Exact name of Registrant as specified in its charter)

**Bermuda**  
(State or other jurisdiction of  
incorporation or organization)

**98-0429991**  
(I.R.S. Employer Identification No.)

**30 Woodbourne Avenue  
Hamilton HM 08 Bermuda  
(441) 279-5700**

(Address, including zip code, and telephone number,  
including area code, of Registrant's principal executive office)

**None**

(Former name, former address and former fiscal year, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:

**Title of each class**  
Common Shares, \$0.01 per share

**Name of each exchange on which registered**  
New York Stock Exchange, Inc.

Securities registered pursuant to Section 12(g) of the Act: **None**

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Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

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

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Large accelerated filer       Accelerated filer       Non-accelerated filer       Smaller reporting company   
(Do not check if a  
smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The aggregate market value of Common Shares held by non-affiliates of the Registrant as of the close of business on June 30, 2010 was \$2,207,050,548 (based upon the closing price of the Registrant's shares on the New York Stock Exchange on that date, which was \$13.27). For purposes of this information, the outstanding Common Shares which were owned by all directors and executive officers of the Registrant were deemed to be the only shares of Common Stock held by affiliates.

As of October 24, 2011, 182,221,965 Common Shares, par value \$0.01 per share, were outstanding (excludes 76,060 unvested restricted shares).

### DOCUMENTS INCORPORATED BY REFERENCE

Certain portions of Registrant's definitive proxy statement relating to its 2010 Annual General Meeting of Shareholders are incorporated by reference to Part III of this report.

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**Assured Guaranty Ltd.**  
**Form 10-K/A**  
**Explanatory Note**

This Amendment No. 1 on Form 10-K/A ("Form 10-K/A") amends our annual report on Form 10-K for the year ended December 31, 2010, which was originally filed on March 1, 2011 ("Original Form 10-K"). This amendment is being filed to include restated financial statements as described in Note 2 to the consolidated financial statements contained in "Item 8. Financial Statements and Supplementary Data," financial data and related disclosures. The Company is restating its previously issued consolidated financial statements as of and for the years ended December 31, 2010 and 2009 and for each of the quarterly periods in 2010 to reflect the Company's determination that it did not properly account for the elimination of intercompany activity between the Company's insurance subsidiaries and its consolidated financial guaranty variable interest entities. Included in this restatement is the correction of other immaterial errors which affected the third and fourth quarters of 2009 as well as each quarter of 2010. The total effect of this restatement was a decrease to equity of \$65.3 million as of December 31, 2010, and decreases to net income of \$55.2 million in 2010 and \$11.2 million in 2009.

As a result of the errors discussed above, management has now determined that the Company had a material weakness in its internal control over financial reporting at December 31, 2010. A material weakness is a deficiency, or combination of control deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the annual or interim financial statements will not be prevented or detected on a timely basis. For a discussion of management's consideration of the Company's disclosure controls and procedures and the material weakness identified, see Part II, Item 9A, *Controls and Procedures* of this Form 10-K/A.

In accordance with the rules of the Securities and Exchange Commission (the "SEC"), this Form 10-K/A sets forth the complete text of the following items of the Original Form 10-K as modified where necessary to reflect the restatement:

Part I Item 6. Selected Financial Data;

Part I Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations;

Part I Item 7A. Quantitative and Qualitative Disclosures About Market Risk;

Part I Item 8. Financial Statements;

Part I Item 9A. Controls and Procedures; and

Part IV Item 15. Exhibits.

In accordance with rules of the SEC, this Form 10-K/A also includes as exhibits certifications from our Chief Executive Officer and Chief Financial Officer dated as of the date of this filing.

We expect to file shortly after the date this Form 10-K/A is filed amendments to our Quarterly Reports on Form 10-Q for the quarterly periods ended March 31 and June 30, 2011 to reflect the restatement.

Except for the items noted above, no other information included in the Original Form 10-K is being amended by this Form 10-K/A. This Form 10-K/A continues to speak as of the date of the Original Form 10-K and we have not updated the filing to reflect events occurring subsequently to the Original Form 10-K date other than those associated with the restatement of the Company's financial statements and certain material events. Accordingly, this Form 10-K/A should be read in conjunction with the Company's filings with the SEC subsequent to the filing of the Original 10-K, including any amendments to those filings.

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**FORWARD-LOOKING STATEMENTS**

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

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

rating agency action, including a ratings downgrade or change in outlook at any time of AGL or any of its subsidiaries and/or of transactions that AGL's subsidiaries have insured, both of which have occurred in the past, or a change in rating criteria;

developments in the world's financial and capital markets that adversely affect issuers' payment rates, the Company's loss experience, its ability to cede exposure to reinsurers, its access to capital, its unrealized (losses) gains on derivative financial instruments or its investment returns;

changes in the world's credit markets, segments thereof or general economic conditions;

more severe or frequent losses implicating the adequacy of the Company's expected loss;

the impact of market volatility on the mark-to-market of the Company's contracts written in credit default swap form;

reduction in the amount of insurance and reinsurance opportunities available to the Company;

deterioration in the financial condition of our reinsurers, the amount and timing of reinsurance recoverables actually received and the risk that reinsurers may dispute amounts owed to us under our reinsurance agreements;

the possibility that the Company will not realize insurance loss recoveries or damages from originators, sellers, sponsors, underwriters or servicers of residential mortgage-backed securities transactions;

increased competition;

changes in applicable accounting policies or practices;

changes in applicable laws or regulations, including insurance and tax laws;

other governmental actions;

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difficulties with the execution of the Company's business strategy;

contract cancellations;

the Company's dependence on customers;

loss of key personnel;

adverse technological developments;

the effects of mergers, acquisitions and divestitures;

natural or man-made catastrophes;

other risks and uncertainties that have not been identified at this time;

management's response to these factors; and

other risk factors identified in the Company's filings with the SEC.

The foregoing review of important factors should not be construed as exhaustive, and should be read in conjunction with the other cautionary statements that are included in this Form 10-K/A. The Company undertakes no obligation to update publicly or review any forward looking statement,

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whether as a result of new information, future developments or otherwise, except as required by law. Investors are advised, however, to consult any further disclosures the Company makes on related subjects in the Company's periodic reports filed with the SEC.

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

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

**CONVENTION**

Unless otherwise noted, ratings on Assured Guaranty's insured portfolio reflect its internal rating. Although Assured Guaranty's rating scale is similar to that used by the nationally recognized statistical rating organizations, the ratings may not be the same as ratings assigned by any such rating agency. The super senior category, which is not generally used by rating agencies, is used by Assured Guaranty in instances where its AAA-rated exposure has additional credit enhancement due to either (1) the existence of another security rated AAA that is subordinated to Assured Guaranty's exposure or (2) Assured Guaranty's exposure benefitting from a different form of credit enhancement that would pay any claims first in the event that any of the exposures incurs a loss, and such credit enhancement, in management's opinion, causes Assured Guaranty's attachment point to be materially above the AAA attachment point.

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The following selected financial data should be read together with the other information contained in this Form 10-K/A, including "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the consolidated financial statements and related notes included elsewhere in this Form 10-K/A.

|   | Year Ended December 31, |              |              |                |              |
|---|-------------------------|--------------|--------------|----------------|--------------|
|   | 2010                    | 2009(1)      | 2008         | 2007           | 2006         |
|   | (restated)              | (restated)   |              |                |              |
| (dollars in millions, except per share amounts)                       |                         |              |              |                |              |
| <b>Statement of operations data(2):</b>                               |                         |              |              |                |              |
| Revenues:   |                         |              |              |                |              |
| Net earned premiums(3)  | \$ 1,186.7              | \$ 930.4     | \$ 261.4     | \$ 159.3       | \$ 144.8     |
| Net investment income   | 354.7                   | 259.2        | 162.6        | 128.1          | 111.5        |
| Net realized investment gains (losses)                                | (2.0)                   | (32.7)       | (69.8)       | (1.3)          | (2.0)        |
| Realized gains and other settlements on credit derivatives            | 153.5                   | 163.6        | 117.6        | 74.0           | 73.9         |
| Net unrealized gains (losses) on credit derivatives                   | (155.1)                 | (337.8)      | 38.0         | (670.4)        | 11.8         |
| Fair value gain (loss) on committed capital securities                | 9.2                     | (122.9)      | 42.7         | 8.3            |              |
| Net change in financial guaranty variable interest entities           | (273.6)                 | (1.2)        |              |                |              |
| Other income  | 40.1                    | 58.5         | 0.7          | 0.5            | 0.4          |
| <b>Total revenues</b>   | <b>1,313.5</b>          | <b>917.1</b> | <b>553.2</b> | <b>(301.5)</b> | <b>340.4</b> |
| Expenses:   |                         |              |              |                |              |
| Loss and loss adjustment expenses(3)                                  | 412.2                   | 393.8        | 265.8        | 5.8            | 11.3         |
| Amortization of deferred acquisition costs(3)                         | 34.1                    | 53.9         | 61.2         | 43.2           | 45.2         |
| Assured Guaranty Municipal Holdings Inc. acquisition-related expenses | 6.8                     | 92.3         |              |                |              |
| Interest expense  | 99.6                    | 62.8         | 23.3         | 23.5           | 13.8         |
| Goodwill and settlement of pre-existing relationship                  |                         | 23.3         |              |                |              |
| Other operating expenses  | 211.5                   | 174.1        | 90.6         | 89.0           | 80.1         |



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|   |          |         |         |            |          |
|---|----------|---------|---------|------------|----------|
| Total expenses  | 764.2    | 800.2   | 440.9   | 161.5      | 150.4    |
| Income (loss) before<br>(benefit) provision for<br>income taxes   | 549.3    | 116.9   | 112.3   | (463.0)    | 190.0    |
| Provision (benefit) for<br>income taxes                           | 55.6     | 32.1    | 43.4    | (159.7)    | 30.3     |
| Net income (loss)   | 493.7    | 84.8    | 68.9    | (303.3)    | 159.7    |
| Less: Noncontrolling<br>interest of variable<br>interest entities |          | (1.2)   |         |            |          |
| Net income (loss)<br>attributable to Assured<br>Guaranty Ltd.     | \$ 493.7 | \$ 86.0 | \$ 68.9 | \$ (303.3) | \$ 159.7 |
| Earnings (loss) per<br>share(4):                                  |          |         |         |            |          |
| Basic   | \$ 2.68  | \$ 0.68 | \$ 0.78 | \$ (4.38)  | \$ 2.15  |
| Diluted   | \$ 2.61  | \$ 0.66 | \$ 0.77 | \$ (4.38)  | \$ 2.13  |
| Dividends per share   | \$ 0.18  | \$ 0.18 | \$ 0.18 | \$ 0.16    | \$ 0.14  |

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|   | Year Ended December 31, |             |            |            |            |
|---|-------------------------|-------------|------------|------------|------------|
|   | 2010                    | 2009        | 2008       | 2007       | 2006       |
|   | (restated)              | (restated)  |            |            |            |
| (dollars in millions, except per share amounts)                   |                         |             |            |            |            |
| <b>Balance sheet data (end of period)(2):</b>                     |                         |             |            |            |            |
| Assets:   |                         |             |            |            |            |
| Investments and cash  | \$ 10,849.3             | \$ 11,012.5 | \$ 3,643.6 | \$ 3,147.9 | \$ 2,469.9 |
| Premiums receivable, net of ceding commission(3)                  | 1,167.6                 | 1,418.2     | 15.7       | 27.8       | 22.8       |
| Ceded unearned premium reserve(3)                                 | 821.8                   | 1,078.1     | 18.9       | 13.5       | 4.5        |
| Credit derivative assets  | 592.9                   | 492.5       | 147.0      | 5.5        | 70.6       |
| Total assets  | \$ 19,841.9             | 16,779.4    | 4,555.7    | 3,762.9    | 2,931.6    |
| Liabilities and shareholders' equity:                             |                         |             |            |            |            |
| Unearned premium reserves(3)                                      | 6,972.9                 | 8,381.0     | 1,233.7    | 887.2      | 631.0      |
| Loss and loss adjustment expense reserve(3)                       | 574.4                   | 299.7       | 196.8      | 125.6      | 115.9      |
| Credit derivative liabilities                                     | 2,462.8                 | 2,034.6     | 733.8      | 623.1      | 21.6       |
| Long-term debt  | 1,052.9                 | 1,066.5     | 347.2      | 347.1      | 347.1      |
| Total liabilities   | \$ 16,108.4             | 13,270.5    | 2,629.5    | 2,096.3    | 1,280.8    |
| Accumulated other comprehensive income                            | 111.8                   | 141.8       | 2.9        | 56.6       | 41.9       |
| Shareholders' equity attributable to Assured Guaranty Ltd.        |                         |             |            |            |            |
| Shareholders' equity  | 3,733.5                 | 3,509.3     | 1,926.2    | 1,666.6    | 1,650.8    |
| Book value per share  | 20.32                   | 19.06       | 21.18      | 20.85      | 24.44      |
| <b>Consolidated statutory financial information(5):</b>           |                         |             |            |            |            |
| Contingency reserve   | \$ 2,288.0              | \$ 1,878.8  | \$ 712.2   | \$ 582.5   | \$ 630.9   |
| Policyholders' surplus(6)   | 2,626.8                 | 2,962.1     | 1,598.1    | 1,497.0    | 1,027.0    |
| Claims paying resources(2)(7)                                     | 12,630.0                | 13,051.0    | 4,962.0    | 4,440.0    | 3,415.0    |
| <b>Additional financial guaranty information (end of period):</b> |                         |             |            |            |            |
| Net in-force business (principal and interest)                    | \$ 927,143              | \$ 958,265  | \$ 348,816 | \$ 302,413 | \$ 180,174 |
| Net in-force business (principal only)                            | 617,131                 | 640,422     | 222,722    | 200,279    | 132,296    |

- (1) Results of operations of Assured Guaranty Municipal Holdings Inc. ("AGMH") are included for periods beginning July 1, 2009, which we refer to as the Acquisition Date.
- (2) Certain prior year balances have been reclassified to conform to the current year's presentation.
- (3) Accounting guidance for financial guaranty insurance contracts changed effective January 1, 2009. As a result, amounts are not comparable to periods prior to 2009.
- (4) Accounting guidance for the calculation of basic and diluted earnings per share changed effective January 1, 2009. All periods presented have been revised for comparability.
- (5) Prepared in accordance with accounting practices prescribed or permitted by insurance regulatory authorities.
- (6) Consolidated policyholders' surplus represents the addition of the Company's United States ("U.S.") based statutory surplus and the estimate of U.S. statutory surplus for its Bermuda based statutory entity, Assured Guaranty Re Ltd. ("AG Re").
- (7) Claims paying resources is calculated as the sum of statutory policyholders' surplus, statutory contingency reserve, statutory unearned premium reserves, statutory loss and loss adjustment expense ("LAE") reserves, present value of installment premium on financial guaranty and credit derivatives, discounted at 6%, and standby line of credit/stop loss. Total claims paying resources is used by Moody's Investors Service, Inc. ("Moody's") to evaluate the adequacy of capital resources and credit ratings.



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**ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The following discussion and analysis of the Company's financial condition and results of operations should be read in conjunction with the Company's consolidated financial statements and accompanying notes which appear elsewhere in this Form 10-K/A. It contains forward looking statements that involve risks and uncertainties. Please see "Forward Looking Statements" for more information. The Company's actual results could differ materially from those anticipated in these forward looking statements as a result of various factors, including those discussed below and elsewhere in this Form 10-K/A, particularly under the heading "Forward Looking Statements" and the Original Form 10-K under the heading "Risk Factors."

**Introduction**

Assured Guaranty provides, through its operating subsidiaries, credit protection products to the U.S. and international public finance, infrastructure and structured finance markets. The Company has applied its credit underwriting judgment, risk management skills and capital markets experience to develop insurance, reinsurance and credit derivative products that protect holders of debt instruments and other monetary obligations from defaults in scheduled payments, including scheduled interest and principal payments. The securities insured by the Company include taxable and tax-exempt obligations issued by U.S. state or municipal governmental authorities, utility districts or facilities; notes or bonds issued to finance international infrastructure projects; and asset-backed securities issued by special purpose entities. The Company markets its credit protection products directly to issuers and underwriters of public finance, infrastructure and structured finance securities as well as to investors in such debt obligations. The Company guarantees debt obligations issued in many countries, although its principal focus is on the U.S., Europe and Australia. The Company's business segments are comprised of two principal segments based on whether the contracts were written on a direct or assumed basis.

Financial guaranty contracts written in insurance form provide an unconditional and irrevocable guaranty that protects the holder of a financial obligation against non-payment of principal and interest when due. Financial guaranty contracts written in credit derivatives form are generally structured such that the circumstances giving rise to the Company's obligation to make loss payments are similar to those for financial guaranty contracts accounted for as insurance and only occurs upon one or more defined credit events with respect to one or more third party referenced securities or loans. Financial guaranties accounted for as credit derivatives are primarily comprised of credit default swap ("CDS").

Public finance obligations insured or assumed through reinsurance by the Company consist primarily of general obligation bonds supported by the issuers' taxing powers, tax-supported bonds and revenue bonds and other obligations of states, their political subdivisions and other municipal issuers supported by the issuers' or obligors' covenant to impose and collect fees and charges for public services or specific projects. Public finance obligations include obligations backed by the cash flow from leases or other revenues from projects serving substantial public purposes, including government office buildings, toll roads, health care facilities and utilities.

Structured finance obligations insured or assumed through reinsurance by the Company are backed by pools of assets such as residential mortgage loans, consumer or trade receivables, securities or other assets having an ascertainable cash flow or market value and issued by special purpose entities. The Company currently does not underwrite U.S. residential mortgage-backed securities ("RMBS").

**2010 Executive Summary**

This executive summary of management's discussion and analysis highlights selected information and may not contain all of the information that is important to readers of the Annual Report. For a complete description of events, trends and uncertainties, as well as the capital, liquidity, credit, operational and market risks and the critical accounting policies and estimates affecting the Company, the Original Form 10-K and this Form 10-K/A should be read together in their entirety. Financial information in Management's Discussion and Analysis has been restated as described in Note 2 of "Item 8. Financial Statements and Supplementary Data." The restatement related primarily to the correction of errors in the elimination of intercompany transactions between the Company's insurance

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subsidiaries and the consolidated financial guaranty variable interest entities ("VIEs"). The restatement resulted in a decrease to net income of \$55.2 million in 2010 and a decrease to net income of \$11.2 million in 2009 from amounts previously reported in the Original Form 10-K.

*Financial Performance*

The most significant contributing factor to increases in most of the major components of revenue and expense lines items in 2010 was the inclusion of a full year of AGMH results of operation in 2010 compared with only six months in 2009, as described below. In addition to AGMH's full year contribution to income in 2010, income was positively affected by commutation gains of \$49.8 million related to several AGMH ceded reinsurance contracts, and a net tax benefit of \$55.8 million due to the filing of an amended tax return for a period prior to the AGMH Acquisition.

In 2010, loss and LAE on financial guaranty contracts accounted for as insurance and losses incurred on credit derivatives (i.e., claim payments plus changes in future expected losses on credit derivatives) were higher than 2009 due primarily to higher U.S. RMBS losses. The changes in assumptions in 2010 (a) reflect a slower recovery in the housing market than had been assumed at the beginning of the year, and (b) include an increase in the assumed initial loss severities for subprime transactions from 70% to 80%. Mitigating the effects of this loss development were increases in the benefit taken for recoveries from breaches of representations and warranties ("R&W"), as the Company's loss mitigation efforts have been increasingly successful in obtaining commitments to repurchase and accessing new loan files.

Credit spreads of underlying CDS obligations and the Company's own credit spreads can have a significant effect on reported net income. In 2010, Alt-A option ARMs and Alt-A first lien transactions generated fair value losses due to wider implied net spreads. This was offset in part by fair value gains in the pooled corporate and other sectors which had tighter implied spreads.

The adoption of a new consolidation model for VIEs on January 1, 2010 affects comparability between 2010 and 2009. On that date, 21 VIEs were consolidated and four were deconsolidated, and throughout 2010, additional VIEs were consolidated and others were deconsolidated. As of December 31, 2010, the Company had consolidated 29 VIEs. In 2010, the Company consolidated VIEs when it had both 1) the power to direct the activities of a VIE that most significantly impact the entity's economic performance; and 2) the obligation to absorb losses of the entity that could potentially be significant to the VIE or the right to receive benefits from the entity that could potentially be significant to the VIE. The Company continuously evaluates its power to direct the activities that most significantly impact the economic performance of VIEs that have debt obligations insured by the Company. The Company obtains protective rights under its insurance contracts that give the Company additional controls over a VIE if there is either deterioration of deal performance or in the financial health of the deal servicer. Under accounting principles generally accepted in the United States of America ("GAAP"), the Company is deemed to be the control party typically when its protective rights give it the power to both terminate and replace the deal servicer.

The Company elected the fair value option for all newly consolidated financial guaranty VIEs in 2010, which required that changes in fair value be recorded in the consolidated statements of operations. Consistent with consolidation accounting rules, in 2010, net earned premium of \$47.6 million and loss and LAE of \$65.9 million associated with consolidated VIEs were eliminated from the reported results of operations. The discussion of each affected revenue and expense line item below describes the financial effect in 2010 of this new accounting model.

Table of Contents**Financial Performance**

|  | Year Ended December 31,                         |            |            |
|--|---|------------|------------|
|  | 2010  | 2009       | Change     |
|  | (dollars in millions, except per share amounts) |            |            |
|  | (restated)                                      | (restated) | (restated) |
| Net earned premiums  | \$ 1,186.7                                      | \$ 930.4   | \$ 256.3   |
| Net investment income                                      | 354.7   | 259.2      | 95.5       |
| Realized gains and other settlements on credit derivatives | 153.5   | 163.6      | (10.1)     |
| Net unrealized gains (losses) on credit derivatives        | (155.1)   | (337.8)    | 182.7      |
| Net change in financial guaranty VIEs                      | (273.6)   | (1.2)      | (272.4)    |
| Loss and LAE   | (412.2)   | (393.8)    | (18.4)     |
| AGMH Acquisition-related expenses                          | (6.8)   | (92.3)     | 85.5       |
| Goodwill and settlement of pre-existing relationship       |   | (23.3)     | 23.3       |
| Other operating expenses                                   | (211.5)   | (174.1)    | (37.4)     |
| Net income (loss) attributable to Assured Guaranty Ltd.    | 493.7   | 86.0       | 407.7      |
| Diluted earnings per share                                 | 2.61  | 0.66       | 1.95       |

The table above presents selected financial data in accordance with GAAP. In addition to these measures, the Company evaluates several non-GAAP financial measures which are described in " Non-GAAP Financial Measures." One such measure is PVP as described below.

The tables below present new business production ("PVP") and par amount written in the period. The gross PVP represents the present value of estimated future earnings primarily on new financial guaranty insurance and credit derivative contracts written in the period, before consideration of cessions to reinsurers. See " Non-GAAP Financial Measures" for a detailed description of PVP.

**Present Value of New Business Production**

|                             | Year Ended<br>December 31, |                 |
|-----------------------------|----------------------------|-----------------|
|                             | 2010                       | 2009            |
|                             | (in millions)              |                 |
| Public finance U.S.         |                            |                 |
| Primary markets             | \$ 285.6                   | \$ 557.1        |
| Secondary markets           | 42.5                       | 57.1            |
| Public finance non-U.S.     |                            |                 |
| Primary markets             |                            | 1.6             |
| Secondary markets           | 0.7                        | 0.2             |
| Structured finance U.S.     | 30.2                       | 23.2            |
| Structured finance non-U.S. | 3.7                        | 1.0             |
| <b>Total</b>                | <b>\$ 362.7</b>            | <b>\$ 640.2</b> |

Table of Contents**Financial Guaranty Gross Par Written**

|                             | Year Ended<br>December 31, |                  |
|-----------------------------|----------------------------|------------------|
|                             | 2010                       | 2009             |
|                             | (in millions)              |                  |
| Public finance U.S.         |                            |                  |
| Primary markets             | \$ 26,195                  | \$ 45,793        |
| Secondary markets           | 1,567                      | 1,327            |
| Public finance non-U.S.     |                            |                  |
| Primary markets             |                            | 466              |
| Secondary markets           | 34                         | 90               |
| Structured finance U.S.     | 2,963                      | 2,245            |
| Structured finance non-U.S. |                            |                  |
| <b>Total</b>                | <b>\$ 30,759</b>           | <b>\$ 49,921</b> |

PVP in 2010 decreased due to lower new business production in the new issue tax-exempt U.S. municipal market. During 2010, the Company insured, on a sales date basis, 1,697 U.S. new issue public finance transactions. The Company insured 8.4% of tax-exempt new issue par and 14.0% of tax-exempt new issue transactions originated in the U.S. public finance market during 2010. The decline in the Company's 2010 PVP reflects the decrease in insurable transactions as a result of the Build America Bonds ("BABs") program, rating recalibration and uncertainty about the Company's financial strength rating.

All par written since second quarter of 2009 has been in the direct segment and was primarily U.S. public finance business. In January 2009, Assured Guaranty Corp. ("AGC") finalized a reinsurance agreement with CIFG Assurance North America Inc. to assume a diversified portfolio of financial guaranty contracts totaling approximately \$13.3 billion of net par outstanding which was included in the reinsurance segment. AGC received \$75.6 million, net of ceding commissions, as of the closing of this transaction and it was entitled to approximately \$12.2 million of future installments related to this transaction. There have been no PVP originations in the reinsurance segment since the first quarter of 2009.

The table below reconciles PVP to gross written premiums.

**Reconciliation of PVP to Gross Written Premium**

|  | Year Ended<br>December 31, |                 |
|--|----------------------------|-----------------|
|  | 2010                       | 2009            |
|  | (in millions)              |                 |
| Total PVP  | \$ 362.7                   | \$ 640.2        |
| Less: PVP of credit derivatives                  |                            | 2.4             |
| PVP of financial guaranty insurance              | 362.7                      | 637.8           |
| Less: Financial guaranty installment premium PVP | 33.2                       | 25.4            |
| Total: Financial guaranty upfront GWP            | 329.5                      | 612.4           |
| Plus: Financial guaranty installment GWP         | (107.2)                    | (55.1)          |
| Total financial guaranty GWP                     | 222.3                      | 557.3           |
| Plus: Other GWP                                  |                            | (0.9)           |
| <b>Total GWP</b>                                 | <b>\$ 222.3</b>            | <b>\$ 556.4</b> |

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*Business Overview*

Since 2008, the Company has been the most active provider of financial guaranty credit protection products. The significant financial distress faced by many of the Company's former competitors since 2007, the Company's ability to maintain investment-grade financial strength ratings throughout the financial crisis, and its acquisition of AGMH in 2009 have all contributed to the Company's position in the market. However, business conditions have been difficult for the entire financial guaranty insurance industry since 2007 and the Company has faced challenges in maintaining its market penetration that continue today.

The recent U.S. economic recession that began in 2007 following the start of a global financial crisis was the longest recession the U.S. has experienced since World War II. The recession combined with the global financial crisis and, in some cases, highly leveraged financial risk, created significant credit and financial losses at many financial institutions, resulting in record levels of failures and government bailout of many global financial institutions and corporations.

Within the financial guaranty industry, financial losses were concentrated in the U.S. RMBS sector and, in particular, on collateralized debt obligations ("CDOs") backed by asset-backed securities ("ABS") containing significant residential mortgage collateral ("CDOs of ABS"). The Company has very limited exposure to CDOs of ABS, with only \$32.3 million in net par outstanding as of December 31, 2010. As a result of credit losses on these types of securities, all of the Company's pre-2007 financial guaranty competitors, except Assured Guaranty Municipal Corp. ("AGM"), have had their financial strength ratings downgraded by rating agencies to below investment grade levels, rendering them unable to underwrite new business. The Company's insurance subsidiaries have also been downgraded, principally due to their exposure to U.S. RMBS, but because management substantially avoided insuring CDOs of ABS, AGM and AGC have retained double-A level ratings, which have been acceptable for new business origination.

Although the National Bureau of Economic Research declared that the recession ended in June 2009, housing prices have not consistently stabilized and the ultimate credit experience on U.S. RMBS transactions underwritten from the end of 2004 through 2008 by many financial institutions, including the financial guaranty insurers, remains uncertain. Furthermore, while hiring trends have improved, unemployment levels remain high and may take years to return to pre-recession levels, which may adversely affect Assured Guaranty's loss experience on RMBS. In addition, the economic recession has also affected the credit performance of other markets, including pooled corporate obligations insured by the Company and, more specifically, trust preferred securities ("TruPS") that include subordinated capital and notes issued by banks, mortgage real estate investment trusts and insurance companies.

The U.S. municipal bond market, which has been the Company's principal market since 2007, has also changed significantly during the past three years. Municipal credits have experienced increased budgetary stress, as the amount of sales, income and real estate taxes and other municipal excise or usage revenues collected by most states and municipalities have declined. In addition, many states and towns have significant unfunded pension and retiree health care liabilities that create additional budgetary stress.

The current economic environment has had a significant negative impact on the demand by investors for financial guaranty policies, and it is uncertain when or if demand for financial guaranties will return to their pre-economic crisis level. In particular, there has been limited demand for financial guaranties in 2010 in both the global structured finance and international infrastructure finance markets and also limited new issuance activity in those asset classes in which the Company was previously active. As a result, near-term opportunities for financial guaranties in these two sectors are largely in secondary markets. The Company expects that global structured finance and international infrastructure opportunities will increase in the future as the global economy recovers, issuers return to the capital markets for financings and institutional investors again utilize financial guaranties. Financial guaranties had been an essential component of capital markets financings for international infrastructure projects and asset-based lending, such as for auto loans and leases and equipment financings, but these financings have been largely financed in recent years with relatively short-term bank loans.



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With respect to the Company, during 2010, the Company faced challenges in maintaining its market penetration. The portion of the market that benefited from the Company's insurance product was reduced as a result of a combination of the rating agency recalibration and upgrading of the ratings of municipal bonds; the downgrade of AGC's financial strength rating by Moody's in November 2009; and the issuances under the BABs program that constituted a large volume of the transactions in the U.S. public finance market during the year. In addition, both the uncertainty over the financial strength ratings of the Company's insurance subsidiaries and a negative perception of financial guaranty insurers arising from the financial distress suffered by other companies in the industry during the financial crisis have resulted in lower demand for the Company's insurance product.

In 2010, the Company insured 6.2% of new U.S. municipal issuance based on par. The following table presents additional detail with respect to the Company's penetration into the U.S. public finance market in 2010, 2009 and 2008.

**Municipal Market Data**

|  | Year Ended December 31,                        |                  |          |                  |          |                  |
|--|--|------------------|----------|------------------|----------|------------------|
|  | 2010   |                  | 2009     |                  | 2008     |                  |
|  | Par  | Number of issues | Par      | Number of issues | Par      | Number of issues |
|  | (dollars in billions, except number of issues) |                  |          |                  |          |                  |
| New municipal bonds issued                                   | \$ 430.8                                       | 13,594           | \$ 406.8 | 11,412           | \$ 386.5 | 10,452           |
| New municipal bonds issued under BABs program                | 117.3  | 1,567            | 64.2     | 784              |          |                  |
| New municipal bonds insured (all financial guaranty)         | 26.8   | 1,697            | 35.4     | 2,012            | 72.2     | 2,564            |
| New municipal bonds insured (AGC and AGM)                    | 26.8   | 1,697            | 34.8     | 2,005            | 65.7     | 2,415            |
| New municipal bonds insured under BABs program (AGC and AGM) | 4.7  | 153              | 1.7      | 87               |          |                  |

Management believes that, in light of the prevalence of individual rather than institutional investors in the municipal market, the Company is able to provide value not only by insuring the timely payment of scheduled interest and principal amounts when due, but also through its underwriting skills and surveillance capabilities. Because few individual or even institutional investors have the analytic resources to cover all the varied municipal credits in the market, which are estimated to number more than 30,000, through its financial guaranty, the Company effectively consolidates the tasks of credit selection, analysis, negotiation of terms, monitoring and, if necessary, remediation. Management believes this allows retail investors to participate more widely, institutional investors to operate more efficiently and smaller, less well-known issuers to gain market access on a more cost-effective basis. In fact, in 2010, based on par, the Company insured approximately 15% of new U.S. municipal issuance in the single-A rating category, which is its target market, and more than 15% of new U.S. municipal issuance transactions that were \$25 million or less in size.

**Rating Agency Actions**

When a rating agency rates a financial obligation guaranteed by one of AGL's insurance company subsidiaries, it generally awards that obligation the same rating it has assigned to the financial strength of the AGL subsidiary that provides the guaranty. Investors in products insured by the Company's insurance company subsidiaries frequently rely on ratings published by nationally recognized statistical rating organizations ("NRSROs") because such ratings influence the trading value of securities and form the basis for many institutions' investment guidelines as well as individuals' bond purchase decisions. Therefore, the Company manages its business with the goal of achieving high financial strength ratings. However, the models used by NRSROs differ, presenting conflicting goals that may make it inefficient or impractical to reach the highest rating level. The models are not fully transparent, contain subjective data (such as assumptions about future market demand for the Company's products) and change frequently. Ratings reflect only the views of the respective NRSROs and are subject to continuous review and revision or withdrawal at any time.

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On September 27, 2011, Standard and Poor's Rating Services ("S&P") published a Research Update in which it placed its ratings on Assured Guaranty on CreditWatch Negative. This action included changing the financial strength ratings of AGC and AGM from AA+ (Negative Outlook) to AA+ (CreditWatch Negative), and the AA (Negative Outlook) rating of AG Re to AA (CreditWatch Negative), signifying that S&P may downgrade such financial strength ratings in the near future. In the Research Update, S&P stated that the CreditWatch placement is due to significant concentration risk in Assured Guaranty's consolidated insured portfolio; the portfolio contains exposures that are not consistent with S&P's new bond insurance rating criteria and breach the "largest obligor test" in such new criteria. S&P published updated criteria in *Bond Insurance Rating Methodology and Assumptions* on August 25, 2011, subsequent to S&P's publication of *Request for Comment: Bond Insurance Criteria* on January 24, 2011. However, according to S&P, based on statements from Assured Guaranty's management that Assured Guaranty intends to take action to mitigate these concentration risks, it is likely such actions, if taken, would support financial strength ratings in the "AA" category. S&P noted that it expects to resolve this CreditWatch placement no later than November 30, 2011. If the Company were unable to mitigate the concentration risks by creating capital or utilizing additional forms of reinsurance on acceptable terms, S&P may downgrade the ratings of Assured Guaranty, including the financial strength ratings of AGC, AGM and AG Re. See Notes 6, 8 and 13 for the potential impact of a financial strength rating downgrade on the Company and on the insured portfolio.

**AGMH Acquisition**

On July 1, 2009 ("Acquisition Date"), the Company, through its wholly-owned subsidiary, Assured Guaranty US Holdings Inc. ("AGUS"), purchased AGMH (formerly Financial Security Assurance Holdings Ltd, the "AGMH Acquisition") and, indirectly, its subsidiaries (excluding those involved in AGMH's former Financial Products Business, which was comprised of its guaranteed investment contracts ("GIC") business, its medium term notes business and the equity payment agreements associated with AGMH's leveraged lease business, collectively, the "Financial Products Business") from Dexia Holdings Inc. ("Dexia Holdings"), an indirect subsidiary of Dexia SA and certain of its affiliates (together, "Dexia"). The principal operating subsidiary acquired was AGM (formerly Financial Securities Assurance Inc.). The acquired companies are collectively referred to as the "Acquired Companies." The AGMH subsidiaries that conducted AGMH's former financial products business (the "Financial Products Companies") were sold to Dexia Holdings prior to the AGMH Acquisition.

The total purchase price of \$821.9 million was paid in a combination of \$546 million in cash and 22.3 million AGL common shares. AGL issued approximately 21.8 million common shares to Dexia, all of which Dexia subsequently sold in a secondary offering that closed in March 2010.

The Company acquired 99.9264% of the common stock of AGMH pursuant to a purchase agreement with Dexia and the remaining shares of AGMH common stock from AGMH's former chief executive officer, for 305,017 AGL common shares. The Company also exchanged the deemed investment of Sean McCarthy, who became the Chief Operating Officer of the Company following the closing of the AGMH Acquisition, in 22,306 share units of AGMH under a AGMH nonqualified deferred compensation plan for a deemed investment in 130,000 share units of AGL. The AGL share units will ultimately be distributed to Mr. McCarthy as a corresponding number of AGL common shares at the time he receives a distribution from such nonqualified deferred compensation plan.

In addition, as further described under " Liquidity and Capital Resources Liquidity Arrangements with respect to AGMH's former Financial Products Business," the Company has entered into various agreements with Dexia pursuant to which Dexia has assumed the credit and liquidity risks associated with AGMH's former financial products business.

The cash portion of the purchase price for the AGMH Acquisition was financed through the sale of 44,275,000 common shares and 3,450,000 equity units in a public offering in June 2009. The equity units initially consist of a forward purchase contract and a 5% undivided beneficial ownership interest in \$1,000 principal amount 8.50% senior notes due 2014 issued by AGUS ("8.50% Senior Notes"). For a description of the equity units, see " Liquidity and Capital Resources Commitments and Contingencies Long Term Debt Obligations 8.50% Senior Notes." The net proceeds after underwriting expenses and offering costs for these two offerings totaled approximately \$616.5 million.

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WLR Funds managed by WL Ross purchased 3,850,000 AGL common shares in the June 2009 public common share offering at the public offering price in the public offering, pursuant to pre-emptive rights.

The Company has agreed with Dexia Holdings to operate the business of AGM in accordance with the key parameters described. These restrictions will limit the Company's operating and financial flexibility.

Generally, for three years after the closing of the AGMH Acquisition:

Unless AGM is rated below A1 by Moody's and AA- by S&P, it will only insure public finance and infrastructure obligations. An exception applies in connection with the recapture of business ceded by AGM to a third party reinsurer under certain circumstances.

AGM will continue to be domiciled in New York and be treated as a monoline bond insurer for regulatory purposes.

AGM will not take any of the following actions unless it receives prior rating agency confirmation that such action would not cause any rating currently assigned to AGM to be downgraded immediately following such action:

- (a) merger;
- (b) issuance of debt or other borrowing exceeding \$250 million;
- (c) issuance of equity or other capital instruments exceeding \$250 million;
- (d) entry into new reinsurance arrangements involving more than 10% of the portfolio as measured by either unearned premium reserve or net par outstanding; or
- (e) any waiver, amendment or modification of any agreement relating to capital or liquidity support of AGM exceeding \$250 million.

AGM will not repurchase, redeem or pay any dividends in relation to any class of equity interests, unless:

- (a) at such time AGM is rated at least AA- by S&P and Aa3 by Moody's (if such rating agencies still rate financial guaranty insurers generally) and the aggregate amount of such dividends in any year does not exceed 125% of AGMH's debt service for that year; or
- (b) AGM receives prior rating agency confirmation that such action would not cause any rating currently assigned to AGM to be downgraded immediately following such action.

AGM will not enter into:

- (a) commutation or novation agreements with respect to its insured public finance portfolio involving a payment by AGM exceeding \$250 million; or
- (b)

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any "cut-through" reinsurance, pledge of collateral security or similar arrangement involving a payment by AGM whereby the benefits of reinsurance purchased by AGM or of other assets of AGM would be available on a preferred or priority basis to a particular class or subset of policyholders of AGM relative to the position of Dexia as policyholder upon the default or insolvency of AGM (whether or not with the consent of any relevant insurance regulatory authority).

This provision does not limit: collateral arrangements between AGM and its subsidiaries in support of intercompany reinsurance obligations; or statutory deposits or other collateral arrangements required by law in connection with the conduct of business in any jurisdiction; or pledges of recoveries or other amounts to secure repayment of amounts borrowed under AGM's "soft capital" facilities or its strip liquidity facility with Dexia Credit Local S.A. ("DCL"). See " Liquidity and Capital Resources Liquidity Arrangements with Respect to AGMH's former Financial Products Business Strip Coverage Facility for the Leveraged Lease Business."

Furthermore, until the date on which (1) a credit rating has been assigned by S&P and Moody's to the GIC issuers (and/or the liabilities of the GIC issuers under the relevant GICs have been separately

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rated by S&P and Moody's) which is independent of the financial strength rating of AGM, and (2) the principal amount of GICs in relation to which a downgrade of AGM may result in a requirement to post collateral or terminate such GIC, notwithstanding the existence of a separate rating referred to in (1) of at least AA or higher is below \$1.0 billion (the "AGM De-Linkage Date");

AGM will restrict its liquidity exposure such that no GIC contracts or similar liabilities insured by AGM after the closing shall have terms that require acceleration, termination or prepayment based on a downgrade or withdrawal of any rating assigned to AGM's financial strength, a downgrade of the issuer or obligor under the agreement, or a downgrade of any third party; and

AGM will continue to be rated by each of Moody's and S&P, if such rating agencies still rate financial guaranty insurers generally.

Notwithstanding the above, all such restrictions will terminate on any date after the AGM De-Linkage Date that the aggregate principal amount or notional amount of exposure of Dexia Holdings and any of its affiliates (excluding the exposures relating to the financial products business) to any transactions insured by AGM or any of its affiliates prior to November 14, 2008 is less than \$1 billion. Breach of any of these restrictions not remedied within 30 days of notice by Dexia Holdings entitles Dexia Holdings to payment of damages, injunctive relief or other remedies available under applicable law.

On June 30, 2009, the States of Belgium and France (the "States") issued a guaranty to FSA Asset Management LLC ("FSAM") pursuant to which the States guarantee, severally but not jointly, Dexia's payment obligations under a certain guaranteed put contract, subject to certain limitations set forth therein. The FSAM assets referenced in the guaranteed put contract were all sold by October 2011 as part of an asset divestment program that Dexia announced in May 2011. As a result, the guaranty of the States has effectively terminated.

The Financial Products Companies' obligations are currently, and at all times in the future required to be, supported by eligible assets in an amount sufficient to allow the Financial Products Companies to meet their obligations. On September 29, 2011, the transaction documents required an analysis of the value of FSAM assets versus the guaranteed investment contracts ("GICs") obligations and other associated liabilities of the Financial Products Companies. On that day, the required amount of assets exceeded the liabilities, and therefore Dexia was not required to post additional collateral to support its protection arrangements. Assured Guaranty believes the assets owned by the Financial Products Companies are sufficient for them to meet their GIC obligations and other associated liabilities. However, Dexia is required to post additional collateral if there is any shortfall in assets as compared with liabilities in the future.

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The following table shows the assets and liabilities of the companies acquired in the AGMH Acquisition ("Acquired Companies") after the allocation of the purchase price to the net assets. The bargain purchase gain resulted from the difference between the purchase price and the net assets' fair value estimates.

|  | <b>July 1, 2009</b>  |
|--|----------------------|
|  | <b>(in millions)</b> |
| <b>Purchase price:</b>   |                      |
| Cash   | \$ 546.0             |
| Fair value of common shares issued (based upon June 30, 2009 closing price of AGL common shares) | 275.9                |
| <b>Total purchase price</b>  | <b>821.9</b>         |
| <b>Identifiable assets acquired:</b>   |                      |
| Investments  | 5,950.1              |
| Cash   | 87.0                 |
| Premiums receivable, net of ceding commissions payable   | 854.1                |
| Ceded unearned premium reserve   | 1,727.7              |
| Deferred tax asset, net  | 888.1                |
| Financial guaranty VIE's assets  | 1,879.4              |
| Other assets   | 662.6                |
| <b>Total assets</b>  | <b>12,049.0</b>      |
| <b>Liabilities assumed:</b>  |                      |
| Unearned premium reserve   | 7,286.4              |
| Long-term debt   | 560.6                |
| Credit derivative liabilities  | 920.0                |
| Financial guaranty VIE's liabilities   | 1,878.6              |
| Other liabilities  | 348.9                |
| <b>Total liabilities</b>   | <b>10,994.5</b>      |
| <b>Net assets resulting from AGMH Acquisition</b>  | <b>1,054.5</b>       |
| Bargain purchase gain resulting from the AGMH Acquisition  | \$ 232.6             |

Due to the unprecedented credit crisis, the Company acquired AGMH at a significant discount to its book value primarily because the fair value of the obligation associated with its financial guaranty insurance contracts was significantly in excess of the obligation's historical carrying value. The Company recorded the fair value of these contracts based on what a hypothetical similarly rated financial guaranty insurer would have charged for each contract at the Acquisition Date and not the actual cash flows under the insurance contract. This resulted in some AGMH acquired contracts having a significantly higher unearned premium reserve and, subsequently, premium earnings compared to the contractual premium cash flows for the policy. On the Acquisition Date, there were limited financial guaranty contracts being written in the structured finance market, particularly in the U.S. RMBS asset class. Therefore, for certain asset classes, significant judgment was required to determine the estimated fair value of the acquired contracts. The Company determined the fair value of these contracts by taking into account the rating of the insured obligation, expectation of loss, estimated risk premiums, sector and term.

For a discussion of significant accounting policies applied to the AGMH Acquisition, the effects of the AGMH Acquisition, and unaudited pro forma results of operations, see Note 4 in "Item 8. Financial Statements and Supplementary Data."



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**Results of Operations**

*Estimates and Assumptions*

The Company's consolidated financial statements include amounts that are determined using estimates and assumptions. The actual amounts realized could ultimately be materially different from the amounts currently provided for in the Company's consolidated financial statements. Management believes the items requiring the most inherently subjective and complex estimates to be:

reserves for losses and LAE, including assumptions for breaches of R&W,

fair value of credit derivatives, VIE's assets, VIE's liabilities and committed capital securities ("CCS"),

fair value of net assets acquired in AGMH Acquisition,

fair value of investments and other-than-temporary impairment ("OTTI"),

DAC,

deferred income taxes,

share-based compensation, and

premium revenue recognition and premiums receivable.

An understanding of the Company's accounting policies for these items is of critical importance to understanding its consolidated financial statements. See "Item 8. Financial Statements and Supplementary Data" for a discussion of significant accounting policies and fair value methodologies. The following discussion of the consolidated and segment results of operations includes information regarding the estimates and assumptions used for these items and should be read in conjunction with the notes to the Company's consolidated financial statements.

*Consolidated Results of Operations*

The following table presents summary consolidated results of operations. Comparability of periods presented is affected by the inclusion of AGMH results beginning July 1, 2009 and the adoption of new GAAP accounting requiring the consolidation of certain VIEs previously accounted for as financial guaranty insurance on January 1, 2010 and the adoption of a new financial guaranty accounting model on January 1, 2009.



Table of Contents**Summary Consolidated Results**

|   | Year Ended December 31, |            |          |
|---|-------------------------|------------|----------|
|   | 2010                    | 2009       | 2008     |
|   | (in millions)           |            |          |
|   | (restated)              | (restated) |          |
| <b>Revenues:</b>  |                         |            |          |
| Net earned premiums                                     | \$ 1,186.7              | \$ 930.4   | \$ 261.4 |
| Net investment income                                   | 354.7                   | 259.2      | 162.6    |
| Net realized investment gains (losses)                  | (2.0)                   | (32.7)     | (69.8)   |
| Change in fair value of credit derivatives:             |                         |            |          |
| Realized gains and other settlements                    | 153.5                   | 163.6      | 117.6    |
| Net unrealized gains                                    | (155.1)                 | (337.8)    | 38.0     |
| Net change in fair value of credit derivatives          | (1.6)                   | (174.2)    | 155.6    |
| Fair value gain (loss) on committed capital securities  | 9.2                     | (122.9)    | 42.7     |
| Net change in financial guaranty VIEs                   | (273.6)                 | (1.2)      |          |
| Other income  | 40.1                    | 58.5       | 0.7      |
| <br>  |                         |            |          |
| Total revenues  | 1,313.5                 | 917.1      | 553.2    |
| <b>Expenses:</b>  |                         |            |          |
| Loss and LAE  | 412.2                   | 393.8      | 265.8    |
| Amortization of deferred acquisition costs              | 34.1                    | 53.9       | 61.2     |
| AGMH acquisition-related expenses                       | 6.8                     | 92.3       |          |
| Interest expense  | 99.6                    | 62.8       | 23.3     |
| Goodwill and settlement of pre-existing relationship    |                         | 23.3       |          |
| Other operating expenses                                | 211.5                   | 174.1      | 90.6     |
| <br>  |                         |            |          |
| Total expenses  | 764.2                   | 800.2      | 440.9    |
| <br>  |                         |            |          |
| Income (loss) before provision for income taxes         | 549.3                   | 116.9      | 112.3    |
| Provision (benefit) for income taxes                    | 55.6                    | 32.1       | 43.4     |
| <br>  |                         |            |          |
| Net income (loss)                                       | 493.7                   | 84.8       | 68.9     |
| Less: Noncontrolling interest of VIEs                   |                         | (1.2)      |          |
| <br>  |                         |            |          |
| Net income (loss) attributable to Assured Guaranty Ltd. | \$ 493.7                | \$ 86.0    | \$ 68.9  |

*Net Earned Premiums***Net Earned Premiums**

|                                     | Year Ended December 31, |          |         |
|-------------------------------------|-------------------------|----------|---------|
|                                     | 2010                    | 2009     | 2008    |
|                                     | (in millions)           |          |         |
| <b>Financial guaranty:</b>          |                         |          |         |
| Public finance                      |                         |          |         |
| Scheduled net earned premiums       | \$ 385.4                | \$ 249.3 | \$ 95.8 |
| Acceleration of premium earnings(1) | 91.0                    | 171.5    | 61.9    |
| <br>                                |                         |          |         |
| Total public finance                | 476.4                   | 420.8    | 157.7   |
| Structured finance                  |                         |          |         |

|                                     |            |          |          |
|-------------------------------------|------------|----------|----------|
| Scheduled net earned premiums(2)    | 708.9      | 504.3    | 98.0     |
| Acceleration of premium earnings(1) | (1.0)      | 2.3      |          |
| Total structured finance            | 707.9      | 506.6    | 98.0     |
| Other                               | 2.4        | 3.0      | 5.7      |
| Total net earned premiums           | \$ 1,186.7 | \$ 930.4 | \$ 261.4 |

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(1) Reflects the unscheduled refunding or early termination of underlying insured obligations.

(2) Excludes \$47.6 million in 2010 related to consolidated VIEs.

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*2010 compared with 2009:* Net earned premiums increased significantly in 2010 compared with 2009, due almost entirely to the inclusion of a full year of AGMH results in 2010 compared to only six months in 2009. The net earned premium contribution from AGMH as a result of the AGMH Acquisition was approximately \$1.0 billion for 2010, representing twelve months of activity and \$0.6 billion for 2009, representing six months of activity.

Beginning January 1, 2010, net earned premiums excludes the net earned premium related to consolidated VIEs under new VIE consolidation accounting rules. The consolidated VIEs are entities that are established and used in structured finance insured transactions for which the Company is deemed to have a controlling financial interest, as defined by GAAP, due to its ability to terminate and replace the deal's servicer. Net earned premiums associated with the consolidated VIEs in 2010, and therefore eliminated in consolidation, were \$47.6 million. AGMH's contribution to net earned premiums of \$1.0 billion is already net of the elimination of \$46.2 million of AGM's consolidated VIEs. In 2009, four VIEs were consolidated for only the last six months under consolidation rules in effect at that time; however, the related net earned premiums in 2009 were immaterial.

Excluding AGMH's contribution and VIE eliminations, net earned premiums in 2010 compared to 2009 decreased 18.1% due primarily to higher refundings and accelerations in 2009, offset in part by the effect of conforming estimates used to determine inputs to the calculation of the net earned premiums to those used by the Acquired Companies in 2009. Refundings and accelerations, excluding AGMH, were \$20.5 million in 2010 compared to \$129.7 million in 2009.

*2009 compared with 2008:* Net earned premium increased significantly in 2009 compared to 2008 due primarily to the inclusion of \$0.6 billion from AGMH for the last six months of 2009 and significant refundings and accelerations in 2009 on the legacy AGC and AG Re book of business. Excluding AGMH's contribution to net earned premiums, net earned premium increased 22.3% due primarily to higher refundings and accelerations of legacy AGC and AG Re business of \$129.7 million in 2009 compared to \$61.9 million in 2008, offset in part by the effects of conforming accounting estimates used to determine inputs to the calculation of the net earned premiums to those used by the Acquired Companies in 2009. Net earned premiums in 2008 were accounted for under a different accounting model as described in Note 6 in Item 8. "Financial Statements and Supplementary Data".

*Net Investment Income*

Net investment income for 2009 includes six months of income from AGMH investments and 2010 includes a full year of AGMH net investment income and is the primary driver of the increase in net investment income in 2010 and 2009. The AGMH investments were recorded at fair value on the Acquisition Date which resulted in a net premium to par of \$58.7 million that is being amortized to net investment income over the remaining term to maturity of each of the investments. Investment income is a function of the yield that the Company earns on invested assets. The investment yield is a function of market interest rates at the time of investment as well as the type, credit quality and maturity of the invested assets.

**Net Investment Income**

|  | Year Ended December 31, |            |            |
|--|-------------------------|------------|------------|
|  | 2010                    | 2009       | 2008       |
|  | (in millions)           |            |            |
|  | (restated)              |            |            |
| Income from fixed maturity securities            | \$ 359.7                | \$ 262.4   | \$ 154.5   |
| Income from short-term investments               | 3.5                     | 3.2        | 11.5       |
| Gross investment income                          | 363.2                   | 265.6      | 166.0      |
| Investment expenses                              | (8.5)                   | (6.4)      | (3.4)      |
| Net investment income                            | \$ 354.7                | \$ 259.2   | \$ 162.6   |
| Average fixed and short term maturity balance(1) | \$ 10,348.2             | \$ 6,875.0 | \$ 3,555.6 |

(1) Based on amortized cost.

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*2010 compared with 2009:* The increase in net investment income in 2010 compared with 2009 is primarily driven by the inclusion of a full year of AGMH in 2010 compared with only six months in 2009. The net investment income contribution from AGMH was \$181.5 million in 2010 compared with \$91.8 million in 2009. Excluding bonds purchased for risk mitigation purposes, AGMH pre-tax yield was 3.6% as of December 31, 2010, compared to 3.5% as of December 31, 2009. The legacy AGL companies' net investment income increased 3.4% in 2010 due to increased invested assets. Excluding bonds purchased for risk mitigation purposes in the legacy AGL companies' portfolio, pre-tax yield was 3.8% as of December 31, 2010 compared to 3.4% as of December 31, 2009.

*2009 compared with 2008:* Excluding AGMH'S contribution of \$91.8 million in 2009, net investment income decreased 3.0% due to a decrease in book yields. Excluding bonds purchased for risk mitigation purposes, AGMH's pre-tax yield was 3.5% as of December 31, 2009. Excluding bonds purchased for risk mitigation purposes, the legacy AGL companies' pre-tax yield was 3.4%, as of December 31, 2009, compared to 4.6% as of December 31, 2008.

*Net Realized Investment Gains (Losses)*

The Company adopted a GAAP standard on April 1, 2009, which prescribed bifurcation of credit and non-credit related OTTI net in realized investment gains (losses) and other comprehensive income ("OCI"), respectively. Prior to April 1, 2009, the entire unrealized loss on OTTI securities was recognized in the consolidated statements of operations. Subsequent to that date, only the credit component of the unrealized loss on OTTI securities was recognized in the consolidated statements of operations. The cumulative effect of this change in accounting of \$62.2 million was recorded as a reclassification from retained earnings to accumulated OCI ("AOCI"). See Note 10 to the consolidated financial statements in "Item 8. Financial Statements and Supplementary Data" for the Company's accounting policy on OTTI methodology.

The table below presents the components of consolidated net realized investment gains (losses). The full year 2008 OTTI recorded includes the entire unrealized loss amount for OTTI securities. Net realized gains (losses) in 2010 include \$27.4 million in OTTI primarily attributable to asset-backed, mortgage-backed and municipal securities, some of which the Company intends to sell. The 2010 OTTI represents the sum of the credit component of the securities for which we have determined the unrealized loss to be other-than-temporary and the entire unrealized loss related to securities the Company intends to sell.

**Net Realized Investment Gains (Losses)**

|   | <b>Year Ended December 31,</b> |                  |                  |
|---|--------------------------------|------------------|------------------|
|   | <b>2010</b>                    | <b>2009</b>      | <b>2008</b>      |
|   | <b>(in millions)</b>           |                  |                  |
| OTTI losses   | \$ (44.6)                      | \$ (74.0)        | \$ (71.3)        |
| Less: portion of OTTI loss recognized in other comprehensive income | (17.2)                         | (28.2)           |                  |
| <b>Subtotal</b>   | <b>(27.4)</b>                  | <b>(45.8)</b>    | <b>(71.3)</b>    |
| Realized gains on investment portfolio                              | 31.1                           | 27.6             | 5.7              |
| Realized losses on investment portfolio                             | (5.0)                          | (15.2)           | (4.2)            |
| Other invested assets   | (0.7)                          | 0.7              |                  |
| <b>Total realized investment gains (losses)</b>                     | <b>\$ (2.0)</b>                | <b>\$ (32.7)</b> | <b>\$ (69.8)</b> |

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The table below provides the components of OTTI.

**OTTI Components**

|                                     | Year Ended December 31 |                  |                  |
|-------------------------------------|------------------------|------------------|------------------|
|                                     | 2010                   | 2009             | 2008             |
|                                     | (in millions)          |                  |                  |
| Intent to sell                      | \$ (4.0)               | \$ (13.4)        | \$ (4.1)         |
| Credit component of OTTI securities | (23.4)                 | (32.4)           | (67.2)           |
| <b>Total</b>                        | <b>\$ (27.4)</b>       | <b>\$ (45.8)</b> | <b>\$ (71.3)</b> |

*Net Change in Fair Value of Credit Derivatives*

The Company views the credit derivatives it insures as an extension of the Company's financial guaranty business; however, they qualify as derivatives under U.S. GAAP, and are reported at fair value, with changes in fair value included in earnings. Changes in fair value of credit derivatives occur because of changes in interest rates, credit spreads, credit ratings of the referenced obligations, the Company's credit spread and other market factors. The unrealized gains (losses) on credit derivatives excluding losses incurred, is expected to reduce to zero as the exposure approaches its maturity date, unless there is a payment default on the exposure or early termination. In the event that the Company terminates a credit derivative contract prior to maturity, the resulting gain or loss will be realized through net change in fair value of credit derivatives. Changes in the fair value of the Company's credit derivatives that do not reflect actual or expected claims or credit losses have no impact on the Company's statutory claims paying resources, rating agency capital or regulatory capital positions.

In the table below, the Company presents the components of net change in fair value of credit derivatives in three components: credit derivative revenues which represent the net premiums and fees received and receivable for credit protection sold net of premiums and fees on credit protection purchased by the Company, losses incurred which represents the change in economic losses expected to be incurred and which have or will result in cash outflows under the credit derivative contracts, and additional unrealized gains and losses representing the excess of fair value over the credit derivative revenues and losses incurred. The consolidated statement of operations presents premiums received and receivable and losses paid and payable as realized gains and other settlements and a separate component of unrealized gains (losses).

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

|  | Year Ended December 31 |                   |                 |
|--|------------------------|-------------------|-----------------|
|  | 2010                   | 2009              | 2008            |
|  | (in millions)          |                   |                 |
|  | (restated)             |                   |                 |
| Credit derivative revenues                               | \$ 210.3               | \$ 170.2          | \$ 117.2        |
| Losses incurred on credit derivatives                    | (209.4)                | (238.7)           | (43.3)          |
| Net unrealized gains (losses), excluding losses incurred | (2.5)                  | (105.7)           | 81.7            |
| <b>Net change in fair value</b>                          | <b>\$ (1.6)</b>        | <b>\$ (174.2)</b> | <b>\$ 155.6</b> |

*Credit derivative revenues:* Credit derivative revenues increased significantly in 2010 and 2009 due to the inclusion of AGMH results beginning July 1, 2009; however, the Company currently expects AGMH's portfolio of credit derivatives to produce a declining amount of fee revenue as AGMH will not insure any new structured finance obligations. AGMH contributed \$100.4 million and \$56.6 million of credit derivative revenues in 2010 and 2009, respectively. AGMH net par outstanding as of December 31, 2010 and 2009 was \$53.1 billion and \$58.0 billion, respectively. Legacy AGL companies' credit derivative revenues have also declined in 2010 and 2009 due to the lack of new business originations to offset the reduction of in-force business. Legacy AGL companies' net par outstanding as of December 31, 2010 and 2009 was \$57.9 billion and \$65.7 billion, respectively.



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*Losses incurred on credit derivatives:* The legacy AGL companies' portfolio of credit derivatives was the primary driver of losses incurred in the credit derivative portfolio as AGMH contributed \$24.6 million in 2010 and (\$47.0) million in 2009. AGMH losses incurred in 2010 were driven primarily by losses for an energy power plant securitization, while legacy AGL companies' losses incurred in 2010 were driven by losses in first lien Alt-A transactions primarily as a result of stabilization of early stage delinquency rates, which had originally been assumed to decline in prior assumptions. Higher severity assumptions for first lien transactions and an increased weighting of the pessimistic scenario also contributed to losses incurred.

In 2009, AGMH expected losses improved for most transactions resulting in a net benefit, while legacy AGL companies' credit derivatives experienced deterioration in expected losses primarily in first lien Alt-A transactions.

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

| Asset Type  | Year Ended December 31, |                   |                |
|---|-------------------------|-------------------|----------------|
|   | 2010                    | 2009              | 2008           |
|   | (in millions)           |                   |                |
|   | (restated)              |                   |                |
| <b>Financial Guaranty Direct:</b>                                 |                         |                   |                |
| Pooled corporate obligations:                                     |                         |                   |                |
| CLOs/CBOs   | \$ 2.1                  | \$ 152.3          | \$ 263.3       |
| Synthetic investment grade pooled corporate                       | (1.9)                   | (24.0)            | 3.8            |
| Synthetic high yield pooled corporate                             | 11.4                    | 95.1              |                |
| TruPS CDOs  | 59.1                    | (44.1)            | 7.5            |
| Market value CDOs of corporate obligations                        | (0.1)                   | (0.6)             | 48.7           |
| Commercial real estate  |                         |                   | 7.5            |
| CDO of CDOs (corporate)   |                         | 6.3               | (3.4)          |
| Total pooled corporate obligations                                | 70.6                    | 185.0             | 327.4          |
| <b>U.S. RMBS:</b>   |                         |                   |                |
| Alt-A option ARMs and Alt-A first lien                            | (280.4)                 | (429.3)           | (194.9)        |
| Subprime first lien (including net interest margin)               | (10.1)                  | 4.9               | 185.4          |
| Prime first lien  | (8.3)                   | (85.2)            | 5.2            |
| Closed end second lien and home equity lines of credit ("HELOCs") | (2.0)                   | 11.6              | 0.3            |
| Total U.S. RMBS   | (300.8)                 | (498.0)           | (4.0)          |
| Commercial mortgage-backed securities ("CMBS")                    | 10.1                    | (41.1)            | 79.0           |
| Other(1)  | 65.6                    | 6.7               | (336.7)        |
| Total Financial Guaranty Direct                                   | (154.5)                 | (347.4)           | 65.7           |
| Financial Guaranty Reinsurance                                    | (0.6)                   | 9.6               | (27.7)         |
| <b>Total</b>  | <b>\$ (155.1)</b>       | <b>\$ (337.8)</b> | <b>\$ 38.0</b> |

(1) "Other" includes all other U.S. and international asset classes, such as commercial receivables, international infrastructure, international RMBS securities, and pooled infrastructure securities.

*Net change in fair value of credit derivatives:* In 2010, U.S. RMBS unrealized fair value losses were generated primarily in the Alt-A option ARM and Alt-A first lien sector due to wider implied net spreads. The wider implied net spreads were a result of internal ratings downgrades on several of these Alt-A option ARM and Alt-A first lien policies. The unrealized fair value gain within the TruPS CDO and Other asset classes resulted from tighter implied spreads. These transactions were pricing above their floor levels (or the minimum rate at which the Company would consider assuming these risks based on historical experience); therefore when the cost of purchasing CDS protection on AGC and AGM increased, which management refers to as the CDS spread on AGC or AGM, the implied spreads that the Company would expect to receive on these transactions decreased. During 2010, AGC's and AGM's spreads widened. However, gains due to the widening of the Company's own CDS spreads were offset by declines in fair value resulting from price changes and the internal downgrades of several U.S. RMBS policies referenced above.





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In 2009, AGC's and AGM's credit spreads narrowed, but remained relatively wide compared to pre-2007 levels. Offsetting the benefit attributable to AGC's and AGM's wide credit spread were declines in fixed income security market prices primarily attributable to widening spreads in certain markets as a result of the continued deterioration in credit markets and some credit rating downgrades. The higher credit spreads in the fixed income security market were primarily due to continuing market concerns over the most recent vintages of Subprime RMBS and trust-preferred securities.

The 2008 gain included an amount of \$4.1 billion associated with the change in AGC's credit spread, which widened substantially from 180 basis points at December 31, 2007 to 1,775 basis points at December 31, 2008. Management believed that the widening of AGC's credit spread was due to the correlation between AGC's risk profile and that experienced currently by the broader financial markets and increased demand for credit protection against AGC as the result of its increased business volume. Offsetting the gain attributable to the significant increase in AGC's credit spread were declines in fixed income security market prices primarily attributable to widening spreads in certain markets as a result of the continued deterioration in credit markets and some credit rating downgrades, rather than from delinquencies or defaults on securities guaranteed by the Company. The higher credit spreads in the fixed income security market were due to the lack of liquidity in the high yield CDO and CLO markets as well as continuing market concerns over the most recent vintages of subprime RMBS and CMBS.

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

**Effect of the Company's Credit Spread on Credit Derivatives Fair Value**

|  | As of December 31,    |              |              |
|--|-----------------------|--------------|--------------|
|  | 2010                  | 2009         | 2008         |
|  | (dollars in millions) |              |              |
|  | (restated)            |              |              |
| Quoted price of CDS contract (in basis points):                |                       |              |              |
| AGC  | 804                   | 634          | 1,775        |
| AGM  | 650                   | 541(1)       | N/A          |
| Fair value of credit derivatives:                              |                       |              |              |
| Before considering implication of the Company's credit spreads | \$ (5,539.3)          | \$ (5,830.8) | \$ (4,734.4) |
| After considering implication of the Company's credit spreads  | \$ (1,869.9)          | \$ (1,542.1) | \$ (586.8)   |

(1) The quoted price of CDS contract for AGM was 1,047 basis points at July 1, 2009.

The gain or loss created by the estimated fair value adjustment will rise or fall based on estimated market pricing and may not be an indication of ultimate claims. Fair value is defined as the amount at which an asset or liability could be bought or sold in a current transaction between willing parties. The Company enters into credit derivative contracts which require the Company to make payments upon the occurrence of certain defined credit events (such as failure to pay or bankruptcy) relating to an underlying obligation (generally a fixed income obligation). The Company's credit derivative exposures are substantially similar to its financial guaranty insurance contracts and provide for credit protection against payment default. They are contracts that are generally held to maturity. The unrealized gains and losses on credit derivatives will reduce to zero as the exposure approaches its maturity date, unless

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there is a payment default on the exposure or early termination. See " Liquidity and Capital Resources Liquidity Requirements and Resources".

The Company does not typically exit its credit derivative contracts and there are typically no quoted prices for its instruments or similar instruments. Observable inputs other than quoted market prices exist; however, these inputs reflect contracts that do not contain terms and conditions similar to those in the credit derivatives issued by the Company. Therefore, the valuation of the Company's credit derivative contracts requires the use of models that contain significant, unobservable inputs. Thus, management believes that the Company's credit derivative contract valuations are in Level 3 in the fair value hierarchy. See Note 7 in "Item 8. Financial Statements and Supplementary Data".

The fair value of these instruments represents the difference between the present value of remaining contractual premiums charged for the credit protection and the estimated present value of premiums that a comparable financial guarantor would hypothetically charge for the same protection at the balance sheet date. The fair value of these contracts depends on a number of factors including notional amount of the contract, expected term, credit spreads, changes in interest rates, the credit ratings of the referenced entities, the Company's own credit risk and remaining contractual flows.

Contractual cash flows are the most readily observable inputs since they are based on the CDS contractual terms. These variables include:

net premiums received and receivable on written credit derivative contracts,

net premiums paid and payable on purchased contracts,

losses paid and payable to credit derivative contract counterparties and

losses recovered and recoverable on purchased contracts.

Market conditions at December 31, 2010 were such that market prices for the Company's CDS contracts were not generally available. Where market prices were not available, the Company used proprietary valuation models that used both unobservable and observable market data inputs such as various market indices, credit spreads, the Company's own credit spread, and estimated contractual payments to estimate the fair value of its credit derivatives. These models are primarily developed internally based on market conventions for similar transactions that we have observed in the past. There has been very limited new issuance activity on this market over the past two to three years.

Management considers the non-standard terms of its credit derivative contracts in determining the fair value of these contracts. These terms differ from more standardized credit derivatives sold by companies outside of the financial guaranty industry. The non-standard terms include the absence of collateral support agreements or immediate settlement provisions. In addition, the Company employs relatively high attachment points and does not exit derivatives it sells for credit protection purposes. Because of these terms and conditions, the fair value of the Company's credit derivatives may not reflect the same prices observed in an actively traded market of CDS that do not contain terms and conditions similar to those observed in the financial guaranty market. The Company's models and the related assumptions are continuously reevaluated by management and enhanced, as appropriate, based upon improvements in modeling techniques and availability of more timely and relevant market information.

Valuation models include the use of management estimates and current market information. Management is also required to make assumptions on how the fair value of credit derivative instruments is affected by current market conditions. Management considers factors such as current prices charged for similar agreements, performance of underlying assets, life of the instrument and the nature and extent of activity in the financial guaranty credit derivative marketplace. The assumptions that management uses to determine its fair value may change in the future due to market conditions. Due to the inherent uncertainties of the assumptions used in the valuation models to determine the fair value of these credit derivative products, actual experience may differ from the estimates reflected in the Company's consolidated financial statements and the differences may be material.

The table below presents management's estimates of expected claim payments related to BIG credit derivatives. Expected loss to be paid represents management's estimate of the present value of



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future net claim payments, not the current fair value of the contract, and includes a net benefit for breaches of R&W of approximately \$70.2 million at December 31, 2010 and \$37.6 million at December 31, 2009.

The Company considers R&W claim recoveries in determining the fair value of its CDS contracts. When determining the fair value of our CDS contracts as of December 31, 2010, we determined that in the hypothetical exit market, a market participant would ascribe \$0 value to this benefit because we have had limited recovery experience to date.

The assumptions used to calculate the present value of expected losses for credit derivatives (credit impairment) are consistent with the assumptions used for BIG transactions accounted for as financial guaranty insurance as discussed below in " Loss and LAE Reserves".

**Rollforward of Expected Losses on Credit Derivatives**

|                           | Expected Losses<br>as of<br>December 31, 2009 | Development<br>and Accretion<br>of Discount | Less:<br>Paid Losses | Expected Losses<br>as of<br>December 31, 2010 |
|---------------------------|---|---|----------------------|---|
| (in millions)             |   |   |                      |   |
| <b>U.S. RMBS:</b>         |   |   |                      |   |
| First lien:               |   |   |                      |   |
| Alt-A first lien          | \$ 141.0                                      | \$ 68.0                                     | \$ (6.4)             | \$ 215.4                                      |
| Alt-A options ARM         | 131.4   | (2.9)                                       | 23.4                 | 105.1   |
| Subprime                  | 73.3  | 51.7  | 14.8                 | 110.2   |
| Total first lien          | 345.7   | 116.8                                       | 31.8                 | 430.7   |
| Second lien:              |   |   |                      |   |
| Closed end second<br>lien | 44.8  | 4.5   | 18.4                 | 30.9  |
| Total second lien         | 44.8  | 4.5   | 18.4                 | 30.9  |
| Total U.S. RMBS           | 390.5   | 121.3                                       | 50.2                 | 461.6   |
| TruPS                     | 60.3  | 33.6  | 3.6                  | 90.3  |
| Other structured finance  | 29.3  | 61.9  | (10.9)               | 102.1   |
| Public finance            | 0.3   | 0.9   | 1.2                  |   |
| Total                     | \$ 480.4                                      | \$ 217.7                                    | \$ 44.1              | \$ 654.0                                      |

*Fair Value Gain (Loss) on Committed Capital Securities*

CCS consist of committed preferred trust securities which allow AGC and AGM to issue preferred stock to trusts created for the purpose of issuing such securities that invest in high quality investments and selling put options to AGC and AGM in exchange for cash. The fair value of CCS represents the difference between the present value of remaining expected put option premium payments under AGC's CCS (the "AGC CCS Securities") and AGM Committed Preferred Trust Securities (the "AGM CPS Securities") agreements and the value of such estimated payments based upon the quoted price for such premium payments as of the reporting dates (see Note 7 in "Item 8. Financial Statements and Supplementary Data"). Changes in fair value of this financial instrument are included in the consolidated statement of operations. The significant market inputs used are observable; therefore, the Company classified this fair value measurement as Level 2.

The driver of fair value gain (loss) on CCS is the CDS spread of AGC and AGM. Widening of these CDS spreads results in gains while tightening results in losses. See "Effect of Company's Credit Spread on Credit Derivatives Fair Value" table in " Net Change in Fair Value of Credit Derivatives" for information on AGC and AGM CDS spreads.

Table of Contents**Change in Unrealized Gain (Loss) on Committed Capital Securities**

|                    | Year Ended December 31, |                   |                |
|--------------------|-------------------------|-------------------|----------------|
|                    | 2010                    | 2009              | 2008           |
|                    | (in millions)           |                   |                |
| AGC CCS Securities | \$ 7.1                  | \$ (47.1)         | \$ 42.7        |
| AGM CPS Securities | 2.1                     | (75.8)            |                |
| <b>Total</b>       | <b>\$ 9.2</b>           | <b>\$ (122.9)</b> | <b>\$ 42.7</b> |

*Other Income*

Other income is comprised of recurring income items such as foreign exchange revaluation of premiums receivable, income on assets acquired in refinancing transactions, ancillary fees on financial guaranty policies such as consent and processing fees as well as other revenue items on financial guaranty insurance and reinsurance contracts such as negotiated settlements and commutation gains on re-assumptions of previously ceded business.

In 2010, the primary components of other income were commutation gains on reassumptions of previously ceded AGMH business. In 2009, AGMH other income was primarily comprised of foreign exchange gain on revaluation of premiums receivable and AGMH's settlement to a previously consolidated financial guaranty VIE at a gain of \$29.2 million.

**Other Income**

|   | Year Ended December 31, |                |               |
|---|-------------------------|----------------|---------------|
|   | 2010                    | 2009           | 2008          |
|   | (in millions)           |                |               |
| Foreign exchange gain (loss) on revaluation of premium receivable | \$ (28.9)               | \$ 27.1        | \$            |
| Settlement from previously consolidated financial guaranty VIEs   |                         | 29.2           |               |
| Reinsurance cessions of OTTI(1)                                   | 8.5                     |                |               |
| Commutation gains (losses)  | 49.8                    | (1.8)          |               |
| Other   | 10.7                    | 4.0            | 0.7           |
| <b>Total other income</b>   | <b>\$ 40.1</b>          | <b>\$ 58.5</b> | <b>\$ 0.7</b> |

(1)

Reinsurance cessions of OTTI of investment assets associated with a BIG financial guaranty contract.

*Amortization of Deferred Acquisition Costs*

Amortization of DAC in 2010 included \$9.3 million of amortization of AGMH ceding commission income and none of AG Re's amortization of ceding commission expense from the intercompany cession from AGMH. In 2009, amortization of DAC included \$10.0 million in AG Re amortization of ceding commission expense related to the first six months of cessions from AGMH (i.e., prior to the AGMH Acquisition). AGMH DAC was written off on July 1, 2009 and therefore AGMH did not contribute a significant amount to the amortization of DAC in 2009. The decrease in 2009 compared to 2008 was due primarily to the elimination of commission expense related to business assumed from AGMH which is now eliminated as an intercompany expense.

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Acquisition costs associated with insurance and reinsurance contracts that vary with and are directly related to the production of new business are deferred and then amortized in relation to earned premiums. These costs include direct and indirect expenses such as ceding commissions, brokerage expenses and the cost of underwriting and marketing personnel. Regarding direct insurance, management uses its judgment in determining which origination related costs should be deferred, as well as the percentage of these costs to be deferred. The Company annually conducts a study to determine which costs and how much acquisition costs should be deferred. Ceding commissions received on premiums the Company cedes to other reinsurers reduce acquisition costs.

Anticipated losses, LAE and the remaining costs of servicing the insured or reinsured business are considered in determining the recoverability of acquisition costs. Acquisition costs associated with credit

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derivative products are expensed as incurred. When an insured issue is retired early the remaining related DAC is expensed. Upon the adoption of the new accounting standard that became effective January 1, 2009 ceding commissions associated with future installment premiums on assumed and ceded business were recorded in DAC.

*AGMH Acquisition-Related Expenses*

In 2010, AGMH Acquisition-related expenses were primarily comprised of consulting fees related to integration efforts. In 2009, AGMH Acquisition-related expenses were primarily comprised of severance costs, real estate, legal, consulting and relocation fees.

Expenses related to the AGMH Acquisition are summarized below.

|                       | Year Ended December 31, |             |
|-----------------------|-------------------------|-------------|
|                       | 2010                    | 2009        |
|                       | (in millions)           |             |
| Severance costs       | \$                      | \$ 40.4     |
| Professional services |                         | 6.8 32.8    |
| Office consolidation  |                         | 19.1        |
| Total                 | \$                      | 6.8 \$ 92.3 |

*Interest Expense*

The following table presents the components of interest expense. Interest expense in 2010 includes a full year of interest expense for AGMH debt and 2009 includes only the last six months.

**Interest Expense**

|  | Year Ended December 31, |         |         |
|--|-------------------------|---------|---------|
|  | 2010                    | 2009    | 2008    |
|  | (in millions)           |         |         |
| <b>AGUS:</b>                                     |                         |         |         |
| 7.0% Senior Notes                                | \$ 13.5                 | \$ 13.5 | \$ 13.5 |
| 8.50% Senior Notes                               | 16.0                    | 8.3     |         |
| Series A Enhanced Junior Subordinated Debentures | 9.8                     | 9.8     | 9.8     |
| AGUS total                                       | 39.3                    | 31.6    | 23.3    |
| <b>AGMH:</b>                                     |                         |         |         |
| 6 <sup>7</sup> / <sub>8</sub> % QUIBS            | 7.2                     | 3.6     |         |
| 6.25% Notes                                      | 15.4                    | 7.7     |         |
| 5.60% Notes                                      | 6.1                     | 3.1     |         |
| Junior Subordinated Debentures                   | 24.9                    | 12.4    |         |
| Notes Payable                                    | 6.7                     | 4.4     |         |
| AGMH total                                       | 60.3                    | 31.2    |         |
| Total  | \$ 99.6                 | \$ 62.8 | \$ 23.3 |

*Goodwill and Settlement of Pre-Existing Relationships*



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The Company reassessed the recoverability of goodwill in third quarter 2009 subsequent to the AGMH Acquisition. AGMH had historically been the most significant ceding reinsurance company within the Company's assumed book of business. As a result of the AGMH Acquisition, which significantly diminished the Company's potential near future market for assuming reinsurance, combined with the continued credit crisis, which has adversely affected the fair value of the Company's in-force policies, management determined that the full carrying value of \$85.4 million of goodwill on its books prior to the AGMH Acquisition should be written off in third quarter 2009.

In addition, the Company recognized a \$232.6 million bargain purchase gain on the AGMH Acquisition and also recorded a charge of \$170.5 million to settle pre-existing relationships. The

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bargain purchase gain represents the excess of the fair value of net assets acquired over the purchase price. As disclosed in Note 4 in "Item 8. Financial Statements and Supplementary Data", the Company and AGMH had a pre-existing reinsurance relationship in which the Company assumed financial guaranty risks ceded to it by AGMH. This pre-existing relationship was effectively settled at fair value. The Company determined fair value as the difference between contractual premiums and the Company's estimate of current market premiums.

**Goodwill and Settlement of Pre-Existing Relationships**

|  | <b>Year Ended<br/>December 31, 2009</b> |          |
|--|---|----------|
|  | <b>(in millions)</b>                    |          |
| Goodwill impairment                      | \$                                      | 85.4     |
| Gain on bargain purchase of AGMH         |   | (232.6)  |
| Settlement of pre-existing relationships |   | 170.5    |
| <br>Total                                | <br>\$                                  | <br>23.3 |

*Other Operating Expenses*

Other operating expenses increased in 2010 compared to 2009 and in 2009 compared to 2008 mainly due to the addition of other operating expenses of AGMH, which was acquired on July 1, 2009. Since the AGMH Acquisition, management has integrated various systems, processes and profit and cost centers to achieve economies of scale. Compensation is a primary component of other operating expenses and varies primarily based on headcount and performance driven long-term incentive compensation. Headcount as of December 31, 2010, December 31, 2009 and December 31, 2008 was 347, 350 and 160 employees, respectively. Operating expenses are also affected by deferral rates on costs that are policy acquisition costs. Deferral rates in 2010, 2009 and 2008 were 19%, 13% and 18%.

*Loss and LAE (Contracts Accounted for as Insurance)*

Loss and LAE recognition for financial guaranty contracts accounted for as insurance is dependent on the amount of deferred premium revenue on a contract by contract basis. Loss and LAE is only expensed when losses exceed deferred premium revenue. See Note 6 of Item 8. "Financial Statements and Supplementary Data" for a full discussion of the Company's loss recognition policy. AGMH's contribution to loss and LAE was \$198.9 million in 2010 compared to \$62.6 million in 2009 and includes loss expense recognized due to the amortization of deferred premium revenue as well as loss development and the effects of changes in discount rates. AGMH losses in 2010 were driven by losses in first lien U.S. RMBS transactions and include loss development due to continued trends in early stage delinquencies and increased severity rates as well as loss recognition due to normal amortization of deferred premium revenue. Mitigating 2010 losses in the first lien portfolio were increased estimated benefits from recoveries of R&W putbacks as the Company has gained access to more loan files and attained increasing success in obtaining commitments from transaction parties. Losses for the six months ended December 31, 2009 were primarily driven by losses in U.S. RMBS first lien transactions.

Excluding AGMH loss and LAE, the increase in 2009 compared to 2008 is primarily driven by loss development on U.S. RMBS exposures in first lien sectors as well as increased losses in the municipal and insurance securitization sector. Loss and LAE increases in 2009 were mainly related to rising delinquencies, defaults and foreclosures in RMBS transactions, as well as a public finance transaction experiencing cash shortfalls. Loss and LAE in the Company's mortgage guaranty segment increased during 2009 primarily due to a loss settlement related to an arbitration proceeding.

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The following table presents the loss and LAE by sector for financial guaranty contracts accounted for as insurance that was recorded in the consolidated statements of operations. Amounts presented are net of reinsurance and net of the benefit for recoveries from breaches of R&W. Change in expected losses for financial guaranty contracts accounted for as derivatives are a component of the fair value recorded on such contracts and are not included in the tables below.

**Loss and LAE Reported  
for Financial Guaranty Contracts Accounted for as Insurance**

|  | Year Ended December 31, |                 |                 |
|--|-------------------------|-----------------|-----------------|
|  | 2010                    | 2009            | 2008            |
|  | (in millions)           |                 |                 |
|  | (restated)              | (restated)      |                 |
| <b>Financial Guaranty:</b>                             |                         |                 |                 |
| <b>U.S. RMBS:</b>                                      |                         |                 |                 |
| <b>First lien:</b>                                     |                         |                 |                 |
| Prime first lien                                       | \$ 0.9                  | \$              | \$ 0.1          |
| Alt-A first lien                                       | 37.4                    | 21.1            | 5.1             |
| Alt-A option ARM                                       | 272.4                   | 43.0            | 4.5             |
| Subprime   | 85.9                    | 13.1            | 9.3             |
| <b>Total first lien</b>                                | <b>396.6</b>            | <b>77.2</b>     | <b>19.0</b>     |
| <b>Second lien:</b>                                    |                         |                 |                 |
| Closed end second lien                                 | 5.2                     | 47.8            | 56.8            |
| HELOC  | (20.4)                  | 154.1           | 156.0           |
| <b>Total second lien</b>                               | <b>(15.2)</b>           | <b>201.9</b>    | <b>212.8</b>    |
| <b>Total U.S. RMBS</b>                                 | <b>381.4</b>            | <b>279.1</b>    | <b>231.8</b>    |
| Other structured finance                               | 63.6                    | 31.4            | 14.2            |
| Public finance   | 32.9                    | 71.2            | 19.2            |
| <b>Total financial guaranty</b>                        | <b>477.9</b>            | <b>381.7</b>    | <b>265.2</b>    |
| <b>Other</b>   | <b>0.2</b>              | <b>12.1</b>     | <b>0.6</b>      |
| <b>Subtotal</b>  | <b>478.1</b>            | <b>393.8</b>    | <b>265.8</b>    |
| <b>Effect of consolidating financial guaranty VIEs</b> | <b>(65.9)</b>           |                 |                 |
| <b>Total loss and LAE</b>                              | <b>\$ 412.2</b>         | <b>\$ 393.8</b> | <b>\$ 265.8</b> |

In order to assess the economic development of net future payments of expected losses, the Company prepares a rollforward of expected losses to be paid which present the components of the change in expected future payments from period to period. The components of the change in expected loss to be paid are: payments made during the period and loss development. Loss development reflects the changes in loss experience due to changes in assumptions, discount rates and accretion.

Surveillance personnel present analysis related to potential losses to the Company's loss reserve committees for consideration in estimating the expected loss of the Company. Such analysis includes the consideration of various scenarios with potential probabilities assigned to them. Depending upon the nature of the risk, the Company's view of the potential size of any loss and the information available to the Company, that analysis may be based upon individually developed cash flow models, internal credit ratings assessments and sector-driven loss severity assumptions, judgmental assessment or (in the case of its reinsurance segment) loss estimates provided by ceding insurers. The Company's loss reserve committees review and refresh the Company's expected loss estimates each quarter. The Company's estimate of ultimate loss on a policy is subject to significant uncertainty over the life of the insured transaction due to the potential for significant variability in credit performance due to changing economic, fiscal and financial market variability over the long duration of most contracts. The determination of expected loss is an inherently subjective process involving numerous estimates, assumptions and judgments by management.



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The following table presents the expected loss related to financial guaranty contracts, accounted for as insurance. Amounts in the table below are net of reinsurance and net of estimated benefits for recoveries from breaches of R&W.

**Financial Guaranty Insurance**  
**Present Value of Net Expected Loss and LAE to be Paid**  
**Roll Forward by Sector(1)**

|                          | Expected<br>Loss to be<br>Paid as of<br>December 31,<br>2009 | Development<br>and Accretion<br>of Discount | Less:<br>Paid<br>Losses | Expected<br>Loss to be<br>Paid as of<br>December 31,<br>2010 |
|--------------------------|--|---|-------------------------|--|
|                          | (restated)   | (restated)                                  |                         | (restated)   |
| (in millions)            |  |   |                         |  |
| <b>U.S. RMBS:</b>        |  |   |                         |  |
| First lien:              |  |   |                         |  |
| Prime first lien         | \$   | \$  | \$                      | \$   |
| Alt-A first lien         | 204.4  | 40.0  | 60.0                    | 184.4  |
| Alt-A option ARM         | 545.2  | 160.1                                       | 181.6                   | 523.7  |
| Subprime                 | 77.5   | 126.3                                       | 3.4                     | 200.4  |
| <b>Total first lien</b>  | <b>827.1</b>   | <b>327.8</b>                                | <b>245.0</b>            | <b>909.9</b>   |
| Second lien:             |  |   |                         |  |
| CES                      | 199.3  | (73.3)                                      | 69.4                    | 56.6   |
| HELOCs                   | (206.6)  | (86.3)                                      | 512.8                   | (805.7)  |
| <b>Total second lien</b> | <b>(7.3)</b>   | <b>(159.6)</b>                              | <b>582.2</b>            | <b>(749.1)</b>   |
| <b>Total U.S. RMBS</b>   | <b>819.8</b>   | <b>168.2</b>                                | <b>827.2</b>            | <b>160.8</b>   |
| Other structured finance | 115.7  | 52.0  | 8.6                     | 159.1  |
| Public finance           | 130.9  | 9.6   | 51.6                    | 88.9   |
| <b>Total</b>             | <b>\$ 1,066.4</b>  | <b>\$ 229.8</b>                             | <b>\$ 887.4</b>         | <b>\$ 408.8</b>  |

|                           | Loss and<br>LAE<br>Reserve<br>as of<br>December 31,<br>2008 | Change in<br>Accounting<br>(2) | Expected<br>Loss to be<br>Paid as of<br>January 1,<br>2009 | Expected<br>Loss of<br>AGMH at<br>July 1,<br>2009 | Development<br>and<br>Accretion<br>of Discount | Less:<br>Paid<br>Losses | Expected<br>Loss to be<br>Paid as of<br>December 31,<br>2009 |
|---------------------------|---|--------------------------------|--|---|--|-------------------------|--|
|                           |   |                                |  | (in millions)                                     |  |                         |  |
|                           |   |                                |  | (restated)  | (restated)                                     |                         | (restated)   |
| <b>U.S. RMBS:</b>         |   |                                |  |   |  |                         |  |
| First lien:               |   |                                |  |   |  |                         |  |
| Prime first lien          | \$ 2.4  | \$ (2.4)                       | \$   | \$  | \$   | \$                      | \$   |
| Alt-A first lien          | 5.4   | 4.4                            | 9.8  | 223.1   | (27.5)   | 1.0                     | 204.4  |
| Alt-A option<br>ARM       | 4.5   | 8.7                            | 13.2   | 477.6   | 55.1   | 0.7                     | 545.2  |
| Subprime                  | 15.1  | (5.4)                          | 9.7  | 72.4  | (2.0)  | 2.6                     | 77.5   |
| <b>Total first lien</b>   | <b>27.4</b>   | <b>5.3</b>                     | <b>32.7</b>  | <b>773.1</b>                                      | <b>25.6</b>                                    | <b>4.3</b>              | <b>827.1</b>   |
| Second lien:              |   |                                |  |   |  |                         |  |
| Closed end<br>second lien | 39.5  | (0.7)                          | 38.8   | 227.4   | 34.2   | 101.1                   | 199.3  |
| HELOC                     | (43.1)  | (13.0)                         | (56.1)   | 347.3   | 30.3   | 528.1                   | (206.6)  |

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|                          |                 |                 |                 |                   |                 |                 |                   |
|--------------------------|-----------------|-----------------|-----------------|-------------------|-----------------|-----------------|-------------------|
| Total second lien        | (3.6)           | (13.7)          | (17.3)          | 574.7             | 64.5            | 629.2           | (7.3)             |
| Total U.S. RMBS          | 23.8            | (8.4)           | 15.4            | 1,347.8           | 90.1            | 633.5           | 819.8             |
| Other structured finance | 51.7            | 7.1             | 58.8            | 9.9               | 47.8            | 0.8             | 115.7             |
| Public finance           | 38.3            | (4.0)           | 34.3            | 81.2              | 38.6            | 23.2            | 130.9             |
| <b>Total</b>             | <b>\$ 113.8</b> | <b>\$ (5.3)</b> | <b>\$ 108.5</b> | <b>\$ 1,438.9</b> | <b>\$ 176.5</b> | <b>\$ 657.5</b> | <b>\$ 1,066.4</b> |

- 
- (1) Amounts include all expected payments whether or not the insured transaction VIE is consolidated. Amounts exclude expected losses in the other segment of \$2.1 million as of December 31, 2010 and \$2.1 million as of December 31, 2009.
- (2) Change in accounting for financial guaranty contracts related to the adoption of a new financial guaranty insurance accounting standard effective January 1, 2009.

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The Company's expected LAE for mitigating claim liabilities were \$17.2 million and \$12.6 million as of December 31, 2010 and 2009, respectively. The Company used weighted-average risk free rates ranging from 0% to 5.34% and 0.07% to 5.21% to discount expected losses as of December 31, 2010 and 2009, respectively.

The table below provides a reconciliation of the Company's 2010 expected loss to be paid to expected loss to be expensed. Expected loss to be paid differs from expected loss to be expensed due to: (1) the contra-paid, because the payments have been made but have not yet been expensed, (2) for transactions with a net expected recovery, the addition of claim payments that have been made (and therefore are not included in the expected to be paid) that are expected to be recovered in the future (and therefore have also reduced the expected to be paid), and (3) loss reserves, which have already been established and therefore expensed but not yet paid.

**Reconciliation of Expected Loss to be Paid and Net Expected Loss to be Expensed**

|  | As of<br>December 31, 2010<br>(restated)<br>(in millions) |
|--|---|
| Net expected to be paid                                      | \$ 408.8  |
| Less: net expected to be paid<br>for financial guaranty VIEs | 49.2  |
| <b>Total</b>   | <b>359.6</b>  |
| Contra-paid, net   | 121.3   |
| Salvage and subrogation<br>recoverable, net(1)               | 903.0   |
| Loss and LAE reserve, net(2)                                 | (550.0)   |
| <br>Net expected to be<br>expensed(3)                        | <br>\$ 833.9  |

- 
- (1) Represents gross salvage and subrogation amounts of \$1,032.4 million net of ceded salvage and subrogation of \$129.4 million which is recorded in reinsurance balances payable.
- (2) Represents loss and LAE reserves, net of reinsurance recoverable on unpaid losses, excluding \$2.1 million in reserves for other segment.
- (3) Excludes \$211.9 million as of December 31, 2010 related to consolidated financial guaranty VIEs.

The following table provides a schedule of the expected timing of the income statement recognition of financial guaranty insurance PV of net expected losses, pre-tax. This table excludes amounts related to consolidated VIEs.

**Expected Timing of Financial Guaranty Insurance Loss Recognition  
As of December 31, 2010**

|                                | Net Expected<br>Loss to be Expensed(1)<br>(restated)<br>(in millions) |
|--------------------------------|---|
| 2011 (January 1 - March 31)    | \$ 51.6   |
| 2011 (April 1 - June 30)       | 42.3  |
| 2011 (July 1 - September 30)   | 34.0  |
| 2011 (October 1 - December 31) | 28.7  |
| 2012                           | 84.9  |
| 2013                           | 78.9  |
| 2014                           | 68.8  |

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|  |                   |
|--|-------------------|
| 2015                                   | 54.9              |
| 2016-2020                              | 185.2             |
| 2021-2025                              | 95.4              |
| 2026-2030                              | 55.0              |
| After 2030                             | 54.2              |
| <b>Total present value basis(2)(3)</b> | <b>833.9</b>      |
| Discount                               | 785.5             |
| <b>Total future value</b>              | <b>\$ 1,619.4</b> |

- 
- (1) These amounts reflect the Company's estimate as of December 31, 2010 of expected losses to be expensed and are not included in loss and LAE reserve because these losses are less than deferred premium revenue determined on a contract-by-contract basis.
- (2) Balances represent discounted amounts.
- (3) The effect of consolidating financial guaranty VIEs resulted in a reduction of \$211.9 million in net expected loss and LAE, excluding accretion of discount.



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*The Company's Approach to Projecting Losses in U.S. RMBS*

The Company projects losses in U.S. RMBS on a transaction-by-transaction basis by projecting the performance of the underlying pool of mortgages over time and then applying the structural features (i.e., payment priorities and tranching) of the RMBS to the projected performance of the collateral over time. The resulting projection of any projected claim payments or reimbursements is then discounted to a present value using a risk free rate. For transactions where the Company projects it will receive recoveries from providers of R&W, the projected amount of recoveries is included in the projected cash flows from the collateral. The Company runs, and probability-weights, several sets of assumptions (scenarios) regarding potential mortgage collateral performance.

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

Mortgage borrowers that are a single payment or less behind (generally considered performing borrowers) have demonstrated an ability and willingness to pay throughout the recession and mortgage crisis, and as a result are viewed as less likely to default than delinquent borrowers. Performing borrowers that eventually default will also need to progress through delinquency categories before any defaults occur. The Company projects how much of the currently performing loans will default and when by first converting the projected near term defaults of delinquent borrowers derived from liquidation rates into a vector of conditional default rates, then projecting how the conditional default rates will develop over time. Loans that are defaulted pursuant to the conditional default rate after the liquidation of currently delinquent loans represent defaults of currently performing loans. A conditional default rate is the outstanding principal amount of loans defaulting in a given month divided by the remaining outstanding amount of the whole pool of loans (or "collateral pool balance"). The collateral pool balance decreases over time as a result of scheduled principal payments, partial and whole principal repayments, and defaults.

In order to derive collateral pool losses from the collateral pool defaults it has projected, the Company applies a loss severity. The loss severity is the amount of loss the transaction experiences on a defaulted loan after the application of net proceeds from the disposal of the underlying property. The Company projects loss severities by sector based on experience to date. Further detail regarding the assumptions and variables the Company used to project collateral losses in its U.S. RMBS portfolio may be found below in the sections "*U.S. Second Lien RMBS Loss Projections: HELOCs and Closed-End Second Lien*" and "*U.S. First Lien RMBS Loss Projections: Alt-A, Option ARM, Subprime and Prime*".

The Company is in the process of enforcing, on behalf of RMBS issuers, claims for breaches of R&W regarding the characteristics of the loans included in the collateral pools. The Company calculates a credit to the RMBS issuer for such recoveries where the R&W were provided by an entity the Company believes to be financially viable and where the Company already has access or believes it will attain access to the underlying mortgage loan files. In second liens this credit is based on a factor of actual repurchase rates achieved, while in first liens this credit is estimated by reducing collateral losses projected by the Company to reflect a factor of the recoveries the Company believes it will achieve based on breaches identified to date. The first lien approach is different than the second lien approach because the Company's first lien transactions have multiple tranches and a more complicated method is required to correctly allocate credit to each tranche. In each case, the credit is a function of the projected lifetime collateral losses in the collateral pool, so an increase in projected collateral losses increases the representation and warranty credit calculated by the Company for the RMBS issuer. Further detail regarding how the Company calculates these credits may be found under "*Breaches of Representations and Warranties*" below.

The Company projects the overall future cash flow from a collateral pool by adjusting the payment stream from the principal and interest contractually due on the underlying mortgages for (a) the

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collateral losses it projects as described above, (b) assumed voluntary prepayments and (c) recoveries for breaches of R&W as described above. The Company then applies an individual model of the structure of the transaction to the projected future cash flow from that transaction's collateral pool to project the Company's future claims and claim reimbursements for that individual transaction. Finally, the projected claims and reimbursements are discounted to a present value using a risk free rate and compared to the unearned premium reserve for that transaction. As noted above, the Company runs several sets of assumptions regarding potential mortgage collateral performance, or scenarios, and probability weights them. See Note 6 in "Item 8. Financial Statements and Supplementary Data" for loss and loss adjustment expense reserve accounting.

*Year-End 2010 U.S. RMBS Loss Projections*

The Company's RMBS projection methodology assumes that the housing and mortgage markets will eventually recover. So, to the extent it retains the shape of the curves and probability weightings used in the previous quarter, such action reflects the Company's assumption that the recovery in the housing and mortgage markets will be delayed by another three months.

The scenarios used to project RMBS collateral losses in first quarter of 2010, with the exception of an increase to the subprime loss severity, were the same as those employed at year-end 2009. In the second quarter 2010, the Company changed how scenarios were run as compared to the first quarter 2010 to reflect the Company's view that it was observing the beginning of an improvement in the housing and mortgage markets. In the third and fourth quarters 2010 early stage delinquencies did not trend down as much as the Company had anticipated in the second quarter, so the Company adjusted its curves to reflect the observed early stage delinquencies. Additionally, in the fourth quarter 2010, due to the Company's concerns about the timing and strength of any recovery in the mortgage and housing markets, the probability weightings were adjusted to reflect a somewhat more pessimistic view. Also in the fourth quarter 2010 the Company increased its initial subprime loss severity assumption to reflect recent experience. Taken together, the changes in the assumptions between year-end 2009 and 2010 had the effect of (a) reflecting a slower recovery in the housing market than had been assumed at the beginning of the year, and (b) increasing the assumed initial loss severities for subprime transactions from 70% to 80%.

The methodology the Company used to project RMBS losses prior to the AGMH Acquisition on July 1, 2009 was somewhat different than that used by AGMH. For the third quarter 2009 the Company adopted a methodology to project RMBS losses that was based on a combination of the approaches used by the Company and AGMH prior to the AGMH Acquisition, and so the methodology used prior to the third quarter 2009 was somewhat different than that described here. In addition, the methodology the Company used prior to the third quarter 2009 was applied to the smaller pre-acquisition RMBS portfolio. For these reasons, the results are not directly comparable. However, that Company's second lien methodology utilized many of the same assumptions as those used at year-end 2009 and year-end 2010, so the year-end 2008 second lien assumptions are provided below for comparative purposes.

The Company also used generally the same methodology to project the credit received by the RMBS issuers for recoveries on R&W at year-end 2010 as it used at year-end 2009. Other than the impact of the increase in projected collateral defaults on the calculation of the credit, the primary difference relates to the population of transactions the Company included in its R&W credits. The Company added credits for four second lien transactions: two transactions where a capital infusion of the provider of the R&W made that company financially viable in the Company's opinion and another two transactions where the Company obtained loan files that it had not previously concluded were accessible. The Company added credits for four first lien transactions where it has obtained loan files that it had not previously concluded were accessible. The Company also refined some of the assumptions in the calculation of the amount of the credit to reflect actual experience.

Prior to the AGMH Acquisition the Company used a similar approach to calculate a credit for recoveries on R&W, but on its smaller RMBS portfolio and based on its projected losses at the time. The credit at year-end 2008 related primarily to two second lien transactions.

Table of Contents*U.S. Second Lien RMBS Loss Projections: HELOCs and Closed-End Second Lien*

The Company insures two types of second lien RMBS: those secured by HELOCs and those secured by closed end second lien mortgages. HELOCs are revolving lines of credit generally secured by a second lien on a one to four family home. A mortgage for a fixed amount secured by a second lien on a one to four family home is generally referred to as a closed end second lien. Both first lien RMBS and second lien RMBS sometimes include a portion of loan collateral with a different priority than the majority of the collateral. The Company has material exposure to second lien mortgage loans originated and serviced by a number of parties, but the Company's most significant second lien exposure is to HELOCs originated and serviced by Countrywide, a subsidiary of Bank of America Corporation.

The delinquency performance of HELOC and closed end second lien exposures included in transactions insured by the Company began to deteriorate in 2007, and such transactions, particularly those originated in the period from 2005 through 2007, continue to perform below the Company's original underwriting expectations. While insured securities benefit from structural protections within the transactions designed to absorb collateral losses in excess of previous historical high levels, in many second lien RMBS projected losses now exceed those structural protections.

The Company believes the primary variables impacting its expected losses in second lien RMBS transactions are the amount and timing of future losses in the collateral pool supporting the transactions and the amount of loans repurchased for breaches of R&W. Expected losses are also a function of the structure of the transaction, the voluntary prepayment rate (typically also referred to as conditional prepayment rate of the collateral); the interest rate environment; and assumptions about the draw rate and loss severity. These variables are: interrelated, difficult to predict and subject to considerable volatility. If actual experience differs from the Company's assumptions, the losses incurred could be materially different from the estimate. The Company continues to update its evaluation of these exposures as new information becomes available.

The following table shows the Company's key assumptions used in its calculation of estimated expected losses for the Company's direct vintage 2004 - 2008 second lien U.S. RMBS as of December 31, 2010, December 31, 2009 and December 31, 2008:

**Assumptions in Base Case Expected Loss Estimates  
Second Lien RMBS(1)**

| HELOC Key Variables                                  | As of             |       | As of             |       | As of             |       |
|--|-------------------|-------|-------------------|-------|-------------------|-------|
|  | December 31, 2010 |       | December 31, 2009 |       | December 31, 2008 |       |
| Plateau conditional default rate                     | 4.2               | 22.1% | 10.7              | 40.0% | 19.0              | 21.0% |
| Final conditional default rate trended down to       | 0.4               | 3.2%  | 0.5               | 3.2%  | 1.0               |       |
| Expected period until final conditional default rate | 24 months         |       | 21 months         |       | 15 months         |       |
| Initial conditional prepayment rate                  | 3.3               | 17.5% | 1.9               | 14.9% | 7.0               | 8.0%  |
| Final conditional prepayment rate                    | 10%               |       | 10%               |       | 7.0 8.0%          |       |
| Loss severity  | 98%               |       | 95%               |       | 100%              |       |
| Initial draw rate                                    | 0.0               | 6.8%  | 0.1               | 2.0%  | 1.0               | 2.0%  |

| Closed end second lien Key Variables                          | As of             |       | As of             |       | As of             |       |
|---|-------------------|-------|-------------------|-------|-------------------|-------|
|   | December 31, 2010 |       | December 31, 2009 |       | December 31, 2008 |       |
| Plateau conditional default rate                              | 7.3               | 27.1% | 21.5              | 44.2% | 34.0              | 36.0% |
| Final conditional default rate trended down to                | 2.9               | 8.1%  | 3.3               | 8.1%  | 3.4               | 3.6%  |
| Expected period until final conditional default rate achieved | 24 months         |       | 21 months         |       | 24 months         |       |
| Initial conditional prepayment rate                           | 1.3               | 9.7%  | 0.8               | 3.6%  | 7.0%              |       |
| Final conditional prepayment rate                             | 10%               |       | 10%               |       | 7%                |       |
| Loss severity   | 98%               |       | 95%               |       | 100%              |       |

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

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In second lien transactions the projection of near-term defaults from currently delinquent loans is relatively straightforward because loans in second lien transactions are generally "charged off" (treated as defaulted) by the securitization's servicer once the loan is 180 days past due. Most second lien transactions report the amount of loans in five monthly delinquency categories (*i.e.*, 30-59 days past due, 60-89 days past due, 90-119 days past due, 120-149 days past due and 150-179 days past due). The Company estimates the amount of loans that will default over the next five months by calculating current representative liquidation rates (the percent of loans in a given delinquency status that are assumed to ultimately default) from selected representative transactions and then applying an average of the preceding 12 months' liquidation rates to the amount of loans in the delinquency categories. The amount of loans projected to default in the first through fifth months is expressed as a conditional default rate. The first four months' conditional default rate is calculated by applying the liquidation rates to the current period past due balances (*i.e.*, the 150-179 day balance is liquidated in the first projected month, the 120-149 day balance is liquidated in the second projected month, the 90-119 day balance is liquidated in the third projected month and the 60-89 day balance is liquidated in the fourth projected month). For the fifth month the conditional default rate is calculated using the average 30-59 day past due balances for the prior three months. The fifth month is then used as the basis for the plateau period that follows the embedded five months of losses.

As of December 31, 2010, in the base scenario, the conditional default rate (the "plateau conditional default rate") was held constant for one month. (At year-end 2009 the plateau default rate was held constant for four months.) Once the plateau period has ended, the conditional default rate is assumed to gradually trend down in uniform increments to its final long-term steady state conditional default rate. In the base scenario, the time over which the conditional default rate trends down to its final conditional default rate is eighteen months (compared to twelve months at year-end 2009). Therefore, the total stress period for second lien transactions would be twenty-four months which is comprised of: five months of delinquent data, a one month plateau period and an eighteen month decrease to the steady state conditional default rate. This is three months longer than the 21 months used at year-end 2009. The long-term steady state conditional default rates are calculated as the constant conditional default rates that would have yielded the amount of losses originally expected at underwriting. When a second lien loan defaults, there is generally very low recovery. Based on current expectations of future performance, the Company reduced its loss recovery assumption to 2% from 5% (thus increasing its severity from 95% to 98%) in the third quarter of 2010.

The rate at which the principal amount of loans is prepaid may impact both the amount of losses projected (which is a function of the conditional default rate and the loan balance over time) as well as the amount of excess spread (which is the excess of the interest paid by the borrowers on the underlying loan over the amount of interest and expenses owed on the insured obligations). In the base case, the current conditional prepayment rate is assumed to continue until the end of the plateau before gradually increasing to the final conditional prepayment rate over the same period the conditional default rate decreases. For transactions where the initial conditional prepayment rate is higher than the final conditional prepayment rate, the initial conditional prepayment rate is held constant. The final conditional prepayment rate is assumed to be 10% for both HELOC and closed end second lien transactions. This level is much higher than current rates, but lower than the historical average, which reflects the Company's continued uncertainty about performance of the borrowers in these transactions. This pattern is consistent with how the Company modeled the conditional prepayment rate at year-end 2009. To the extent that prepayments differ from projected levels it could materially change the Company's projected excess spread.

The Company uses a number of other variables in its second lien loss projections, including the spread between relevant interest rate indices, and HELOC draw rates (the amount of new advances provided on existing HELOCs expressed as a percent of current outstanding advances). For HELOC transactions, the draw rate is assumed to decline from the current level to the final draw rate over a period of three months. The final draw rates were assumed to range from 0.0% to 3.4%.

In estimating expected losses, the Company modeled and probability weighted three possible conditional default rate curves applicable to the period preceding the return to the long-term steady state conditional default rate. Given that draw rates have been reduced to levels below the historical average and that loss severities in these products have been higher than anticipated at inception, the

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Company believes that the level of the elevated conditional default rate and the length of time it will persist is the primary driver behind the likely amount of losses the collateral will suffer (before considering the effects of repurchases of ineligible loans). The Company continues to evaluate the assumptions affecting its modeling results.

At year-end 2010, the Company's base case assumed a one month conditional default rate plateau and an 18 month ramp down. Increasing the conditional default rate plateau to 4 months and keeping the ramp down at 18 months would increase the expected loss by approximately \$132.7 million for HELOC transactions and \$18.2 million for closed end second lien transactions. On the other hand, keeping the conditional default rate plateau at one month but decreasing the length of the conditional default rate ramp down to the 12 month assumption used at year-end 2009 would decrease the expected loss by approximately \$75.6 million for HELOC transactions and \$10.4 million for closed end second lien transactions.

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

First lien RMBS are generally categorized in accordance with the characteristics of the first lien mortgage loans on one to four family homes supporting the transactions. The collateral supporting "Subprime RMBS" transactions is comprised of first-lien residential mortgage loans made to subprime borrowers. A "subprime borrower" is one considered to be a higher risk credit based on credit scores or other risk characteristics. Another type of RMBS transaction is generally referred to as "Alt-A RMBS." The collateral supporting such transactions is comprised of first-lien residential mortgage loans made to "prime" quality borrowers who lack certain ancillary characteristics that would make them prime. When more than 66% of the loans originally included in the pool are mortgage loans with an option to make a minimum payment that has the potential to negatively amortize the loan (*i.e.*, increase the amount of principal owed), the transaction is referred to as an "Option ARM." Finally, transactions may be primarily composed of loans made to prime borrowers. Both first lien RMBS and second lien RMBS sometimes include a portion of loan collateral with a different priority than the majority of the collateral.

The performance of the Company's first lien RMBS exposures began to deteriorate in 2007 and such transactions, particularly those originated in the period from 2005 through 2007 continue to perform below the Company's original underwriting expectations. The Company currently projects first lien collateral losses many times those expected at the time of underwriting. While insured securities benefitted from structural protections within the transactions designed to absorb some of the collateral losses, in many first lien RMBS transactions, projected losses exceed those structural protections.

The majority of projected losses in first lien RMBS transactions are expected to come from non-performing mortgage loans (those that are delinquent, in foreclosure or where the loan has been foreclosed and the RMBS issuer owns the underlying real estate). An increase in non-performing loans beyond that projected in the previous period is one of the primary drivers of loss development in this portfolio. In order to determine the number of defaults resulting from these delinquent and foreclosed loans, the Company applies a liquidation rate assumption to loans in each of various delinquency categories. The Company arrived at its liquidation rates based on data in loan performance and assumptions about how delays in the foreclosure process may ultimately affect the rate at which loans are liquidated. The following table shows the Company's liquidation assumptions for various delinquency categories as of December 31, 2010 and 2009. The liquidation rate is a standard industry

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measure that is used to estimate the number of loans in a given aging category that will default within a specified time period. The Company projects these liquidations to occur over two years.

|                              | December 31,<br>2010 | December 31,<br>2009 |
|------------------------------|----------------------|----------------------|
| <b>30 59 Days Delinquent</b> |                      |                      |
| Alt-A first lien             | 50%                  | 50%                  |
| Alt-A option ARM             | 50                   | 50                   |
| Subprime                     | 45                   | 45                   |
| <b>60 89 Days Delinquent</b> |                      |                      |
| Alt-A first lien             | 65                   | 65                   |
| Alt-A option ARM             | 65                   | 65                   |
| Subprime                     | 65                   | 65                   |
| <b>90 Bankruptcy</b>         |                      |                      |
| Alt-A first lien             | 75                   | 75                   |
| Alt-A option ARM             | 75                   | 75                   |
| Subprime                     | 70                   | 70                   |
| <b>Foreclosure</b>           |                      |                      |
| Alt-A first lien             | 85                   | 85                   |
| Alt-A option ARM             | 85                   | 85                   |
| Subprime                     | 85                   | 85                   |
| <b>Real Estate Owned</b>     |                      |                      |
| Alt-A first lien             | 100                  | 100                  |
| Alt-A option ARM             | 100                  | 100                  |
| Subprime                     | 100                  | 100                  |

While the Company uses liquidation rates as described above to project defaults of non-performing loans, it projects defaults on presently current loans by applying a conditional default rate trend. The start of that conditional default rate trend is based on the defaults the Company projects will emerge from currently nonperforming loans. The total amount of expected defaults from the non-performing loans is translated into a constant conditional default rate (*i.e.*, the conditional default rate plateau), which, if applied for each of the next 24 months, would be sufficient to produce approximately the amount of defaults that were calculated to emerge from the various delinquency categories. The conditional default rate thus calculated individually on the collateral pool for each RMBS is then used as the starting point for the conditional default rate curve used to project defaults of the presently performing loans.

In the base case, each transaction's conditional default rate is projected to improve over 12 months to an intermediate conditional default rate (calculated as 15% of its conditional default rate plateau); that intermediate conditional default rate is held constant for 36 months and then trails off in steps to a final conditional default rate of 5% of the conditional default rate plateau. Under the Company's methodology, defaults projected to occur in the first 24 months represent defaults that can be attributed to loans that are currently delinquent or in foreclosure, while the defaults projected to occur using the projected conditional default rate trend after the first 24 month period represent defaults attributable to borrowers that are currently performing.

Another important driver of loss projections is loss severity, which is the amount of loss the transaction incurs on a loan after the application of net proceeds from the disposal of the underlying property. Loss severities experienced in first lien transactions have reached historical high levels and the Company is assuming that these historical high levels will continue for another year. The Company determines its initial loss severity based on actual recent experience. The Company then assumes that loss severities begin returning to levels consistent with underwriting assumptions beginning in December 2011, and in the base scenario decline over two years to 40%.

The following table shows the Company's key assumptions used in its calculation of expected losses for the Company's direct vintage 2004-2008 first lien U.S. RMBS as of December 31, 2010 and

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December 31, 2009. The Company was not projecting any losses for first lien RMBS deals as of December 31, 2008:

**Key Assumptions in Base Case Expected Loss Estimates of First Lien RMBS Transactions**

|                                       | As of<br>December 31, 2010 |       | As of<br>December 31, 2009 |       |
|---------------------------------------|----------------------------|-------|----------------------------|-------|
| <b>Alt-A First Lien</b>               |                            |       |                            |       |
| Plateau conditional default rate      | 2.6%                       | 42.2% | 1.5%                       | 35.7% |
| Intermediate conditional default rate | 0.4%                       | 6.3%  | 0.2%                       | 5.4%  |
| Final conditional default rate        | 0.1%                       | 2.1%  | 0.1%                       | 1.8%  |
| Initial loss severity                 | 60%                        |       | 60%                        |       |
| Initial conditional prepayment rate   | 0.0%                       | 36.5% | 0.0%                       | 20.5% |
| Final conditional prepayment rate     | 10%                        |       | 10%                        |       |
| <b>Alt-A option ARM</b>               |                            |       |                            |       |
| Plateau conditional default rate      | 11.7%                      | 32.7% | 13.5%                      | 27.0% |
| Intermediate conditional default rate | 1.8%                       | 4.9%  | 2.0%                       | 4.1%  |
| Final conditional default rate        | 0.6%                       | 1.6%  | 0.7%                       | 1.4%  |
| Initial loss severity                 | 60%                        |       | 60%                        |       |
| Initial conditional prepayment rate   | 0.0%                       | 17.7% | 0.0%                       | 3.5%  |
| Final conditional prepayment rate     | 10%                        |       | 10%                        |       |
| <b>Subprime</b>                       |                            |       |                            |       |
| Plateau conditional default rate      | 9.0%                       | 34.6% | 7.1%                       | 29.5% |
| Intermediate conditional default rate | 1.3%                       | 5.2%  | 1.1%                       | 4.4%  |
| Final conditional default rate        | 0.4%                       | 1.7%  | 0.4%                       | 1.5%  |
| Initial loss severity                 | 80%                        |       | 70%                        |       |
| Initial conditional prepayment rate   | 0.0%                       | 13.5% | 0.0%                       | 12.0% |
| Final conditional prepayment rate     | 10%                        |       | 10%                        |       |

The rate at which the principal amount of loans is prepaid may impact both the amount of losses projected (since that amount is a function of the conditional default rate and the loan balance over time) as well as the amount of excess spread (the amount by which the interest paid by the borrowers on the underlying loan exceeds the amount of interest owed on the insured obligations). The assumption for the conditional prepayment rate follows a similar pattern to that of the conditional default rate. The current level of voluntary prepayments is assumed to continue for the plateau period before gradually increasing over 12 months to the final conditional prepayment rate, which is assumed to be either 10% or 15% depending on the scenario run. For transactions where the initial conditional prepayment rate is higher than the final conditional prepayment rate, the initial conditional prepayment rate is held constant.

The ultimate performance of the Company's first lien RMBS transactions remains highly uncertain and may be subject to considerable volatility due to the influence of many factors, including the level and timing of loan defaults, changes in housing prices and other variables. The Company will continue to monitor the performance of its RMBS exposures and will adjust the loss projections for those transactions based on actual performance and management's estimates of future performance.

In estimating expected losses, the Company modeled and probability weighted sensitivities for first lien transactions by varying its assumptions of how fast recovery is expected to occur. The primary variable when modeling sensitivities was how quickly the conditional default rate returned to its modeled equilibrium, which was defined as 5% of the current conditional default rate. The Company also stressed conditional prepayment rates and the speed of recovery of loss severity rates. In a somewhat more stressful environment than that of the base case, where the conditional default rate recovery was more gradual and the final conditional prepayment rate was 15% rather than 10%, the Company's expected losses would increase by approximately \$8.7 million for Alt-A first liens, \$104.8 million for Option ARMs, \$18.5 million for subprime and \$0.1 million for prime transactions. In an even more stressful scenario where the conditional default rate plateau was extended 3 months (to be 27 months long) before the same more gradual conditional default rate recovery and loss severities were assumed to recover over 4 rather than 2 years (and subprime loss severities were assumed to

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recover only to 55%), the Company's expected losses would increase by approximately \$35.5 million for Alt-A first liens, \$191.3 million for Option ARMs, \$204.6 million for subprime and \$0.8 million for prime transactions. The Company also considered a scenario where the recovery was faster than in its base case. In this scenario, where the conditional default rate plateau was 3 months shorter (21 months, effectively assuming that liquidation rates would improve) and the conditional default rate recovery was more pronounced, the Company's expected losses would decrease by approximately \$24.4 million for Alt-A first liens, \$78.0 million for Option ARMs, \$37.2 million for subprime and \$0.5 million for prime transactions.

*Breaches of Representations and Warranties*

The Company is pursuing reimbursements for breaches of R&W regarding loan characteristics. Performance of the collateral underlying certain first and second lien securitizations has substantially differed from the Company's original expectations. The Company has employed several loan file diligence firms and law firms as well as devoted internal resources to review the mortgage files surrounding many of the defaulted loans. As of December 31, 2010, the Company had performed a detailed review of approximately 37,500 second lien and 15,500 first lien defaulted loan files, representing nearly \$2.8 billion in second lien and \$5.7 billion in first lien outstanding par of defaulted loans underlying insured transactions. The Company identified approximately 33,100 second lien transaction loan files and approximately 14,500 first lien transaction loan files that breached one or more R&W regarding the characteristics of the loans, such as misrepresentation of income or employment of the borrower, occupancy, undisclosed debt and non-compliance with underwriting guidelines at loan origination. The Company continues to review new files as new loans default and as new loan files are made available to it. The Company generally obtains the loan files from the originators or servicers (including master servicers). In some cases, the Company requests loan files via the trustee, which then requests the loan files from the originators and/or servicers. On second lien loans, the Company requests loan files for all charged-off loans. On first lien loans, the Company requests loan files for all severely (60+ days) delinquent loans and all liquidated loans. Recently, the Company started requesting loan files for all the loans (both performing and non-performing) in certain deals to limit the number of requests for additional loan files as the transactions season and loans charge-off, become 60+ days delinquent or are liquidated. (The Company takes no repurchase credit for R&W breaches on loans that are expected to continue to perform.) Following negotiations with the providers of the R&W, as of December 31, 2010, the Company had reached agreement for providers to repurchase \$323 million of second lien and \$205 million of first lien loans. The \$323 million for second lien loans represents the calculated repurchase price for 3,120 loans and the \$205 million for first lien loans represents the calculated repurchase price for 547 loans. The repurchase proceeds are paid to the RMBS transactions and distributed in accordance with the payment priorities set out in the transaction agreements, so the proceeds are not necessarily allocated to the Company on a dollar-for-dollar basis. Proceeds projected to be reimbursed to the Company on transactions where the Company has already paid claims are viewed as a recovery on paid losses. For transactions where the Company has not already paid claims, projected recoveries reduce projected loss estimates. In either case, projected recoveries have no effect on the amount of the Company's exposure. These amounts reflect payments made pursuant to the negotiated transaction agreements and not payments made pursuant to legal settlements. See "Recovery Litigation" below for a description of the related legal proceedings the Company has commenced.

The Company has included in its net expected loss estimates as of December 31, 2010 an estimated benefit from repurchases of \$1.6 billion. The amount of benefit recorded as a reduction of expected losses was calculated by extrapolating each transaction's breach rate on defaulted loans to projected defaults. The Company did not incorporate any gain contingencies or damages paid from potential litigation in its estimated repurchases. The amount the Company will ultimately recover related to contractual R&W is uncertain and subject to a number of factors including the counterparty's ability to pay, the number and loss amount of loans determined to have breached R&W and, potentially, negotiated settlements or litigation recoveries. As such, the Company's estimate of recoveries is uncertain and actual amounts realized may differ significantly from these estimates. In arriving at the expected recovery from breaches of R&W, the Company considered the credit worthiness of the provider of the R&W, the number of breaches found on defaulted loans, the success



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rate in resolving these breaches with the provider of the R&W and the potential amount of time until the recovery is realized.

The calculation of expected recovery from breaches of R&W involved a variety of scenarios which ranged from the Company recovering substantially all of the losses it incurred due to violations of R&W to the Company realizing very limited recoveries. The Company did not include any recoveries related to breaches of R&W in amounts greater than the losses it expected to pay under any given cash flow scenario. These scenarios were probability weighted in order to determine the recovery incorporated into the Company's reserve estimate. This approach was used for both loans that had already defaulted and those assumed to default in the future. In all cases, recoveries were limited to amounts paid or expected to be paid by the Company.

The following table represents the Company's total estimated recoveries netted in expected loss to be paid, from defective mortgage loans included in certain first and second lien U.S. RMBS loan securitizations that it insures. The Company had \$1.6 billion of estimated recoveries from ineligible loans as of December 31, 2010, of which \$0.9 billion is reported in salvage and subrogation recoverable, \$0.5 billion is netted in loss and LAE reserves and \$0.2 billion is netted in unearned premium reserve. The Company had \$1.2 billion of estimated recoveries from ineligible loans as of December 31, 2009 of which \$0.3 billion was reported in salvage and subrogation recoverable, \$0.6 billion netted in loss and LAE reserves and \$0.3 billion included within the Company's unearned premium reserve portion of its stand-ready obligation reported on the Company's consolidated balance sheet.

**Rollforward of Estimated Benefit from Recoveries of Representation and Warranty Breaches,  
Net of Reinsurance**

|                           | # of<br>Insurance<br>Policies<br>as of<br>December 31,<br>2010 with<br>R&W<br>Benefit<br>Recorded | Outstanding<br>Principal<br>and Interest<br>of Policies<br>with R&W<br>Benefit<br>Recorded as<br>of<br>December 31,<br>2010 | Future Net<br>R&W<br>Benefit at<br>December 31,<br>2009 | R&W<br>Development<br>and<br>Accretion<br>of<br>Discount<br>during<br>Year | R&W<br>Recovered<br>During<br>2010(1) | Future Net<br>R&W<br>Benefit at<br>December 31,<br>2010 |
|---------------------------|---|---|---|--|---------------------------------------|---|
| (dollars in millions)     |   |   |   |  |                                       |   |
| Prime first<br>lien       | 1   | \$ 57.1   | \$  | \$ 1.1   | \$                                    | \$ 1.1  |
| Alt-A first<br>lien       | 17  | 1,882.8   | 64.2  | 16.8   |                                       | 81.0  |
| Alt-A<br>option<br>ARM    | 11  | 1,909.8   | 203.7   | 166.6  | 61.0                                  | 309.3   |
| Subprime                  | 1   | 228.7   |   | 26.8   |                                       | 26.8  |
| Closed end<br>second lien | 4   | 444.9   | 76.5  | 101.7  |                                       | 178.2   |
| HELOC                     | 13  | 2,969.8   | 828.7   | 303.5  | 128.1                                 | 1,004.1   |
| <b>Total</b>              | <b>47</b>   | <b>\$ 7,493.1</b>   | <b>\$ 1,173.1</b>                                       | <b>\$ 616.5</b>  | <b>\$ 189.1</b>                       | <b>\$ 1,600.5</b>                                       |

|  | # of<br>Insurance<br>Policies<br>as of<br>December 31,<br>2009<br>with<br>R&W<br>Benefit<br>Recorded | Outstanding<br>Principal<br>and Interest<br>of Policies<br>with R&W<br>Benefit<br>Recorded as<br>of<br>December 31,<br>2009 | Future<br>Net<br>R&W<br>Benefit at<br>December 31,<br>2008 | R&W<br>Development<br>and<br>Accretion<br>of<br>Discount<br>during<br>Year | R&W<br>Recovered<br>During<br>2009 | R&W<br>Benefit<br>from<br>AGMH<br>Acquisition | Future Net<br>R&W<br>Benefit at<br>December 31,<br>2009 |
|--|--|---|--|--|------------------------------------|---|---|
|--|--|---|--|--|------------------------------------|---|---|

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(dollars in millions)

|                                 |           |           |                |           |             |           |              |           |             |           |              |           |                |
|---------------------------------|-----------|-----------|----------------|-----------|-------------|-----------|--------------|-----------|-------------|-----------|--------------|-----------|----------------|
| Prime first lien                |           | \$        |                | \$        |             | \$        |              | \$        |             | \$        |              |           |                |
| Alt-A first lien                | 17        |           | 1,821.5        |           |             | 64.2      |              |           |             | 64.2      |              |           |                |
| Alt-A option ARM                | 9         |           | 2,437.5        |           |             | 41.2      |              | 16.7      |             | 179.2     | 203.7        |           |                |
| Subprime Closed end second lien | 2         |           | 224.0          |           |             | 76.5      |              |           |             | 76.5      |              |           |                |
| HELOC                           | 11        |           | 4,384.5        |           | 49.3        | 618.9     |              | 66.9      |             | 227.4     | 828.7        |           |                |
| <b>Total</b>                    | <b>39</b> | <b>\$</b> | <b>8,867.5</b> | <b>\$</b> | <b>49.3</b> | <b>\$</b> | <b>800.8</b> | <b>\$</b> | <b>83.6</b> | <b>\$</b> | <b>406.6</b> | <b>\$</b> | <b>1,173.1</b> |

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(1) Gross amount recovered is \$217.6 million.

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The following table provides a breakdown of the development and accretion amount in the rollforward of estimated recoveries associated with alleged breaches of R&W:

|   | <b>Year Ended<br/>December 31, 2010<br/>(in millions)</b> |
|---|---|
| Inclusion of new deals with breaches of R&W during period                                   | \$ 170.5  |
| Change in recovery assumptions as the result of additional file review and recovery success | 253.5   |
| Estimated increase in defaults that will result in additional breaches                      | 188.1   |
| Accretion of discount on balance  | 4.4   |
| <b>Total</b>  | <b>\$ 616.5</b>   |

The \$616.5 million R&W development and accretion of discount during 2010 in the above table primarily resulted from an increase in loan file reviews, increased success rates in putting back loans, and increased projected defaults on loans with breaches of R&W. This development primarily can be broken down into changes in calculation inputs, changes in the timing and amounts of defaults and the inclusion of additional deals during the year for which the Company expects to obtain these benefits. The Company has reflected eight additional transactions during 2010 which resulted in approximately \$170.5 million of the development. The remainder of the development primarily relates to changes in assumptions and additional projected defaults. The accretion of discount was not a primary driver of the development. Changes in assumptions generally relate to an increase in loan file reviews and increased success rates in putting back loans. The Company assumes that recoveries on HELOC and closed end second lien loans will occur in two to four years from the balance sheet date depending on the scenarios and that recoveries on Alt-A, Option ARM and Subprime loans will occur as claims are paid over the life of the transactions. The \$800.8 million development and accretion of discount during 2009 in the above table primarily resulted from an increase in loan file reviews and extrapolation of expected recoveries. The Company assumes in its base case that recoveries on HELOC and CES loans will occur in two years from the balance sheet date and that recoveries on Alt-A, Option ARM and Subprime loans will occur as claims are paid over the life of the transactions.

**Recoveries for Breaches of Representations and Warranties**

On April 14, 2011, Assured Guaranty reached a comprehensive agreement with Bank of America Corporation and its subsidiaries, including Countrywide Financial Corporation and its subsidiaries (collectively, "Bank of America"), regarding their liabilities with respect to 29 RMBS transactions insured by Assured Guaranty, including claims relating to reimbursement for breaches of R&W and historical loan servicing issues ("Bank of America Agreement"). Of the 29 RMBS transactions, eight are second lien transactions and 21 are first lien transactions. The Bank of America Agreement covers Bank of America-sponsored securitizations that AGM or AGC has insured, as well as certain other securitizations containing concentrations of Countrywide-originated loans that AGM or AGC has insured. The transactions covered by the Bank of America Agreement had a gross par outstanding of \$5.2 billion (\$4.8 billion net par outstanding) as of March 31, 2011, or 29% of Assured Guaranty's total below investment grade ("BIG") RMBS net par outstanding.

Bank of America paid \$928.1 million in the second quarter of 2011 in respect of covered second lien transactions and is obligated to pay another \$171.9 million by March 2012. In consideration of the \$1.1 billion, the Company has agreed to release its claims for the repurchase of mortgage loans underlying the eight second lien transactions (i.e., the Company will retain the risk of future insured losses without further offset for R&W claims against Bank of America).

In addition, Bank of America will reimburse Assured Guaranty for 80% of claims Assured Guaranty pays on the 21 first lien transactions, until aggregate collateral losses on such RMBS transactions reach \$6.6 billion. The Company accounts for the 80% loss sharing agreement with Bank of America as subrogation. As the Company calculates expected losses for these 21 first lien transactions, such expected losses will be offset by an R&W benefit from Bank of America for 80% of these amounts. As of June 30, 2011, Bank of America had placed \$1.0 billion of eligible assets in trust in order to collateralize the reimbursement obligation relating to the first lien transactions. The amount

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of assets required to be posted may increase or decrease from time to time, as determined by rating agency requirements.

The Company believes the Bank of America Agreement was a significant step in the effort to recover U.S. RMBS losses the Company experienced resulting from breaches of R&W. The Company is continuing to pursue other representation and warranty providers for U.S. RMBS transactions it has insured.

*"XXX" Life Insurance Transactions*

The Company has insured \$2.1 billion of net par in "XXX" life insurance reserve securitization transactions based on discrete blocks of individual life insurance business. In these transactions the monies raised by the sale of the bonds insured by the Company were used to capitalize a special purpose vehicle that provides reinsurance to a life insurer or reinsurer. The monies are invested at inception in accounts managed by third-party investment managers. In order for the Company to incur an ultimate net loss on these transactions, adverse experience on the underlying block of life insurance policies and/or credit losses in the investment portfolio would need to exceed the level of credit enhancement built into the transaction structures. In particular, such credit losses in the investment portfolio could be realized in the event that circumstances arise resulting in the early liquidation of assets at a time when their market value is less than their intrinsic value.

The Company's \$2.1 billion net par of XXX life insurance transactions includes, as of December 31, 2010, includes a total of \$882.5 million rated BIG, comprising Class A-2 Floating Rate Notes issued by Ballantyne Re p.l.c and Series A-1 Floating Rate Notes issued by Orkney Re II p.l.c ("Orkney Re II"). The Ballantyne Re and Orkney Re II XXX transactions had material amounts of their assets invested in U.S. RMBS transactions. Based on its analysis of the information currently available, including estimates of future investment performance provided by the current investment manager, and projected credit impairments on the invested assets and performance of the blocks of life insurance business at December 31, 2010, the Company's gross expected loss, prior to reinsurance or netting of unearned premium, for its two BIG XXX insurance transactions was \$73.8 million and its net reserve was \$57.7 million.

*Public Finance Transactions*

The Company has insured \$458 billion of public finance transactions across a number of different sectors. Within that category, \$4.5 billion is rated BIG, and the company is projecting \$88.9 million of expected losses across the portfolio.

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Of these losses, \$25.8 million are expected in relation to eight student loan transactions with \$592.4 million of net par outstanding. The largest of these losses was \$18.5 million related to a transaction backed by a pool of government-guaranteed student loans ceded to AG Re by another monoline insurer. The guaranteed bonds were issued as variable rate demand obligations that have since been "put" to the bank liquidity providers and now bear a high rate of interest. Further the underlying loan collateral has performed below expectations. The Company has estimated its losses based upon a weighting of potential outcomes.

The Company has also projected estimated losses of \$33 million on its total net par outstanding of \$513.2 million on Jefferson County Alabama Sewer Authority exposure. This estimate is based primarily on the Company's view of how much debt the Authority should be able to support under certain probability- weighted scenarios.

The Company has projected expected loss to be paid of \$14.0 million on one transaction from 2000 backed by manufactured housing loans with a net par of \$67.1 million. The Company insures a total of \$358.8 million net par of securities backed by manufactured housing loans, a total of \$240.5 million rated BIG.

The Company has \$164.5 million of net par exposure to the city of Harrisburg, Pennsylvania, of which \$93.2 million is BIG. The Company has paid \$2.9 million in net claims to date, and expects a full recovery.

*Other Sectors and Transactions*

The Company continues to closely monitor other sectors and individual financial guaranty insurance transactions it feels warrant the additional attention, including, as of December 31, 2010, its commercial real estate exposure of \$584.2 million of net par, its TruPS collateralized debt obligations ("CDOs") exposure of \$1.1 billion, its insurance on a financing of 78 train sets (one train set being composed of eight cars) for an Australian commuter railway for \$616.5 million net par and its U.S. health care exposure of \$21.4 billion of net par.

*Recovery Litigation*

As of March 1, 2011, the Company had filed lawsuits with regard to four second lien U.S. RMBS transactions insured by the Company, alleging breaches of R&W both in respect of the underlying loans in the transactions and the accuracy of the information provided to the Company, and failure to cure or repurchase defective loans identified by the Company to such persons. These transactions consist of the ACE Securities Corp. Home Equity Loan Trust, Series 2006-GP1, the ACE Securities Corp. Home Equity Loan Trust, Series 2007-SL2 and the ACE Securities Corp. Home Equity Loan Trust, Series 2007-SL3 transactions (in each of which the Company has sued DB Structured Products, Inc. and its affiliate ACE Securities Corp.) and the SACO I Trust 2005-GP1 transaction (in which the Company has sued JPMorgan Chase & Co.'s affiliate EMC Mortgage Corporation).

In October 2011, the Company brought an action against DLJ Mortgage Capital, Inc. ("DLJ") and Credit Suisse Securities (USA) LLC ("Credit Suisse") with regard to six first lien U.S. RMBS transactions insured by them: CSAB Mortgage-Backed Pass Through Certificates, Series 2006-2; CSAB Mortgage-Backed Pass Through Certificates, Series 2006-3; CSAB Mortgage-Backed Pass Through Certificates, Series 2006-4; CMSC Mortgage-Backed Pass Through Certificates, Series 2007-3; CSAB Mortgage-Backed Pass Through Certificates, Series 2007-1; and TBW Mortgage-Backed Pass Through Certificates, Series 2007-2. The complaint alleges breaches of R&W against DLJ in respect of the underlying loans in the transactions, breaches of R&W against DLJ and Credit Suisse in respect of the accuracy of the information provided to the rating agencies, and failure by DLJ to cure or repurchase defective loans identified by the Company.

The Company has also filed a lawsuit against UBS Securities LLC and Deutsche Bank Securities, Inc., as underwriters, as well as several named and unnamed control persons of IndyMac Bank, FSB and related IndyMac entities, with regard to two U.S. RMBS transactions that the Company had insured, alleging violations of state securities laws and breach of contract, among other claims. One of these transactions (referred to as IndyMac Home Equity Loan Trust 2007-H1) is a second lien

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transaction and the other (referred to as IndyMac IMSC Mortgage Loan Trust 2007-HOA-1) is a first lien transaction.

In December 2008, the Company sued J.P. Morgan Investment Management Inc. ("JPMIM"), the investment manager in the Orkney Re II transaction, in New York Supreme Court ("Court") alleging that JPMIM engaged in breaches of fiduciary duty, gross negligence and breaches of contract based upon its handling of the investments of Orkney Re II. In January 2010, the Court ruled against the Company on a motion to dismiss filed by JPMIM, dismissing the Company's claims for breaches of fiduciary duty and gross negligence on the ground that such claims are preempted by the Martin Act, which is New York's blue sky law, such that only the New York Attorney General has the authority to sue JPMIM. The Company appealed and, in November 2010, the Appellate Division (First Department) issued a ruling, ordering the Court's order to be modified to reinstate the Company's claims for breach of fiduciary duty and gross negligence and certain of its claims for breach of contract, in each case for claims accruing on or after June 26, 2007. In December 2010, JPMIM filed a motion for permission to appeal to the Court of Appeals on the Martin Act issue; that motion was granted in February 2011. Oral argument on the appeal has been set for November 2011. Separately, at the trial court level, a preliminary conference order related to discovery was entered in February 2011 and discovery has commenced.

In June 2010, the Company sued JPMorgan Chase Bank, N.A. and JPMorgan Securities, Inc. (together, "JPMorgan"), the underwriter of debt issued by Jefferson County, in New York Supreme Court alleging that JPMorgan induced the Company to issue its insurance policies in respect of such debt through material and fraudulent misrepresentations and omissions, including concealing that it had secured its position as underwriter and swap provider through bribes to Jefferson County commissioners and others. In December 2010, the Court denied JPMorgan's motion to dismiss. The Company is continuing its risk remediation efforts for the Jefferson County exposure.

In September 2010, the Company, together with TD Bank, National Association and Manufacturers and Traders Trust Company, filed a complaint in the Court of Common Pleas of Dauphin County against The Harrisburg Authority, The City of Harrisburg, Pennsylvania, and the Treasurer of the City in connection with certain Resource Recovery Facility bonds and notes issued by the Authority, alleging, among other claims, breach of contract by both the Authority and the City, and seeking remedies including an order of mandamus compelling the City to satisfy its obligations on the defaulted bonds and notes and the appointment of a receiver for the Authority. Acting on its own, the City Council of Harrisburg filed a purported bankruptcy petition for the City on October 11, 2011. The Company plans to challenge the bankruptcy petition filed by the City Council.

*Provision for Income Tax*

Deferred income tax assets and liabilities are established for the temporary differences between the financial statement carrying amounts and tax bases of assets and liabilities using enacted rates in effect for the year in which the differences are expected to reverse. Such temporary differences relate principally to unrealized gains and losses on investments and credit derivatives, DAC, reserves for losses and LAE, unearned premium reserves and statutory contingency reserves. As of December 31, 2010 and December 31, 2009, the Company had a net deferred income tax asset of \$1,259.1 million and \$1,163.0 million, respectively. As of December 31, 2010, the Company has foreign tax credits, which expire in 2018, of \$22.3 million from its AGMH Acquisition. Section 382 of the Internal Revenue Code limits the amounts of credits the Company may utilize each year. Management believes sufficient future taxable income exists to realize the full benefit of these foreign tax credits. At December 31, 2009, the Company established a valuation allowance of \$7.0 million. Management has reassessed the likelihood of realization of all of its deferred tax assets. As of December 31, 2010, management believes sufficient future taxable income exists to offset the Assured Guaranty Re Overseas Ltd. ("AGRO") net operating loss and has released the \$7 million valuation allowance.

For the years ended December 31, 2010, 2009 and 2008, income tax expense was \$55.6 million, \$32.1 million and \$43.4 million and the Company's effective tax rate was 10.1%, 27.5% and 38.7% for the years ended December 31, 2010, 2009 and 2008, respectively. The Company's effective tax rates reflect the proportion of income recognized by each of the Company's operating subsidiaries, with U.S.

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subsidiaries taxed at the U.S. marginal corporate income tax rate of 35%, United Kingdom ("U.K.") subsidiaries taxed at the U.K. marginal corporate tax rate of 28%, and no taxes for the Company's Bermuda holding company and subsidiaries, and the impact of the goodwill impairment and gain on bargain purchase which is not tax effected. Accordingly, the Company's overall corporate effective tax rate fluctuates based on the distribution of taxable income across these jurisdictions. During the year ended December 31, 2010, a net tax benefit of \$55.8 million was recorded by the Company due to the filing of an amended tax return which included the AGMH and Subsidiaries tax group. The amended return filed in September 2010 was for a period prior to the AGMH Acquisition and consequently, the Company no longer has a deferred tax asset related to net operating loss or alternative minimum tax credits associated with the AGMH Acquisition. Instead, the Company has recorded additional deferred tax assets for loss reserves and foreign tax credits and has decreased its liability for uncertain tax positions. The event giving rise to this recognition occurred after the measurement period as defined by acquisition accounting and thus the amount is included in the year ended December 31, 2010 net income. Included in the \$55.8 million net tax benefit is a decrease for uncertain tax positions, including interest and penalties, of \$9.2 million. In 2009 pre-tax income included the bargain purchase gain on AGMH Acquisition of \$232.6 million and expense of \$85.4 million related to goodwill impairment, which was the primary reason for the 27.5% effective tax rate. In 2008 pre-tax income included \$38.0 million of pre-tax unrealized gains on credit derivatives, the majority of which was associated with subsidiaries taxed in the U.S.

*Financial Guaranty Variable Interest Entities*

On January 1, 2010, the Company adopted a new accounting standard as required by the Financial Accounting Standards Board that changed how a company determines when an entity that is insufficiently capitalized or is not controlled through voting (or similar rights) should be consolidated. The new accounting standard requires the Company to perform an analysis to determine whether its variable interests give it a controlling financial interest in a VIE. The new accounting standard mandated the accounting changes prescribed by the statement to be recognized by the Company as a cumulative effect adjustment to retained earnings as of January 1, 2010. The cumulative effect of adopting the new accounting standard was a \$206.5 million after-tax decrease to the opening retained earnings balance due to the consolidation of 21 VIEs at fair value on January 1, 2010. This analysis identifies the primary beneficiary of a VIE as the enterprise that has both (1) the power to direct the activities of a VIE that most significantly impact the entity's economic performance; and (2) the obligation to absorb losses of the entity that could potentially be significant to the VIE or the right to receive benefits from the entity that could potentially be significant to the VIE. Under GAAP, the Company is deemed to be the control party typically when its protective rights give it the power to both terminate and replace the deal servicer. Additionally, this new accounting standard requires an ongoing reassessment of whether the Company is the primary beneficiary of a VIE.

Pursuant to the new accounting standard, the Company evaluated its power to direct the significant activities that most significantly impact the economic performance of VIEs that have debt obligations insured by the Company and, accordingly, where the Company is obligated to absorb VIE losses that could potentially be significant to the VIE. As a result of changes in control rights during the year ended December 31, 2010, two VIEs were deconsolidated and ten additional VIEs were consolidated subsequent to the Company's adoption of the new accounting standard on January 1, 2010. This resulted in an increase in financial guaranty variable interest entities' assets of \$1,929.9 million, an increase in financial guaranty variable interest entities' liabilities of \$2,297.5 million and a net pre-tax loss on deconsolidation/consolidation of \$241.9 million, which was included in "net change in financial guaranty variable interest entities" in the consolidated statement of operations. The

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following table presents the effects on the Company's statement of operations for consolidating these VIEs and eliminating their related insurance accounting for the year ended December 31, 2010:

**Effect of Consolidating VIEs**

|   | Year Ended<br>December 31, 2010<br>(restated)<br>(in millions) |
|---|--|
| Net earned premiums(1)                  | \$ (47.6)  |
| Net change in financial guaranty VIEs   | (273.6)  |
| Loss and LAE(2)                         | 65.9   |
| <br>                                    |  |
| Total pre-tax impact on GAAP net income | (255.3)  |
| Less: Tax provision (benefit)           | (89.4)   |
| <br>                                    |  |
| Total impact on GAAP net income         | \$ (165.9)   |

(1) Represents net earned premiums of consolidated VIEs that were eliminated upon consolidation of VIEs.

(2) Represents loss and LAE of consolidated VIEs that were eliminated upon consolidation of VIEs.

During 2010, the fair value of VIEs' liabilities decreased principally as a result of lengthening duration of the expected payback period of these liabilities due to improved performance of the underlying VIEs' assets supporting the cash flows for the VIEs' liabilities.

In 2009, the Company consolidated VIEs for which it determined that it was the primary beneficiary, based on accounting rules in effect at the time. In determining whether the Company was the primary beneficiary prior to 2010, a number of factors were considered, including the design of the entity and the risks the VIE was created to pass along to variable interest holders, the extent of credit risk absorbed by the Company through its insurance contract and the extent to which credit protection provided by other variable interest holders reduces this exposure and the exposure that the Company cedes to third party reinsurers. The criteria for determining whether the Company is the primary beneficiary of a VIE has changed as of January 1, 2010, as described above.

*Segment Underwriting Gains (Losses)*

Management uses underwriting gains and losses as the primary measure of each segment's financial performance. The Company manages its business without regard to accounting requirements to consolidate certain VIEs. As a result, underwriting gain or loss includes results of operations as if consolidated VIEs were accounted for as insurance. All segments are reported net of cessions to third party reinsurers.

The Company's business includes two principal segments: financial guaranty direct and financial guaranty reinsurance. The financial guaranty direct segment includes policies issued directly to the holders of insured obligations at time of issuance and those issued in the secondary market. The financial guaranty reinsurance segment includes assumed reinsurance contracts written to third parties. The Company's mortgage guaranty insurance business, which was previously reported as a separate segment and has had no new activity in recent years, and other lines of business that were 100% ceded upon Assured Guaranty's initial public offering in 2004, are shown as "other." The financial guaranty segments include contracts accounted for as both insurance and credit derivatives.

Prior to the AGMH Acquisition, AG Re assumed business from AGM and it continues to do so. For periods prior to the AGMH Acquisition, the Company reported the business assumed from AGMH in the financial guaranty reinsurance segment, reflecting the separate organizational structures as of those reporting dates. As a result, prior period segment results are consistent with the amounts previously reported by segment. For periods subsequent to the AGMH Acquisition, the Company included all financial guaranty business written by AGMH in the financial guaranty direct segment and the AGMH business assumed by AG Re is eliminated from the financial guaranty reinsurance segment.





Table of Contents**Underwriting Gain (Loss) by Segment****Year Ended December 31, 2010**

|   | <b>Financial<br/>Guaranty<br/>Direct</b> | <b>Financial<br/>Guaranty<br/>Reinsurance</b> | <b>Other</b> | <b>Underwriting<br/>Gain (Loss)</b> | <b>Consolidation<br/>of VIEs</b> | <b>Total</b>      |
|---|--|---|--------------|-------------------------------------|----------------------------------|-------------------|
|   | <b>(in millions)</b>                     |   |              |                                     |                                  |                   |
|   | <b>(restated)</b>                        |   |              | <b>(restated)</b>                   | <b>(restated)</b>                | <b>(restated)</b> |
| Net earned premiums                               | \$ 1,161.7                               | \$ 70.2                                       | \$ 2.4       | \$ 1,234.3                          | \$ (47.6)                        | \$ 1,186.7        |
| Credit derivative revenues(1)                     | 210.9                                    | (0.6)   |              | 210.3                               |                                  | 210.3             |
| Other income                                      | 60.5                                     |   |              | 60.5                                |                                  | 60.5              |
| Loss and loss adjustment<br>(expenses) recoveries | (402.2)                                  | (75.7)  | (0.2)        | (478.1)                             | 65.9                             | (412.2)           |
| Losses incurred on credit<br>derivatives(2)       | (200.5)                                  | (8.9)   |              | (209.4)                             |                                  | (209.4)           |
| Amortization of deferred<br>acquisition costs     | (16.6)                                   | (17.4)  | (0.1)        | (34.1)                              |                                  | (34.1)            |
| Other operating expenses                          | (171.3)                                  | (29.2)  | (1.3)        | (201.8)                             |                                  | (201.8)           |
| <br>Underwriting gain (loss)                      | <br>\$ 642.5                             | <br>\$ (61.6)                                 | <br>\$ 0.8   | <br>\$ 581.7                        |                                  |                   |

**Year Ended December 31, 2009**

|  | <b>Financial<br/>Guaranty<br/>Direct</b> | <b>Financial<br/>Guaranty<br/>Reinsurance</b> | <b>Other</b>  | <b>Total</b>      |
|--|--|---|---------------|-------------------|
|  | <b>(in millions)</b>                     |   |               |                   |
|  | <b>(restated)</b>                        |   |               | <b>(restated)</b> |
| Net earned premiums                            | \$ 793.1                                 | \$ 134.4                                      | \$ 2.9        | \$ 930.4          |
| Credit derivative revenues(1)                  | 168.2                                    | 2.0   |               | 170.2             |
| Other income                                   | 31.3                                     | 0.1   |               | 31.4              |
| Loss and loss adjustment (expenses) recoveries | (257.9)                                  | (123.8)                                       | (12.1)        | (393.8)           |
| Losses incurred on credit derivatives(2)       | (238.1)                                  | (0.6)   |               | (238.7)           |
| Amortization of deferred acquisition costs     | (16.3)                                   | (37.1)  | (0.5)         | (53.9)            |
| Other operating expenses                       | (136.4)                                  | (26.4)  | (3.0)         | (165.8)           |
| <br>Underwriting gain (loss)                   | <br>\$ 343.9                             | <br>\$ (51.4)                                 | <br>\$ (12.7) | <br>\$ 279.8      |

**Year Ended December 31, 2008**

|  | <b>Financial<br/>Guaranty<br/>Direct</b> | <b>Financial<br/>Guaranty<br/>Reinsurance</b> | <b>Other</b> | <b>Total</b>  |
|--|--|---|--------------|---------------|
|  | <b>(in millions)</b>                     |   |              |               |
| Net earned premiums                            | \$ 90.0                                  | \$ 165.7                                      | \$ 5.7       | \$ 261.4      |
| Credit derivative revenues(1)                  | 113.8                                    | 3.4   |              | 117.2         |
| Other income                                   | 0.5                                      | 0.2   |              | 0.7           |
| Loss and loss adjustment (expenses) recoveries | (196.9)                                  | (68.4)  | (0.5)        | (265.8)       |
| Losses incurred on credit derivatives(2)       | (38.3)                                   | (5.4)   | 0.4          | (43.3)        |
| Amortization of deferred acquisition costs     | (14.1)                                   | (46.6)  | (0.5)        | (61.2)        |
| Other operating expenses                       | (61.6)                                   | (20.7)  | (2.6)        | (84.9)        |
| <br>Underwriting gain (loss)                   | <br>\$ (106.6)                           | <br>\$ 28.2                                   | <br>\$ 2.5   | <br>\$ (75.9) |

- (1) Comprised of premiums and ceding commissions.
- (2) Represents changes in present value of expected claims to be paid under credit derivative contracts.

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to Income (Loss) before Income Taxes**

|   | Year Ended December 31, |                 |                 |
|---|-------------------------|-----------------|-----------------|
|   | 2010                    | 2009            | 2008            |
|   | (in millions)           |                 |                 |
|   | (restated)              | (restated)      |                 |
| Total underwriting gain   | \$ 581.7                | \$ 279.8        | \$ (75.9)       |
| Net investment income   | 354.7                   | 259.2           | 162.6           |
| Net realized investment gains (losses)  | (2.0)                   | (32.7)          | (69.8)          |
| Unrealized gains on credit derivatives, excluding losses incurred on credit derivatives | (2.5)                   | (105.7)         | 81.7            |
| Fair value gain (loss) on committed capital securities                                  | 9.2                     | (122.9)         | 42.7            |
| Net change in financial guaranty VIEs   | (273.6)                 | (1.2)           |                 |
| Other income(1)   | (20.4)                  | 27.1            |                 |
| AGMH acquisition-related expenses   | (6.8)                   | (92.3)          |                 |
| Interest expense  | (99.6)                  | (62.8)          | (23.3)          |
| Goodwill and settlement of intercompany relationship                                    |                         | (23.3)          |                 |
| CCS premium expense(2)  | (9.7)                   | (8.3)           | (5.7)           |
| Elimination of insurance accounts for VIEs  | 18.3                    |                 |                 |
| <b>Income (loss) before provision for income taxes</b>                                  | <b>\$ 549.3</b>         | <b>\$ 116.9</b> | <b>\$ 112.3</b> |

- (1) Includes foreign exchange gain (loss) on revaluation of premium receivable and reinsurance cession of OTTI of investment assets associated with a BIG financial guaranty contract.
- (2) Recorded in other operating expenses.

For 2010 and 2009, the financial guaranty direct segment recorded underwriting gains primarily due to AGMH net earned premiums, while the reinsurance segment recorded underwriting losses for all periods presented primarily as a result of U.S. RMBS assumed losses and the reclassification of AG Re's assumed business from AGM, from the reinsurance to the direct segment after the Acquisition Date. AGM is one of AG Re's largest ceding companies and AGM results of operations, net of third party cessions, are included in the financial guaranty direct segment in all periods since the Acquisition Date. Prior to the AGMH Acquisition, AGM's cessions to AG Re are included in the reinsurance segment.

*Financial Guaranty Direct Segment*

*2010 compared with 2009:* Financial guaranty direct segment underwriting gains increased in 2010 due primarily to increased net earned premiums and credit derivative revenues due to the inclusion of AGMH results for a full year in 2010 compared with a half year in 2009, offset in part by increased loss and LAE on RMBS exposures. The financial guaranty direct segment underwriting gains (losses) in 2010 include gains related to various reassumptions of previously ceded books of business. In the future, the AGMH portfolio of insured structured finance obligations, including credit derivatives, will generate a declining stream of net earned premiums and credit derivative revenues due to AGMH's focus on underwriting public financial obligations.

Present value of PVP in the direct segment declined in 2010. The current market conditions have had a significant impact on the demand in both the global structured finance and international infrastructure finance markets for financial guaranties, and it is uncertain when or if demand for financial guaranties will return. The Company has witnessed limited new issuance activity in many markets in which the Company was previously active. See " Executive Summary."

*2009 compared with 2008:* The AGMH Acquisition significantly increased the size of the financial guaranty direct segment. Net par outstanding in the financial guaranty direct segment increased from \$132.0 billion at December 31, 2008 to \$575.5 billion as of December 31, 2009. The financial guaranty direct segment contributed \$343.9 million to the total underwriting gain in 2009 compared to an underwriting loss of \$106.6 million in 2008.



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The increase in underwriting gain in the financial guaranty direct segment in 2009 was driven primarily by net earned premiums and credit derivative revenues. Growth in net earned premiums resulted primarily from the AGMH Acquisition. On a going forward basis, the AGMH portfolio of insured structured finance obligations, including credit derivatives, will generate a declining stream of net earned premiums and credit derivative revenues due to AGM's focus on underwriting public finance obligations exclusively.

In addition to the net earned premiums contribution to the financial guaranty direct segment's underwriting gain, in 2009 a \$29.2 million non-recurring settlement and distribution of excess cash flow from a financial guaranty VIE that was previously consolidated by AGMH was recorded in "other income."

Partially offsetting these underwriting gains were increased loss and LAE and losses incurred on credit derivatives primarily driven by AGC's book of business. AGMH's losses on policies accounted for as financial guaranty insurance have been substantially absorbed by the unearned premium reserve which was recorded at fair value on July 1, 2009, the date of the AGMH Acquisition. See Note 6 in "Item 8. Financial Statements and Supplementary Data" for a discussion of the accounting for premiums and losses and its effects in relation to acquisition accounting.

Other operating expenses primarily reflect the addition of expenses related to the AGMH acquired companies.

PVP in the direct segment decreased 21.6% in 2009. The decline was attributable to the decline in the structured finance market in which the Company wrote \$24.2 million in PVP in 2009 compared to \$260.1 million in 2008. In 2009, the Company insured 8.5% of all new U.S. municipal issuance based on par written in large part due to the lack of financially strong competitors.

*Financial Guaranty Reinsurance Segment*

*2010 compared with 2009:* The financial guaranty reinsurance segment's underwriting loss in 2010 increased compared to 2009 due to decreased net earned premiums and credit derivative revenues, partially offset by reduced loss and LAE. The financial guaranty reinsurance segment's underwriting loss in 2010 was higher than 2009 due primarily to (1) the reallocation of AG Re's assumed book of AGMH business to the financial guaranty direct segment, (2) the normal runoff of business, and (3) the decrease in new business opportunities.

There was no PVP in 2010 in the financial guaranty reinsurance segment, however, the Company continues to earn premiums on its existing book of business.

*2009 compared with 2008:* As a result of the reallocation of AG Re's assumed book of AGMH business to the financial guaranty direct segment, the normal runoff of business and decrease in new business opportunities in 2009, the size of the financial guaranty reinsurance segment declined and, therefore, 2009 net earned premiums declined. Net par outstanding in the financial guaranty reinsurance segment declined to \$64.9 billion as of December 31, 2009 from \$90.7 billion as of December 31, 2008. In addition, loss and LAE increased in 2009 compared to 2008 and 2007 due to losses in the RMBS sectors.

There was \$90.8 million new business production in 2009 in the financial guaranty reinsurance segment. The Company also continues to earn premiums on its existing book of assumed business from third party financial guaranty companies.

**Non-GAAP Financial Measures**

To reflect the key financial measures management analyzes in evaluating the Company's operations and progress towards long-term goals, the Company discusses both measures promulgated in accordance with GAAP and measures not promulgated in accordance with GAAP ("non-GAAP financial measures"). Although the financial measures identified as non-GAAP should not be considered substitutes for GAAP measures, management considers them key performance indicators and employs them as well as other factors in determining compensation. Non-GAAP financial measures, therefore, provide investors with important information about the key financial measures

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management utilizes in measuring its business. The primary limitation of non-GAAP financial measures is the potential lack of comparability to those of other companies, which may define non-GAAP measures differently because there is limited literature with respect to such measures. Three of the primary non-GAAP financial measures analyzed by the Company's senior management are: operating income, adjusted book value and PVP.

Assured Guaranty's management and board of directors utilize non-GAAP financial measures in evaluating the Company's financial performance and as a basis for determining senior management incentive compensation. By providing these non-GAAP financial measures, investors, analysts and financial news reporters have access to the same information that management reviews internally. In addition, Assured Guaranty's presentation of non-GAAP financial measures is consistent with how analysts calculate their estimates of Assured Guaranty's financial results in their research reports on Assured Guaranty and with how investors, analysts and the financial news media evaluate Assured Guaranty's financial results.

The following paragraphs define each non-GAAP financial measure and describe why it is useful. A reconciliation of the non-GAAP financial measure and the most directly comparable GAAP financial measure, if available, is also presented below. Non-GAAP financial measures should not be viewed as substitutes for their most directly comparable GAAP measures.

*Operating Income*

The table below presents net income attributable to AGL and a reconciliation to operating income. The Company revised its definition of operating income in the second quarter of 2010 to exclude foreign exchange revaluation gains and losses on premiums receivable. Prior and subsequent periods are presented on a consistent basis with this revised definition.

**Reconciliation of Net Income (Loss) Attributable to Assured Guaranty Ltd.  
to Operating Income**

|  | Year Ended December 31, |                 |
|--|-------------------------|-----------------|
|  | 2010                    | 2009            |
|  | (in millions)           |                 |
|  | (restated)              | (restated)      |
| <b>Net income (loss) attributable to Assured Guaranty Ltd.</b>                   | \$ 493.7                | \$ 86.0         |
| Less after-tax adjustments:  |                         |                 |
| Realized gains (losses) on investments   | 1.0                     | (34.2)          |
| Non-credit impairment unrealized fair value gains (losses) on credit derivatives | 13.0                    | (82.2)          |
| Fair value gains (losses) on committed capital securities                        | 6.0                     | (79.9)          |
| Foreign exchange gains (losses) on revaluation of premiums receivable            | (24.5)                  | 23.4            |
| Effect of consolidating financial guaranty VIEs                                  | (165.9)                 |                 |
| Goodwill and settlement of pre-existing relationship                             |                         | (23.3)          |
| <b>Operating income</b>  | <b>\$ 664.1</b>         | <b>\$ 282.2</b> |

The effect of the restatement on operating income was a \$3.8 million increase for 2010 and a \$11.2 million decrease for 2009. The increase in operating income in 2010 was primarily attributable to the inclusion of 12 months of AGMH compared to six months in 2009, commutation gains and the recording of a tax benefit of \$55.8 million in 2010 due to the filing of an amended tax return for a period prior to the AGMH Acquisition, offset in part by higher loss and LAE. Excluding the AGMH Acquisition, the decline in earned premiums in 2010 compared to 2009 relates primarily to lower refundings and accelerations. Net earned premiums and credit derivative revenue from the AGM structured finance book of business will decline as the net par runs off. Loss and LAE in 2010 includes amounts recognized due to the amortization of deferred premium revenue and amounts attributable to loss development principally in the U.S. RMBS and other structured sectors. Operating income in 2009 included additional expense items attributable to the AGMH Acquisition such as AGMH Acquisition related expenses which were \$92.3 million in 2009 compared to \$6.8 million in 2010, and goodwill and settlement of pre-existing relationships.

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

- 1) Elimination of the after-tax realized gains (losses) on the Company's investments, except for gains and losses on securities classified as trading. The timing of realized gains and losses, which depends largely on market credit cycles, can vary considerably across periods. The timing of sales, is largely subject to the Company's discretion and influenced by market opportunities, as well as the Company's tax and capital profile. Trends in the underlying profitability of the Company's business can be more clearly identified without the fluctuating effects of these transactions.
- 2) Elimination of the after-tax non-credit impairment unrealized fair value gains (losses) on credit derivatives, which is the amount in excess of the present value of the expected estimated economic credit losses and non-economic payments. Such fair value adjustments are heavily affected by, and in part fluctuate with, changes in market interest rates, credit spreads and other market factors and are not expected to result in an economic gain or loss. Additionally, such adjustments present all financial guaranty contracts on a more consistent basis of accounting, whether or not they are subject to derivative accounting rules.
- 3) Elimination of the after-tax fair value gains (losses) on the Company's CCS. Such amounts are heavily affected by, and in part fluctuate with, changes in market interest rates, credit spreads and other market factors and are not expected to result in an economic gain or loss.
- 4) Elimination of the after-tax foreign exchange gains (losses) on revaluation of net premium receivables. Long-dated receivables constitute a significant portion of the net premium receivable balance and represent the present value of future contractual or expected collections. Therefore, the current period's foreign exchange revaluation gains (losses) are not necessarily indicative of the total foreign exchange gains (losses) that the Company will ultimately recognize.
- 5) Elimination of the effects of consolidating certain financial guaranty VIEs in order to present all financial guaranty contracts on a more consistent basis of accounting, whether or not GAAP requires consolidation. GAAP requires the Company to consolidate certain VIEs that have issued debt obligations insured by the Company even though the Company does not own such VIEs.
- 6) Elimination of goodwill and settlement of pre-existing relationship in order to show the 2009 contribution to operating income of AGMH without the distorting effects of acquisition accounting adjustments recorded on the Acquisition Date.

*Adjusted Book Value and Operating Shareholders' Equity*

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



Table of Contents**Reconciliation of Shareholders' Equity Attributable to Assured Guaranty Ltd.  
to Adjusted Book Value**

|  | As of December 31,<br>(restated)                             |           |            |           |
|--|--|-----------|------------|-----------|
|  | 2010   |           | 2009       |           |
|  | Total  | Per Share | Total      | Per Share |
|  | (dollars in millions, except share and<br>per share amounts) |           |            |           |
| Shareholders' equity attributable to Assured Guaranty Ltd.   | \$ 3,733.5   | \$ 20.32  | \$ 3,509.3 | \$ 19.06  |
| Less after-tax adjustments:  |  |           |            |           |
| Effect of consolidating financial guaranty VIEs  | (371.4)  | (2.02)    |            |           |
| Non-credit impairment unrealized fair value gains (losses) on credit derivatives                             | (763.0)  | (4.15)    | (767.6)    | (4.17)    |
| Fair value gains (losses) on committed capital securities  | 12.2   | 0.07      | 6.2        | 0.03      |
| Unrealized gain (loss) on investment portfolio excluding foreign exchange effect                             | 101.2  | 0.55      | 139.8      | 0.76      |
| Operating shareholders' equity   | 4,754.5  | 25.88     | 4,130.9    | 22.44     |
| After-tax adjustments:   |  |           |            |           |
| Less: DAC  | 248.4  | 1.35      | 235.3      | 1.28      |
| Plus: Net present value of estimated net future credit derivative revenue                                    | 424.8  | 2.31      | 520.0      | 2.82      |
| Plus: Net unearned premium reserve on financial guaranty contracts in excess of expected loss to be expensed | 4,058.0  | 22.08     | 4,471.3    | 24.28     |
| Adjusted book value  | \$ 8,988.9   | \$ 48.92  | \$ 8,886.9 | \$ 48.26  |

As of December 31, 2010, shareholders' equity increased to \$3.7 billion from \$3.5 billion at December 31, 2009 due primarily to net income of \$493.7 million offset in part by the cumulative effect of a change in accounting for VIEs of \$206.5 million. Adjusted book value and adjusted book value per share remained relatively flat. While the addition of PVP, a tax benefit due to the filing of an amended tax return relating to AGMH and its subsidiaries and the re-assumption of various portfolios of ceded business increased adjusted book value, such positive adjustments were mostly offset by loss development, dividends and stock buybacks. Shares outstanding remained relatively flat as the Company did not issue new shares and repurchased only 0.7 million shares in 2010.

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

- 1) Elimination of the effects of consolidating certain VIEs in order to present all financial guaranty contracts on a more consistent basis of accounting, whether or not GAAP requires consolidation. GAAP requires the Company to consolidate certain VIEs that have issued debt obligations insured by the Company even though the Company does not own such VIEs.
- 2) Elimination of the after-tax non-credit impairment unrealized fair value gains (losses) on credit derivatives, which is the amount in excess of the present value of the expected estimated economic credit losses and non-economic payments. Such fair value adjustments are heavily affected by, and in part fluctuate with, changes in market interest rates, credit spreads and other market factors and are not expected to result in an economic gain or loss.

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- 3) Elimination of the after-tax fair value gains (losses) on the Company's CCS. Such amounts are heavily affected by, and in part fluctuate with, changes in market interest rates, credit spreads and other market factors and are not expected to result in an economic gain or loss.
- 4) Elimination of the after-tax unrealized gains (losses) on the Company's investments that are recorded as a component of AOCI (excluding foreign exchange revaluation). The AOCI component of the fair value adjustment on the investment portfolio is not deemed economic because the Company generally holds these investments to maturity and therefore will not recognize an economic loss.

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

- 1) Elimination of after-tax deferred acquisition costs. These amounts represent net deferred expenses that have already been paid or accrued and will be expensed in future accounting periods.
- 2) Addition of the after-tax net present value of estimated net future credit derivative revenue. See below.
- 3) Addition of the after-tax value of the unearned premium reserve on financial guaranty contracts in excess of expected loss to be expensed, net of reinsurance. This amount represents the expected future net earned premiums, net of expected losses to be expensed, which are not reflected in GAAP equity.

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

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

*PVP or Present Value of New Business Production*

Management believes that PVP is a useful measure because it enables the evaluation of the value of new business production for the Company by taking into account the value of estimated future installment premiums on all new contracts underwritten in a reporting period as well as premium supplements and additional installment premium on existing contracts as to which the issuer has the right to call the insured obligation but has not exercised such right, whether in insurance or credit derivative contract form, which GAAP gross premiums written and the net credit derivative premiums received and receivable portion of net realized gains and other settlement on credit derivatives ("Credit Derivative Revenues") do not adequately measure. PVP in respect of insurance and credit derivative contracts written in a specified period is defined as gross upfront and installment premiums received and the present value of gross estimated future installment premiums, in each case, discounted at 6% (the Company's tax-equivalent pre-tax investment yield on its investment portfolio). For purposes of the PVP calculation, management discounts estimated future installment premiums on insurance contracts at 6%, while under GAAP, these amounts are discounted at a risk free rate. Additionally, under GAAP,

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management records future installment premiums on financial guaranty insurance contracts covering non-homogeneous pools of assets based on the contractual term of the transaction, whereas for PVP purposes, management records an estimate of the future installment premiums the Company expects to receive, which may be based upon a shorter period of time than the contractual term of the transaction. Actual future net earned or written premiums and Credit Derivative Revenues may differ from PVP due to factors including, but not limited to, changes in foreign exchange rates, refinancing or refunding activity, prepayment speeds, terminations, credit defaults, or other factors that affect par outstanding or the ultimate maturity of an obligation.

*Financial Guaranty Insured Portfolio Profile*

The following tables present the insured portfolio by asset class net of cessions to reinsurers as of December 31, 2010 and 2009. See Note 13 in "Item 8. Financial Statements and Supplementary Data" for information related to reinsurers. It includes all financial guaranty contracts outstanding as of the dates presented, regardless of the form written (i.e. credit derivative form or traditional financial guaranty insurance form) or the applicable accounting model (i.e. insurance or derivative accounting).

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**Net Par Outstanding and Average Rating by Asset Class  
As of December 31, 2010**

| Sector  | Financial<br>Guaranty Direct<br>Net Par<br>Outstanding | Financial<br>Guaranty<br>Reinsurance<br>Net Par<br>Outstanding | Consolidated<br>Net Par<br>Outstanding | Avg.<br>Rating |
|---|--|--|--|----------------|
|   | (dollars in millions)                                  |  |  |                |
| <b>Public finance:</b>                                  |  |  |  |                |
| U.S.:   |  |  |  |                |
| General obligation                                      | \$ 166,631   | \$ 15,168  | \$ 181,799                             | A+             |
| Tax backed  | 73,892   | 9,511  | 83,403                                 | A+             |
| Municipal utilities                                     | 64,544   | 5,522  | 70,066                                 | A              |
| Transportation  | 31,126   | 5,847  | 36,973                                 | A              |
| Healthcare  | 20,294   | 1,298  | 21,592                                 | A              |
| Higher education  | 13,157   | 2,530  | 15,687                                 | A+             |
| Housing   | 6,250  | 312  | 6,562                                  | AA-            |
| Infrastructure finance                                  | 2,367  | 1,725  | 4,092                                  | BBB+           |
| Investor-owned utilities                                | 162  | 1,343  | 1,505                                  | A-             |
| Other public finance U.S.                               | 3,982  | 1,335  | 5,317                                  | A-             |
| <b>Total public finance U.S.</b>                        | <b>382,405</b>   | <b>44,591</b>  | <b>426,996</b>                         | <b>A+</b>      |
| Non-U.S.:   |  |  |  |                |
| Infrastructure finance                                  | 14,984   | 989  | 15,973                                 | BBB            |
| Regulated utilities                                     | 12,517   | 1,461  | 13,978                                 | BBB+           |
| Pooled infrastructure                                   | 3,432  |  | 3,432                                  | AA             |
| Other public finance non-U.S.                           | 7,246  | 114  | 7,360                                  | AA-            |
| <b>Total public finance non-U.S.</b>                    | <b>38,179</b>  | <b>2,564</b>   | <b>40,743</b>                          | <b>A-</b>      |
| <b>Total public finance</b>                             | <b>420,584</b>   | <b>47,155</b>  | <b>467,739</b>                         | <b>A</b>       |
| <b>Structured finance:</b>                              |  |  |  |                |
| U.S.:   |  |  |  |                |
| Pooled corporate obligations                            | 66,606   | 778  | 67,384                                 | AAA            |
| RMBS  | 24,778   | 352  | 25,130                                 | BB             |
| CMBS and other commercial real estate related exposures | 6,714  | 370  | 7,084                                  | AAA            |
| Financial products(1)                                   | 6,831  |  | 6,831                                  | AA-            |
| Consumer receivables                                    | 4,907  | 1,166  | 6,073                                  | AA-            |
| Commercial receivables                                  | 1,291  | 848  | 2,139                                  | BBB+           |
| Structured credit                                       | 1,361  | 368  | 1,729                                  | BBB            |
| Insurance securitizations                               | 1,247  | 337  | 1,584                                  | A+             |
| Other structured finance U.S.                           | 766  | 36   | 802                                    | A-             |
| <b>Total structured finance U.S.</b>                    | <b>114,501</b>   | <b>4,255</b>   | <b>118,756</b>                         | <b>AA-</b>     |
| Non-U.S.:   |  |  |  |                |
| Pooled corporate obligations                            | 21,928   | 682  | 22,610                                 | AAA            |
| RMBS  | 3,384  | 10   | 3,394                                  | AA+            |
| Commercial receivables                                  | 794  | 935  | 1,729                                  | A-             |
| Structured credit                                       | 1,140  | 127  | 1,267                                  | BBB            |
| Insurance securitizations                               | 964  |  | 964                                    | CCC-           |
| CMBS and other commercial real estate related exposures | 251  |  | 251                                    | AAA            |
| Other structured finance non-U.S.                       | 419  | 2  | 421                                    | Super Senior   |
| <b>Total structured finance non-U.S.</b>                | <b>28,880</b>  | <b>1,756</b>   | <b>30,636</b>                          | <b>AA+</b>     |

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|                           |    |         |    |        |    |         |  |    |
|---------------------------|----|---------|----|--------|----|---------|--|----|
| Total structured finance  |    | 143,381 |    | 6,011  |    | 149,392 |  | AA |
| Total net par outstanding | \$ | 563,965 | \$ | 53,166 | \$ | 617,131 |  | A+ |

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**Net Par Outstanding and Average Rating by Asset Class  
As of December 31, 2009**

| Sector  | Financial<br>Guaranty Direct<br>Net Par<br>Outstanding | Financial<br>Guaranty<br>Reinsurance<br>Net Par<br>Outstanding<br>(dollars in millions) | Consolidated<br>Net Par<br>Outstanding | Avg.<br>Rating |
|---|--|---|--|----------------|
| <b>Public Finance:</b>                                  |  |   |  |                |
| U.S.:   |  |   |  |                |
| General obligation                                      | \$ 161,140   | \$ 17,244   | \$ 178,384                             | A+             |
| Tax backed  | 72,972   | 10,057  | 83,029                                 | A+             |
| Municipal utilities                                     | 62,911   | 6,667   | 69,578                                 | A              |
| Transportation  | 29,086   | 6,211   | 35,297                                 | A              |
| Healthcare  | 20,132   | 1,877   | 22,009                                 | A              |
| Higher education  | 12,184   | 2,948   | 15,132                                 | A+             |
| Housing   | 7,146  | 1,378   | 8,524                                  | AA-            |
| Infrastructure finance                                  | 2,717  | 836   | 3,553                                  | BBB            |
| Investor-owned utilities                                | 124  | 1,566   | 1,690                                  | BBB+           |
| Other public finance U.S.                               | 3,676  | 2,206   | 5,882                                  | A              |
| <b>Total public finance U.S.</b>                        | <b>372,088</b>   | <b>50,990</b>   | <b>423,078</b>                         | <b>A+</b>      |
| Non-U.S.:   |  |   |  |                |
| Infrastructure finance                                  | 13,865   | 2,479   | 16,344                                 | BBB            |
| Regulated utilities                                     | 11,393   | 2,458   | 13,851                                 | BBB+           |
| Pooled infrastructure                                   | 4,404  |   | 4,404                                  | AA             |
| Other public finance non-U.S.                           | 7,619  | 557   | 8,176                                  | AA-            |
| <b>Total public finance non-U.S.</b>                    | <b>37,281</b>  | <b>5,494</b>  | <b>42,775</b>                          | <b>A-</b>      |
| <b>Total public finance</b>                             | <b>409,369</b>   | <b>56,484</b>   | <b>465,853</b>                         | <b>A</b>       |
| <b>Structured Finance:</b>                              |  |   |  |                |
| U.S.:   |  |   |  |                |
| Pooled corporate obligations                            | 73,416   | 917   | 74,333                                 | AAA            |
| RMBS  | 28,747   | 429   | 29,176                                 | BB+            |
| Financial products                                      | 10,251   |   | 10,251                                 | AA-            |
| CMBS and other commercial real estate related exposures | 7,030  | 380   | 7,410                                  | AAA            |
| Consumer receivables                                    | 7,434  | 1,439   | 8,873                                  | A+             |
| Structured credit                                       | 2,223  | 384   | 2,607                                  | A-             |
| Commercial receivables                                  | 1,207  | 1,275   | 2,482                                  | BBB+           |
| Insurance securitizations                               | 1,314  | 337   | 1,651                                  | A+             |
| Other structured finance U.S.                           | 1,323  | 195   | 1,518                                  | A+             |
| <b>Total structured finance U.S.</b>                    | <b>132,945</b>   | <b>5,356</b>  | <b>138,301</b>                         | <b>AA-</b>     |
| Non-U.S.:   |  |   |  |                |
| Pooled corporate obligations                            | 23,668   | 1,029   | 24,697                                 | AAA            |
| RMBS  | 5,203  | 24  | 5,227                                  | AAA            |
| Commercial receivables                                  | 1,003  | 869   | 1,872                                  | A-             |
| Structured credit                                       | 1,428  | 641   | 2,069                                  | BBB            |
| Insurance securitizations                               | 964  | 17  | 981                                    | CCC-           |
| CMBS and other commercial real estate related exposures | 430  | 322   | 752                                    | AA             |
| Other structured finance non-U.S.                       | 498  | 172   | 670                                    | AAA            |
| <b>Total structured finance non-U.S.</b>                | <b>33,194</b>  | <b>3,074</b>  | <b>36,268</b>                          | <b>AA+</b>     |

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|                           |    |         |    |        |    |         |     |
|---------------------------|----|---------|----|--------|----|---------|-----|
| Total structured finance  |    | 166,139 |    | 8,430  |    | 174,569 | AA- |
| Total net par outstanding | \$ | 575,508 | \$ | 64,914 | \$ | 640,422 | A+  |

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The December 31, 2010 and 2009 amounts above include \$78.4 billion and \$91.4 billion, respectively, of AGM structured finance net par outstanding. AGM has not insured a mortgage-backed transaction since January 2008 and announced its complete withdrawal from the structured finance market in August 2008. The structured finance transactions that remain in AGM's insured portfolio are of double-A average underlying credit quality, according to the Company's internal rating system. Management expects AGM's structured finance portfolio to run-off rapidly: 18% by year-end 2011, 54% by year end 2013, and 79% by year-end 2015.

The following tables set forth the Company's net financial guaranty portfolio as of December 31, 2010 and 2009 by internal rating:

### Financial Guaranty Portfolio by Internal Rating

| As of December 31, 2010   |                     |        |                         |        |                        |        |                            |        |                     |        |  |
|---------------------------|---------------------|--------|-------------------------|--------|------------------------|--------|----------------------------|--------|---------------------|--------|--|
| Rating Category           | Public Finance U.S. |        | Public Finance Non-U.S. |        | Structured Finance U.S |        | Structured Finance Non-U.S |        | Total               |        |  |
|                           | Net Par Outstanding | %      | Net Par Outstanding     | %      | Net Par Outstanding    | %      | Net Par Outstanding        | %      | Net Par Outstanding | %      |  |
| (dollars in millions)     |                     |        |                         |        |                        |        |                            |        |                     |        |  |
| Super senior              | \$ 5,784            | 1.4    | \$ 1,420                | 3.5%   | \$ 21,837              | 18.4%  | \$ 7,882                   | 25.7%  | \$ 31,139           | 5.0%   |  |
| AAA                       | 161,906             | 37.9   | 1,378                   | 3.4    | 45,067                 | 37.9   | 13,573                     | 44.3   | 65,802              | 10.7   |  |
| AA                        | 214,199             | 50.2   | 1,330                   | 3.3    | 17,355                 | 14.6   | 1,969                      | 6.4    | 182,560             | 29.6   |  |
| A                         | 41,948              | 9.8    | 12,482                  | 30.6   | 6,396                  | 5.4    | 1,873                      | 6.1    | 234,950             | 38.1   |  |
| BBB                       | 3,159               | 0.7    | 22,338                  | 54.8   | 7,543                  | 6.4    | 4,045                      | 13.2   | 75,874              | 12.3   |  |
| BIG                       |                     |        | 1,795                   | 4.4    | 20,558                 | 17.3   | 1,294                      | 4.3    | 26,806              | 4.3    |  |
| Total net par outstanding | \$ 426,996          | 100.0% | \$ 40,743               | 100.0% | \$ 118,756             | 100.0% | \$ 30,636                  | 100.0% | \$ 617,131          | 100.0% |  |

| As of December 31, 2009   |                     |        |                         |        |                        |        |                            |        |                     |        |  |
|---------------------------|---------------------|--------|-------------------------|--------|------------------------|--------|----------------------------|--------|---------------------|--------|--|
| Rating Category           | Public Finance U.S. |        | Public Finance Non-U.S. |        | Structured Finance U.S |        | Structured Finance Non-U.S |        | Total               |        |  |
|                           | Net Par Outstanding | %      | Net Par Outstanding     | %      | Net Par Outstanding    | %      | Net Par Outstanding        | %      | Net Par Outstanding | %      |  |
| (dollars in millions)     |                     |        |                         |        |                        |        |                            |        |                     |        |  |
| Super senior              | \$ 25               | 0.0%   | \$ 2,316                | 5.4%   | \$ 28,272              | 20.4%  | \$ 12,740                  | 35.1%  | \$ 43,353           | 6.8%   |  |
| AAA                       | 6,461               | 1.5    | 1,477                   | 3.5    | 40,022                 | 28.9   | 11,826                     | 32.6   | 59,786              | 9.3    |  |
| AA                        | 164,986             | 39.0   | 2,105                   | 4.9    | 26,799                 | 19.4   | 2,969                      | 8.2    | 196,859             | 30.7   |  |
| A                         | 208,771             | 49.4   | 13,542                  | 31.7   | 8,305                  | 6.0    | 2,582                      | 7.1    | 233,200             | 36.4   |  |
| BBB                       | 39,709              | 9.4    | 22,691                  | 53.0   | 14,514                 | 10.5   | 5,145                      | 14.2   | 82,059              | 12.8   |  |
| BIG                       | 3,126               | 0.7    | 644                     | 1.5    | 20,389                 | 14.8   | 1,006                      | 2.8    | 25,165              | 4.0    |  |
| Total net par outstanding | \$ 423,078          | 100.0% | \$ 42,775               | 100.0% | \$ 138,301             | 100.0% | \$ 36,268                  | 100.0% | \$ 640,422          | 100.0% |  |

The tables below show the Company's ten largest U.S. public finance and U.S. structured finance and non-U.S. exposures direct and reinsurance exposures by revenue source (stated as a percentage of the Company's total U.S. public finance, U.S. structured finance and non-U.S. net par outstanding) as of December 31, 2010:

### Ten Largest U.S. Public Finance Exposures As of December 31, 2010

| Net Par Outstanding   | Percent of Total U.S. Public Finance Net Par Outstanding | Rating |
|-----------------------|--|--------|
| (dollars in millions) |  |        |



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|   |                  |             |      |
|---|------------------|-------------|------|
| New Jersey, State of                                  | \$ 4,475         | 1.0%        | AA-  |
| California, State of                                  | 3,559            | 0.8         | BBB+ |
| New York, State of                                    | 3,370            | 0.8         | AA-  |
| Massachusetts, Commonwealth of                        | 3,269            | 0.8         | AA   |
| New York, City of New York                            | 3,158            | 0.7         | AA   |
| Chicago, City of Illinois                             | 2,556            | 0.6         | AA-  |
| Puerto Rico, Commonwealth of                          | 2,421            | 0.6         | BBB- |
| Washington, State of                                  | 2,420            | 0.6         | AA-  |
| Houston Texas Water and Sewer Authority               | 2,328            | 0.5         | A+   |
| Miami-Dade County Florida Aviation Authority          | 2,302            | 0.5         | A+   |
| <b>Total of top ten U.S. public finance exposures</b> | <b>\$ 29,858</b> | <b>6.9%</b> |      |

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**Ten Largest U.S. Structured Finance Exposures  
As of December 31, 2010**

|   | Net Par<br>Outstanding | Percent of Total<br>U.S. Structured Finance<br>Net Par Outstanding<br>(dollars in millions) | Rating       |
|---|------------------------|---|--------------|
| Fortress Credit Opportunities I, LP                       | \$ 1,302               | 1.1%  | AA           |
| Stone Tower Credit Funding                                | 1,254                  | 1.0   | AAA          |
| Synthetic Investment Grade Pooled Corporate CDO           | 1,157                  | 1.0   | AAA          |
| Synthetic High Yield Pooled Corporate CDO                 | 975                    | 0.8   | AA-          |
| Deutsche Alt-A Securities Mortgage Loan 2007-2            | 896                    | 0.8   | CCC          |
| Synthetic High Yield Pooled Corporate CDO                 | 842                    | 0.7   | Super Senior |
| Synthetic High Yield Pooled Corporate CDO                 | 815                    | 0.7   | Super Senior |
| Synthetic Investment Grade Pooled Corporate CDO           | 765                    | 0.6   | Super Senior |
| Synthetic Investment Grade Pooled Corporate CDO           | 754                    | 0.6   | Super Senior |
| Mizuho II Synthetic CDO                                   | 747                    | 0.6   | A            |
| <b>Total of top ten U.S. structured finance exposures</b> | <b>\$ 9,507</b>        | <b>8.0%</b>   | <b>AA</b>    |

**Ten Largest Non-U.S. Exposures  
As of December 31, 2010**

|   | Net Par<br>Outstanding | Percent of Total<br>Non-U.S.<br>Net Par Outstanding<br>(dollars in millions) | Rating       |
|---|------------------------|--|--------------|
| Quebec Province                                   | \$ 2,263               | 3.2%   | A+           |
| Sydney Airport Finance Company                    | 1,725                  | 2.4  | BBB          |
| Thames Water Utility Finance Plc                  | 1,492                  | 2.1  | A-           |
| Essential Public Infrastructure<br>Capital II     | 979                    | 1.4  | Super Senior |
| Fortress Credit Investments I                     | 931                    | 1.3  | AAA          |
| Channel Link Enterprises<br>Finance Plc           | 894                    | 1.3  | BBB          |
| Reliance Rail Finance Pty.<br>Limited             | 821                    | 1.2  | BB           |
| International AAA Sovereign Debt<br>Synthetic CDO | 821                    | 1.2  | AAA          |
| Southern Gas Networks Plc                         | 809                    | 1.1  | BBB          |
| Paragon Mortgages (No. 13) Plc                    | 733                    | 1.0  | AAA          |
| <b>Total non-U.S. exposures</b>                   | <b>\$ 11,468</b>       | <b>16.2%</b>   | <b>A+</b>    |

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*Financial Guaranty Portfolio by Geographic Area*

The following table sets forth the geographic distribution of the Company's financial guaranty portfolio as of December 31, 2010:

**Geographic Distribution of Financial Guaranty Portfolio  
as of December 31, 2010**

|                                      | Net Par<br>Outstanding | Percent of Total<br>Net Par<br>Outstanding |
|--------------------------------------|------------------------|--|
| (dollars in millions)                |                        |  |
| U.S.:                                |                        |  |
| U.S. Public finance:                 |                        |  |
| California                           | \$ 59,699              | 9.7%                                       |
| New York                             | 35,397                 | 5.7  |
| Texas                                | 31,629                 | 5.1  |
| Pennsylvania                         | 31,162                 | 5.0  |
| Florida                              | 26,759                 | 4.3  |
| Illinois                             | 26,077                 | 4.2  |
| New Jersey                           | 18,073                 | 2.9  |
| Michigan                             | 16,737                 | 2.7  |
| Washington                           | 12,568                 | 2.0  |
| Massachusetts                        | 12,473                 | 2.0  |
| Other states                         | 156,422                | 25.5                                       |
| <br>                                 |                        |  |
| Total U.S. Public finance            | 426,996                | 69.1                                       |
| Structured finance (multiple states) | 118,756                | 19.3                                       |
| <br>                                 |                        |  |
| Total U.S.                           | 545,752                | 88.4                                       |
| Non-U.S.                             |                        |  |
| United Kingdom                       | 27,058                 | 4.4  |
| Australia                            | 9,224                  | 1.5  |
| Canada                               | 4,486                  | 0.7  |
| France                               | 2,555                  | 0.4  |
| Italy                                | 2,021                  | 0.3  |
| Other                                | 26,035                 | 4.3  |
| <br>                                 |                        |  |
| Total non-U.S.                       | 71,379                 | 11.6                                       |
| <br>                                 |                        |  |
| Total net par outstanding            | \$ 617,131             | 100.0%                                     |

*Financial Guaranty Portfolio by Issue Size*

The Company seeks broad coverage of the market by insuring and reinsuring small and large issues alike. The following table sets forth the distribution of the Company's portfolio as of December 31, 2010 by original size of the Company's exposure:

**Public Finance Portfolio by Issue Size**

| Original Par Amount Per Issue | Number of<br>Issues | Net Par<br>Outstanding | % of Public Finance<br>Net Par Outstanding |
|-------------------------------|---------------------|------------------------|--|
| (dollars in millions)         |                     |                        |  |
| Less than \$10 million        | 21,577              | \$ 59,459              | 12.7%                                      |
| \$10 through \$50 million     | 7,699               | 141,427                | 30.2                                       |
| \$50 through \$100 million    | 1,452               | 83,790                 | 17.9                                       |
| \$100 million and above       | 1,023               | 183,063                | 39.2                                       |

|       |        |    |         |        |
|-------|--------|----|---------|--------|
| Total | 31,751 | \$ | 467,739 | 100.0% |
|-------|--------|----|---------|--------|

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| <b>Original Par Amount Per Issue</b> | <b>Number of Issues</b> | <b>Net Par Outstanding</b> | <b>% of Structured Finance Net Par Outstanding</b> |
|--------------------------------------|-------------------------|----------------------------|--|
|                                      |                         | (dollars in millions)      |  |
| Less than \$10 million               | 358                     | \$ 336                     | 0.2%   |
| \$10 through \$50 million            | 745                     | 12,662                     | 8.5  |
| \$50 through \$100 million           | 322                     | 15,570                     | 10.4   |
| \$100 million and above              | 644                     | 120,824                    | 80.9   |
| <b>Total</b>                         | <b>2,069</b>            | <b>\$ 149,392</b>          | <b>100.0%</b>                                      |

**Significant Risk Management Activities**

The Risk Oversight and Audit Committees of the Board of Directors of AGL oversee the Company's risk management policies and procedures. With input from the board committees, specific risk policies and limits are set by the Portfolio Risk Management Committee, which includes members of senior management and senior Credit and Surveillance officers.

Risk Management and Surveillance personnel are responsible for monitoring and reporting on all transactions in the insured portfolio, including exposures in both financial guaranty direct and financial guaranty reinsurance segments. The primary objective of the surveillance process is to monitor trends and changes in transaction credit quality, detect any deterioration in credit quality, and recommend to management such remedial actions as may be necessary or appropriate. All transactions in the insured portfolio are assigned internal credit ratings, and Surveillance personnel are responsible for recommending adjustments to those ratings to reflect changes in transaction credit quality. Risk Management and Surveillance personnel are also responsible for managing work-out and loss situations when necessary.

Work-out personnel are responsible for managing work-out and loss mitigation situations. They develop strategies designed to enhance the ability of the Company to enforce its contractual rights and remedies and to mitigate its losses, engage in negotiation discussions with transaction participants and, when necessary, manage (along with legal personnel) the Company's litigation proceedings.

Since the onset of the financial crisis, the Company has shifted personnel to loss mitigation and work-out activities and hired new personnel to augment its efforts. Although the Company's loss mitigation efforts may extend to any transaction it has identified as having loss potential, much of the recent activity has been focused on RMBS.

Generally, when mortgage loans are transferred into a securitization, the loan originator(s) and/or sponsor(s) provide R&W, that the loans meet certain characteristics, and a breach of such R&W often requires that the loan be repurchased from the securitization. In many of the transactions the Company insures, it is in a position to enforce these requirements. The Company uses internal resources as well as third party forensic underwriting firms and legal firms to pursue breaches of R&W. If a provider of R&W refuses to honor its repurchase obligations, the Company may choose to initiate litigation.

The quality of servicing of the mortgage loans underlying an RMBS transaction influences collateral performance and ultimately the amount (if any) of the Company's insured losses. The Company has established a group to mitigate RMBS losses by influencing mortgage servicing, including, if possible, causing the transfer of servicing or establishing special servicing.

In the fall of 2010, several large RMBS servicers suspended foreclosures because of allegations of a widespread failure to comply with foreclosure procedures and faulty loan documentation. These issues are being investigated by various state attorney general offices throughout the U.S. The suspension of foreclosures and subsequent investigation will lead to additional servicing costs and expenses, including without limitation, increased advances by the servicers for principal and interest, taxes, insurance and legal costs. The Company is increasing its monitoring efforts to ensure that the servicers comply with their obligations under servicing contracts, including bearing the losses and expenses incurred as a result of this issue. These same foreclosure issues are expected to impact the

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timing of losses to RMBS transactions that the Company has insured, which may impact the speed at which various classes of RMBS securities amortize, and so could impact the size of losses ultimately paid by the Company. The Company expects these issues to take some time to resolve.

The Company may also employ other strategies as appropriate to avoid or mitigate losses in U.S. RMBS or other areas. For example, the Company may pursue litigation or enter into other arrangements to alleviate all or a portion of certain risks.

*Surveillance Categories*

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

The Company monitors its investment grade credits to determine whether any new credits need to be internally downgraded to BIG. The Company refreshes its internal credit ratings on individual credits in quarterly, semi-annual or annual cycles based on the Company's view of the credit's quality, loss potential, volatility and sector. Ratings on credits in sectors identified as under the most stress or with the most potential volatility are reviewed every quarter. The Company's insured credit ratings on assumed credits are based in large part on the ceding company's credit rating, although, to the extent information is available, the Company will conduct an independent review of low rated credits or credits in volatile sectors. For example the Company models all assumed RMBS credits with ceded par above \$1 million, as well as certain RMBS credits below that amount.

Credits identified as BIG are subjected to further review to determine the probability of a loss (see "Loss estimation process" below). Surveillance personnel then assign each BIG transaction to the appropriate BIG surveillance category based upon whether a lifetime loss is expected and whether a claim has been paid. The Company expects "lifetime losses" on a transaction when the Company believes there is more than a 50% chance that, on a present value basis, it will pay more claims over the life of that transaction than it will ultimately have been reimbursed. For surveillance purposes, the Company calculates present value using a constant discount rate of 5%. (A risk free rate is used for recording of reserves for financial statement purposes.) A "liquidity claim" is a claim that the Company expects to be reimbursed within one year.

Intense monitoring and intervention is employed for all BIG surveillance categories, with internal credit ratings reviewed quarterly:

BIG Category 1: Below investment grade transactions showing sufficient deterioration to make lifetime losses possible, but for which none are currently expected. Transactions on which claims have been paid but are expected to be fully reimbursed (other than investment grade transactions on which only liquidity claims have been paid) are in this category.

BIG Category 2: Below investment grade transactions for which lifetime losses are expected but for which no claims (other than liquidity claims) have yet been paid.

BIG Category 3: Below investment grade transactions for which lifetime losses are expected and on which claims (other than liquidity claims) have been paid. Transactions remain in this category when claims have been paid and only a recoverable remains.

In 2010 the Company revised the definitions of the three BIG surveillance categories to more closely track the Company's view of whether a transaction is expected to experience a loss, without regard to whether the probability weighted expected loss exceeded the unearned premium reserve. The revisions do not impact whether a transaction would be considered BIG or whether reserves are established for a transaction or the amount of any such reserves, but only the distribution within the BIG surveillance categories. While the revisions resulted in a number of transactions moving between BIG categories, the revisions had a relatively small impact on the totals in each category.

Table of Contents**Net Par Outstanding for Below Investment Grade Credits**

| Description           | As of December 31, 2010                                      |   |   |   |                                 |   |            | Number<br>of<br>Credits<br>in<br>Category |
|-----------------------|--|---|---|---|---------------------------------|---|------------|---|
|                       | Net Par<br>Outstanding<br>Financial<br>Guaranty<br>Insurance | % of<br>Total<br>Net Par<br>Outstanding | Net Par<br>Outstanding<br>Credit<br>Derivatives | % of<br>Total<br>Net Par<br>Outstanding | Net Par<br>Outstanding<br>Total | % of<br>Total<br>Net Par<br>Outstanding |            |   |
|                       | (restated)   |   |   |   | (restated)                      |   | (restated) |   |
| (dollars in millions) |  |   |   |   |                                 |   |            |   |
| BIG:                  |  |   |   |   |                                 |   |            |   |
| Category 1            | \$ 5,450   | 0.9%                                    | \$ 3,241  | 0.5%                                    | \$ 8,691                        | 1.4%                                    | 150        |   |
| Category 2            | 5,717  | 0.9                                     | 3,457   | 0.6                                     | 9,174                           | 1.5                                     | 148        |   |
| Category 3            | 7,281  | 1.1                                     | 1,660   | 0.3                                     | 8,941                           | 1.4                                     | 127        |   |
| Total BIG             | \$ 18,448  | 2.9%                                    | \$ 8,358  | 1.4%                                    | \$ 26,806                       | 4.3%                                    | 425        |   |

| Description           | As of December 31, 2009                                      |   |   |   |                                 |   |            | Number<br>of<br>Credits<br>in<br>Category |
|-----------------------|--|---|---|---|---------------------------------|---|------------|---|
|                       | Net Par<br>Outstanding<br>Financial<br>Guaranty<br>Insurance | % of<br>Total<br>Net Par<br>Outstanding | Net Par<br>Outstanding<br>Credit<br>Derivatives | % of<br>Total<br>Net Par<br>Outstanding | Net Par<br>Outstanding<br>Total | % of<br>Total<br>Net Par<br>Outstanding |            |   |
|                       | (restated)   |   |   |   | (restated)                      |   | (restated) |   |
| (dollars in millions) |  |   |   |   |                                 |   |            |   |
| BIG:                  |  |   |   |   |                                 |   |            |   |
| Category 1            | \$ 4,230   | 0.7%                                    | \$ 2,408  | 0.4%                                    | \$ 6,638                        | 1.1%                                    | 112        |   |
| Category 2            | 6,805  | 1.1                                     | 3,834   | 0.6                                     | 10,639                          | 1.7                                     | 208        |   |
| Category 3            | 6,672  | 1.0                                     | 1,217   | 0.2                                     | 7,889                           | 1.2                                     | 44         |   |
| Total BIG             | \$ 17,707  | 2.8%                                    | \$ 7,459  | 1.2%                                    | \$ 25,166                       | 4.0%                                    | 364        |   |

For a discussion of losses estimated for each BIG category and in order to understand loss amounts reported on the consolidated statements of operations and expected loss amounts reported, see the accounting policy in Note 6 in "Item 8. Financial Statements and Supplementary Data."

**Exposure to Residential Mortgage-Backed Securities**

The tables below provide information on the risk ratings and certain other risk characteristics of the Company's RMBS exposures as of December 31, 2010.

Net par outstanding in the following tables are based on values as of December 31, 2010. All performance information such as pool factor, subordination, cumulative losses and delinquency is based on December 31, 2010 information obtained from Intex, Bloomberg, and/or provided by the trustee and may be subject to restatement or correction.

Pool factor in the following tables is the percentage of the current collateral balance divided by the original collateral balance of the transactions at inception.

Subordination in the following tables represents the sum of subordinate tranches and over-collateralization, expressed as a percentage of total transaction size and does not include any benefit from excess interest collections that may be used to absorb losses. Many of the CES transactions insured by the Company have unique structures whereby the collateral may be written down for losses without a corresponding write-down of the obligations insured by the Company. Many of these transactions are currently under-collateralized, with the principal amount of collateral being less than the principal amount of the obligation insured by the Company. The Company is not required to pay principal shortfalls until legal maturity (rather than making timely principal payments), and takes the under-collateralization into account when estimating expected losses for these transactions.

Cumulative losses in the following tables are defined as net charge-offs on the underlying loan collateral divided by the original pool balance.



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60+ day delinquencies in the following tables are defined as loans that are greater than 60 days delinquent and all loans that are in foreclosure, bankruptcy or real estate owned divided by net par outstanding.

U.S. Prime First Lien in the tables below includes primarily prime first lien plus an insignificant amount of other miscellaneous RMBS transactions.

The Company has not insured or reinsured any U.S. RMBS transactions since June 2008.

**Distribution of U.S. RMBS by Internal Rating and by Segment as of December 31, 2010**

| Ratings:              | Direct<br>Net Par<br>Outstanding |        | Reinsurance<br>Net Par<br>Outstanding |        | Total<br>Net Par<br>Outstanding |        |
|-----------------------|----------------------------------|--------|---------------------------------------|--------|---------------------------------|--------|
|                       |                                  | %      |                                       | %      |                                 | %      |
| (dollars in millions) |                                  |        |                                       |        |                                 |        |
| AAA                   | \$ 2,843                         | 11.5%  | \$ 29                                 | 8.2%   | \$ 2,872                        | 11.4%  |
| AA                    | 2,522                            | 10.2   | 52                                    | 14.8   | 2,574                           | 10.2   |
| A                     | 1,460                            | 5.9    | 51                                    | 14.5   | 1,511                           | 6.0    |
| BBB                   | 1,781                            | 7.2    | 37                                    | 10.5   | 1,818                           | 7.2    |
| BIG                   | 16,172                           | 65.2   | 183                                   | 52.0   | 16,355                          | 65.1   |
| Total exposures       | \$ 24,778                        | 100.0% | \$ 352                                | 100.0% | \$ 25,130                       | 100.0% |

**Distribution of U.S. RMBS by Internal Rating and Type of Exposure as of December 31, 2010**

| Ratings:        | Prime<br>First<br>Lien | Closed<br>End<br>Second<br>Lien |          | HELOC    | Alt-A<br>First<br>Lien | Alt-A<br>Option<br>ARMs | Subprime<br>First<br>Lien | Net<br>Interest<br>Margin | Total Net<br>Par<br>Outstanding |
|-----------------|------------------------|---------------------------------|----------|----------|------------------------|-------------------------|---------------------------|---------------------------|---------------------------------|
|                 |                        |                                 |          |          |                        |                         |                           |                           |                                 |
| (in millions)   |                        |                                 |          |          |                        |                         |                           |                           |                                 |
| AAA             | \$ 10                  | \$ 0                            | \$ 436   | \$ 100   | \$ 87                  | \$ 2,238                | \$ 0                      | \$ 2,872                  |                                 |
| AA              | 167                    | 33                              | 264      | 216      | 29                     | 1,865                   | 0                         | 2,574                     |                                 |
| A               | 22                     | 1                               | 12       | 104      | 127                    | 1,245                   |                           | 1,511                     |                                 |
| BBB             | 26                     |                                 | 18       | 1,056    | 111                    | 585                     | 23                        | 1,818                     |                                 |
| BIG             | 624                    | 1,131                           | 4,000    | 4,657    | 2,859                  | 2,931                   | 152                       | 16,355                    |                                 |
| Total exposures | \$ 849                 | \$ 1,164                        | \$ 4,730 | \$ 6,134 | \$ 3,214               | \$ 8,864                | \$ 175                    | \$ 25,130                 |                                 |

**Distribution of U.S. RMBS by Year Insured and Type of Exposure as of December 31, 2010**

| Year insured:   | Prime<br>First<br>Lien | Closed<br>End<br>Second<br>Lien |          | HELOC    | Alt-A<br>First<br>Lien | Alt-A<br>Option<br>ARMs | Subprime<br>First<br>Lien | Net<br>Interest<br>Margin | Total Net<br>Par<br>Outstanding |
|-----------------|------------------------|---------------------------------|----------|----------|------------------------|-------------------------|---------------------------|---------------------------|---------------------------------|
|                 |                        |                                 |          |          |                        |                         |                           |                           |                                 |
| (in millions)   |                        |                                 |          |          |                        |                         |                           |                           |                                 |
| 2004 and prior  | \$ 61                  | \$ 1                            | \$ 352   | \$ 129   | \$ 51                  | \$ 1,616                | \$ 0                      | \$ 2,211                  |                                 |
| 2005            | 182                    |                                 | 1,051    | 691      | 149                    | 388                     | 0                         | 2,460                     |                                 |
| 2006            | 138                    | 457                             | 1,451    | 489      | 819                    | 3,802                   | 87                        | 7,244                     |                                 |
| 2007            | 468                    | 706                             | 1,875    | 3,086    | 2,084                  | 2,971                   | 88                        | 11,279                    |                                 |
| 2008            |                        |                                 |          | 1,739    | 109                    | 87                      |                           | 1,935                     |                                 |
| Total exposures | \$ 849                 | \$ 1,164                        | \$ 4,730 | \$ 6,134 | \$ 3,214               | \$ 8,864                | \$ 175                    | \$ 25,130                 |                                 |

Table of Contents**Distribution of U.S. RMBS by Internal Rating and Year Insured as of December 31, 2010**

| Year insured:         | AAA<br>Rated | AA<br>Rated | A<br>Rated | BBB<br>Rated | BIG<br>Rated | Total     |
|-----------------------|--------------|-------------|------------|--------------|--------------|-----------|
| (dollars in millions) |              |             |            |              |              |           |
| 2004 and prior        | \$ 1,455     | \$ 91       | \$ 125     | \$ 168       | \$ 371       | \$ 2,211  |
| 2005                  | 188          | 100         | 101        | 124          | 1,947        | 2,460     |
| 2006                  | 931          | 1,763       | 1,131      | 117          | 3,302        | 7,244     |
| 2007                  | 293          | 453         | 44         | 630          | 9,860        | 11,279    |
| 2008                  | 5            | 167         | 109        | 779          | 874          | 1,935     |
| Total exposures       | \$ 2,872     | \$ 2,574    | \$ 1,511   | \$ 1,818     | \$ 16,355    | \$ 25,130 |
| % of total            | 11.4%        | 10.2%       | 6.0%       | 7.2%         | 65.2%        | 100.0%    |

**Distribution of Financial Guaranty Direct U.S. RMBS****Insured January 1, 2005 or Later by Exposure Type, Average Pool Factor, Subordination, Cumulative Losses and 60+ Day Delinquencies as of December 31, 2010****U.S. Prime First Lien**

| Year insured:         | Net Par<br>Outstanding | Pool<br>Factor | Subordination | Cumulative<br>Losses | 60+ Day<br>Delinquencies | Number<br>of<br>Transactions |
|-----------------------|------------------------|----------------|---------------|----------------------|--------------------------|------------------------------|
| (dollars in millions) |                        |                |               |                      |                          |                              |
| 2005                  | \$ 178                 | 50.8%          | 5.1%          | 1.0%                 | 8.6%                     | 6                            |
| 2006                  | 138                    | 64.4           | 8.1           | 0.0                  | 14.9                     | 1                            |
| 2007                  | 468                    | 62.9           | 10.3          | 2.4                  | 14.7                     | 1                            |
| 2008                  |                        |                |               |                      |                          |                              |
|                       | \$ 784                 | 60.4%          | 8.8%          | 1.6%                 | 13.3%                    | 8                            |

**U.S. Closed End Second Lien**

| Year insured:         | Net Par<br>Outstanding | Pool<br>Factor | Subordination | Cumulative<br>Losses | 60+ Day<br>Delinquencies | Number<br>of<br>Transactions |
|-----------------------|------------------------|----------------|---------------|----------------------|--------------------------|------------------------------|
| (dollars in millions) |                        |                |               |                      |                          |                              |
| 2005                  | \$                     | %              | %             | %                    | %                        | %                            |
| 2006                  | 445                    | 20.4           |               | 56.4                 | 14.8                     | 2                            |
| 2007                  | 706                    | 25.4           |               | 61.3                 | 13.5                     | 10                           |
| 2008                  |                        |                |               |                      |                          |                              |
|                       | \$ 1,151               | 23.5%          | %             | 59.4%                | 14.0%                    | 12                           |

**U.S. HELOC**

| Year insured:         | Net Par<br>Outstanding | Pool<br>Factor | Subordination | Cumulative<br>Losses | 60+ Day<br>Delinquencies | Number<br>of<br>Transactions |
|-----------------------|------------------------|----------------|---------------|----------------------|--------------------------|------------------------------|
| (dollars in millions) |                        |                |               |                      |                          |                              |
| 2005                  | \$ 997                 | 20.9%          | 2.5%          | 12.7%                | 11.9%                    | 6                            |
| 2006                  | 1,424                  | 34.1           | 2.0           | 28.9                 | 11.3                     | 7                            |
| 2007                  | 1,875                  | 49.1           | 3.2           | 26.1                 | 7.1                      | 9                            |
| 2008                  |                        |                |               |                      |                          |                              |
|                       | \$ 4,296               | 37.6%          | 2.6%          | 23.9%                | 9.7%                     | 22                           |



Table of Contents**U.S. Alt-A First Lien**

| <b>Year insured:</b> | <b>Net Par Outstanding</b> | <b>Pool Factor</b> | <b>Subordination</b> | <b>Cumulative Losses</b> | <b>60+ Day Delinquencies</b> | <b>Number of Transactions</b> |
|----------------------|----------------------------|--------------------|----------------------|--------------------------|------------------------------|-------------------------------|
|                      | (dollars in millions)      |                    |                      |                          |                              |                               |
| 2005                 | \$ 688                     | 40.5%              | 11.7%                | 4.7%                     | 20.1%                        | 21                            |
| 2006                 | 489                        | 48.0               | 0.5                  | 13.3                     | 38.9                         | 7                             |
| 2007                 | 3,086                      | 60.0               | 7.2                  | 9.2                      | 34.3                         | 12                            |
| 2008                 | 1,739                      | 55.5               | 26.3                 | 9.4                      | 30.9                         | 5                             |
|                      | \$ 6,002                   | 55.5%              | 12.7%                | 9.1%                     | 32.0%                        | 45                            |

**U.S. Alt-A Option ARMs**

| <b>Year insured:</b> | <b>Net Par Outstanding</b> | <b>Pool Factor</b> | <b>Subordination</b> | <b>Cumulative Losses</b> | <b>60+ Day Delinquencies</b> | <b>Number of Transactions</b> |
|----------------------|----------------------------|--------------------|----------------------|--------------------------|------------------------------|-------------------------------|
|                      | (dollars in millions)      |                    |                      |                          |                              |                               |
| 2005                 | \$ 139                     | 29.0%              | 8.9%                 | 7.8%                     | 37.8%                        | 4                             |
| 2006                 | 813                        | 55.0               | 4.5                  | 11.9                     | 52.0                         | 7                             |
| 2007                 | 2,084                      | 60.3               | 5.0                  | 11.8                     | 40.6                         | 11                            |
| 2008                 | 109                        | 62.2               | 49.4                 | 8.1                      | 35.1                         | 1                             |
|                      | \$ 3,146                   | 57.6%              | 6.6%                 | 11.5%                    | 43.2%                        | 23                            |

**U.S. Subprime First Lien**

| <b>Year insured:</b> | <b>Net Par Outstanding</b> | <b>Pool Factor</b> | <b>Subordination</b> | <b>Cumulative Losses</b> | <b>60+ Day Delinquencies</b> | <b>Number of Transactions</b> |
|----------------------|----------------------------|--------------------|----------------------|--------------------------|------------------------------|-------------------------------|
|                      | (dollars in millions)      |                    |                      |                          |                              |                               |
| 2005                 | \$ 378                     | 36.0%              | 48.2%                | 5.1%                     | 41.9%                        | 7                             |
| 2006                 | 3,795                      | 25.5               | 61.5                 | 13.7                     | 41.1                         | 4                             |
| 2007                 | 2,971                      | 58.7               | 26.5                 | 13.6                     | 49.0                         | 13                            |
| 2008                 | 82                         | 71.2               | 32.9                 | 7.1                      | 34.2                         | 1                             |
|                      | \$ 7,226                   | 40.2%              | 46.1%                | 13.1%                    | 44.3%                        | 25                            |

**Exposures by Reinsurer**

Ceded par outstanding represents the portion of insured risk ceded to other reinsurers. Under these relationships, the Company cedes a portion of its insured risk in exchange for a premium paid to the reinsurer. The Company remains primarily liable for all risks it directly underwrites and is required to pay all gross claims. It then seeks reimbursement from the reinsurer for its proportionate share of claims. The Company may be exposed to risk for this exposure if it were required to pay the gross claims and not be able to collect ceded claims from an assuming company experiencing financial distress. A number of the financial guaranty insurers to which the Company has ceded par have experienced financial distress and been downgraded by the rating agencies as a result. In addition, state insurance regulators have intervened with respect to some of these insurers.

Assumed par outstanding represents the amount of par assumed by the Company from other monolines. Under these relationships, the Company assumes a portion of the ceding company's insured risk in exchange for a premium. The Company may be exposed to risk in this portfolio in that the Company may be required to pay losses without a corresponding premium in circumstances where the ceding company is experiencing financial distress and is unable to pay premiums.

In addition to assumed and ceded reinsurance arrangements, the company may also have exposure to some financial guaranty reinsurers (i.e. monolines) in other areas. Second-to-pay insured par outstanding represents transactions the Company has insured that were previously

insured by other monolines. The Company underwrites such transactions based on the underlying insured obligation without regard to the primary insurer. Another area of exposure is in the investment portfolio where the Company holds fixed maturity securities that are wrapped by monolines and whose value may

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decline based on the rating of the monoline. At December 31, 2010, the Company had \$899.2 million of fixed maturity securities in its investment portfolio wrapped by MBIA Insurance Corporation, \$686.9 million by AMBAC Assurance Corp. and \$67.6 million by other guarantors at fair value.

**Exposure by Reinsurer**

| Reinsurer                                       | Ratings at<br>February 23, 2011 |                            | Par Outstanding as of December 31, 2010 |   |                            |
|---|---------------------------------|----------------------------|---|---|----------------------------|
|   | Moody's<br>Reinsurer<br>Rating  | S&P<br>Reinsurer<br>Rating | Ceded<br>Par<br>Outstanding(3)          | Second-to-Pay<br>Insured Par<br>Outstanding | Assumed Par<br>Outstanding |
| (dollars in millions)                           |                                 |                            |   |   |                            |
| Radian Asset Assurance Inc.                     | Ba1                             | BB-                        | \$ 21,829                               | \$ 66                                       | \$                         |
| Tokio Marine & Nichido Fire Insurance Co., Ltd. | Aa2(1)                          | AA-(1)                     | 19,230                                  |   | 934                        |
| RAM Reinsurance Co. Ltd.                        | WR(2)                           | WR(2)                      | 13,367                                  |   | 24                         |
| Syncora Guarantee Inc.                          | Ca                              | WR                         | 4,252                                   | 2,666                                       | 880                        |
| Mitsui Sumitomo Insurance Co. Ltd.              | Aa3                             | AA-                        | 2,452                                   |   |                            |
| ACA Financial Guaranty Corp                     | NR                              | WR                         | 870                                     | 19  | 2                          |
| Swiss Reinsurance Co.                           | A1                              | A+                         | 515                                     |   |                            |
| Financial Guaranty Insurance Co.                | WR                              | WR                         | 250                                     | 3,970                                       | 3,433                      |
| Ambac Assurance Corporation                     | Caa2                            | WR                         | 109                                     | 8,039                                       | 24,816                     |
| MBIA Insurance Corporation                      | B3                              | B                          | 108                                     | 11,684                                      | 11,740                     |
| CIFG Assurance North America Inc.               | WR                              | WR                         | 73                                      | 259   | 11,223                     |
| Berkshire Hathaway Assurance Corporation        | Aa1                             | AA+                        |   |   |                            |
| Multiple owner                                  |                                 |                            |   | 2,012                                       |                            |
| Other   | Various                         | Various                    | 1,062                                   |   | 114                        |
| <b>Total</b>                                    |                                 |                            | <b>\$ 64,117</b>                        | <b>\$ 28,715</b>                            | <b>\$ 53,166</b>           |

- (1) The Company has structural collateral agreements satisfying the triple-A credit requirement of S&P and/or Moody's.
- (2) Represents "Withdrawn Rating."
- (3) Includes \$7,023 million in ceded par outstanding related to insured credit derivatives.

**Ceded Par Outstanding by Reinsurer and Credit Rating  
As of December 31, 2010(1)**

**Credit Rating**

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| Reinsurer                                       | Super Senior    | AAA             | AA               | A                | BBB              | BIG             | Total            |
|---|-----------------|-----------------|------------------|------------------|------------------|-----------------|------------------|
| (in millions)                                   |                 |                 |                  |                  |                  |                 |                  |
| Radian Asset Assurance Inc.                     | \$ 193          | \$ 1,040        | \$ 9,668         | \$ 7,828         | \$ 2,777         | \$ 323          | \$ 21,829        |
| Tokio Marine & Nichido Fire Insurance Co., Ltd. | 489             | 1,883           | 6,032            | 6,626            | 3,331            | 869             | 19,230           |
| RAM Reinsurance Co. Ltd.                        | 393             | 2,347           | 4,726            | 3,641            | 1,849            | 411             | 13,367           |
| Syncora Guarantee Inc.                          |                 | 25              | 462              | 803              | 2,938            | 24              | 4,252            |
| Mitsui Sumitomo Insurance Co. Ltd.              | 8               | 153             | 898              | 895              | 416              | 82              | 2,452            |
| ACA Financial Guaranty Corp                     |                 |                 | 575              | 246              | 49               |                 | 870              |
| Swiss Reinsurance Co.                           |                 | 10              | 108              | 215              | 99               | 83              | 515              |
| Financial Guaranty Insurance Co.                |                 |                 |                  | 250              |                  |                 | 250              |
| Ambac Assurance Corporation                     |                 |                 |                  | 109              |                  |                 | 109              |
| MBIA Insurance Corporation                      |                 |                 | 108              |                  |                  |                 | 108              |
| CIFG Assurance North America Inc.               |                 |                 |                  |                  |                  | 73              | 73               |
| Other   |                 | 0               | 224              | 743              | 94               | 1               | 1,062            |
| <b>Total</b>                                    | <b>\$ 1,083</b> | <b>\$ 5,458</b> | <b>\$ 22,801</b> | <b>\$ 21,356</b> | <b>\$ 11,553</b> | <b>\$ 1,866</b> | <b>\$ 64,117</b> |

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In accordance with statutory accounting requirements and U.S. insurance laws and regulations, in order for the Company to receive credit for liabilities ceded to reinsurers domiciled outside of the U.S., such reinsurers must secure their liabilities to the Company. All of the unauthorized reinsurers in the table above post collateral for the benefit of the Company in an amount at least equal to the sum of their ceded unearned premium reserve, loss reserves and contingency reserves all calculated on a statutory basis of accounting. CIFG Assurance North America Inc. and Radian Asset Assurance Inc. are authorized reinsurers. Their collateral equals or exceeds their ceded statutory loss reserves. Collateral may be in the form of letters of credit or trust accounts. The total collateral posted by all non-affiliated reinsurers as of December 31, 2010 exceeds \$1 billion.

**Second-to-Pay  
Insured Par Outstanding by Rating  
As of December 31, 2010(1)**

|  | Public Finance |                 |                  |                 |                 | Structured Finance |                 |               |               |                 | Total            |
|--|----------------|-----------------|------------------|-----------------|-----------------|--------------------|-----------------|---------------|---------------|-----------------|------------------|
|  | AAA            | AA              | A                | BBB             | BIG             | AAA                | AA              | A             | BBB           | BIG             |                  |
| (in millions)                              |                |                 |                  |                 |                 |                    |                 |               |               |                 |                  |
| Radian<br>Asset<br>Assurance Inc.          | \$             | \$              | \$ 14            | \$ 40           | \$ 11           | \$ 1               | \$              | \$            | \$            | \$              | \$ 66            |
| Syncora<br>Guarantee Inc.                  |                | 3               | 443              | 704             | 328             | 349                | 167             | 109           | 245           | 318             | 2,666            |
| ACA<br>Financial<br>Guaranty<br>Corp.      |                | 13              |                  | 6               |                 |                    |                 |               |               |                 | 19               |
| Financial<br>Guaranty<br>Insurance<br>Co.  |                | 171             | 1,221            | 598             | 356             | 1,209              | 195             | 132           | 17            | 71              | 3,970            |
| Ambac<br>Assurance<br>Corporation          | 12             | 2,350           | 2,963            | 1,113           | 355             | 254                | 1               | 295           | 100           | 596             | 8,039            |
| MBIA<br>Insurance<br>Corporation           | 15             | 3,515           | 4,319            | 1,753           | 30              | 41                 | 1,353           | 37            | 596           | 25              | 11,684           |
| CIFG<br>Assurance<br>North<br>America Inc. |                | 11              | 69               | 134             | 45              |                    |                 |               |               |                 | 259              |
| Multiple<br>owner                          |                |                 | 2,012            |                 |                 |                    |                 |               |               |                 | 2,012            |
| <b>Total</b>                               | <b>\$ 27</b>   | <b>\$ 6,063</b> | <b>\$ 11,041</b> | <b>\$ 4,348</b> | <b>\$ 1,125</b> | <b>\$ 1,854</b>    | <b>\$ 1,716</b> | <b>\$ 573</b> | <b>\$ 958</b> | <b>\$ 1,010</b> | <b>\$ 28,715</b> |

(1) Assured Guaranty's internal rating.

## Liquidity and Capital Resources

### Liquidity Requirements and Sources

#### AGL and its Holding Company Subsidiaries

AGL and its holding company subsidiaries' liquidity is largely dependent on its operating results and its access to external financings. Liquidity requirements include the payment of operating expenses, interest on debt of AGUS and AGMH and dividends on common shares. AGL and its holding company subsidiaries may also require liquidity to make periodic capital investments in its operating subsidiaries. In the ordinary course of business, the Company evaluates its liquidity needs and capital resources in light of holding company expenses and dividend policy, as well as rating agency considerations. Management believes that AGL will have sufficient liquidity to satisfy its needs over the next



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twelve months, including the ability to pay dividends on AGL common shares. The Company anticipates that for the next twelve months, amounts paid by AGL's operating subsidiaries as dividends will be a major source of its liquidity. It is possible that in the future, AGL or its subsidiaries may need to seek additional external debt or equity financing in order to meet its obligations. External sources of financing may or may not be available to the Company, and if available, the cost of such financing may be higher than the Company's current level.

Table of Contents**AGL and Holding Company Subsidiaries  
Significant Cash Flow Items**

|   | Year Ended December 31, |            |          |
|---|-------------------------|------------|----------|
|   | 2010                    | 2009(1)    | 2008     |
|   | (in millions)           |            |          |
| Net proceeds from issuance of common shares       | \$                      | \$ 1,022.8 | \$ 249.0 |
| Net proceeds from issuance of equity units        |                         | 167.3      |          |
| Capital contributions to subsidiaries             |                         | (556.7)    | (250.0)  |
| Dividends and return of capital from subsidiaries | 124.0                   | 72.1       | 47.8     |
| Dividends paid                                    | (33.2)                  | (22.8)     | (17.0)   |
| Repurchases of common shares                      | (10.5)                  | (3.7)      |          |
| Interest paid                                     | (84.3)                  | (53.0)     | (23.6)   |

(1) Since July 1, 2009, amounts include AGMH.

*Insurance Company Subsidiaries*

Liquidity of the insurance company subsidiaries is primarily used to pay (1) operating expenses, (2) claims, including payment obligations in respect of credit derivatives, (4) collateral postings in connection with credit derivatives and reinsurance transactions, (4) reinsurance premiums, (5) dividends to AGUS and AGMH for debt service and dividends to AGL, and (6) where appropriate, to make capital investments in their own subsidiaries. Management believes that its subsidiaries' liquidity needs for the next twelve months can be met from current cash, short-term investments and operating cash flow, including premium collections as well as coupon payments and scheduled maturities and paydowns from their respective investment portfolios.

Beyond the next 12 months, the ability of the operating subsidiaries to declare and pay dividends may be influenced by a variety of factors, including market conditions, insurance regulations and rating agency capital requirements and general economic conditions.

Insurance policies the Company issues provide, in general, that payments of principal, interest and other amounts insured may not be accelerated by the holder of the obligation. Amounts paid by the Company therefore are typically in accordance with the obligation's original payment schedule or, at the Company's option, may be on an accelerated basis. Insurance policies guaranteeing payments under CDS may provide for acceleration of amounts due upon the occurrence of certain credit events, subject to single risk limits specified in the insurance laws of the State of New York (the "New York Insurance Law"). These constraints prohibit or limit acceleration of certain claims according to Article 69 of the New York Insurance Law and serve to reduce the Company's liquidity requirements.

Payments made in settlement of the Company's obligations arising from its insured portfolio may, and often do, vary significantly from year-to-year, depending primarily on the frequency and severity of payment defaults and whether the Company chooses to accelerate its payment obligations in order to mitigate future losses.

**Claims Paid Under Financial Guaranty Contracts**

|                              | Year Ended December 31, |          |          |
|------------------------------|-------------------------|----------|----------|
|                              | 2010(2)                 | 2009(1)  | 2008     |
|                              | (in millions)           |          |          |
| Claims paid (recovered), net | \$ 931.7                | \$ 687.7 | \$ 257.7 |

(1) Since July 1, 2009, amounts include AGMH.

(2) Includes \$143.4 million of claims paid under financial guaranty contracts on transactions where the VIE is consolidated.

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The terms of the Company's CDS contracts generally are modified from standard CDS contract forms approved by International Swaps and Derivatives Association, Inc. ("ISDA") in order to provide for payments on a scheduled basis and to replicate the terms of a traditional financial guaranty

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insurance policy. Some contracts the Company enters into as the credit protection seller, however, utilize standard ISDA settlement mechanics of cash settlement (i.e., a process to value the loss of market value of a reference obligation) or physical settlement (i.e., delivery of the reference obligation against payment of principal by the protection seller) in the event of a "credit event," as defined in the relevant contract. Cash settlement or physical settlement generally requires the payment of a larger amount, prior to the maturity of the reference obligation, than would settlement on a "pay-as-you-go" basis, under which the Company would be required to pay scheduled interest shortfalls during the term of the reference obligation and scheduled principal shortfall only at the final maturity of the reference obligation. The Company's CDS contracts also generally provide that if events of default or termination events specified in the CDS documentation were to occur, the non-defaulting or the non-affected party, which may be either the Company or the counterparty, depending upon the circumstances, may decide to terminate the CDS contract prior to maturity. The Company may be required to make a termination payment to its swap counterparty upon such termination. See also "Ratings Sensitivity in Financial Guaranty Direct Business."

Potential acceleration of claims with respect to CDS obligations occur with funded CDOs and synthetic CDOs, as described below:

*Funded CDOs:* The Company has credit exposure to the senior tranches of funded corporate CDOs. The senior tranches are typically rated Triple-A at inception. While the majority of these exposures obligate the Company to pay only shortfalls in scheduled interest and principal at final maturity, in a limited number of cases the Company has agreed to physical settlement following a credit event. In these limited circumstances, the Company has adhered to internal limits within applicable statutory single risk constraints. In these transactions, the credit events giving rise to a payment obligation are (a) the bankruptcy of the special purpose issuer or (b) the failure by the issuer to make a scheduled payment of interest or principal pursuant to the referenced senior debt security.

*Synthetic CDOs:* In the case of pooled corporate synthetic CDOs, where the Company's credit exposure was typically set at "Super Triple-A" levels at inception, the Company is exposed to credit losses of a synthetic pool of corporate obligors following the exhaustion of a deductible. In these transactions, losses are typically calculated using ISDA cash settlement mechanics. As a result, the Company's exposures to the individual corporate obligors within any synthetic transaction are constrained by the New York Insurance Law single risk limits. In these transactions, the credit events giving rise to a payment obligation are generally (a) the reference entity's bankruptcy; (b) failure by the reference entity to pay its debt obligations; and (c) in certain transactions, the restructuring of the reference entity's debt obligations. The Company generally would not be required to make a payment until aggregate credit losses exceed the designated deductible threshold and only as each incremental default occurs. Once the deductible is exhausted, each further credit event would give rise to cash settlements.

#### Pooled Corporate CDS

|                                   | As of<br>December 31, 2010 |             | As of<br>December 31, 2009 |             |
|-----------------------------------|----------------------------|-------------|----------------------------|-------------|
|                                   | Net Par<br>Outstanding     | %           | Net Par<br>Outstanding     | %           |
|                                   | (dollars in millions)      |             |                            |             |
| Funded CDOs                       | \$ 56,779                  | 72%         | \$ 60,889                  | 70%         |
| Synthetic CDOs                    | 22,221                     | 28          | 25,692                     | 30          |
| <b>Total pooled corporate CDS</b> | <b>\$ 79,000</b>           | <b>100%</b> | <b>\$ 86,581</b>           | <b>100%</b> |

#### Insurance Company Regulatory Restrictions

The insurance company subsidiaries' ability to pay dividends depends, among other things, upon their financial condition, results of operations, cash requirements, and compliance with rating agency requirements, and is also subject to restrictions contained in the insurance laws and related regulations

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of their states of domicile. Dividends paid by a U.S. company to a Bermuda holding company presently are subject to a 30% withholding tax.

Under Maryland's insurance law, AGC may pay dividends out of earned surplus in any twelve-month period in an aggregate amount not exceeding the lesser of (a) 10% of policyholders' surplus or (b) net investment income at the preceding December 31 (including net investment income which has not already been paid out as dividends for the three calendar years prior to the preceding calendar year) without prior approval of the Maryland Commissioner of Insurance. As of December 31, 2010, the amount available for distribution from AGC during 2011 with notice to, but without prior approval of, the Maryland Commissioner was approximately \$85.4 million.

Under the New York Insurance Law, AGM may pay dividends out of earned surplus, provided that, together with all dividends declared or distributed by AGM during the preceding 12 months, the dividends do not exceed the lesser of (a) 10% of policyholders' surplus as of its last statement filed with the Superintendent of Insurance of the State of New York (the "New York Superintendent") or (b) adjusted net investment income (net investment income at the preceding December 31 plus net investment income which has not already been paid out as dividends for the three calendar years prior to the preceding calendar year) during this period. Based on AGM's statutory statements for 2009, the maximum amount available for payment of dividends by AGM without regulatory approval over the 12 months following December 31, 2010 was approximately \$92.7 million. However, in connection with the AGMH Acquisition, the Company has committed to the New York Insurance Department that AGM will not pay any dividends for a period of two years from the date of the AGMH Acquisition without the written approval of the New York Insurance Department.

The amount available at AG Re to pay dividends or make a distribution of contributed surplus in 2010 in compliance with Bermuda law is \$1,150 million. However, any distribution which results in a reduction of 15% or more of AG Re's total statutory capital, as set out in its previous years' financial statements, would require the prior approval of the Bermuda Monetary Authority.

*Cash Flows***Cash Flow Summary**

|   | Year Ended December 31, |             |             |
|---|-------------------------|-------------|-------------|
|   | 2010                    | 2009        | 2008        |
|   | (in millions)           |             |             |
|   | (restated)              |             |             |
| Net cash flows provided by (used in) operating activities | \$ 129.2                | \$ 279.2    | \$ 427.0    |
| Net cash flows provided by (used in) investing activities | 653.3                   | (1,397.2)   | (649.6)     |
| Net cash flows provided by (used in) financing activities | (717.4)                 | 1,148.6     | 229.4       |
| Effect of exchange rate changes                           | (0.8)                   | 1.2         | (2.5)       |
| Cash at beginning of period                               | 44.1                    | 12.3        | 8.0         |
| <br>Total cash at the end of the period                   | <br>\$ 108.4            | <br>\$ 44.1 | <br>\$ 12.3 |

Operating cash flows in 2010 include a full year of AGMH activity compared to only six months in 2009 as well as net cash inflows for consolidated VIEs. Excluding consolidated VIEs, the decrease in operating cash flows in 2010 was due primarily to higher outflows for net paid losses, interest, other expenses and taxes, offset in part by premium on financial guaranty and credit derivatives. Interest payments were \$90.3 million in 2010 compared to \$56.4 million in 2009 and \$23.6 million in 2008. Taxes paid were \$39.2 million in 2010 compared to \$27.8 million in 2009 and \$18.7 million in 2008. Net premiums and credit derivative inflows increased in 2010 due to the inclusion of a full year of AGMH activity.

In 2009, the Company had higher U.S. public finance originations and lower claim payments than 2008. The decrease in 2009 operating cash flows provided by operating activities compared with 2008 was due primarily to paid losses and AGMH Acquisition-related expenses, partially offset by an increase in public finance originations and one-time settlements.

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Investing activities were primarily net sales (purchases) of fixed maturity and short-term investment securities. In addition, the 2010 amount included \$424.0 million of net proceeds from paydowns on financial guaranty VIEs' assets. The 2009 investing cash outflows was due primarily to the cost of the AGMH Acquisition of \$546.0 million, net of cash acquired of \$87.0 million, purchases of fixed maturity securities with the cash generated from common share and equity units offerings and positive cash flows from operating activities.

In 2010 financing outflows were mainly due to the inclusion of consolidated VIEs in 2010. Financing inflows in 2009 was higher compared to 2008 due to net cash proceeds from common share and equity units offerings.

In May 2010, the Company completed a share repurchase program that was authorized in 2007 by acquiring the remaining 707,350 authorized shares for \$10.4 million. On August 4, 2010, the Company's Board of Directors approved a new share repurchase program for up to 2.0 million common shares. Share repurchases will take place at management's discretion depending on market conditions. No shares were repurchased in 2010 under the 2010 share repurchase program.

*Commitments and Contingencies*

*Leases*

AGL and its subsidiaries are party to various lease agreements. Future cash payments associated with contractual obligations pursuant to operating leases for office space have not materially changed since December 31, 2009. The principal executive offices of AGL and AG Re consist of approximately 8,250 square feet of office space located in Hamilton, Bermuda. The lease for this space expires in April 2015.

The Company's primary lease for the principal place of business of AGM, AGC and its other U.S. based subsidiaries in New York City expires April 2026. In addition, the Company and its subsidiaries lease additional office space under non-cancelable operating leases, which expire at various dates through 2013. Prior to AGMH Acquisition, the Company had entered into a five year lease agreement in New York City, however, as a result of the AGMH Acquisition, the Company decided not to occupy this office space and subleased it to two tenants for total minimum annual payments of approximately \$3.7 million until October 2013. The Company wrote off related leasehold improvements and recorded a pre-tax loss on the sublease of \$11.7 million in second quarter 2009, which is included in "AGMH acquisition-related expenses" and "other liabilities" in the consolidated statements of operations and balance sheets, respectively. See " Contractual Obligations" for lease payments due by period.

Rent expense for the years ended December 31, 2010, 2009 and 2008 was \$11.4 million, \$10.6 million and \$5.7 million, respectively.

Table of Contents*Long-Term Debt Obligations*

The principal and carrying values of the Company's long-term debt issued by AGUS and AGMH were as follows:

**Principal and Carrying Amounts of Debt**

|  | As of<br>December 31, 2010 |                   | As of<br>December 31, 2009 |                   |
|--|----------------------------|-------------------|----------------------------|-------------------|
|  | Principal                  | Carrying<br>Value | Principal                  | Carrying<br>Value |
| (in millions)  |                            |                   |                            |                   |
| <b>AGUS:</b>   |                            |                   |                            |                   |
| 7.0% Senior Notes                                      | \$ 200.0                   | \$ 197.6          | \$ 200.0                   | \$ 197.5          |
| 8.50% Senior Notes                                     | 172.5                      | 171.0             | 172.5                      | 170.1             |
| Series A Enhanced<br>Junior Subordinated<br>Debentures | 150.0                      | 149.8             | 150.0                      | 149.8             |
| <b>Total AGUS</b>                                      | <b>522.5</b>               | <b>518.4</b>      | <b>522.5</b>               | <b>517.4</b>      |
| <b>AGMH(1):</b>  |                            |                   |                            |                   |
| 6 <sup>7</sup> / <sub>8</sub> % QUIBS                  | 100.0                      | 67.0              | 100.0                      | 66.7              |
| 6.25% Notes  | 230.0                      | 135.0             | 230.0                      | 133.9             |
| 5.60% Notes  | 100.0                      | 53.0              | 100.0                      | 52.6              |
| Junior Subordinated<br>Debentures                      | 300.0                      | 152.5             | 300.0                      | 146.8             |
| Notes Payable  | 119.3                      | 127.0             | 140.1                      | 149.1             |
| <b>Total AGMH</b>                                      | <b>849.3</b>               | <b>534.5</b>      | <b>870.1</b>               | <b>549.1</b>      |
| <b>Total</b>   | <b>\$ 1,371.8</b>          | <b>\$ 1,052.9</b> | <b>\$ 1,392.6</b>          | <b>\$ 1,066.5</b> |

(1) AGMH principal amounts vary from carrying amounts due primarily to acquisition method fair value adjustments at the Acquisition Date which are accreted or amortized into interest expense over the remaining terms of these obligations.

AGL fully and unconditionally guarantees the following debt obligations issued by AGUS: (1) 7.0% Senior Notes and (2) 8.50% Senior Notes. AGL also fully and unconditionally guarantees the following AGMH debt obligations: (1) 6<sup>7</sup>/<sub>8</sub>% Quarterly Income Bonds Securities ("QUIBS"), (2) 6.25% Notes and (3) 5.60% Notes. In addition, AGL guarantees, on a junior subordinated basis, AGUS's Series A, Enhanced Junior Subordinated Debentures and the \$300 million of AGMH's outstanding Junior Subordinated Debentures.

**Debt Issued by AGUS**

*7.0% Senior Notes.* On May 18, 2004, AGUS issued \$200.0 million of 7.0% senior notes due 2034 ("7.0% Senior Notes") for net proceeds of \$197.3 million. Although the coupon on the Senior Notes is 7.0%, the effective rate is approximately 6.4%, taking into account the effect of a cash flow hedge executed by the Company in March 2004.

*8.50% Senior Notes.* On June 24, 2009, AGL issued 3,450,000 equity units for net proceeds of approximately \$166.8 million in a registered public offering. The net proceeds of the offering were used to pay a portion of the consideration for the AGMH Acquisition. Each equity unit consists of (i) a forward purchase contract and (ii) a 5% undivided beneficial ownership interest in \$1,000 principal amount 8.50% senior notes due 2014 issued by AGUS. Under the purchase contract, holders are required to purchase, and AGL is required to issue, between 3.8685 and 4.5455 of AGL common shares for \$50 no later than June 1, 2012. The actual number of shares purchased will be based on the average closing price of the common shares over a 20-trading day period ending three trading days prior to June 1, 2012. More specifically, if the average closing price per share for the relevant period (the "Applicable Market Value") is equal to or exceeds \$12.93, the settlement rate will be 3.8685 shares. If the Applicable Market Value is less than or equal to \$11.00, the settlement rate will be 4.5455 shares, and if it is between \$11.00 and \$12.93, the settlement rate will be equal to the quotient of \$50.00 and the Applicable Market Value. The notes are pledged by the

holders of the equity units to a collateral agent to secure their obligations under the purchase contracts. Interest on the notes is payable, initially, quarterly at the rate of 8.50% per year. The notes are subject to a mandatory



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remarketing between December 1, 2011 and May 1, 2012 (or, if not remarketed during such period, during a designated three business day period in May 2012). In the remarketing, the interest rate on the notes will be reset and certain other terms of the notes may be modified, including to extend the maturity date, to change the redemption rights (as long as there will be at least two years between the reset date and any new redemption date) and to add interest deferral provisions. If the notes are not successfully remarketed, the interest rate on the notes will not be reset and holders of all notes will have the right to put their notes to the Company on the purchase contract settlement date at a put price equal to \$1,000 per note (\$50 per equity unit) plus accrued and unpaid interest. The notes are redeemable at AGUS' option, in whole but not in part, upon the occurrence and continuation of certain events at any time prior to the earlier of the date of a successful remarketing and the purchase contract settlement date. The aggregate redemption amount for the notes is equal to an amount that would permit the collateral agent to purchase a portfolio of U.S. Treasury securities sufficient to pay the principal amount of the notes and all scheduled interest payment dates that occur after the special event redemption date to, and including the purchase contract settlement date; provided that the aggregate redemption amount may not be less than the principal amount of the notes. Other than in connection with certain specified tax or accounting related events, the notes may not be redeemed by AGUS prior to June 1, 2014.

*Series A Enhanced Junior Subordinated Debentures.* On December 20, 2006, AGUS issued \$150.0 million of the Debentures due 2066 for net proceeds of \$149.7 million. The Debentures pay a fixed 6.40% rate of interest until December 15, 2016, and thereafter pay a floating rate of interest, reset quarterly, at a rate equal to 3 month London Interbank Offered Rate ("LIBOR") plus a margin equal to 2.38%. AGUS may elect at one or more times to defer payment of interest for one or more consecutive periods for up to ten years. Any unpaid interest bears interest at the then applicable rate. AGUS may not defer interest past the maturity date.

## Debt Issued by AGMH

*6<sup>7</sup>/<sub>8</sub>% QUIBS.* On December 19, 2001, AGMH issued \$100.0 million face amount of 6<sup>7</sup>/<sub>8</sub>% QUIBS due December 15, 2101, which are callable without premium or penalty.

*6.25% Notes.* On November 26, 2002, AGMH issued \$230.0 million face amount of 6.25% Notes due November 1, 2102, which are callable without premium or penalty in whole or in part.

*5.60% Notes.* On July 31, 2003, AGMH issued \$100.0 million face amount of 5.60% Notes due July 15, 2103, which are callable without premium or penalty in whole or in part.

*Junior Subordinated Debentures.* On November 22, 2006, AGMH issued \$300.0 million face amount of Junior Subordinated Debentures with a scheduled maturity date of December 15, 2036 and a final repayment date of December 15, 2066. The final repayment date of December 15, 2066 may be automatically extended up to four times in five-year increments provided certain conditions are met. The debentures are redeemable, in whole or in part, at any time prior to December 15, 2036 at their principal amount plus accrued and unpaid interest to the date of redemption or, if greater, the make-whole redemption price. Interest on the debentures will accrue from November 22, 2006 to December 15, 2036 at the annual rate of 6.40%. If any amount of the debentures remains outstanding after December 15, 2036, then the principal amount of the outstanding debentures will bear interest at a floating interest rate equal to one-month LIBOR plus 2.215% until repaid. AGMH may elect at one or more times to defer payment of interest on the debentures for one or more consecutive interest periods that do not exceed ten years. In connection with the completion of this offering, AGMH entered into a replacement capital covenant for the benefit of persons that buy, hold or sell a specified series of AGMH long-term indebtedness ranking senior to the debentures. Under the covenant, the debentures will not be repaid, redeemed, repurchased or defeased by AGMH or any of its subsidiaries on or before the date that is 20 years prior to the final repayment date, except to the extent that AGMH has received proceeds from the sale of replacement capital securities. The proceeds from this offering were used to pay a dividend to the shareholders of AGMH.

*Notes Payable* represents debt, issued by VIEs consolidated by AGM, to the Financial Products Companies which were transferred to Dexia Holdings prior to the AGMH Acquisition. The funds

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borrowed were used to finance the purchase of the underlying obligations of AGM-insured obligations which had breached triggers allowing AGM to exercise its right to accelerate payment of a claim in order to mitigate loss. The assets purchased are classified as assets acquired in refinancing transactions and recorded in "other invested assets". The term of the notes payable matches the terms of the assets. On the Acquisition Date, the fair value of this note was \$164.4 million, representing a premium of \$9.5 million, which is amortized over the term of the debt.

*Recourse Credit Facilities*

2006 Credit Facility

On November 6, 2006, AGL and certain of its subsidiaries entered into a \$300.0 million five-year unsecured revolving credit facility (the "2006 Credit Facility") with a syndicate of banks. Under the 2006 Credit Facility, each of AGC, Assured Guaranty (UK) Ltd. ("AGUK"), AG Re, AGRO and AGL are entitled to request the banks to make loans to such borrower or to request that letters of credit be issued for the account of such borrower. Of the \$300.0 million available to be borrowed, no more than \$100.0 million may be borrowed by AGL, AG Re or AGRO, individually or in the aggregate, and no more than \$20.0 million may be borrowed by AGUK. The stated amount of all outstanding letters of credit and the amount of all unpaid drawings in respect of all letters of credit cannot, in the aggregate, exceed \$100.0 million. The 2006 Credit Facility also provides that Assured Guaranty may request that the commitment of the banks be increased an additional \$100.0 million up to a maximum aggregate amount of \$400.0 million. Any such incremental commitment increase is subject to certain conditions provided in the agreement and must be for at least \$25.0 million.

The proceeds of the loans and letters of credit are to be used for the working capital and other general corporate purposes of the borrowers and to support reinsurance transactions.

At the closing of the 2006 Credit Facility, AGC guaranteed the obligations of AGUK under the facility and AGL guaranteed the obligations of AG Re and AGRO under the facility and agreed that, if the Company consolidated assets (as defined in the related credit agreement) of AGC and its subsidiaries were to fall below \$1.2 billion, it would, within 15 days, guarantee the obligations of AGC and AGUK under the facility. At the same time, Assured Guaranty Overseas US Holdings Inc. guaranteed the obligations of AGL, AG Re and AGRO under the facility, and each of AG Re and AGRO guaranteed the other as well as AGL.

The 2006 Credit Facility's financial covenants require that AGL:

- (a) maintain a minimum net worth of 75% of the Consolidated Net Worth of Assured Guaranty as of June 30 (calculated as if the AGMH Acquisition had been consummated on such date), 2009; and
- (b) maintain a maximum debt-to-capital ratio of 30%.

In addition, the 2006 Credit Facility requires that AGC maintain qualified statutory capital of at least 75% of its statutory capital as of the fiscal quarter ended June 30, 2006. Furthermore, the 2006 Credit Facility contains restrictions on AGL and its subsidiaries, including, among other things, in respect of their ability to incur debt, permit liens, become liable in respect of guaranties, make loans or investments, pay dividends or make distributions, dissolve or become party to a merger, consolidation or acquisition, dispose of assets or enter into affiliate transactions. Most of these restrictions are subject to certain minimum thresholds and exceptions. The 2006 Credit Facility has customary events of default, including (subject to certain materiality thresholds and grace periods) payment default, failure to comply with covenants, material inaccuracy of representation or warranty, bankruptcy or insolvency proceedings, change of control and cross-default to other debt agreements. A default by one borrower will give rise to a right of the lenders to terminate the facility and accelerate all amounts then outstanding. As of December 31, 2010 and December 31, 2009, Assured Guaranty was in compliance with all of the financial covenants.

As of December 31, 2010, no amounts were outstanding under this facility nor have there been any borrowings during the life of the 2006 Credit Facility.

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Letters of credit totaling approximately \$2.9 million remained outstanding as of December 31, 2010 and December 31, 2009. The Company obtained the letters of credit in connection with entering into a lease for new office space in 2008, which space was subsequently sublet.

The Company has determined at this time not to renew the 2006 Credit Facility or enter into a new revolving credit facility when the 2006 Credit Facility expires in November 2011.

2009 Strip Coverage Facility

In connection with the AGMH Acquisition, AGM agreed to retain the risks relating to the debt and strip policy portions of the leveraged lease business. The liquidity risk to AGM related to the strip policy portion of the leveraged lease business is mitigated by the strip coverage facility described below.

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

If the lease is terminated early, the tax-exempt entity must make an early termination payment to the lessor. A portion of this early termination payment is funded from monies that were pre-funded and invested at the closing of the leveraged lease transaction (along with earnings on those invested funds). The tax-exempt entity is obligated to pay the remaining, unfunded portion of this early termination payment (known as the "strip coverage") from its own sources. AGM issued financial guaranty insurance policies (known as "strip policies") that guaranteed the payment of these unfunded strip coverage amounts to the lessor, in the event that a tax-exempt entity defaulted on its obligation to pay this portion of its early termination payment. AGM can then seek reimbursement of its strip policy payments from the tax-exempt entity, and can also sell the transferred depreciable asset and reimburse itself from the sale proceeds.

One event that may lead to an early termination of a lease is the downgrade of AGM, as the strip coverage provider, or the downgrade of the equity payment undertaker within the transaction. Upon such downgrade, the tax exempt entity is generally obligated to find a replacement credit enhancer within a specified period of time; failure to find a replacement could result in a lease default, and failure to cure the default within a specified period of time could lead to an early termination of the lease and a demand by the lessor for a termination payment from the tax exempt entity. However, even in the event of an early termination of the lease, there would not necessarily be an automatic draw on AGM's policy, as this would only occur to the extent the tax exempt entity does not make the required termination payment.

AIG International Group, Inc. is one entity that has acted as equity payment undertaker in a number of transactions in which AGM acted as strip coverage provider. AIG was downgraded in the third quarter of 2008 and AGM was downgraded by Moody's in the fourth quarter of 2008. As a result of those downgrades, as of December 31, 2010, 45 leveraged lease transactions in which AGM acts as strip coverage provider were breaching either a ratings trigger related to AIG or a ratings trigger related to AGM. For such 45 leveraged lease transactions, if early termination of the leases were to occur and the tax exempt entities do not make the required early termination payments, then AGM would be exposed to possible liquidity claims on gross exposure of approximately \$1.1 billion as of December 31, 2010. If AGM were downgraded to A+ by S&P or A1 by Moody's, as of December 31, 2010, another 26 leveraged lease transactions in which AGM acts as strip coverage provider would be affected. For such 26 leveraged lease transactions, if early termination of the leases were to occur and the tax exempt entities do not make the required early termination payments, then AGM would be exposed to possible liquidity claims on gross exposure of an additional approximately \$1.0 billion as of December 31, 2010. To date, none of the leveraged lease transactions which involve AGM has experienced an early termination due to a lease default and a claim on the AGM guaranty. It is difficult to determine the probability that the Company will have to pay strip provider claims or the likely aggregate amount of such claims. At December 31, 2010, approximately \$567 million of cumulative strip par exposure had been terminated on a consensual basis. The consensual terminations have resulted in no claims on AGM.

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On July 1, 2009, AGM and DCL, acting through its New York Branch ("Dexia Crédit Local (NY)"), entered into a credit facility (the "Strip Coverage Facility"). Under the Strip Coverage Facility, Dexia Crédit Local (NY) agreed to make loans to AGM to finance all draws made by lessors on AGM strip policies that were outstanding as of November 13, 2008, up to the commitment amount. The commitment amount of the Strip Coverage Facility was \$1 billion at closing of the AGMH Acquisition but is scheduled to amortize over time. As of December 31, 2010, the maximum commitment amount of the Strip Coverage Facility has amortized to \$991.9 million. It may also be reduced in 2014 to \$750 million, if AGM does not have a specified consolidated net worth at that time.

Fundings under this facility are subject to certain conditions precedent, and their repayment is collateralized by a security interest that AGM granted to Dexia Crédit Local (NY) in amounts that AGM recovers from the tax-exempt entity, or from asset sale proceeds following its payment of strip policy claims. The Strip Coverage Facility will terminate upon the earliest to occur of an AGM change of control, the reduction of the commitment amount to \$0, and January 31, 2042.

The Strip Coverage Facility's financial covenants require that AGM and its subsidiaries maintain a maximum debt-to-capital ratio of 30% and maintain a minimum net worth of 75% of consolidated net worth as of July 1, 2009, plus, starting July 1, 2014, 25% of the aggregate consolidated net income (or loss) for the period beginning July 1, 2009 and ending on June 30, 2014 or, if the commitment amount has been reduced to \$750 million as described above, zero. The Company is in compliance with all financial covenants as of the date of this filing.

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

As of December 31, 2010, no amounts were outstanding under this facility, nor have there been any borrowings during the life of this facility.

Under the Strip Coverage Facility, AGM covenants to deliver GAAP-compliant quarterly financial statements for itself and its consolidated subsidiaries within 60 days after the end of each fiscal quarter or 115 days after the end of the fiscal year. Neither the failure to deliver financial statements on time nor the failure to deliver GAAP-compliant financials is an event of default, but would be a covenant breach that, until cured, would prevent AGM from borrowing under the Strip Coverage Facility. In addition, the failure to deliver financial statements that present fairly the financial condition of AGM and its consolidated subsidiaries is a breach of representation and warranty that would prevent AGM from borrowing under the Strip Coverage Facility. However, if such financial statements are restated so as to make them present fairly the financial condition of AGM and its consolidated subsidiaries and AGM delivers such restated financial statements to Dexia, then AGM could resume borrowing. The Company anticipates that AGM would be able to borrow again by December 2011, after the Form 10-K/A for the year ended December 31, 2010 and the Forms 10-Q/A for the quarterly periods ended March 31, 2011 and June 30, 2011 have been filed with the SEC. The Company does not anticipate that AGM would have any need to borrow under the Strip Coverage Facility prior to that time.

*Limited-Recourse Credit Facilities*

AG Re Credit Facility

On July 31, 2007, AG Re entered into a limited recourse credit facility ("AG Re Credit Facility") with a syndicate of banks which provides up to \$200.0 million for the payment of losses in respect of the covered portfolio. The AG Re Credit Facility expires in June 2014. The facility can be utilized after AG Re has incurred, during the term of the facility, cumulative municipal losses (net of any recoveries) in excess of the greater of \$260 million or the average annual debt service of the covered portfolio multiplied by 4.5%. The obligation to repay loans under this agreement is a limited recourse obligation

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payable solely from, and collateralized by, a pledge of recoveries realized on defaulted insured obligations in the covered portfolio, including certain installment premiums and other collateral.

As of December 31, 2010, no amounts were outstanding under this facility nor have there been any borrowings during the life of this facility.

AGM Credit Facility

On April 30, 2005, AGM entered into a limited recourse credit facility ("AGM Credit Facility") with a syndicate of international banks which provides up to \$297.5 million for the payment of losses in respect of the covered portfolio. The AGM Credit Facility expires April 30, 2015. The facility can be utilized after AGM has incurred, during the term of the facility, cumulative municipal losses (net of any recoveries) in excess of the greater of \$297.5 million or the average annual debt service of the covered portfolio multiplied by 5.0%. The obligation to repay loans under this agreement is a limited recourse obligation payable solely from, and collateralized by, a pledge of recoveries realized on defaulted insured obligations in the covered portfolio, including certain installment premiums and other collateral. The ratings downgrade of AGM by Moody's to Aa3 in November 2008 resulted in an increase to the commitment fee.

As of December 31, 2010, no amounts were outstanding under this facility nor have there been any borrowings during the life of this facility.

*Committed Capital Securities*

The AGC CCS Securities

On April 8, 2005, AGC entered into separate agreements (the "Put Agreements") with four custodial trusts (each, a "Custodial Trust") pursuant to which AGC may, at its option, cause each of the Custodial Trusts to purchase up to \$50 million of perpetual preferred stock of AGC (the "AGC Preferred Stock").

Each of the Custodial Trusts is a special purpose Delaware statutory trust formed for the purpose of (a) issuing a series of flex AGC CCS Securities representing undivided beneficial interests in the assets of the Custodial Trust; (b) investing the proceeds from the issuance of the AGC CCS Securities or any redemption in full of AGC Preferred Stock in a portfolio of high-grade commercial paper and (in limited cases) U.S. Treasury Securities (the "Eligible Assets"), and (c) entering into the Put Agreement and related agreements. The Custodial Trusts are not consolidated in Assured Guaranty's financial statements.

Income distributions on the AGC CCS Securities were equal to an annualized rate of one-month LIBOR plus 110 basis points for all periods ending on or before April 8, 2008. For periods after that date, distributions on the AGC CCS Securities were determined pursuant to an auction process. However, on April 7, 2008 the auction process failed. As a result, the annualized rate on the AGC CCS Securities increased to one-month LIBOR plus 250 basis points. When a Custodial Trust holds Eligible Assets, the relevant distribution periods is 28 days; when a Custodial Trust holds AGC Preferred Stock, however, the distribution periods is 49 days.

*Put Agreements.* Pursuant to the Put Agreements, AGC pays a monthly put premium to each Custodial Trust except during any periods when the relevant Custodial Trust holds the AGC Preferred Stock that has been put to it or upon termination of the Put Agreement. This put premium equals the product of:

the applicable distribution rate on the AGC CCS Securities for the relevant period less the excess of (a) the Custodial Trust's stated return on the Eligible Assets for the period (expressed as an annual rate) over (b) the expenses of the Custodial Trust for the period (expressed as an annual rate);

the aggregate face amount of the AGC CCS Securities of the Custodial Trust outstanding on the date the put premium is calculated; and

the number of days in the distribution period divided by 360.



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Upon AGC's exercise of its put option, the relevant Custodial Trust will liquidate its portfolio of Eligible Assets and purchase the AGC Preferred Stock. The Custodial Trust will then hold the AGC Preferred Stock until the earlier of the redemption of the AGC Preferred Stock and the liquidation or dissolution of the Custodial Trust.

The Put Agreements have no scheduled termination date or maturity. However, each Put Agreement will terminate if (subject to certain grace periods) (1) AGC fails to pay the put premium as required, (2) AGC elects to have the AGC Preferred Stock bear a fixed rate dividend (a "Fixed Rate Distribution Event"), (3) AGC fails to pay dividends on the AGC Preferred Stock, or the Custodial Trust's fees and expenses for the related period, (4) AGC fails to pay the redemption price of the AGC Preferred Stock, (5) the face amount of a Custodial Trust's CCS Securities is less than \$20 million, (6) AGC terminates the Put Agreement, or (7) a decree of judicial dissolution of the Custodial Trust is entered. If, as a result of AGC's failure to pay the put premium, the Custodial Trust is liquidated, AGC will be required to pay a termination payment, which will in turn be distributed to the holders of the AGC CCS Securities. The termination payment will be at a rate equal to 1.10% per annum of the amount invested in Eligible Assets calculated from the date of the failure to pay the put premium through the end of the applicable period. As of December 31, 2010 the put option had not been exercised.

*AGC Preferred Stock.* The dividend rate on the AGC Preferred Stock is determined pursuant to the same auction process applicable to distributions on the AGC CCS Securities. However, if a Fixed Rate Distribution Event occurs, the distribution rate on the AGC Preferred Stock will be the fixed rate equivalent of one-month LIBOR plus 2.50%. For these purposes, a "Fixed Rate Distribution Event" will occur when AGC Preferred Stock is outstanding, if (subject to certain grace periods): (1) AGC elects to have the AGC Preferred Stock bear dividends at a fixed rate, (2) AGC does not pay dividends on the AGC Preferred Stock for the related distribution period or (3) AGC does not pay the fees and expenses of the Custodial Trust for the related distribution period. During the period in which AGC Preferred Stock is held by a Custodial Trust and unless a Fixed Rate Distribution Event has occurred, dividends will be paid every 49 days. Following a Fixed Rate Distribution Event, dividends will be paid every 90 days.

Unless redeemed by AGC, the AGC Preferred Stock will be perpetual. Following exercise of the put option during any Fixed Rate Period, AGC may redeem the AGC Preferred Stock held by a Custodial Trust in whole and not in part on any distribution payment date by paying the Custodial Trust the liquidation preference amount of the AGC Preferred Stock plus any accrued but unpaid dividends for the then current distribution period. If AGC redeems the AGC Preferred Stock held by a Custodial Trust, the Custodial Trust will reinvest the redemption proceeds in Eligible Assets and AGC will pay the put premium to the Custodial Trust. If the AGC Preferred Stock was distributed to holders of AGC CCS Securities during any Fixed Rate Period then AGC may not redeem the AGC Preferred Stock until the end of the period.

Following exercise of the put option, AGC Preferred Stock held by a Custodial Trust in whole or in part on any distribution payment date by paying the Custodial Trust the liquidation preference amount of the AGC Preferred Stock to be redeemed plus any accrued but unpaid dividends for the then current distribution period. If AGC partially redeems the AGC Preferred Stock held by a Custodial Trust, the redemption proceeds will be distributed pro rata to the holders of the CCS Securities (with a corresponding reduction in the aggregate face amount of AGC CCS Securities). However, AGC must redeem all of the AGC Preferred Stock if, after giving effect to a partial redemption, the aggregate liquidation preference amount of the AGC Preferred Stock held by the Custodial Trust immediately following such redemption would be less than \$20 million. If a Fixed Rate Distribution Event occurs, AGC may not redeem the AGC Preferred Stock for two years from the date of the Fixed Rate Distribution Event.

The AGM CPS Securities

In June 2003, \$200.0 million of AGM CPS Securities, money market preferred trust securities, were issued by trusts created for the primary purpose of issuing the AGM CPS Securities, investing the proceeds in high-quality commercial paper and selling put options to AGM, allowing AGM to issue the

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trusts non-cumulative redeemable perpetual preferred stock (the "AGM Preferred Stock") of AGM in exchange for cash. There are four trusts each with an initial aggregate face amount of \$50 million. These trusts hold auctions every 28 days at which time investors submit bid orders to purchase AGM CPS Securities. If AGM were to exercise a put option, the applicable trust would transfer the portion of the proceeds attributable to principal received upon maturity of its assets, net of expenses, to AGM in exchange for Preferred Stock of AGM. AGM pays a floating put premium to the trusts, which represents the difference between the commercial paper yield and the winning auction rate (plus all fees and expenses of the trust). If any auction does not attract sufficient clearing bids, however, the auction rate is subject to a maximum rate of 200 basis points above LIBOR for the next succeeding distribution period. Beginning in August 2007, the AGM CPS Securities required the maximum rate for each of the relevant trusts. AGM continues to have the ability to exercise its put option and cause the related trusts to purchase AGM Preferred Stock. The trusts provide AGM access to new capital at its sole discretion through the exercise of the put options. The Company does not consider itself to be the primary beneficiary of the trusts because it does not retain the majority of the residual benefits or expected losses. As of December 31, 2010 the put option had not been exercised.

*Contractual Obligations*

The following table summarizes the Company's contractual obligations as of December 31, 2010:

|   | As of December 31, 2010 |                   |                 |                                |                   | Total<br>(restated) |
|---|-------------------------|-------------------|-----------------|--------------------------------|-------------------|---------------------|
|   | Less Than<br>1 Year     | 1-3<br>Years      | 3-5<br>Years    | After<br>5 Years<br>(restated) |                   |                     |
|   | (in millions)           |                   |                 |                                |                   |                     |
| <b>Long-term debt:</b>                              |                         |                   |                 |                                |                   |                     |
| 7.0% Senior Notes(1)                                | \$ 14.0                 | \$ 28.0           | \$ 28.0         | \$ 457.5                       | \$ 527.5          |                     |
| 8.50% Senior Notes(1)                               | 14.7                    | 29.3              | 179.8           |                                | 223.8             |                     |
| Series A Enhanced Junior Subordinated Debentures(1) | 9.6                     | 19.2              | 19.2            | 639.5                          | 687.5             |                     |
| 6 <sup>7</sup> / <sub>8</sub> % QUIBS(1)            | 6.9                     | 13.8              | 13.8            | 691.2                          | 725.7             |                     |
| 6.25% Notes(1)                                      | 14.4                    | 28.8              | 28.8            | 1,479.1                        | 1,551.1           |                     |
| 5.60% Notes (1)                                     | 5.6                     | 11.2              | 11.2            | 590.5                          | 618.5             |                     |
| Junior Subordinated Debentures(1)                   | 19.2                    | 38.4              | 38.4            | 1,279.0                        | 1,375.0           |                     |
| Notes Payable(1)                                    | 37.6                    | 52.1              | 28.7            | 18.8                           | 137.2             |                     |
| Operating lease obligations(2)                      | 15.9                    | 28.9              | 15.7            | 81.8                           | 142.3             |                     |
| Financial guaranty segment claim payments(3)        | 1,446.1                 | 990.7             | 119.2           | 1,338.0                        | 3,894.0           |                     |
| Other compensation plans(4)                         | 6.4                     | 5.9               | 1.7             | 0.8                            | 14.8              |                     |
| <b>Total</b>  | <b>\$ 1,590.4</b>       | <b>\$ 1,246.3</b> | <b>\$ 484.5</b> | <b>\$ 6,576.2</b>              | <b>\$ 9,897.4</b> |                     |

(1) Principal and interest. See also Note 16 in "Item 8. Financial Statements and Supplementary Data."

(2) Operating lease obligations exclude escalations in building operating costs and real estate taxes.

(3) Financial guaranty segment claim payments represent undiscounted expected cash outflows under direct and assumed financial guaranty contracts whether accounted for as insurance or credit derivatives, including claim payments under contracts in consolidated VIEs. The amounts presented are not reduced for cessions under reinsurance contracts. Amounts include any benefit anticipated from excess spreads within the contracts but do not reflect any benefit for recoveries under breaches of representations and warranties.

(4) Except for \$4.7 million contractually payable in less than 1 year, certain obligations included above will be reduced if employees voluntarily terminate. Amount excludes approximately \$25.7 million of liabilities under various supplemental retirement plans, which are fair valued and payable at the time of termination of employment by either employer or employee. Given the nature of these awards, we are unable to determine the year in which they will be paid. Also excluded is up to \$22.6 million of compensation to the executive officers of the Company that is based on certain contingent events which may or may not occur.

*Investment Portfolio*



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The Company's fixed maturity securities and short-term investments have a duration of 5.0 years as of December 31, 2010, compared with 4.4 years as of December 31, 2009. The Company's fixed

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maturity securities are designated as available-for-sale. Fixed maturity securities are reported at their fair value, and the change in fair value is reported as part of AOCI except for the credit component of the unrealized loss for securities deemed to be OTTI. The Company reviews the investment portfolio for possible impairment losses. If management believes the decline in fair value is "other than temporary," the Company writes down the carrying value of the investment and records a realized loss in the consolidated statements of operations for an amount equal to the credit component of the unrealized loss. For additional information, see Note 10 in "Item 8. Financial Statements and Supplementary Data".

Fair value of fixed maturity securities is based upon market prices provided by either independent pricing services or, when such prices are not available, by reference to broker or underwriter bid indications. The Company's fixed maturity and short term portfolio is primarily invested in publicly traded securities. For more information about the Investment Portfolio and a detailed description of the Company's valuation of investments see Note 10 in "Item 8. Financial Statements and Supplementary Data."

**Fixed Maturity Securities and Short Term Investments  
by Security Type**

|   | As of December 31, 2010 |                             |                             |                         |
|---|-------------------------|-----------------------------|-----------------------------|-------------------------|
|   | Amortized<br>Cost       | Gross<br>Unrealized<br>Gain | Gross<br>Unrealized<br>Loss | Estimated<br>Fair Value |
|   | (in millions)           |                             |                             |                         |
|   | (restated)              | (restated)                  | (restated)                  | (restated)              |
| U.S. government and agencies                    | \$ 1,000.3              | \$ 48.3                     | \$ (0.4)                    | \$ 1,048.2              |
| Obligations of state and political subdivisions | 4,922.0                 | 99.9                        | (62.0)                      | 4,959.9                 |
| Corporate securities                            | 980.1                   | 25.2                        | (12.8)                      | 992.5                   |
| Mortgage-backed securities(1):                  |                         |                             |                             |                         |
| RMBS  | 1,158.9                 | 56.5                        | (44.3)                      | 1,171.1                 |
| CMBS  | 365.7                   | 14.8                        | (1.4)                       | 379.1                   |
| Asset-backed securities                         | 498.2                   | 9.9                         | (5.2)                       | 502.9                   |
| Foreign government securities                   | 349.5                   | 5.3                         | (6.2)                       | 348.6                   |
| <b>Total fixed maturity securities</b>          | <b>9,274.7</b>          | <b>259.9</b>                | <b>(132.3)</b>              | <b>9,402.3</b>          |
| Short-term investments                          | 1,055.3                 | 0.3                         |                             | 1,055.6                 |
| <b>Total investments</b>                        | <b>\$ 10,330.0</b>      | <b>\$ 260.2</b>             | <b>\$ (132.3)</b>           | <b>\$ 10,457.9</b>      |

|   | As of December 31, 2009 |                             |                             |                         |
|---|-------------------------|-----------------------------|-----------------------------|-------------------------|
|   | Amortized<br>Cost       | Gross<br>Unrealized<br>Gain | Gross<br>Unrealized<br>Loss | Estimated<br>Fair Value |
|   | (in millions)           |                             |                             |                         |
| U.S. government and agencies                    | \$ 1,014.2              | \$ 26.1                     | \$ (2.7)                    | \$ 1,037.6              |
| Obligations of state and political subdivisions | 4,881.6                 | 164.7                       | (6.8)                       | 5,039.5                 |
| Corporate securities                            | 617.1                   | 12.8                        | (4.4)                       | 625.5                   |
| Mortgage-backed securities(1):                  |                         |                             |                             |                         |
| RMBS  | 1,449.4                 | 39.5                        | (24.3)                      | 1,464.6                 |
| CMBS  | 229.9                   | 3.4                         | (6.1)                       | 227.2                   |
| Asset-backed securities                         | 395.3                   | 1.5                         | (7.9)                       | 388.9                   |
| Foreign government securities                   | 356.4                   | 3.6                         | (3.4)                       | 356.6                   |
| <b>Total fixed maturity securities</b>          | <b>8,943.9</b>          | <b>251.6</b>                | <b>(55.6)</b>               | <b>9,139.9</b>          |
| Short-term investments                          | 1,668.3                 | 0.7                         | (0.7)                       | 1,668.3                 |

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|                   |    |          |    |       |    |        |    |          |
|-------------------|----|----------|----|-------|----|--------|----|----------|
| Total investments | \$ | 10,612.2 | \$ | 252.3 | \$ | (56.3) | \$ | 10,808.2 |
|-------------------|----|----------|----|-------|----|--------|----|----------|

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- (1) As of December 31, 2010 and 2009, respectively, approximately 64% and 80% of the Company's total mortgage-backed securities were government agency obligations.

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The following tables summarize, for all fixed maturity securities in an unrealized loss position as of December 31, 2010 and 2009, the aggregate fair value and gross unrealized loss by length of time the amounts have continuously been in an unrealized loss position.

**Fixed Maturity Securities  
Gross Unrealized Loss by Length of Time**

|   | As of December 31, 2010 |                    |                   |                    |                   |                    |
|---|-------------------------|--------------------|-------------------|--------------------|-------------------|--------------------|
|   | Less than 12 months     |                    | 12 months or more |                    | Total             |                    |
|   | Fair<br>Value           | Unrealized<br>Loss | Fair<br>Value     | Unrealized<br>Loss | Fair<br>Value     | Unrealized<br>Loss |
|   | (dollars in millions)   |                    |                   |                    |                   |                    |
|   | (restated)              | (restated)         | (restated)        | (restated)         | (restated)        | (restated)         |
| U.S. government and agencies                    | \$ 20.5                 | \$ (0.4)           | \$                | \$                 | \$ 20.5           | \$ (0.4)           |
| Obligations of state and political subdivisions | 1,694.5                 | (58.9)             | 23.5              | (3.1)              | 1,718.0           | (62.0)             |
| Corporate securities                            | 403.6                   | (12.8)             |                   |                    | 403.6             | (12.8)             |
| Mortgage-backed securities:                     |                         |                    |                   |                    |                   |                    |
| RMBS  | 143.4                   | (32.1)             | 37.3              | (12.2)             | 180.7             | (44.3)             |
| CMBS  | 92.6                    | (1.4)              |                   |                    | 92.6              | (1.4)              |
| Asset-backed securities                         | 228.3                   | (5.1)              | 2.3               | (0.1)              | 230.6             | (5.2)              |
| Foreign government securities                   | 245.3                   | (6.2)              |                   |                    | 245.3             | (6.2)              |
| <b>Total</b>                                    | <b>\$ 2,828.2</b>       | <b>\$ (116.9)</b>  | <b>\$ 63.1</b>    | <b>\$ (15.4)</b>   | <b>\$ 2,891.3</b> | <b>\$ (132.3)</b>  |
| Number of securities                            |                         | 405                |                   | 18                 |                   | 423                |
| Number of securities with OTTI                  |                         | 10                 |                   | 3                  |                   | 13                 |

|   | As of December 31, 2009 |                    |                   |                    |               |                    |
|---|-------------------------|--------------------|-------------------|--------------------|---------------|--------------------|
|   | Less than 12 months     |                    | 12 months or more |                    | Total         |                    |
|   | Fair<br>Value           | Unrealized<br>Loss | Fair<br>Value     | Unrealized<br>Loss | Fair<br>Value | Unrealized<br>Loss |
|   | (dollars in millions)   |                    |                   |                    |               |                    |
| U.S. government and agencies                    | \$ 292.5                | \$ (2.7)           | \$                | \$                 | \$ 292.5      | \$ (2.7)           |
| Obligations of state and political subdivisions | 407.4                   | (4.1)              | 56.9              | (2.7)              | 464.3         | (6.8)              |
| Corporate securities                            | 287.0                   | (3.9)              | 8.2               | (0.5)              | 295.2         | (4.4)              |

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|                                |                   |                  |                 |                 |                   |                  |
|--------------------------------|-------------------|------------------|-----------------|-----------------|-------------------|------------------|
| Mortgage-backed securities:    |                   |                  |                 |                 |                   |                  |
| RMBS                           | 361.4             | (21.6)           | 20.5            | (2.7)           | 381.9             | (24.3)           |
| CMBS                           | 49.5              | (2.4)            | 56.4            | (3.7)           | 105.9             | (6.1)            |
| Asset-backed securities        | 126.1             | (7.8)            | 2.0             | (0.1)           | 128.1             | (7.9)            |
| Foreign government securities  | 270.4             | (3.4)            |                 |                 | 270.4             | (3.4)            |
| <b>Total</b>                   | <b>\$ 1,794.3</b> | <b>\$ (45.9)</b> | <b>\$ 144.0</b> | <b>\$ (9.7)</b> | <b>\$ 1,938.3</b> | <b>\$ (55.6)</b> |
| Number of securities           |                   | 259              |                 | 33              |                   | 292              |
| Number of securities with OTTI |                   | 13               |                 | 2               |                   | 15               |

The \$76.7 million increase in gross unrealized losses was primarily due to an increase of unrealized losses attributable to municipal securities, RMBS and corporate bonds. The increase in gross unrealized losses during 2010 was due to the increase in U.S. Treasury yields during the fourth quarter of 2010. Of the securities in an unrealized loss position for 12 months or more as of December 31, 2010, seven securities had an unrealized loss greater than 10% of book value. The total unrealized loss for these securities as of December 31, 2010 was \$12.9 million. The Company has determined that these securities were not impaired as of December 31, 2010.

As of December 31, 2010 based on fair value, approximately 89.9% of the Company's investments were long-term fixed maturity securities, and the Company's portfolio, excluding other invested assets, had an average duration of 5.0 years, compared with 84.6% and 4.4 years as of December 31, 2009.

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Changes in interest rates affect the value of the Company's fixed maturity portfolio. As interest rates fall, the fair value of fixed maturity securities increases and as interest rates rise, the fair value of fixed maturity securities decreases. The Company's portfolio of fixed maturity securities is comprised primarily of high-quality, liquid instruments. The Company continues to receive sufficient information to value its investments and has not had to modify its approach due to the current market conditions.

See Note 10 in "Item 8. Financial Statements and Supplementary Data" for more information on the Company's available-for-sale fixed maturity securities as of December 31, 2010 and 2009.

The amortized cost and estimated fair value of the Company's available-for-sale fixed maturity securities as of December 31, 2010, by contractual maturity, are shown below. Expected maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

**Distribution of Fixed Maturity Securities by Contractual Maturity**

|   | As of December 31,<br>2010 |                         |
|---|----------------------------|-------------------------|
|   | Amortized<br>Cost          | Estimated<br>Fair Value |
|   | (in millions)              |                         |
|   | (restated)                 | (restated)              |
| Due within one year                       | \$ 64.9                    | \$ 65.8                 |
| Due after one year through<br>five years  | 1,807.1                    | 1,847.1                 |
| Due after five years through<br>ten years | 2,244.7                    | 2,295.2                 |
| Due after ten years                       | 3,633.4                    | 3,644.0                 |
| Mortgage-backed<br>securities:            |                            |                         |
| RMBS                                      | 1,158.9                    | 1,171.1                 |
| CMBS                                      | 365.7                      | 379.1                   |
| Total                                     | \$ 9,274.7                 | \$ 9,402.3              |

The following table summarizes the ratings distributions of the Company's investment portfolio as of December 31, 2010 and December 31, 2009. Ratings reflect the lower of the Moody's and S&P classifications, except for bonds purchased for loss mitigation or risk management strategies, which use Assured Guaranty's internal ratings classifications.

**Distribution of Fixed Maturity Securities by Rating**

| Rating       | As of<br>December 31,<br>2010 |        |
|--------------|-------------------------------|--------|
|              | 2010                          | 2009   |
| AAA          | 43.2%                         | 47.9%  |
| AA           | 36.1                          | 30.0   |
| A            | 15.0                          | 16.4   |
| BBB          | 1.8                           | 1.8    |
| BIG(1)       | 2.0                           | 3.9    |
| Not rated(1) | 1.9                           |        |
| Total        | 100.0%                        | 100.0% |

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- (1) Includes securities purchased or obtained as part of loss mitigation or other risk management strategies of \$748.7 million in par with carrying value of \$309.1 million or 3.3% of fixed maturity securities.

As of December 31, 2010, the Company's investment portfolio contained 37 securities that were not rated or rated BIG, compared to 35 securities as of December 31, 2009. As of December 31, 2010 and December 31, 2009, the weighted average credit quality of the Company's entire investment portfolio was AA.

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The Company may purchase securities that it has insured, and for which it has expected losses, in order to economically mitigate insured losses. These securities are purchased at a discount. As of December 31, 2010, securities purchased for loss mitigation purposes had a fair value of \$142.9 million representing \$496.9 million of gross par outstanding. Under the terms of certain credit derivative contracts, the Company has obtained the obligations referenced in the transactions and recorded such assets in fixed maturity securities in the consolidated balance sheets. Such amounts totaled \$166.2 million, representing \$251.8 million in gross par outstanding. Prior to AGMH Acquisition, the Company acquired the underlying collateral of insured obligations as part of certain refinancing transactions where AGM had the right to accelerate claim payment and purchase or take possession of the underlying assets, primarily franchise loans. These assets are included in other invested assets on the consolidated balance sheet. In 2010, the Company restructured a CDS contract under which the Company acquired, among other assets, a 50% interest in a library of film revenues, which are recorded in other invested assets.

As of December 31, 2010, \$1,653.7 million of the Company's fixed maturity securities were guaranteed by third parties. The following table presents the fair value of securities with third-party guaranties by underlying credit rating:

| Rating(1)     | As of<br>December 31,<br>2010<br>(in millions) |
|---------------|--|
| AAA           | \$ 2.2   |
| AA            | 882.9  |
| A             | 675.4  |
| BBB           | 61.1   |
| BIG           | 9.7  |
| Not Available | 22.4   |
| <b>Total</b>  | <b>\$ 1,653.7</b>                              |

(1) Ratings are lower of Moody's and S&P.

**Distribution by Third-Party Guarantor**

| Guarantor                                   | As of<br>December 31,<br>2010<br>(in millions) |
|---|--|
| MBIA Insurance Corporation                  | \$ 899.2                                       |
| Ambac Assurance Corporation                 | 686.9  |
| CIFG Assurance North<br>America Inc         | 21.1   |
| Financial Guaranty Insurance<br>Co          | 26.8   |
| Syncora Guarantee Inc                       | 15.5   |
| Berkshire Hathaway Assurance<br>Corporation | 4.2  |
| <b>Total</b>                                | <b>\$ 1,653.7</b>                              |

Short-term investments include securities with maturity dates equal to or less than one year from the original issue date. The Company's short-term investments are comprised of money market funds, discounted notes and certain time deposits for foreign cash portfolios. Short-term investments are reported at fair value.

Under agreements with its cedants and in accordance with statutory requirements, the Company maintained fixed maturity securities in trust accounts of \$365.3 million and \$325.1 million as of December 31, 2010 and 2009, respectively, for the benefit of reinsured companies. In addition, to fulfill state licensing requirements the Company had placed on deposit eligible securities of \$19.2 million and \$20.6 million as of December 31, 2010 and December 31, 2009, respectively, for the protection of policyholders.





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Under certain derivative contracts, the Company is required to post eligible securities as collateral. The need to post collateral under these transactions is generally based on mark-to-market valuation in excess of contractual thresholds. The fair market value of the Company's pledged securities totaled \$765.9 million and \$649.6 million as of December 31, 2010 and 2009, respectively.

*Liquidity Arrangements with respect to AGMH's former Financial Products Business*

AGMH's former financial products segment had been in the business of borrowing funds through the issuance of GICs and medium term notes and reinvesting the proceeds in investments that met AGMH's investment criteria. The financial products business also included the equity payment undertaking agreement portion of the leveraged lease business, as described further below in "Strip Coverage Facility for the Leveraged Lease Business."

*The GIC Business*

In connection with the AGMH Acquisition by AGUS, Dexia SA and certain of its affiliates have entered into a number of agreements to protect the Company and AGM against ongoing risk related to GICs issued by, and the GIC business conducted by the Financial Products Companies, former subsidiaries of AGMH. These agreements include a guaranty jointly and severally issued by Dexia SA and DCL to AGM that guarantees the payment obligations of AGM under its policies related to the GIC business and an indemnification agreement between AGM, Dexia SA and DCL that protects AGM against other losses arising out of or as a result of the GIC business, as well as the liquidity facilities and the swap agreements described below.

On September 30, 2009, affiliates of Dexia executed amended and restated liquidity commitments to FSAM, a former AGMH subsidiary, of \$8.5 billion in the aggregate. Pursuant to the liquidity commitments, the Dexia affiliates assume the risk of loss, and support the payment obligations of FSAM and the three former AGMH subsidiaries that issued GICs (collectively, the "GIC Issuers") in respect of the GICs and the GIC business. The term of the commitments will generally extend until the GICs have been paid in full. The liquidity commitments are comprised of an amended and restated revolving credit agreement (the "Liquidity Facility") pursuant to which DCL and Dexia Bank Belgium SA commit to provide funds to FSAM in an amount up to \$8.0 billion (approximately \$7.0 billion of which was outstanding under the revolving credit facility as of December 31, 2010), and a master repurchase agreement (the "Repurchase Facility Agreement" and, together with the Liquidity Facility, the "Guaranteed Liquidity Facilities") pursuant to which DCL will provide up to \$3.5 billion of funds in exchange for the transfer by FSAM to DCL of FSAM securities that are not eligible to satisfy collateralization obligations of the GIC Issuers under the GICs. As of December 31, 2010, no amounts were outstanding under the Repurchase Facility Agreement.

On June 30, 2009, to support the payment obligations of FSAM and the GIC Issuers, each of Dexia SA and DCL entered into two separate ISDA Master Agreements, each with its associated schedule, confirmation and credit support annex (the "Guaranteed Put Contract" and the "Non-Guaranteed Put Contract" respectively, and collectively, the "Dexia Put Contracts"), pursuant to which Dexia SA and DCL jointly and severally guarantee the scheduled payments of interest and principal in relation to each FSAM asset, as well as any failure of Dexia to provide liquidity or liquid collateral under the Guaranteed Liquidity Facilities. The Dexia Put Contracts reference separate portfolios of FSAM assets to which assets owned by FSAM as of September 30, 2008 were allocated, with the less liquid assets and the assets with the lowest market-to-market values generally being allocated to the Guaranteed Put Contract. As of December 31, 2010, the aggregate outstanding principal balance of FSAM assets related to the Guaranteed Put Contract was equal to approximately \$9.7 billion and the aggregate principal balance of FSAM assets related to the Non-Guaranteed Put Contract was equal to approximately \$4.2 billion.

Pursuant to the Dexia Put Contracts, FSAM may put an amount of FSAM assets to Dexia SA and DCL:

in exchange for funds in an amount generally equal to the lesser of (A) the outstanding principal balance of the GICs and (B) the shortfall related to (i) the failure of a Dexia party to provide liquidity or collateral as required under the Guaranteed Liquidity Facilities (a "Liquidity Default

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Trigger") or (ii) the failure by either Dexia SA or DCL to transfer the required amount of eligible collateral under the credit support annex of the applicable Dexia Put Contract (a "Collateral Default Trigger");

in exchange for funds in an amount equal to the outstanding principal amount of an FSAM asset with respect to which any of the following events have occurred (an "Asset Default Trigger"):

- (a) the issuer of such FSAM asset fails to pay the full amount of the expected interest when due or to pay the full amount of the expected principal when due (following expiration of any grace period) or within five business days following the scheduled due date,
- (b) a writedown or applied loss results in a reduction of the outstanding principal amount, or
- (c) the attribution of a principal deficiency or realized loss results in a reduction or subordination of the current interest payable on such FSAM asset;

provided, that Dexia SA and DCL have the right to elect to pay only the difference between the amount of the expected principal or interest payment and the amount of the actual principal or interest payment, in each case, as such amounts come due, rather than paying an amount equal to the outstanding principal amount of applicable FSAM asset; and/or

in exchange for funds in an amount equal to the lesser of (a) the aggregate outstanding principal amount of all FSAM assets in the relevant portfolio and (b) the aggregate outstanding principal balance of all of the GICs, upon the occurrence of an insolvency event with respect to Dexia SA as set forth in the Dexia Put Contracts (a "Bankruptcy Trigger").

The Financial Products Companies' obligations are currently, and at all times in the future required to be, supported by eligible assets in an amount sufficient to allow the Financial Products Companies to meet their obligations. On September 29, 2011, the transaction documents required an analysis of the value of FSAM's assets versus the GIC obligations and other associated liabilities of the Financial Products Companies. On that day, the required amount of assets exceeded the liabilities, and therefore Dexia was not required to post additional collateral to support its protection arrangements. Assured Guaranty believes the assets owned by the Financial Products Companies are sufficient for them to meet their GIC obligations and other associated liabilities. However, Dexia is required to post additional collateral if there is any shortfall in assets as compared with liabilities in the future.

On June 30, 2009, the States of Belgium and France (the "States") issued a guaranty to FSA Asset Management LLC ("FSAM") pursuant to which the States guarantee, severally but not jointly, Dexia's payment obligations under the Guaranteed Put Contract, subject to certain limitations set forth therein. The FSAM assets referenced in the Guaranteed Put Contract were all sold by October 2011 as part of an asset divestment program that Dexia announced in May 2011. As a result, the guaranty of the States has effectively terminated.

Despite the execution of such documentation, the Company remains subject to the risk that Dexia may not make payments or securities available (a) on a timely basis, which is referred to as "liquidity risk," or (b) at all, which is referred to as "credit risk," because of the risk of default. Even if Dexia has sufficient assets to pay all amounts when due, concerns regarding Dexia's financial condition or willingness to comply with its obligations could cause one or more rating agencies to view negatively the ability or willingness of Dexia to perform under the various agreements and could negatively affect the Company's ratings.

One situation in which AGM may be required to pay claims in respect of AGMH's former financial products business if Dexia does not comply with its obligations is if AGM is downgraded. Most of the GICs insured by AGM allow for the withdrawal of GIC funds in the event of a downgrade of AGM, unless the relevant GIC issuer posts collateral or otherwise enhances its credit. Most GICs insured by AGM allow for the termination of the GIC contract and a withdrawal of GIC funds in the event of a downgrade of AGM below a specified threshold, generally below A- by S&P or A3 by Moody's, with no right of the GIC issuer to avoid such withdrawal by posting collateral or otherwise enhancing its credit. Each GIC contract stipulates the thresholds below which the GIC provider must post eligible collateral along with the types of securities eligible for posting and the collateralization

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percentage applicable to each security type. These collateralization percentages range from 100% of the GIC balance for cash posted as collateral to, typically, 108% for ABS. At December 31, 2010, a downgrade of AGM to below AA- by S&P and Aa3 by Moody's (*i.e.*, A+ by S&P and A1 by Moody's) would result in withdrawal of \$489 million of GIC funds and the need to post collateral on GICs with a balance of \$5.6 billion. In the event of such a downgrade, assuming an average margin of 105%, the market value as of December 31, 2010 that the GIC issuers would be required to post in order to avoid withdrawal of any GIC funds would be \$5.9 billion.

As of December 31, 2010, the market value of the assets of the Financial Products Companies exceeded the accreted value of their insured liabilities by approximately \$2.3 billion (before any tax effects and including the aggregate net market value of the derivative portfolio of \$123 million). This compares to December 31, 2009 when the accreted value of the insured liabilities exceeded the market value of the assets by approximately \$1.3 billion (before any tax effects and including the aggregate net market value of the derivative portfolio of \$128 million). If Dexia does not fulfill its contractual obligations, the Financial Products Companies may not have the financial ability to pay upon the withdrawal of GIC funds or post collateral or make other payments in respect of the GICs, thereby resulting in claims upon the AGM financial guaranty insurance policies. If AGM is required to pay a claim due to a failure of the Financial Products Companies to pay amounts in respect of the GICs, AGM is subject to the risk that the GICs will not be paid from funds received from Dexia before it is required to make payment under its financial guaranty policies or that it will not receive the guaranty payment at all.

*The Medium Term Notes Business*

In connection with the AGMH Acquisition, DCL agreed to fund, on behalf of AGM and Assured Guaranty (Bermuda) Ltd., 100% of all policy claims made under financial guaranty insurance policies issued by AGM and Assured Guaranty (Bermuda) in relation to the medium term notes issuance program of FSA Global Funding Limited. Such agreement is set out in a Separation Agreement, dated as of July 1, 2009, between DCL, AGM, Assured Guaranty (Bermuda), FSA Global Funding and Premier International Funding Co., and in a funding guaranty and a reimbursement guaranty that DCL issued for the benefit of AGM and Assured Guaranty (Bermuda). Under the funding guaranty, DCL guarantees to pay to or on behalf of AGM or Assured Guaranty (Bermuda) amounts equal to the payments required to be made under policies issued by AGM or Assured Guaranty (Bermuda) relating to the medium term notes business. Under the reimbursement guaranty, DCL guarantees to pay reimbursement amounts to AGM or Assured Guaranty (Bermuda) for payments they make following a claim for payment under an obligation insured by a policy they have issued. Notwithstanding DCL's obligation to fund 100% of all policy claims under those policies, AGM and Assured Guaranty (Bermuda) have a separate obligation to remit to DCL a certain percentage (ranging from 0% to 25%) of those policy claims. AGM, the Company and related parties are also protected against losses arising out of or as a result of the medium term note business through an indemnification agreement with DCL.

*Strip Coverage Facility for the Leveraged Lease Business*

Under the Strip Coverage Facility entered into in connection with the AGMH Acquisition, Dexia Credit Local (NY) agreed to make loans to AGM to finance all draws made by lessors on certain AGM strip policies, as described further under "Commitments and Contingencies Recourse Credit Facilities 2009 Strip Coverage Facility" under this Liquidity and Capital Resources section of Management's Discussion and Analysis of Financial Condition and Results of Operations. AGM may request advances under the Strip Coverage Facility without any explicit limit on the number of loan requests, provided that the aggregate principal amount of loans outstanding as of any date may not initially exceed \$1 billion (the "Commitment Amount"). The Commitment Amount:

- (a) may be reduced at the option of AGM without a premium or penalty; and
- (b) will be reduced in the amounts and on the dates described in the Strip Coverage Facility either in connection with the scheduled amortization of the Commitment Amount or to \$750 million if AGM's consolidated net worth as of June 30, 2014 is less than a specified

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consolidated net worth. As of December 31, 2010, the maximum commitment amount of the Strip Coverage Facility has amortized to \$991.9 million.

As of December 31, 2010, no advances were outstanding under the Strip Coverage Facility.

Dexia Crédit Local (NY)'s commitment to make advances under the Strip Coverage Facility is subject to the satisfaction by AGM of customary conditions precedent, including compliance with certain financial covenants, and will terminate at the earliest of (A) the occurrence of a change of control with respect to AGM, (B) the reduction of the Commitment Amount to \$0 and (C) January 31, 2042. Additional restrictions on the ability of AGM to borrow under the Strip Coverage Facility as a result of the restatement of the Company's financial results as described in this Form 10-K/A is described under "Commitments and Contingencies Recourse Credit Facilities 2009 Strip Coverage Facility" under this Liquidity and Capital Resources section of Management's Discussion and Analysis of Financial Condition and Results of Operations.

*Sensitivity to Rating Agency Actions*

A downgrade by Moody's or S&P of the financial strength rating of the Company's insurance subsidiaries may have negative impact on the Company's liquidity. A downgrade may trigger (1) increased claims on the Company's insurance policies, in certain cases, on a more accelerated basis than when the original transaction closed; or (2) termination payments or collateral posting under CDS contracts. A downgrade in the financial strength rating may also enable beneficiaries of the Company's policies to cancel the credit protection offered by the Company and cease paying premium. A downgrade may also enable primary insurance companies that had ceded business to the Company to recapture a significant portion of its in-force financial guaranty reinsurance business. See "Risks Related to the Company's Financial Strength and Financial Enhancement" within "Item 1A. Risk Factors" of the Original Form 10-K for a more detailed discussion of the impact of a downgrade on the Company's direct and reinsurance business.

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**ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Market risk is the risk that the value of a portfolio will decrease due to changes in market factors such as changes in credit spread, interest rates, and foreign exchange rates. Liquidity risk, which is the possible inability to satisfy contractual obligations when due and includes the inability to manage unplanned changes in funding sources, may compound these risks. Liquidity risk also arises from the failure to recognize or address changes in market conditions that affect the ability to liquidate assets quickly and with minimal loss in value.

The Company's primary exposure to market risk is summarized below:

The fair value of credit derivatives within the financial guaranty portfolio of insured obligations, the fluctuate based on changes in credit spreads of the underlying obligations and the Company's own credit spreads.

The Investment Portfolio's fair value is primarily driven by changes in interest rates and also affected by credit deterioration of issuers of its securities.

The Investment Portfolio also contains foreign denominated securities whose value fluctuates based on changes in foreign exchange rates.

**Credit Risk**

Credit risk is risk due to uncertainty in a counterparty's ability to meet its financial obligations. The Company's main exposure to fair value losses due to credit risk arises from its insured portfolio of credit derivatives, financial guaranty VIEs' assets and liabilities, the AGM CPS, the AGC CCS and the investment portfolio. Credit derivatives which comprise 17.8% and 19.1% of the total insured portfolio net par outstanding as of December 31, 2010 and 2009, respectively, are recorded at fair value through the statement of operations, as are changes in fair value of the AGM CPS and AGC CCS. The Company elected the fair value option for financial guaranty assets and liabilities, therefore changes in their fair values are also recorded in the statement of operations. Changes in the fair value of fixed maturity securities in the investment portfolio are recorded in accumulated comprehensive income in the statement of changes in shareholders' equity unless other-than-temporarily-impaired, in which case, the change in fair value attributable to credit deterioration is recorded in the statement of operations. The primary driver of changes in fair value of fixed maturity securities is changes in interest rates.

*Credit Derivatives in the Insured Portfolio*

The Company's primary driver of unrealized gains and losses in the insured portfolio are credit derivatives, which consists primarily of CDS. The CDS portfolio includes U.S. RMBS exposures, which have experienced widespread deterioration, as well as pooled corporate obligations and other unique asset securitizations that have experienced credit deterioration.

Unrealized gains and losses on credit derivatives are a function of changes in the estimated fair value of the Company's credit derivative contracts. If credit spreads of the underlying obligations change, the fair value of the related credit derivative changes. Market liquidity could also impact valuations of the underlying obligations. As such, Assured Guaranty experiences mark-to-market gains or losses. The Company considers the impact of its own credit risk, together with credit spreads on the risk that it assumes through CDS contracts, in determining their fair value. The Company determines its own credit risk based on quoted CDS prices traded on the Company at each balance sheet date. The quoted price of CDS contracts traded on AGC at December 31, 2010 and December 31, 2009 was 804 bps and 634 bps, respectively. The quoted price of CDS contracts traded on AGM at December 31, 2010 and December 31, 2009 was 650 bps and 541 bps, respectively. Historically, the price of CDS traded on AGC and AGM moves directionally the same as general market spreads. Generally, a widening of the CDS prices traded on AGC and AGM has an effect of offsetting unrealized losses that result from widening general market credit spreads, while a narrowing of the CDS prices traded on AGC and AGM has an effect of offsetting unrealized gains that result from narrowing general market credit spreads. An overall narrowing of spreads generally results in an unrealized gain on credit derivatives for the Company and an overall widening of spreads generally results in an unrealized loss for the Company.

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The impact of changes in credit spreads will vary based upon the volume, tenor, interest rates, and other market conditions at the time these fair values are determined. In addition, since each transaction has unique collateral and structure terms, the underlying change in fair value of each transaction may vary considerably. The fair value of credit derivative contracts also reflects the change in the Company's own credit cost, based on the price to purchase credit protection on AGC and AGM. Management believes that the trading level of AGC's and AGM's credit spread was due to the correlation between AGC's and AGM's risk profile and that experienced currently by the broader financial markets and increased demand for credit protection against AGC and AGM as the result of its financial guaranty direct segment financial guarantee volume, as well as the overall lack of liquidity in the CDS market. Offsetting the benefit attributable to AGC's and AGM's credit spread were declines in fixed income security market prices primarily attributable to widening spreads in certain markets as a result of the continued deterioration in credit markets and some credit rating downgrades. The higher credit spreads in the fixed income security market were primarily due to continuing market concerns over the most recent vintages of Subprime and Alt-A RMBS, and TruPS.

The Company generally holds these credit derivative contracts to maturity. The unrealized gains and losses on derivative financial instruments will reduce to zero as the exposure approaches its maturity date, unless there is a payment default on the exposure or early termination. The following table summarizes the estimated change in fair values on the net balance of the Company's CDS positions assuming immediate parallel shifts in credit spreads on AGC and AGM and on the risks that they both assume:

| Credit Spreads(1)        | As of December 31, 2010                             |   |
|--------------------------|---|---|
|                          | Estimated Net<br>Fair Value (Pre-Tax)<br>(restated) | Estimated<br>Change in Gain/(Loss)(Pre-Tax) |
|                          | (in millions)                                       |   |
| 100% widening in spreads | \$ (3,961.7)  | \$ (2,091.8)                                |
| 50% widening in spreads  | (2,923.3)   | (1,053.4)                                   |
| 25% widening in spreads  | (2,399.2)   | (529.3)                                     |
| 10% widening in spreads  | (2,084.1)   | (214.2)                                     |
| Base Scenario            | (1,869.9)   |   |
| 10% narrowing in spreads | (1,706.9)   | 163.0                                       |
| 25% narrowing in spreads | (1,462.5)   | 407.4                                       |
| 50% narrowing in spreads | (1,059.8)   | 810.1                                       |

| Credit Spreads(1)        | As of December 31, 2009               |   |
|--------------------------|---------------------------------------|---|
|                          | Estimated Net<br>Fair Value (Pre-Tax) | Estimated<br>Change in Gain/(Loss)(Pre-Tax) |
|                          | (in millions)                         |   |
| 100% widening in spreads | \$ (3,700.9)                          | \$ (2,158.8)                                |
| 50% widening in spreads  | (2,623.5)                             | (1,081.4)                                   |
| 25% widening in spreads  | (2,084.8)                             | (542.7)                                     |
| 10% widening in spreads  | (1,761.6)                             | (219.5)                                     |
| Base Scenario            | (1,542.1)                             |   |
| 10% narrowing in spreads | (1,389.7)                             | 152.4                                       |
| 25% narrowing in spreads | (1,159.3)                             | 382.8                                       |
| 50% narrowing in spreads | (782.0)                               | 760.1                                       |

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

The crisis and related turmoil in the global financial system has had and may continue to have an impact on the Company's business. As of December 31, 2010, the present value of future installment

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premiums ("PVI") of the Company's CDS contracts with counterparties in the financial services industry was approximately \$661.9 million. The largest counterparties were:

| Counterparty             | PVI Amount<br>(in millions) |
|--------------------------|-----------------------------|
| Deutsche Bank AG         | \$ 178.2                    |
| Dexia Bank               | 60.9                        |
| Barclays Capital         | 45.7                        |
| BNP Paribas Finance Inc. | 42.6                        |
| RBS/ABN AMRO             | 35.5                        |
| Other(1)                 | 299.0                       |
| <b>Total</b>             | <b>\$ 661.9</b>             |

(1) Each counterparty within the "Other" category represents less than 5% of the total.

As of December 31, 2009, the PVI of the Company's CDS contracts with counterparties in the financial services industry was approximately \$646.9 million. The largest counterparties were:

| Counterparty                            | PVI Amount<br>(in millions) |
|---|-----------------------------|
| Deutsche Bank AG                        | \$ 164.9                    |
| Dexia Bank                              | 64.4                        |
| Barclays Capital                        | 51.4                        |
| RBS/ABN AMRO                            | 39.5                        |
| Morgan Stanley Capital<br>Services Inc. | 37.5                        |
| Rabobank International                  | 34.5                        |
| BNP Paribas Finance Inc.                | 33.3                        |
| Other(1)                                | 221.4                       |
| <b>Total</b>                            | <b>\$ 646.9</b>             |

(1) Each counterparty within the "Other" category represents less than 5% of the total.

The Company also has credit risk to the sellers and originators against which it is enforcing its remedy of putting back mortgage loans that support RMBS transactions or against which it may bring litigation proceedings. If the financial position of such sellers or originators deteriorates, including as a result of putback efforts or litigation pursued by other parties, such sellers or originators may not have the wherewithal to make payments to the Company. See " Results of Operations Analysis of Consolidated Statements of Operations Loss and Loss Adjustment Expense Reserves". Furthermore, the Company has credit risk exposure to the financial guaranty insurers to which it has ceded portions of its insured portfolio, many of which have experienced financial distress in the past few years. See " Exposures by Reinsurer."

**Interest Rate Risk**

Interest rate risk is the risk that financial instruments' values will change due to changes in the absolute level of interest rates, in the spread between two rates, in the shape of the yield curve or in any other interest rate relationship. The Company is exposed to interest rate risk primarily in its investment portfolio. As interest rates rise for an available-for-sale investment portfolio, the fair value of fixed-income securities decreases. The Company's policy is generally to hold assets in the investment portfolio to maturity. Therefore, barring credit deterioration,



interest rate movements do not result in realized gains or losses unless assets are sold prior to maturity.

*Investment Portfolio*

Interest rate sensitivity in the investment portfolio can be estimated by projecting a hypothetical instantaneous increase or decrease in interest rates. The following table presents the estimated pre-tax

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change in fair value of the Company's investment portfolio from instantaneous parallel shifts in interest rates.

**Sensitivity to Change in Interest Rates on the Investment Portfolio**  
As of December 31, 2010  
(Restated)

|                                | Change in Interest Rates       |                                |                                |                                |                                |                                |
|--------------------------------|--------------------------------|--------------------------------|--------------------------------|--------------------------------|--------------------------------|--------------------------------|
|                                | 300 Basis<br>Point<br>Decrease | 200 Basis<br>Point<br>Decrease | 100 Basis<br>Point<br>Decrease | 100 Basis<br>Point<br>Increase | 200 Basis<br>Point<br>Increase | 300 Basis<br>Point<br>Increase |
|                                | (in millions)                  |                                |                                |                                |                                |                                |
| Estimated change in fair value | \$ 1,233.3                     | \$ 943.9                       | \$ 513.0                       | \$ (530.9)                     | \$ (1,036.6)                   | \$ (1,504.7)                   |

**Sensitivity to Change in Interest Rates on the Investment Portfolio**  
As of December 31, 2009

|                                | Change in Interest Rates       |                                |                                |                                |                                |                                |
|--------------------------------|--------------------------------|--------------------------------|--------------------------------|--------------------------------|--------------------------------|--------------------------------|
|                                | 300 Basis<br>Point<br>Decrease | 200 Basis<br>Point<br>Decrease | 100 Basis<br>Point<br>Decrease | 100 Basis<br>Point<br>Increase | 200 Basis<br>Point<br>Increase | 300 Basis<br>Point<br>Increase |
|                                | (in millions)                  |                                |                                |                                |                                |                                |
| Estimated change in fair value | \$ 1,057.2                     | \$ 827.3                       | \$ 457.1                       | \$ (480.0)                     | \$ (958.7)                     | \$ (1,409.0)                   |

*Other Areas Sensitive to Rate Fluctuation*

Fluctuation in interest rates also affects the demand for the Company's product. When interest rates are lower or when the market is otherwise relatively less risk averse, the spread between insured and uninsured obligations typically narrows and, as a result, financial guaranty insurance typically provides lower cost savings to issuers than it would during periods of relatively wider spreads. These lower cost savings generally lead to a corresponding decrease in demand and premiums obtainable for financial guaranty insurance. Conversely, in a deteriorating credit environment, credit spreads widen and pricing for financial guaranty insurance typically improves. However, if the weakening environment is sudden, pronounced or prolonged, the stresses on the insured portfolio may result in claims payments in excess of normal or historical expectations. In addition, increases in prevailing interest rate levels can lead to a decreased volume of capital markets activity and, correspondingly, a decreased volume of insured transactions.

**Foreign Exchange Risk**

Foreign exchange risk is the risk that a financial instrument's value will change due to a change in the foreign currency exchange rates. The Company has foreign denominated securities in its investment portfolio securities denominated in currencies other than U.S. Dollar were 3.7% of the investment portfolio. Changes in fair value of available for sale investments attributable to changes in foreign exchange rates are recorded in OCI.

**Sensitivity to Change in Foreign Exchange Rates on the Investment Portfolio**

|                                | Change in Foreign Exchange Rates |                 |                 |                 |                 |                 |
|--------------------------------|----------------------------------|-----------------|-----------------|-----------------|-----------------|-----------------|
|                                | 30%<br>Decrease                  | 20%<br>Decrease | 10%<br>Decrease | 10%<br>Increase | 20%<br>Increase | 30%<br>Increase |
|                                | (in millions)                    |                 |                 |                 |                 |                 |
| Estimated change in fair value | \$ (117.9)                       | \$ (78.6)       | \$ (39.3)       | \$ 39.3         | \$ 78.6         | \$ 117.9        |

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**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

**INDEX TO CONSOLIDATED FINANCIAL STATEMENTS  
ASSURED GUARANTY LTD.**

|  | <b>Page</b> |
|--|-------------|
| <u>Management's Responsibility for Financial Statements and Internal Controls Over Financial Reporting</u>             | 89          |
| <u>Report of Independent Registered Public Accounting Firm</u>   | 91          |
| <u>Consolidated Balance Sheets (restated) as of December 31, 2010 and 2009</u>   | 93          |
| <u>Consolidated Statements of Operations (restated) for the years ended December 31, 2010, 2009 and 2008</u>           | 94          |
| <u>Consolidated Statements of Comprehensive Income (restated) for the years ended December 31, 2010, 2009 and 2008</u> | 95          |
| <u>Consolidated Statements of Shareholders' Equity (restated) for the years ended December 31, 2010, 2009 and 2008</u> | 96          |
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**Management's Responsibility for Financial Statements and Internal Control over Financial Reporting**

**Financial Statements**

The consolidated financial statements of Assured Guaranty Ltd. were prepared by management, who are responsible for their reliability and objectivity. The statements have been prepared in conformity with accounting principles generally accepted in the United States of America and, as such, include amounts based on informed estimates and judgments of management. Financial information elsewhere in this annual report is consistent with that in the consolidated financial statements.

The Board of Directors, operating through its Audit Committee, which is composed entirely of directors who are not officers or employees of the Company, provides oversight of the financial reporting process and safeguarding of assets against unauthorized acquisition, use or disposition. The Audit Committee annually recommends the appointment of an independent registered public accounting firm and submits its recommendation to the Board of Directors for approval.

The Audit Committee meets with management, the independent registered public accounting firm and the outside firm engaged to perform internal audit functions for the Company; approves the overall scope of audit work and related fee arrangements; and reviews audit reports and findings. In addition, the independent registered public accounting firm and the outside firm engaged to perform internal audit functions for the Company meets separately with the Audit Committee, with management representatives present, to discuss the results of their audits; the adequacy of the Company's internal control; the quality of its financial reporting; and the safeguarding of assets against unauthorized acquisitions, use or disposition.

The consolidated financial statements have been audited by an independent registered public accounting firm, PricewaterhouseCoopers LLP, who were given unrestricted access to all financial records and related data, including minutes of all meetings of the Board of Directors and committees of the Board. The Company believes that all representations made to the Company's independent registered public accounting firm during their audits were valid and appropriate.

**Internal Control over Financial Reporting (Restated)**

The management of Assured Guaranty Ltd. is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is a process designed by, or under the supervision of the Company's President and Chief Executive Officer and Chief Financial Officer to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Company's consolidated financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America.

Because of inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risks that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2010 using the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control Integrated Framework*. In management's Report on Internal Control Over Financial Reporting included in the Company's Original 10-K for the year ended December 31, 2010, management previously concluded that the Company maintained effective internal control over financial reporting as of December 31, 2010. Management subsequently concluded that the material weakness described below existed as of December 31, 2010. As a result, the Company concluded that it did not maintain effective internal control over financial reporting as of December 31, 2010, based on criteria in *Internal Control Integrated Framework* issued by COSO. Accordingly, management has restated its report on internal control over financial reporting.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of a company's annual or interim financial statements will not be prevented or detected on a timely basis. The Company did not maintain effective controls over intercompany eliminations for consolidated

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financial guaranty variable interest entities. Specifically, effective controls were not in place to ensure the completeness of the intercompany eliminations and the accuracy of reconciliations which impacted the financial guaranty variable interest entities' liabilities, and the net change in financial guaranty variable interest entities. This control deficiency caused the Company to restate its financial statements for the year ended December 31, 2010 and the quarterly periods therein. The financial impact of this restatement was a decrease to net income of \$55.2 million in 2010 and a decrease of \$11.2 million in 2009. Accordingly, our management has determined that this control deficiency constitutes a material weakness.

PricewaterhouseCoopers LLP has audited and reported on the effectiveness of the Company's internal control over financial reporting as of December 31, 2010.

/s/ DOMINIC J. FREDERICO

/s/ ROBERT A. BAIENSON

\_\_\_\_\_  
Dominic J. Frederico  
*President and Chief Executive Officer*

\_\_\_\_\_  
Robert A. Bailenson  
*Chief Financial Officer*

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**Report of Independent Registered Public Accounting Firm**

To the Board of Directors and Shareholders of Assured Guaranty Ltd.:

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of operations, of comprehensive income, of shareholders' equity and of cash flows present fairly, in all material respects, the financial position of Assured Guaranty Ltd. and its subsidiaries (the "Company") at December 31, 2010 and December 31, 2009, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2010 in conformity with accounting principles generally accepted in the United States of America. Management and we previously concluded that the Company maintained effective internal control over financial reporting as of December 31, 2010. However, management has subsequently determined that a material weakness in internal control over financial reporting related to variable interest entities existed as of that date. Accordingly, management's report has been restated and our present opinion on internal control over financial reporting, as presented herein, is different from that expressed in our previous report. In our opinion, the Company did not maintain, in all material respects, effective internal control over financial reporting as of December 31, 2010, based on criteria established in *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) because a material weakness in internal control over financial reporting related to variable interest entities existed as of that date. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the annual or interim financial statements will not be prevented or detected on a timely basis. The material weakness referred to above is described in Management's Responsibility for Financial Statements and Internal Control over Financial Reporting appearing under Item 8. We considered this material weakness in determining the nature, timing, and extent of audit tests applied in our audit of the December 31, 2010 consolidated financial statements, and our opinion regarding the effectiveness of the Company's internal control over financial reporting does not affect our opinion on those consolidated financial statements. The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in management's report referred to above. Our responsibility is to express opinions on these financial statements and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

As discussed in Note 2 to the consolidated financial statements, the Company restated its 2010 and 2009 consolidated financial statements to correct an error. As discussed in Note 3 to the consolidated financial statements, the Company changed the manner in which it accounts for variable interest entities effective January 1, 2010, for other-than-temporary impairment of debt securities classified as available-for-sale effective April 1, 2009, and for financial guaranty insurance contracts effective January 1, 2009.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are

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recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/PricewaterhouseCoopers LLP

New York, New York

March 1, 2011, except for the restatement discussed in Note 2 to the consolidated financial statements and the matters described in the penultimate paragraph of Management's Responsibility for Financial Statements and Internal Control Over Financial Reporting as to which the date is October 31, 2011.

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## Assured Guaranty Ltd.

## Consolidated Balance Sheets

(dollars in thousands except per share and share amounts)

|   | As of December 31,   |                      |
|---|----------------------|----------------------|
|   | 2010                 | 2009                 |
|   | (restated)           | (restated)           |
| <b>Assets</b>   |                      |                      |
| Investment portfolio:   |                      |                      |
| Fixed maturity securities,<br>available-for-sale, at fair value<br>(amortized cost of \$9,274,718 and<br>\$8,943,909) | \$ 9,402,287         | \$ 9,139,900         |
| Short term investments, at fair value   | 1,055,567            | 1,668,279            |
| Other invested assets   | 283,032              | 160,250              |
| Total investment portfolio  | 10,740,886           | 10,968,429           |
| Cash  | 108,389              | 44,133               |
| Premiums receivable, net of ceding<br>commissions payable   | 1,167,587            | 1,418,232            |
| Ceded unearned premium reserve  | 821,819              | 1,078,076            |
| Deferred acquisition costs  | 239,805              | 241,961              |
| Reinsurance recoverable on unpaid<br>losses   | 22,255               | 14,122               |
| Salvage and subrogation recoverable   | 1,032,369            | 394,536              |
| Credit derivative assets  | 592,898              | 492,531              |
| Deferred tax asset, net   | 1,259,125            | 1,162,957            |
| Financial guaranty variable interest<br>entities' assets, at fair value   | 3,657,481            | 762,303              |
| Other assets  | 199,305              | 202,073              |
| <b>Total assets</b>   | <b>\$ 19,841,919</b> | <b>\$ 16,779,353</b> |
| <b>Liabilities and shareholders' equity</b>   |                      |                      |
| Unearned premium reserve  | \$ 6,972,894         | \$ 8,380,975         |
| Loss and loss adjustment expense<br>reserve   | 574,369              | 299,695              |
| Reinsurance balances payable, net   | 274,431              | 212,059              |
| Long-term debt  | 1,052,936            | 1,066,413            |
| Credit derivative liabilities   | 2,462,831            | 2,034,634            |
| Current income tax payable  | 93,020               | 154,462              |
| Financial guaranty variable interest<br>entities' liabilities with recourse, at fair<br>value                         | 3,030,908            | 762,652              |
| Financial guaranty variable interest<br>entities' liabilities without recourse, at<br>fair value                      | 1,337,214            |                      |
| Other liabilities   | 309,862              | 359,512              |
| <b>Total liabilities</b>  | <b>16,108,465</b>    | <b>13,270,402</b>    |
| Commitments and contingencies   |                      |                      |
|   | 1,837                | 1,842                |



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Common stock (\$0.01 par value,  
500,000,000 shares authorized;  
183,744,655 and 184,162,896 shares  
issued and outstanding in 2010 and  
2009)

|   |           |           |
|---|-----------|-----------|
| Additional paid-in capital  | 2,585,423 | 2,584,983 |
| Retained earnings   | 1,032,445 | 778,661   |
| Accumulated other comprehensive<br>income, net of tax provision (benefit)<br>of \$18,341 and \$58,551 | 111,749   | 141,814   |
| Deferred equity compensation<br>(181,818 shares)  | 2,000     | 2,000     |

|  |           |           |
|--|-----------|-----------|
| Total shareholders' equity<br>attributable to Assured<br>Guaranty Ltd. | 3,733,454 | 3,509,300 |
|--|-----------|-----------|

Noncontrolling interest of financial  
guaranty variable interest entities (349)

|                                   |                  |                  |
|-----------------------------------|------------------|------------------|
| <b>Total shareholders' equity</b> | <b>3,733,454</b> | <b>3,508,951</b> |
|-----------------------------------|------------------|------------------|

**Total liabilities and shareholders'  
equity**                                   **\$ 19,841,919**   **\$ 16,779,353**

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

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## Assured Guaranty Ltd.

## Consolidated Statements of Operations

(dollars in thousands except per share amounts)

|  | Year Ended December 31, |                    |                  |
|--|-------------------------|--------------------|------------------|
|  | 2010<br>(restated)      | 2009<br>(restated) | 2008             |
| <b>Revenues</b>  |                         |                    |                  |
| Net earned premiums  | \$ 1,186,705            | \$ 930,429         | \$ 261,398       |
| Net investment income  | 354,703                 | 259,222            | 162,558          |
| Net realized investment gains (losses):  |                         |                    |                  |
| Other-than-temporary impairment losses   | (44,672)                | (74,022)           | (71,268)         |
| Less: portion of other-than-temporary impairment loss recognized in other comprehensive income | (17,292)                | (28,176)           |                  |
| Other net realized investment gains (losses)   | 25,386                  | 13,184             | 1,467            |
| Net realized investment gains (losses)   | (1,994)                 | (32,662)           | (69,801)         |
| Net change in fair value of credit derivatives:  |                         |                    |                  |
| Realized gains and other settlements   | 153,495                 | 163,558            | 117,589          |
| Net unrealized gains (losses)  | (155,106)               | (337,810)          | 38,034           |
| Net change in fair value of credit derivatives   | (1,611)                 | (174,252)          | 155,623          |
| Fair value gain (loss) on committed capital securities   | 9,195                   | (122,940)          | 42,746           |
| Net change in financial guaranty variable interest entities                                    | (273,652)               | (1,156)            |                  |
| Other income   | 40,107                  | 58,518             | 664              |
| <b>Total Revenues</b>  | <b>1,313,453</b>        | <b>917,159</b>     | <b>553,188</b>   |
| <b>Expenses</b>  |                         |                    |                  |
| Loss and loss adjustment expenses  | 412,161                 | 393,800            | 265,762          |
| Amortization of deferred acquisition costs   | 34,057                  | 53,899             | 61,249           |
| Assured Guaranty Municipal Holdings Inc. acquisition-related expenses                          | 6,772                   | 92,239             |                  |
| Interest expense   | 99,621                  | 62,783             | 23,283           |
| Goodwill and settlement of pre-existing relationship   |                         | 23,341             |                  |
| Other operating expenses   | 211,536                 | 174,165            | 90,563           |
| <b>Total expenses</b>  | <b>764,147</b>          | <b>800,227</b>     | <b>440,857</b>   |
| <b>Income (loss) before income taxes</b>   | <b>549,306</b>          | <b>116,932</b>     | <b>112,331</b>   |
| Provision (benefit) for income taxes   |                         |                    |                  |
| Current  | (25,151)                | 217,253            | 332              |
| Deferred   | 80,750                  | (185,143)          | 43,116           |
| <b>Total provision (benefit) for income taxes</b>  | <b>55,599</b>           | <b>32,110</b>      | <b>43,448</b>    |
| <b>Net income (loss)</b>   | <b>493,707</b>          | <b>84,822</b>      | <b>68,883</b>    |
| Less: Noncontrolling interest of variable interest entities                                    |                         | (1,156)            |                  |
| <b>Net income (loss) attributable to Assured Guaranty Ltd.</b>                                 | <b>\$ 493,707</b>       | <b>\$ 85,978</b>   | <b>\$ 68,883</b> |

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|                     |    |      |    |      |    |      |
|---------------------|----|------|----|------|----|------|
| Earnings per share: |    |      |    |      |    |      |
| Basic               | \$ | 2.68 | \$ | 0.68 | \$ | 0.78 |
| Diluted             | \$ | 2.61 | \$ | 0.66 | \$ | 0.77 |
| Dividends per share | \$ | 0.18 | \$ | 0.18 | \$ | 0.18 |

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

Table of Contents**Assured Guaranty Ltd.****Consolidated Statements of Comprehensive Income****(in thousands)**

|  | Year Ended December 31, |                    |                  |
|--|-------------------------|--------------------|------------------|
|  | 2010<br>(restated)      | 2009<br>(restated) | 2008             |
| <b>Net income (loss)</b>   | <b>\$ 493,707</b>       | <b>\$ 84,822</b>   | <b>\$ 68,883</b> |
| Unrealized holding gains (losses) arising during the period, net of tax provision (benefit) of \$(42,585), \$66,835, and \$(28,629)                    | (27,720)                | 165,929            | (109,408)        |
| Less: reclassification adjustment for gains (losses) included in net income (loss), net of tax provision (benefit) of \$(2,829), \$1,435 and \$(7,106) | 1,543                   | (34,097)           | (62,695)         |
| Change in net unrealized gains on investments  | (29,263)                | 200,026            | (46,713)         |
| Change in cumulative translation adjustment, net of tax provision (benefit) of \$(229), \$(759) and \$(3,299)  | (384)                   | (3,000)            | (6,611)          |
| Change in cash flow hedge, net of tax provision (benefit) of \$(225), \$(225) and \$(225)  | (418)                   | (418)              | (418)            |
| Other comprehensive income (loss)  | (30,065)                | 196,608            | (53,742)         |
| <b>Comprehensive income (loss)</b>   | <b>463,642</b>          | <b>281,430</b>     | <b>15,141</b>    |
| <b>Less: Comprehensive income (loss) attributable to noncontrolling interest of variable interest entities</b>   |                         | (1,127)            |                  |
| <b>Comprehensive income (loss) of Assured Guaranty Ltd.</b>  | <b>\$ 463,642</b>       | <b>\$ 282,557</b>  | <b>\$ 15,141</b> |

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

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## Assured Guaranty Ltd.

## Consolidated Statement of Shareholders' Equity

Years Ended December 31, 2010, 2009 and 2008

(dollars in thousands, except share data)

|  | Common Stock      |               | Additional          | Retained          | Accumulated      | Deferred     | Total               | Noncontrolling | Total               |
|--|-------------------|---------------|---------------------|-------------------|------------------|--------------|---------------------|----------------|---------------------|
|  | Shares            | Amount        | Paid-in             | Earnings          | Other            | Equity       | Attributable        | Interest       | Shareholders'       |
|  |                   |               | Capital             | (restated)        | Income           | Compensation | to Assured          | Variable       | Equity              |
|  |                   |               |                     |                   |                  |              | Guaranty Ltd.       | Entities       | (restated)          |
|  |                   |               |                     |                   |                  |              | (restated)          |                |                     |
| <b>Balance, December 31, 2007</b>  | <b>79,948,979</b> | <b>\$ 799</b> | <b>\$ 1,023,886</b> | <b>\$ 585,256</b> | <b>\$ 56,629</b> | <b>\$</b>    | <b>\$ 1,666,570</b> | <b>\$</b>      | <b>\$ 1,666,570</b> |
| Net income   |                   |               |                     | 68,883            |                  |              | 68,883              |                | 68,883              |
| Dividends on common stock (\$0.18 per share)   |                   |               |                     | (16,015)          |                  |              | (16,015)            |                | (16,015)            |
| Dividends on restricted stock units  |                   |               | 69                  | (69)              |                  |              |                     |                |                     |
| Common stock issuance, net of offering costs   | 10,651,896        | 107           | 248,948             |                   |                  |              | 249,055             |                | 249,055             |
| Share-based compensation and other   | 354,828           | 4             | 11,467              |                   |                  |              | 11,471              |                | 11,471              |
| Change in cash flow hedge  |                   |               |                     |                   | (418)            |              | (418)               |                | (418)               |
| Change in cumulative translation adjustment  |                   |               |                     |                   | (6,611)          |              | (6,611)             |                | (6,611)             |
| Change in unrealized gains (losses) on:  |                   |               |                     |                   |                  |              |                     |                |                     |
| Investments with no other-than-temporary impairments   |                   |               |                     |                   | (109,408)        |              | (109,408)           |                | (109,408)           |
| Less: reclassification adjustment for gains (losses) included in net income (loss)                     |                   |               |                     |                   | (62,695)         |              | (62,695)            |                | (62,695)            |
| <b>Balance, December 31, 2008</b>  | <b>90,955,703</b> | <b>910</b>    | <b>1,284,370</b>    | <b>638,055</b>    | <b>2,887</b>     |              | <b>1,926,222</b>    |                | <b>1,926,222</b>    |
| Cumulative effect of change in accounting for financial guaranty contracts effective January 1, 2009   |                   |               |                     | 19,443            |                  |              | 19,443              |                | 19,443              |
| Balance, January 1, 2009   | 90,955,703        | 910           | 1,284,370           | 657,498           | 2,887            |              | 1,945,665           |                | 1,945,665           |
| Cumulative effect of change in accounting for other-than-temporary impairments effective April 1, 2009 |                   |               |                     | 57,652            | (57,652)         |              |                     |                |                     |
| Issuance of stock for acquisition of Assured Guaranty Municipal Holdings Inc.                          | 22,153,951        | 222           | 275,653             |                   |                  |              | 275,875             |                | 275,875             |
| Consolidation of financial guaranty variable interest entities   |                   |               |                     |                   |                  |              |                     | 778            | 778                 |
| Net income   |                   |               |                     | 85,978            |                  |              | 85,978              | (1,156)        | 84,822              |
| Dividends on common stock (\$0.18 per share)   |                   |               |                     | (22,332)          |                  |              | (22,332)            |                | (22,332)            |
| Dividends on restricted stock units  |                   |               | 135                 | (135)             |                  |              |                     |                |                     |
| Common stock issuance, net of offering costs   | 71,787,600        | 718           | 1,021,132           |                   |                  |              | 1,021,850           |                | 1,021,850           |
| Common stock repurchases   | (1,010,050)       | (10)          | (3,666)             |                   |                  |              | (3,676)             |                | (3,676)             |
| Share-based compensation and other   | 275,692           | 2             | 7,359               |                   |                  | 2,000        | 9,361               |                | 9,361               |
| Change in cash flow hedge  |                   |               |                     |                   | (418)            |              | (418)               |                | (418)               |
| Change in cumulative translation adjustment  |                   |               |                     |                   | (3,029)          |              | (3,029)             | 29             | (3,000)             |

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Change in unrealized gains (losses) on:

|  |          |          |          |
|--|----------|----------|----------|
| Investments with no other-than-temporary impairment                                | 177,307  | 177,307  | 177,307  |
| Investments with other-than-temporary impairment                                   | (11,378) | (11,378) | (11,378) |
| Less: reclassification adjustment for gains (losses) included in net income (loss) | (34,097) | (34,097) | (34,097) |

**Balance, December 31, 2009**                      **184,162,896**   **\$ 1,842**   **\$ 2,584,983**   **\$ 778,661**   **\$ 141,814**   **\$ 2,000**   **\$ 3,509,300**   **\$ (349)**   **\$ 3,508,951**

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

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## Assured Guaranty Ltd.

## Consolidated Statement of Shareholders' Equity

Years Ended December 31, 2010, 2009 and 2008

(dollars in thousands, except share data)

|  | Common Stock       |                 | Additional<br>Paid-in<br>Capital | Retained<br>Earnings<br>(restated) | Accumulated<br>Other<br>Comprehensive<br>Income<br>(restated) | Deferred<br>Equity<br>Compensation | Noncontrolling<br>Interest of<br>Total<br>Shareholders' Guaranty<br>Equity Consolidated |                                  | Total<br>Shareholders'<br>Equity<br>(restated) |
|--|--------------------|-----------------|----------------------------------|------------------------------------|---|------------------------------------|---|----------------------------------|--|
|  | Shares             | Amount          |                                  |                                    |   |                                    | to Assured<br>Guaranty Ltd.   | Variable<br>Interest<br>Entities |  |
| <b>Balance, December 31, 2009</b>  | <b>184,162,896</b> | <b>\$ 1,842</b> | <b>\$ 2,584,983</b>              | <b>\$ 778,661</b>                  | <b>\$ 141,814</b>   | <b>\$ 2,000</b>                    | <b>\$ 3,509,300</b>   | <b>\$ (349)</b>                  | <b>\$ 3,508,951</b>                            |
| Cumulative effect of accounting<br>change consolidation of variable interest<br>entities effective January 1, 2010<br>(Note 9) |                    |                 |                                  | (206,540)                          |   |                                    | (206,540)   | 349                              | (206,191)                                      |
| Balance, January 1, 2010   | 184,162,896        | 1,842           | 2,584,983                        | 572,121                            | 141,814   | 2,000                              | 3,302,760   |                                  | 3,302,760                                      |
| Net income   |                    |                 |                                  | 493,707                            |   |                                    | 493,707   |                                  | 493,707  |
| Dividends (\$0.18 per share)   |                    |                 |                                  | (33,190)                           |   |                                    | (33,190)  |                                  | (33,190)                                       |
| Dividends on restricted stock units  |                    |                 | 193                              | (193)                              |   |                                    |   |                                  |  |
| Common stock repurchases   | (707,350)          | (7)             | (10,450)                         |                                    |   |                                    | (10,457)  |                                  | (10,457)                                       |
| Share-based compensation and other   | 289,109            | 2               | 10,697                           |                                    |   |                                    | 10,699  |                                  | 10,699   |
| Change in cumulative translation<br>adjustment   |                    |                 |                                  |                                    | (384)   |                                    | (384)   |                                  | (384)  |
| Change in cash flow hedge  |                    |                 |                                  |                                    | (418)   |                                    | (418)   |                                  | (418)  |
| Change in unrealized gains (losses) on:  |                    |                 |                                  |                                    |   |                                    |   |                                  |  |
| Investments with no<br>other-than-temporary impairment   |                    |                 |                                  |                                    | (33,496)  |                                    | (33,496)  |                                  | (33,496)                                       |
| Investments with other-than-temporary<br>impairment  |                    |                 |                                  |                                    | 5,776   |                                    | 5,776   |                                  | 5,776  |
| Less: reclassification adjustment for<br>gains (losses) included in net income<br>(loss)                                       |                    |                 |                                  |                                    | 1,543   |                                    | 1,543   |                                  | 1,543  |
| <b>Balance, December 31, 2010</b>  | <b>183,744,655</b> | <b>\$ 1,837</b> | <b>\$ 2,585,423</b>              | <b>\$ 1,032,445</b>                | <b>\$ 111,749</b>   | <b>\$ 2,000</b>                    | <b>\$ 3,733,454</b>   | <b>\$</b>                        | <b>\$ 3,733,454</b>                            |

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

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## Assured Guaranty Ltd.

## Consolidated Statements of Cash Flows

(in thousands)

|  | Years Ended December 31, |                    |           |
|--|--------------------------|--------------------|-----------|
|  | 2010<br>(restated)       | 2009<br>(restated) | 2008      |
| <b>Operating activities</b>  |                          |                    |           |
| Net income (loss)  | \$ 493,707               | \$ 84,822          | \$ 68,883 |
| Adjustments to reconcile net income (loss) to net cash flows provided by operating activities: |                          |                    |           |
| Non-cash interest and operating expenses   | 24,352                   | 16,250             | 16,328    |
| Net amortization of premium on fixed maturity securities                                       | 46,338                   | 21,997             | 2,397     |
| Provision (benefit) for deferred income taxes  | 80,750                   | (185,143)          | 43,116    |
| Net realized investment losses (gains)   | 1,994                    | 32,662             | 69,801    |
| Net unrealized losses (gains) on credit derivatives  | 155,106                  | 337,810            | (38,034)  |
| Fair value loss (gain) on committed capital securities   | (9,195)                  | 122,940            | (42,746)  |
| Goodwill and settlements of pre-existing relationship  |                          | 23,341             |           |
| Non-cash items in other income   | 4,314                    | (20,691)           |           |
| Change in deferred acquisition costs   | 2,156                    | 31,646             | (29,318)  |
| Change in premiums receivable, net of ceding commissions                                       | 376,478                  | 119,663            | 12,059    |
| Change in ceded unearned premium reserves  | 256,257                  | 203,063            | (5,326)   |
| Change in unearned premium reserve   | (1,278,206)              | (731,114)          | 346,543   |
| Change in loss and loss adjustment expense reserve, net  | (470,839)                | 1,186              | 16,583    |
| Change in current income taxes   | (87,165)                 | 175,873            | (22,046)  |
|  | 33,652                   | 15,802             | 7,197     |



Other changes in  
credit derivatives  
assets and liabilities,  
net

|  |          |        |          |
|--|----------|--------|----------|
| Change in financial<br>guaranty variable<br>interest entities'<br>assets and liabilities,<br>net | 540,691  |        |          |
| Other  | (41,201) | 29,063 | (18,448) |

**Net cash flows  
provided by (used in)  
operating activities**

**129,189      279,170      426,989**

**Investing activities**

Fixed maturity  
securities:

|            |             |             |             |
|------------|-------------|-------------|-------------|
| Purchases  | (2,461,692) | (2,287,668) | (1,272,024) |
| Sales      | 1,063,581   | 1,519,300   | 532,144     |
| Maturities | 994,360     | 217,895     | 11,730      |

Net sales  
(purchases) of  
short-term  
investments

613,267      (397,100)      78,535

Net proceeds from  
paydowns on  
financial guaranty  
variable interest  
entities' assets

423,997

Cash paid to acquire  
Assured Guaranty  
Municipal  
Holdings Inc., net of  
cash acquired

(458,998)

Other

19,786      9,350

**Net cash flows  
provided by (used in)  
investing activities**

**653,299      (1,397,221)      (649,615)**

**Financing activities**

Net proceeds from  
issuance of common  
stock

1,022,096      248,967

Net proceeds from  
issuance of equity  
units

167,972

Dividends paid

(33,190)      (22,332)      (16,015)

Repurchases of  
common stock

(10,457)      (3,676)

Share activity under  
option and incentive  
plans

(2,062)      (667)      (3,632)

Tax benefit for stock  
options exercised

28      (16)      16

Net paydowns of  
financial guaranty  
variable interest  
entities' liabilities

(650,862)  
(20,891)      (14,823)

Repayment of  
long-term debt

|  |                   |                  |                  |
|--|-------------------|------------------|------------------|
| <b>Net cash flows provided by (used in) financing activities</b> | <b>(717,434)</b>  | <b>1,148,554</b> | <b>229,336</b>   |
| Effect of exchange rate changes                                  | (798)             | 1,325            | (2,453)          |
| Increase in cash   | 64,256            | 31,828           | 4,257            |
| Cash at beginning of year  | 44,133            | 12,305           | 8,048            |
| <b>Cash at end of year</b>                                       | <b>\$ 108,389</b> | <b>\$ 44,133</b> | <b>\$ 12,305</b> |

**Supplemental cash flow information**

|   |           |           |           |  |
|---|-----------|-----------|-----------|--|
| Cash paid (received) during the period for: |           |           |           |  |
| Income taxes                                | \$ 39,215 | \$ 27,849 | \$ 18,743 |  |
| Interest                                    | \$ 90,314 | \$ 56,418 | \$ 23,600 |  |

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

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**Assured Guaranty Ltd.**

**Notes to Consolidated Financial Statements**

**December 31, 2010, 2009 and 2008**

**1. Business and Basis of Presentation**

**Business**

Assured Guaranty Ltd. ("AGL" and, together with its subsidiaries, "Assured Guaranty" or the "Company") is a Bermuda-based holding company that provides, through its operating subsidiaries, credit protection products to the United States ("U.S.") and international public finance, infrastructure and structured finance markets. The Company has applied its credit underwriting judgment, risk management skills and capital markets experience to develop insurance, reinsurance and credit derivative products that protect holders of debt instruments and other monetary obligations from defaults in scheduled payments, including scheduled interest and principal payments. The securities insured by the Company include taxable and tax-exempt obligations issued by U.S. state or municipal governmental authorities, utility districts or facilities; notes or bonds issued to finance international infrastructure projects; and asset-backed securities ("ABS") issued by special purpose entities. The Company markets its credit protection products directly to issuers and underwriters of public finance, infrastructure and structured finance securities as well as to investors in such debt obligations. The Company guarantees debt obligations issued in many countries, although its principal focus is on the U.S., Europe and Australia. The Company's business segments are comprised of two principal segments based on whether the contracts were written on a direct or assumed basis.

Financial guaranty contracts accounted for as insurance provide an unconditional and irrevocable guaranty that protects the holder of a financial obligation against non-payment of principal and interest when due. Financial guaranty contracts accounted for as credit derivatives are generally structured such that the circumstances giving rise to the Company's obligation to make loss payments are similar to those for financial guaranty contracts accounted for as insurance and only occurs upon one or more defined credit events such as failure to pay or bankruptcy, in each case, as defined within the transaction documents, with respect to one or more third party referenced securities or loans. Financial guaranty contracts accounted for as credit derivatives are primarily comprised of credit default swaps ("CDS"). In general, the Company structures credit derivative transactions such that the circumstances giving rise to the Company's obligation to make loss payments are similar to those for financial guaranty contracts accounted for as insurance but are governed by International Swaps and Derivative Association, Inc. ("ISDA") documentation and operate differently from financial guaranty accounted for as insurance. The Company also enters into ceded reinsurance agreements to provide greater business diversification and reduce the net potential loss from large risks; however, ceded contracts do not relieve the Company of its obligations.

Public finance obligations insured by the Company consist primarily of general obligation bonds supported by the issuers' taxing powers, tax-supported bonds and revenue bonds and other obligations of states, their political subdivisions and other municipal issuers supported by the issuers' or obligors' covenant to impose and collect fees and charges for public services or specific projects. Public finance obligations include obligations backed by the cash flow from leases or other revenues from projects serving substantial public purposes, including government office buildings, toll roads, health care facilities and utilities. Structured finance obligations insured by the Company are generally backed by pools of assets such as residential or commercial mortgage loans, consumer or trade receivables, securities or other assets having an ascertainable cash flow or market value and issued by special purpose entities. The Company currently does not underwrite any new U.S. residential mortgage backed security ("RMBS") transactions. See Note 5 for outstanding U.S. RMBS exposures.

Debt obligations guaranteed by AGL's insurance company subsidiaries are generally awarded debt credit ratings that are the same rating as the financial strength rating of the AGL subsidiary that has guaranteed that obligation. Investors in products insured by the Company's insurance company subsidiaries frequently rely on ratings published by nationally recognized statistical rating organizations ("NRSROs") because such ratings influence the trading value of securities and form the basis for many

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**Assured Guaranty Ltd.**

**Notes to Consolidated Financial Statements (Continued)**

**December 31, 2010, 2009 and 2008**

**1. Business and Basis of Presentation (Continued)**

institutions' investment guidelines as well as individuals' bond purchase decisions. Therefore, the Company manages its business with the goal of achieving high financial strength ratings, preferably the highest that NRSROs will assign. However, the models used by NRSROs differ, presenting conflicting goals that may make it inefficient or impractical to reach the highest rating level. The models are not fully transparent, contain subjective data (such as assumptions about future market demand for the Company's products) and change frequently. Ratings reflect only the views of the respective NRSROs and are subject to continuous review and revision or withdrawal at any time. See Note 23.

**Basis of Presentation**

The consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America ("GAAP") and, in the opinion of management, reflect all adjustments which are of a normal recurring nature, necessary for a fair statement of the Company's financial condition, results of operations and cash flows for the periods presented. The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

The consolidated financial statements include the accounts of AGL and its direct and indirect subsidiaries, (collectively, the "Subsidiaries"). The consolidated financial statements also include the accounts of certain variable interest entities ("VIEs") subsidiary. Intercompany accounts and transactions between and among AGL and its subsidiaries have been eliminated as well as transactions between the insurance company subsidiaries and their consolidated VIEs. Certain prior year balances have been reclassified to conform to the current year's presentation.

AGL's principal insurance company subsidiaries are Assured Guaranty Corp. ("AGC"), Assured Guaranty Municipal Corp ("AGM"), and Assured Guaranty Re Ltd. ("AG Re"). In addition, the Company also has another U.S. and a Bermuda insurance company subsidiary that participate in a pooling agreement with AGM, two UK insurance subsidiaries, and a mortgage insurance company. The Company's organizational structure includes various holdings companies, two of which Assured Guaranty US Holdings Inc. ("AGUS") and Assured Guaranty Municipal Holdings Inc. ("AGMH") have public debt outstanding. See Note 16.

**Significant Accounting Policies**

The Company revalues assets, liabilities, revenue and expenses denominated in non-U.S. currencies into U.S. dollars using applicable exchange rates. Gains and losses relating to translating functional currency financial statements for U.S. GAAP reporting are included in other comprehensive income (loss) within shareholders' equity. Gains and losses relating to nonfunctional currency transactions, including non-U.S. operations where functional currency is the U.S. dollar, are reported in the consolidated statement of operations.

Cash is defined as cash on hand and demand deposits.

As a result of the lag in reporting financial guaranty variable interest entities ("VIEs"), cash reported on the consolidated balance sheet does not reflect cash outflow to the holders of the debt issued by the VIEs for claim payments made by the Company's insurance subsidiaries to the consolidated financial guaranty VIEs until the subsequent reporting period.

Table of Contents**Assured Guaranty Ltd.****Notes to Consolidated Financial Statements (Continued)****December 31, 2010, 2009 and 2008****1. Business and Basis of Presentation (Continued)**

The following table identifies the Company's most significant accounting policies and the note references where a detailed description of each policy can be found.

**Significant Accounting Policies**

|   |         |
|---|---------|
| Business combinations   | Note 4  |
| Premium revenue recognition on financial guaranty contracts accounted for as insurance      | Note 6  |
| Loss and Loss Adjustment Expense on financial guaranty contracts accounted for as insurance | Note 6  |
| Policy acquisition costs  | Note 6  |
| Fair value measurement  | Note 7  |
| Credit derivatives  | Note 8  |
| VIEs  | Note 9  |
| Investments   | Note 10 |
| Income Taxes  | Note 12 |
| Stock based compensation  | Note 18 |
| Earnings per share  | Note 19 |
| Segments  | Note 20 |

**2. Restatement of Previously Issued Financial Statements**

Assured Guaranty Ltd., through its insurance subsidiaries, has provided financial guaranties with respect to debt obligations issued by special purpose entities, including financial guaranty VIEs. Assured Guaranty does not sponsor such financial guaranty VIEs nor does it act as the servicer or collateral manager for any financial guaranty VIE debt obligations that it insures. However, when Assured Guaranty provides such financial guaranties, it can obtain certain control rights through the transaction structure which make Assured Guaranty the primary beneficiary of the financial guaranty VIE. Assured Guaranty is required under GAAP to consolidate the financial guaranty VIE in its financial statements when it is the primary beneficiary. See Note 9. When such consolidation occurs, Assured Guaranty must eliminate the intercompany transactions between the relevant Assured Guaranty insurance subsidiary and the consolidated financial guaranty VIE. Assured Guaranty discovered errors in the elimination of such intercompany transactions, which resulted in the restatement of the consolidated financial statements for the year ended December 31, 2010.

In addition, the Company was required to correct certain unrelated, immaterial errors as part of the restatement which affected expected losses, the fair value of credit derivatives, and the classification of financial guaranty VIE assets and liabilities, which affected the years ended December 31, 2010 and 2009. While these immaterial errors were corrected at the time they were identified, these restated financial statements

reflect the correction of such errors in the period in which they arose.

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## Assured Guaranty Ltd.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2010, 2009 and 2008

**2. Restatement of Previously Issued Financial Statements (Continued)**

The effect of the restatement on the balance sheet is shown in the tables below.

|  | As<br>Previously Filed | As of December 31, 2010<br>(1)               |                             | Restated           |
|--|------------------------|--|-----------------------------|--------------------|
|  |                        | Financial<br>Guaranty<br>VIE<br>Eliminations | (2)<br>Other<br>Adjustments |                    |
| (in millions)  |                        |  |                             |                    |
| <b>Assets</b>  |                        |  |                             |                    |
| Total investment portfolio   | \$ 10,729.9            | \$ 11.0                                      | \$                          | \$ 10,740.9        |
| Cash   | 107.2                  | 1.2  |                             | 108.4              |
| Premiums receivable, net of ceding commissions payable                                     | 1,167.6                |  |                             | 1,167.6            |
| Ceded unearned premium reserve   | 821.8                  |  |                             | 821.8              |
| Deferred acquisition costs   | 239.8                  |  |                             | 239.8              |
| Reinsurance recoverable on unpaid losses   | 22.3                   |  |                             | 22.3               |
| Salvage and subrogation recoverable  | 1,032.4                |  |                             | 1,032.4            |
| Credit derivative assets   | 592.9                  |  |                             | 592.9              |
| Deferred tax asset, net  | 1,224.0                | 32.1   | 3.0                         | 1,259.1            |
| Financial guaranty variable interest entities' assets, at fair value                       | 4,334.4                |  | (676.9)                     | 3,657.5            |
| Other assets   | 199.2                  |  |                             | 199.2              |
| <b>Total assets</b>  | <b>\$ 20,471.5</b>     | <b>\$ 44.3</b>                               | <b>\$ (673.9)</b>           | <b>\$ 19,841.9</b> |
| <b>Liabilities and shareholders' equity</b>  |                        |  |                             |                    |
| Unearned premium reserve   | \$ 6,972.9             | \$   | \$                          | \$ 6,972.9         |
| Loss and loss adjustment expense reserve   | 563.0                  |  | 11.4                        | 574.4              |
| Reinsurance balances payable, net  | 274.4                  |  |                             | 274.4              |
| Long-term debt   | 1,052.9                |  |                             | 1,052.9            |
| Credit derivative liabilities  | 2,465.5                |  | (2.7)                       | 2,462.8            |
| Current income tax payable   | 93.0                   |  |                             | 93.0               |
| Financial guaranty variable interest entities' liabilities with recourse, at fair value    | 2,927.0                | 103.9  |                             | 3,030.9            |
| Financial guaranty variable interest entities' liabilities without recourse, at fair value | 2,014.1                |  | (676.9)                     | 1,337.2            |
| Other liabilities  | 309.9                  |  |                             | 309.9              |
| <b>Total liabilities</b>   | <b>16,672.7</b>        | <b>103.9</b>                                 | <b>(668.2)</b>              | <b>16,108.4</b>    |
| <b>Commitments and contingencies</b>   |                        |  |                             |                    |
| Common stock   | 1.8                    |  |                             | 1.8                |
| Additional paid-in capital   | 2,585.4                |  |                             | 2,585.4            |
| Retained earnings  | 1,098.9                | (60.7)                                       | (5.7)                       | 1,032.5            |
| Accumulated other comprehensive income, net of tax provision (benefit)                     | 110.7                  | 1.1  |                             | 111.8              |
| Deferred equity compensation   | 2.0                    |  |                             | 2.0                |
| <b>Total shareholders' equity attributable to Assured Guaranty Ltd.</b>                    | <b>3,798.8</b>         | <b>(59.6)</b>                                | <b>(5.7)</b>                | <b>3,733.5</b>     |

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Non-controlling interest of financial guaranty variable interest  
entities

|   |  |                    |  |                |  |                   |  |                    |
|---|--|--------------------|--|----------------|--|-------------------|--|--------------------|
| <b>Total shareholders' equity</b>                 |  | <b>3,798.8</b>     |  | <b>(59.6)</b>  |  | <b>(5.7)</b>      |  | <b>3,733.5</b>     |
| <b>Total liabilities and shareholders' equity</b> |  | <b>\$ 20,471.5</b> |  | <b>\$ 44.3</b> |  | <b>\$ (673.9)</b> |  | <b>\$ 19,841.9</b> |

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## Assured Guaranty Ltd.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2010, 2009 and 2008

## 2. Restatement of Previously Issued Financial Statements (Continued)

|  | As of December 31, 2009 |                             |                    |
|--|-------------------------|-----------------------------|--------------------|
|  | As<br>Previously Filed  | (2)<br>Other<br>Adjustments | Restated           |
|  | (in millions)           |                             |                    |
| <b>Assets</b>  |                         |                             |                    |
| Total investment portfolio   | \$ 10,968.4             | \$                          | \$ 10,968.4        |
| Cash   | 44.1                    |                             | 44.1               |
| Premiums receivable, net of ceding commissions payable                                     | 1,418.2                 |                             | 1,418.2            |
| Ceded unearned premium reserve   | 1,080.5                 | (2.4)                       | 1,078.1            |
| Deferred acquisition costs   | 242.0                   |                             | 242.0              |
| Reinsurance recoverable on unpaid losses   | 14.1                    |                             | 14.1               |
| Salvage and subrogation recoverable  | 420.3                   | (25.7)                      | 394.6              |
| Credit derivative assets   | 492.5                   |                             | 492.5              |
| Deferred tax asset, net  | 1,158.2                 | 4.8                         | 1,163.0            |
| Financial guaranty variable interest entities' assets, at fair value                       | 762.3                   |                             | 762.3              |
| Other assets   | 202.1                   |                             | 202.1              |
| <b>Total assets</b>  | <b>\$ 16,802.7</b>      | <b>\$ (23.3)</b>            | <b>\$ 16,779.4</b> |
| <b>Liabilities and shareholders' equity</b>  |                         |                             |                    |
| Unearned premium reserve   | \$ 8,400.2              | \$ (19.2)                   | \$ 8,381.0         |
| Loss and loss adjustment expense reserve   | 289.5                   | 10.2                        | 299.7              |
| Reinsurance balances payable, net  | 215.2                   | (3.1)                       | 212.1              |
| Long-term debt   | 1,066.5                 |                             | 1,066.5            |
| Credit derivative liabilities  | 2,034.6                 |                             | 2,034.6            |
| Current income tax payable   | 154.5                   |                             | 154.5              |
| Financial guaranty variable interest entities' liabilities with recourse, at fair value    | 762.7                   |                             | 762.7              |
| Financial guaranty variable interest entities' liabilities without recourse, at fair value |                         |                             |                    |
| Other liabilities  | 359.4                   |                             | 359.4              |
| <b>Total liabilities</b>   | <b>13,282.6</b>         | <b>(12.1)</b>               | <b>13,270.5</b>    |
| <b>Commitments and contingencies</b>   |                         |                             |                    |
| Common stock   | 1.8                     |                             | 1.8                |
| Additional paid-in capital   | 2,585.0                 |                             | 2,585.0            |
| Retained earnings  | 789.9                   | (11.2)                      | 778.7              |
| Accumulated other comprehensive income, net of tax provision (benefit)                     | 141.8                   |                             | 141.8              |
| Deferred equity compensation   | 2.0                     |                             | 2.0                |
| <b>Total shareholders' equity attributable to Assured Guaranty Ltd.</b>                    | <b>3,520.5</b>          | <b>(11.2)</b>               | <b>3,509.3</b>     |
| Non-controlling interest of financial guaranty variable interest entities                  | <b>(0.4)</b>            |                             | <b>(0.4)</b>       |

|   |                    |                  |                    |
|---|--------------------|------------------|--------------------|
| <b>Total shareholders' equity</b>                 | <b>3,520.1</b>     | <b>(11.2)</b>    | <b>3,508.9</b>     |
| <b>Total liabilities and shareholders' equity</b> | <b>\$ 16,802.7</b> | <b>\$ (23.3)</b> | <b>\$ 16,779.4</b> |

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## Assured Guaranty Ltd.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2010, 2009 and 2008

## 2. Restatement of Previously Issued Financial Statements (Continued)

The effect of the restatement on the consolidated statements of operations is shown in the tables below.

|  | Year Ended December 31, 2010 |   |                             | Restated        |
|--|------------------------------|---|-----------------------------|-----------------|
|  | As<br>Previously Filed       | (1)<br>Financial<br>Guaranty<br>VIE<br>Eliminations | (2)<br>Other<br>Adjustments |                 |
| (in millions, except per share amounts)                        |                              |   |                             |                 |
| <b>Revenues</b>  |                              |   |                             |                 |
| Net earned premiums  | \$ 1,186.7                   | \$  | \$                          | \$ 1,186.7      |
| Net investment income  | 354.7                        |   |                             | 354.7           |
| Net realized investment gains (losses)                         | (2.0)                        |   |                             | (2.0)           |
| Net change in fair value of credit derivatives                 | (4.3)                        |   | 2.7                         | (1.6)           |
| Fair value gain (loss) on committed capital securities         | 9.2                          |   |                             | 9.2             |
| Net change in financial guaranty variable interest entities    | (183.1)                      | (90.5)  |                             | (273.6)         |
| Other income   | 40.1                         |   |                             | 40.1            |
| <b>Total revenues</b>  | <b>1,401.3</b>               | <b>(90.5)</b>                                       | <b>2.7</b>                  | <b>1,313.5</b>  |
| <b>Expenses</b>  |                              |   |                             |                 |
| Loss and loss adjustment expenses                              | 413.8                        | 2.9   | (4.5)                       | 412.2           |
| Interest and other operating expenses                          | 352.0                        |   |                             | 352.0           |
| <b>Total expenses</b>  | <b>765.8</b>                 | <b>2.9</b>  | <b>(4.5)</b>                | <b>764.2</b>    |
| <b>Income (loss) before income taxes</b>                       | <b>635.5</b>                 | <b>(93.4)</b>                                       | <b>7.2</b>                  | <b>549.3</b>    |
| Provision (benefit) for income taxes                           |                              |   |                             |                 |
| Current  | (25.2)                       |   |                             | (25.2)          |
| Deferred   | 111.8                        | (32.7)  | 1.7                         | 80.8            |
| <b>Total provision (benefit) for income taxes</b>              | <b>86.6</b>                  | <b>(32.7)</b>                                       | <b>1.7</b>                  | <b>55.6</b>     |
| <b>Net income (loss)</b>                                       | <b>548.9</b>                 | <b>(60.7)</b>                                       | <b>5.5</b>                  | <b>493.7</b>    |
| Less: Non-controlling interest of variable interest entities   |                              |   |                             |                 |
| <b>Net income (loss) attributable to Assured Guaranty Ltd.</b> | <b>\$ 548.9</b>              | <b>\$ (60.7)</b>                                    | <b>\$ 5.5</b>               | <b>\$ 493.7</b> |
| Earnings per share:  |                              |   |                             |                 |
| Basic  | \$ 2.98                      |   |                             | \$ 2.68         |
| Diluted  | \$ 2.90                      |   |                             | \$ 2.61         |

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## Assured Guaranty Ltd.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2010, 2009 and 2008

## 2. Restatement of Previously Issued Financial Statements (Continued)

|  | Year Ended December 31, 2009 |                  |                |
|--|------------------------------|------------------|----------------|
|  | As<br>Previously Filed       | (2)<br>Other     |                |
|  |                              | Adjustments      | Restated       |
| (in millions except per share amounts)                         |                              |                  |                |
| <b>Revenues</b>  |                              |                  |                |
| Net earned premiums  | \$ 930.4                     | \$               | \$ 930.4       |
| Net investment income  | 259.2                        |                  | 259.2          |
| Net realized investment gains (losses)                         | (32.7)                       |                  | (32.7)         |
| Net change in fair value of credit derivatives                 | (174.2)                      |                  | (174.2)        |
| Fair value gain (loss) on committed capital securities         | (122.9)                      |                  | (122.9)        |
| Net change in financial guaranty variable interest entities    | (1.2)                        |                  | (1.2)          |
| Other income   | 58.5                         |                  | 58.5           |
| <b>Total revenues</b>  | <b>917.1</b>                 |                  | <b>917.1</b>   |
| <b>Expenses</b>  |                              |                  |                |
| Loss and loss adjustment expenses                              | 377.8                        | 16.0             | 393.8          |
| Interest and other operating expenses                          | 406.4                        |                  | 406.4          |
| <b>Total expenses</b>  | <b>784.2</b>                 | <b>16.0</b>      | <b>800.2</b>   |
| <b>Income (loss) before income taxes</b>                       | <b>132.9</b>                 | <b>(16.0)</b>    | <b>116.9</b>   |
| Provision (benefit) for income taxes                           |                              |                  |                |
| Current  | 217.3                        |                  | 217.3          |
| Deferred   | (180.4)                      | (4.8)            | (185.2)        |
| <b>Total provision (benefit) for income taxes</b>              | <b>36.9</b>                  | <b>(4.8)</b>     | <b>32.1</b>    |
| <b>Net income (loss)</b>                                       | <b>96.0</b>                  | <b>(11.2)</b>    | <b>84.8</b>    |
| Less: Non-controlling interest of variable interest entities   | (1.2)                        |                  | (1.2)          |
| <b>Net income (loss) attributable to Assured Guaranty Ltd.</b> | <b>\$ 97.2</b>               | <b>\$ (11.2)</b> | <b>\$ 86.0</b> |
| Earnings per share:  |                              |                  |                |
| Basic  | \$ 0.77                      |                  | \$ 0.68        |
| Diluted  | \$ 0.75                      |                  | \$ 0.66        |
|  | 105                          |                  |                |

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## Assured Guaranty Ltd.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2010, 2009 and 2008

## 2. Restatement of Previously Issued Financial Statements (Continued)

The effect of the restatement on the consolidated statements of comprehensive income is shown in the tables below.

|  | Year Ended December 31, 2010 |   |                             |                 |
|--|------------------------------|---|-----------------------------|-----------------|
|  | As<br>Previously Filed       | (1)<br>Financial<br>Guaranty<br>VIE<br>Eliminations | (2)<br>Other<br>Adjustments | Restated        |
|  | (in millions)                |   |                             |                 |
| <b>Net income</b>  | \$ 548.9                     | \$ (60.7)   | \$ 5.5                      | \$ 493.7        |
| Unrealized holding gains (losses) arising during the period  | (28.8)                       | 1.1   |                             | (27.7)          |
| Less: reclassification adjustment for gains (losses)   | 1.5                          |   |                             | 1.5             |
| Change in net unrealized gains on investments  | (30.3)                       | 1.1   |                             | (29.2)          |
| Change in cumulative translation adjustment  | (0.4)                        |   |                             | (0.4)           |
| Change in cash flow hedge  | (0.4)                        |   |                             | (0.4)           |
| Other comprehensive income (loss)  | (31.1)                       | 1.1   |                             | (30.0)          |
| <b>Comprehensive income (loss)</b>   | <b>517.8</b>                 | <b>(59.6)</b>                                       | <b>5.5</b>                  | <b>463.7</b>    |
| Less: Comprehensive income (loss) attributable to non-controlling interest of variable interest entities |                              |   |                             |                 |
| <b>Comprehensive income (loss) of Assured Guaranty Ltd.</b>  | <b>\$ 517.8</b>              | <b>\$ (59.6)</b>                                    | <b>\$ 5.5</b>               | <b>\$ 463.7</b> |

|  | Year Ended December 31, 2009 |                             |                 |
|--|------------------------------|-----------------------------|-----------------|
|  | As<br>Previously Filed       | (2)<br>Other<br>Adjustments | Restated        |
|  | (in millions)                |                             |                 |
| <b>Net income</b>  | \$ 96.0                      | \$ (11.2)                   | \$ 84.8         |
| Unrealized holding gains (losses) arising during the period  | 165.9                        |                             | 165.9           |
| Less: reclassification adjustment for gains (losses)   | (34.1)                       |                             | (34.1)          |
| Change in net unrealized gains on investments  | 200.0                        |                             | 200.0           |
| Change in cumulative translation adjustment  | (3.0)                        |                             | (3.0)           |
| Change in cash flow hedge  | (0.4)                        |                             | (0.4)           |
| Other comprehensive income(loss)   | 196.6                        |                             | 196.6           |
| <b>Comprehensive income (loss)</b>   | <b>292.6</b>                 | <b>(11.2)</b>               | <b>281.4</b>    |
| Less: Comprehensive income (loss) attributable to non-controlling interest of variable interest entities | (1.2)                        |                             | (1.2)           |
| <b>Comprehensive income (loss) of Assured Guaranty Ltd.</b>  | <b>\$ 293.8</b>              | <b>\$ (11.2)</b>            | <b>\$ 282.6</b> |



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## Assured Guaranty Ltd.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2010, 2009 and 2008

**2. Restatement of Previously Issued Financial Statements (Continued)**

The effect of the restatement on the consolidated statements of cash flows is shown in the tables below.

|   | Year Ended December 31, 2010        |                   |           |                 |
|---|-------------------------------------|-------------------|-----------|-----------------|
|   | As                                  | (1)               | (2)       | Restated        |
| Previously Filed  | Financial Guaranty VIE Eliminations | Other Adjustments |           |                 |
| (in millions)   |                                     |                   |           |                 |
| <b>Operating activities</b>   |                                     |                   |           |                 |
| Net income  | \$ 548.9                            | \$ (60.7)         | \$ 5.5    | \$ 493.7        |
| Non-cash interest and operating expenses  | 24.4                                |                   |           | 24.4            |
| Net amortization of premium on fixed maturity securities                            | 46.3                                |                   |           | 46.3            |
| Provision (benefit) for deferred income taxes                                       | 111.8                               | (32.7)            | 1.7       | 80.8            |
| Net realized investment losses (gains)  | 2.0                                 |                   |           | 2.0             |
| Net unrealized losses (gains) on credit derivatives                                 | 157.8                               |                   | (2.7)     | 155.1           |
| Fair value loss (gain) on committed capital securities                              | (9.2)                               |                   |           | (9.2)           |
| Non-cash items in other income  | 4.3                                 |                   |           | 4.3             |
| Change in deferred acquisition costs  | 2.2                                 |                   |           | 2.2             |
| Change in premiums receivable, net of ceding commissions.                           | 376.5                               |                   |           | 376.5           |
| Change in ceded unearned premium reserves   | 258.6                               |                   | (2.4)     | 256.2           |
| Change in unearned premium reserve  | (1,297.4)                           |                   | 19.2      | (1,278.2)       |
| Change in loss and loss adjustment expense reserve, net                             | (449.5)                             |                   | (21.3)    | (470.8)         |
| Change in current income taxes  | (87.2)                              |                   |           | (87.2)          |
| Other changes in credit derivatives assets and liabilities, net                     | 33.7                                |                   |           | 33.7            |
| Change in financial guaranty variable interest entities' assets and liabilities     | 422.0                               | 118.6             |           | 540.6           |
| Other   | (41.2)                              |                   |           | (41.2)          |
| <b>Net cash flows provided by (used in) operating activities</b>                    | <b>\$ 104.0</b>                     | <b>\$ 25.2</b>    | <b>\$</b> | <b>\$ 129.2</b> |
| <b>Investing activities</b>   |                                     |                   |           |                 |
| Fixed maturity securities:  |                                     |                   |           |                 |
| Purchases   | (2,461.7)                           |                   |           | (2,461.7)       |
| Sales   | 1,063.6                             |                   |           | 1,063.6         |
| Maturities  | 994.4                               |                   |           | 994.4           |
| Net sales (purchases) of short-term investments                                     | 637.3                               | (24.0)            |           | 613.3           |
| Net proceeds from paydowns on financial guaranty variable interest entities' assets | 424.0                               |                   |           | 424.0           |
| Other   | 19.7                                |                   |           | 19.7            |
| <b>Net cash flows provided by (used in) investing activities</b>                    | <b>677.3</b>                        | <b>(24.0)</b>     |           | <b>653.3</b>    |
| <b>Financing activities</b>   |                                     |                   |           |                 |
| Dividends paid  | (33.2)                              |                   |           | (33.2)          |
| Repurchases of common stock   | (10.5)                              |                   |           | (10.5)          |
| Share activity under option and incentive plans                                     | (2.0)                               |                   |           | (2.0)           |
| Net paydowns of financial guaranty variable interest entities' liabilities          | (650.8)                             |                   |           | (650.8)         |
| Repayment of long-term debt   | (20.9)                              |                   |           | (20.9)          |

|  |                 |               |                 |
|--|-----------------|---------------|-----------------|
| <b>Net cash flows provided by (used in) financing activities</b> | <b>(717.4)</b>  |               | <b>(717.4)</b>  |
| Effect of exchange rate changes                                  | (0.8)           |               | (0.8)           |
| Increase in cash   | 63.1            | 1.2           | 64.3            |
| Cash at beginning of year  | 44.1            |               | 44.1            |
| <b>Cash at end of year</b>                                       | <b>\$ 107.2</b> | <b>\$ 1.2</b> | <b>\$ 108.4</b> |



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## Assured Guaranty Ltd.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2010, 2009 and 2008

**2. Restatement of Previously Issued Financial Statements (Continued)**

|  | Year Ended December 31, 2009 |              |                 |
|--|------------------------------|--------------|-----------------|
|  | As                           | (2)<br>Other | Restated        |
|  | Previously Filed             | Adjustments  |                 |
|  | (in millions)                |              |                 |
| Net income   | \$ 96.0                      | \$ (11.2)    | \$ 84.8         |
| Non-cash interest and operating expenses                         | 16.3                         |              | 16.3            |
| Net amortization of premium on fixed maturity securities         | 22.0                         |              | 22.0            |
| Provision (benefit) for deferred income taxes                    | (180.4)                      | (4.8)        | (185.2)         |
| Net realized investment losses (gains)                           | 32.7                         |              | 32.7            |
| Net unrealized losses (gains) on credit derivatives              | 337.8                        |              | 337.8           |
| Fair value loss (gain) on committed capital securities           | 122.9                        |              | 122.9           |
| Goodwill and settlements of pre-existing relationship            | 23.3                         |              | 23.3            |
| Non-cash items in other income                                   | (20.7)                       |              | (20.7)          |
| Change in deferred acquisition costs                             | 31.6                         |              | 31.6            |
| Change in premiums receivable, net of ceding commissions.        | 119.7                        |              | 119.7           |
| Change in ceded unearned premium reserves                        | 200.7                        | 2.4          | 203.1           |
| Change in unearned premium reserve                               | (711.9)                      | (19.2)       | (731.1)         |
| Change in loss and loss adjustment expense reserve, net          | (31.6)                       | 32.8         | 1.2             |
| Change in current income taxes                                   | 175.9                        |              | 175.9           |
| Other changes in credit derivatives assets and liabilities, net  | 15.8                         |              | 15.8            |
| Other  | 29.1                         |              | 29.1            |
| <b>Net cash flows provided by (used in) operating activities</b> | <b>\$ 279.2</b>              | <b>\$</b>    | <b>\$ 279.2</b> |

(1) Represents adjustments related to the correction of financial guaranty VIE intercompany eliminations.

(2) Represents other adjustments of immaterial errors. These corrections related to (a) errors in expected losses that had previously been corrected by the Company in the period such errors were identified, but which are now being recorded in the period in which they arose, (b) an error related to one credit derivative contract that resulted from the use of an incorrect par outstanding balance in the pricing model and (c) the correction of an error related to the classification of financial guaranty VIE assets and liabilities that resulted from a misinterpretation of a trustee report.

The Company also revised certain disclosures in Note 21 as part of the restatement of these financial statements.

**3. Business Changes, Risks, Uncertainties and Accounting Developments**

Summarized below are the most significant events over the past three years that have had, or may have in the future, a material effect on the financial position, results of operations or business prospects of the Company. In addition to global market and economic factors and business developments, changes in accounting standards may also affect the comparability of financial information between periods.

**Market Conditions**

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Volatility and disruption in the global financial markets over the past three years, including depressed home prices increased foreclosures, lower equity market values, high unemployment, reduced business and consumer confidence and the risk of increased inflation, have precipitated an economic slowdown. While there have been signs of a recovery as seen by stabilizing unemployment and home prices as well as rising equity markets, management cannot assure that volatility and disruption will not return to these markets in the near term. The Company's business and its financial condition will continue to be subject to the risk of global financial and economic conditions that could materially and

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**Assured Guaranty Ltd.**

**Notes to Consolidated Financial Statements (Continued)**

**December 31, 2010, 2009 and 2008**

**3. Business Changes, Risks, Uncertainties and Accounting Developments (Continued)**

negatively affect the demand for its products, the amount of losses incurred on transactions it guarantees, and its financial ratings. These conditions may adversely affect the Company's future profitability, financial position, investment portfolio, cash flow, statutory capital, financial strength ratings and stock price.

The economic crisis caused many state and local governments that issue some of the obligations the Company insures to experience significant budget deficits and revenue collection shortfalls that require them to significantly raise taxes and/or cut spending in order to satisfy their obligations. While the U.S. government has provided some financial support to state and local governments, significant budgetary pressures remain. If the issuers of the obligations in the Company's public finance portfolio do not have sufficient funds to cover their expenses and are unable or unwilling to raise taxes, decrease spending or receive federal assistance, the Company may experience increased levels of losses or impairments on its public finance obligations, which would materially and adversely affect its business, financial condition and results of operations. Additionally, future legislative, regulatory or judicial changes in the jurisdictions regulating the Company may adversely affect its ability to pursue its current mix of business, materially impacting its financial results.

**NRSRO Rating Actions**

The NRSROs have downgraded the insurance financial strength ratings of all the Company's insurance subsidiaries over the course of the last several years from their previous AAA levels. There can be no assurance that NRSROs will not take further action on the Company's ratings. See Note 6, Note 8 and Note 13 for more information regarding the effect of NRSRO rating actions on the credit derivative business and the assumed reinsurance business of the Company. On January 24, 2011, Standard and Poor's Rating Services ("S&P") released a publication entitled "Request for Comment: Bond Insurance Criteria," in which it requested comments on proposed changes to its bond insurance ratings criteria. In the Request for Comment, S&P noted that it could lower its financial strength ratings on existing investment-grade bond insurers (which include the Company's insurance subsidiaries) by one or more rating categories if the proposed bond insurance ratings criteria are adopted, unless those bond insurers raise additional capital or reduce risk. The effect of this change in criteria, if adopted, and of the potential downgrade of the Company's financial strength ratings on the Company's financial condition and prospects is uncertain at this time. The Company believes that these rating agency actions and proposals, including the uncertainty caused by the release of S&P's Request for Comment, have reduced the Company's new business opportunities and have also affected the value of the Company's product to issuers and investors. The insurance subsidiaries' financial strength ratings are an important competitive factor in the financial guaranty insurance and reinsurance markets. If the financial strength or financial enhancement ratings of any of the Company's insurance subsidiaries were reduced below current levels, the Company expects it would have further adverse effects on its future business opportunities as well as the premiums it could charge for its insurance policies and consequently, a downgrade could harm the Company's new business production, results of operations and financial condition. See Note 23.

**AGMH Acquisition**

On the July 1, 2009 ("Acquisition Date"), the Company, through its wholly-owned subsidiary, AGUS, purchased AGMH (formerly Financial Security Assurance Holdings Ltd, the "AGMH Acquisition") and, indirectly, its subsidiaries (excluding those involved in AGMH's former Financial Products Business, which was comprised of its guaranteed investment contracts ("GIC") business, its medium term notes business and the equity payment agreements associated with AGMH's leveraged lease business, collectively, the "Financial Products Business") from Dexia Holdings Inc. ("Dexia

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**Assured Guaranty Ltd.**

**Notes to Consolidated Financial Statements (Continued)**

**December 31, 2010, 2009 and 2008**

**3. Business Changes, Risks, Uncertainties and Accounting Developments (Continued)**

Holdings"), an indirect subsidiary of Dexia SA and certain of its affiliates (together, "Dexia"). The principal operating subsidiary acquired was AGM (formerly Financial Security Assurance Inc.). The acquired companies are collectively referred to as the "Acquired Companies." The AGMH subsidiaries that conducted AGMH's former financial products business (the "Financial Products Companies") were sold to Dexia Holdings prior to the AGMH Acquisition. The purchase price paid by the Company was \$546.0 million in cash and 22.3 million common shares of AGL with an Acquisition Date fair value of \$275.9 million, for a total purchase price of \$821.9 million.

AGMH's former financial products business had been in the business of borrowing funds through the issuance of GICs and medium term notes and reinvesting the proceeds in investments that met AGMH's investment criteria. The financial products business also included portions of AGMH's leveraged lease business. In connection with the AGMH Acquisition, Dexia Holdings agreed to assume the risks in respect of the Financial Products Business and AGM agreed to retain the risks relating to the debt and strip policy portions of such business. Accordingly, the Company has entered into various agreements with Dexia in order to transfer to Dexia the credit risks and, as discussed further in Note 16, the liquidity risks associated with AGMH's former Financial Products Business.

The Company is indemnified against exposure to AGMH's former financial products business through guaranties issued by Dexia and certain of its affiliates. In addition, the Company is protected from exposure to AGMH's GIC business through guaranties issued by the French and Belgian governments. Furthermore, to support the payment obligations of the Financial Products Companies, Dexia SA and its affiliate Dexia Cr dit Local S.A. ("DCL") have entered into two separate ISDA Master Agreements, each with its associated schedule, confirmation and credit support annex (the "Guaranteed Put Contract" and the "Non-Guaranteed Put Contract" respectively, and collectively, the "Dexia Put Contracts"), pursuant to which Dexia SA and DCL jointly and severally guarantee the scheduled payments of interest and principal in relation to each asset of FSA Asset Management LLC, which is one of the Financial Products Companies, as well as any failure of Dexia to provide liquidity or liquid collateral under certain liquidity facilities.

The Company financed the AGMH Acquisition with a common share and equity unit offering on June 24, 2009. The net proceeds after underwriting expenses and offering costs for these two offerings totaled approximately \$616.5 million. Of that amount, \$170.8 million related to the equity unit offering, \$168.0 million of which was recognized as long-term debt and \$2.8 million as additional paid-in-capital within shareholders' equity. Offering costs totaled approximately \$43.5 million of which \$41.8 million were recorded within additional paid-in capital. See Notes 4 and Note 6 for the Company's accounting policy for business combinations and its effect on financial guaranty contracts.

Under the Purchase Agreement, the Company agreed to conduct AGM's business subject to certain operating and financial constraints. These restrictions will generally continue for three years after the closing of the AGMH Acquisition, or July 1, 2012. These agreements limit Assured Guaranty's operating and financial flexibility with respect to the operations of AGM. Among other items, the Company has agreed that AGM will not repurchase, redeem or pay any dividends on any class of its equity interests unless at that time:

AGM is rated at least AA- by S&P and Aa3 by Moody's Investors Service, Inc. ("Moody's") (if such rating agencies still rate financial guaranty insurers generally) and if the aggregate amount of dividends paid in any year does not exceed 125% of AGMH's debt service requirements for that year; or

AGM has received prior rating agency confirmation that such action would not cause AGM's current ratings to be downgraded due to such action.

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**Assured Guaranty Ltd.**

**Notes to Consolidated Financial Statements (Continued)**

**December 31, 2010, 2009 and 2008**

**3. Business Changes, Risks, Uncertainties and Accounting Developments (Continued)**

**Equity and Debt Offerings**

Over the past three years the Company has issued 82.4 million common shares for net proceeds of \$1,271.7 million and \$170.8 million in debt for various reasons including to finance the AGMH Acquisition and to satisfy NRSRO capital requirements.

**Accounting Changes**

Over the past three years there has been significant GAAP rule making activity which has significantly affected the accounting policies and presentation of the Company's financial information. All of these pronouncements have a significant effect on the comparability of the periods presented herein. The most significant changes are listed below in order of occurrence:

The adoption of a new financial guaranty accounting model affected premium revenue and loss recognition policies. The most significant change was that loss and LAE is recognized only to the extent that it exceeds deferred premium revenue. See Note 6.

The adoption of new other-than-temporary impairment ("OTTI") guidance on April 1, 2009 requires the bifurcation of credit losses, which are recorded in income, and non credit losses, which are recorded in other comprehensive income ("OCI"). See Note 10.

The adoption of a new VIE consolidation standard on January 1, 2010 resulted in the consolidation of variable interest entities of certain insured transactions. See Note 9.

**4. Business Combinations**

**Accounting Policy**

The AGMH Acquisition was accounted for under the acquisition method of accounting. Accordingly, the Company recorded the identifiable assets acquired and liabilities assumed at their fair value at the Acquisition Date. Pre-existing relationships are effectively settled at fair value. The loss upon settlement of pre-existing relationships, along with goodwill impairment and the bargain purchase gain resulting from the difference between the purchase price and the net assets' fair value estimates, is recorded within "Goodwill and settlement of pre-existing relationship" in the consolidated statements of operations at the Acquisition Date.

**AGMH Acquisition**

The initial difference between the purchase price of \$821.9 million and AGMH's recorded net assets of \$2.1 billion was reduced significantly by the recognition of additional liabilities related to AGMH's insured portfolio on a fair value basis as required by acquisition accounting. The bargain purchase resulted from the unprecedented credit crisis, which resulted in a significant decline in AGMH's franchise value due to material insured losses, ratings downgrades and significant losses at Dexia. Dexia required government intervention in its affairs, resulting in motivation to sell AGMH, and with the absence of potential purchasers of AGMH due to the financial crisis, the Company was able to negotiate a bargain purchase price.

In many cases, determining the fair value of acquired assets and assumed liabilities required the Company to exercise significant judgment. The most significant of these determinations related to the valuation of the acquired financial guaranty direct and ceded contracts. The fair value

of a financial guaranty direct contract accounted for as insurance is the estimated premium that a similarly rated hypothetical financial guarantor would demand to assume each policy and not the actual cash flows under the insurance contract. The methodology for determining such value takes into account the

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**Assured Guaranty Ltd.**

**Notes to Consolidated Financial Statements (Continued)**

**December 31, 2010, 2009 and 2008**

**4. Business Combinations (Continued)**

rating of the insured obligation, expectation of loss, sector and term. On January 1, 2009, a new accounting standard became effective for financial guaranty contracts accounted for as insurance which requires a Company to recognize loss reserves only to the extent expected losses exceed deferred premium revenue on a contract by contract basis. As the fair value of the deferred premium revenue exceeded the Company's estimate of expected loss for each contract, no loss reserves were recorded at July 1, 2009 for the Acquired Companies' contracts. See Note 6.

Based on the Company's assumptions, the fair value of the Acquired Companies' deferred premium revenue on its insurance contracts was \$7.3 billion at July 1, 2009, an amount approximately \$1.7 billion greater than the Acquired Companies' gross unearned premium reserve and loss and loss adjustment expense ("LAE") reserve (i.e., "gross stand ready obligations") at June 30, 2009. This indicates that the amounts of the Acquired Companies' contractual premiums were less than the premiums a market participant of similar credit quality would demand to acquire those contracts at the Acquisition Date. The fair value of the Acquired Companies' ceded contracts at July 1, 2009 was an asset of \$1.7 billion and recorded in ceded unearned premium reserve. The fair value of the ceded contracts is in part derived from the fair value of the related direct insurance contracts with an adjustment for the credit quality of each reinsurer.

The fair value of AGMH's long-term debt was based upon quoted market prices available from third-party brokers as of the Acquisition Date. The fair value of this debt was approximately \$0.3 billion lower than its carrying value immediately prior to the AGMH Acquisition. This discount is being amortized into interest expense over the estimated remaining life of the debt.

Additionally, other acquisition accounting adjustments included (1) the write off of the Acquired Companies' deferred acquisition cost ("DAC") and (2) the consolidation of certain financial guaranty VIEs in which the combined variable interest of the Acquired Companies and AG Re resulted in the Company being the primary beneficiary. Effective January 1, 2010, the Company deconsolidated these financial guaranty VIEs in accordance with a new GAAP standard as discussed in Note 9.

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## Assured Guaranty Ltd.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2010, 2009 and 2008

**4. Business Combinations (Continued)**

The following table shows the assets and liabilities of the Acquired Companies after the allocation of the purchase price to the net assets. The bargain purchase gain results from the difference between the purchase price and the net assets' fair value estimates.

|  | July 1, 2009<br>(in millions) |
|--|-------------------------------|
| <b>Purchase price:</b>   |                               |
| Cash   | \$ 546.0                      |
| Fair value of common shares issued (based upon June 30, 2009 closing price of AGL common shares) | 275.9                         |
| Total purchase price   | 821.9                         |
| <b>Identifiable assets acquired:</b>   |                               |
| Investments  | 5,950.1                       |
| Cash   | 87.0                          |
| Premiums receivable, net of ceding commissions payable   | 854.1                         |
| Ceded unearned premium reserve   | 1,727.7                       |
| Deferred tax asset, net  | 888.1                         |
| Financial guaranty VIEs' assets  | 1,879.4                       |
| Other assets   | 662.6                         |
| Total assets   | 12,049.0                      |
| <b>Liabilities assumed:</b>  |                               |
| Unearned premium reserve   | 7,286.4                       |
| Long-term debt   | 560.6                         |
| Credit derivative liabilities  | 920.0                         |
| Financial guaranty VIEs' liabilities   | 1,878.6                       |
| Other liabilities  | 348.9                         |
| Total liabilities  | 10,994.5                      |
| <b>Net assets resulting from AGMH Acquisition</b>  | <b>1,054.5</b>                |
| <b>Bargain purchase gain resulting from the AGMH Acquisition</b>                                 | <b>\$ 232.6</b>               |

The Company and the Acquired Companies had a pre-existing reinsurance relationship. The loss relating to this pre-existing relationship resulted from the effective settlement of reinsurance contracts at fair value and the write-off of previously recorded assets and liabilities relating to this relationship recorded in the Company's historical accounts. The Company determined fair value as the difference between contractual premiums and the Company's estimate of current market premiums. The loss related to the contract settlement results from contractual premiums that were less than the Company's estimate of what a market participant would demand currently, estimated in a manner similar to how the value of the Acquired Companies' insurance policies were valued, as well as related acquisition costs described above.



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The Company had existing goodwill on its balance sheet at the date of acquisition relating to a previous acquisition. The Company reassessed the recoverability of the goodwill in the Third Quarter 2009 subsequent to the AGMH Acquisition, which provided the Company's largest assumed book of business prior to the acquisition. As a result of the AGMH Acquisition, which significantly diminished the Company's potential near future market for assuming reinsurance, combined with the continued credit crisis, which adversely affected the fair value of the Company's in-force policies, management determined to write off the full carrying value of \$85.4 million of goodwill on its books prior to the

Table of Contents**Assured Guaranty Ltd.****Notes to Consolidated Financial Statements (Continued)****December 31, 2010, 2009 and 2008****4. Business Combinations (Continued)**

AGMH Acquisition in the Third Quarter 2009. This charge did not have any adverse effect on the Company's debt agreements or its overall compliance with the covenants of its debt agreements.

A summary of goodwill and settlements of pre-existing relationship included in the consolidated statement of operations follows:

**Components of Goodwill and Settlement of Pre-existing Relationship**

|  | <b>Year Ended<br/>December 31, 2009<br/>(in millions)</b> |         |
|--|---|---------|
| Goodwill impairment associated with assumed reinsurance line of business         | \$  | 85.4    |
| Gain on bargain purchase of AGMH   |   | (232.6) |
| Settlement of pre-existing relationship in conjunction with the AGMH Acquisition |   | 170.5   |
| Goodwill and settlement of pre-existing relationship                             | \$  | 23.3    |

For the year ended December 31, 2009, the Company recognized expenses related to the AGMH Acquisition of \$92.3 million. These expenses were primarily driven by severance paid or accrued to AGM employees. AGMH Acquisition-related expenses also included various real estate, legal, consulting and relocation fees. Real estate expenses related primarily to consolidation of the Company's New York and London offices. The Company incurred additional acquisition-related expenses in 2010, primarily for consulting services employed as part of the integration process. The 2009 AGMH Acquisition-related expenses included \$4.4 million and \$6.6 million in accrued severance and office consolidation expenses, respectively, not yet paid as of December 31, 2010.

AGMH Acquisition-related expenses for the year ended December 31, 2010 and 2009 are as follows:

**AGMH Acquisition-Related Expenses**

|                       | <b>Year Ended<br/>December 31,</b> |             |
|-----------------------|------------------------------------|-------------|
|                       | <b>2010</b>                        | <b>2009</b> |
| Severance costs       | \$ 6.8                             | \$ 40.4     |
| Professional services | 6.8                                | 32.8        |
| Office consolidation  |                                    | 19.1        |
| Total                 | \$ 6.8                             | \$ 92.3     |

**Pro Forma Condensed Combined Results of Operations**

The following unaudited pro forma information presents the combined results of operations of Assured Guaranty and the Acquired Companies. The unaudited pro forma combined financial information is presented for illustrative purposes only and does not indicate the financial results of the combined company had the companies actually been combined as of January 1, 2009, nor is it indicative of the results of

operations in future periods. The pro forma results of operations for 2009 are not comparable to the 2008 information due to new accounting requirements for financial guaranty contracts effective January 1, 2009.

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## Assured Guaranty Ltd.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2010, 2009 and 2008

## 4. Business Combinations (Continued)

## Pro Forma Condensed Combined Results of Operations (Unaudited)

|                              | Year Ended December 31, 2009 |  |   | Year Ended December 31, 2008 |  |   |
|------------------------------|------------------------------|--|---|------------------------------|--|---|
|                              | Revenues                     | Net Income<br>(Loss)<br>Attributable<br>to<br>Assured<br>Guaranty Ltd. | Net<br>Income<br>(Loss) per<br>Basic<br>Share | Revenues                     | Net Income<br>(Loss)<br>Attributable<br>to<br>Assured<br>Guaranty Ltd. | Net<br>Income<br>(Loss) per<br>Basic<br>Share |
|                              | (restated)                   | (restated)   | (restated)                                    |                              |  |   |
| Assured Guaranty as reported | \$ 917.1                     | \$ 86.0  | \$ 0.68                                       | \$ 553.2                     | \$ 68.9  | \$ 0.78                                       |
| Pro forma combined           | 2,304.2                      | 812.6  | 4.19  | 806.0                        | (1,072.8)  | (7.17)  |

## 5. Outstanding Exposure

The Company's insurance policies and credit derivative contracts are written in different forms, but collectively are considered financial guaranty contracts. They typically guarantee the scheduled payments of principal and interest ("Debt Service") on public finance and structured finance obligations. The Company seeks to limit its exposure to losses by underwriting obligations that are investment grade at inception, diversifying its portfolio and maintaining rigorous subordination or collateralization requirements on structured finance obligations. The Company also utilizes reinsurance by ceding business to third-party reinsurers. The Company provides financial guaranties with respect to debt obligations of special purpose entities, including VIEs. Based on accounting standards in effect during any given reporting period, some of these VIEs are consolidated as described in Note 9. Outstanding par and Debt Service amounts are presented below, including outstanding exposures on VIEs whether or not they are consolidated.

## Debt Service Outstanding

|                    | Gross Debt Service<br>Outstanding |                      | Net Debt Service<br>Outstanding |                      |
|--------------------|-----------------------------------|----------------------|---------------------------------|----------------------|
|                    | December 31,<br>2010              | December 31,<br>2009 | December 31,<br>2010            | December 31,<br>2009 |
|                    | (in millions)                     |                      |                                 |                      |
| Public finance     | \$ 851,634                        | \$ 880,933           | \$ 760,167                      | \$ 761,301           |
| Structured finance | 178,348                           | 214,104              | 166,976                         | 196,964              |
| Total              | \$ 1,029,982                      | \$ 1,095,037         | \$ 927,143                      | \$ 958,265           |

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## Assured Guaranty Ltd.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2010, 2009 and 2008

## 5. Outstanding Exposure (Continued)

## Summary of Public and Structured Finance Insured Portfolio

| Sector  | Gross Par Outstanding |                   | Ceded Par Outstanding |                   | Net Par Outstanding |                   |
|---|-----------------------|-------------------|-----------------------|-------------------|---------------------|-------------------|
|   | December 31, 2010     | December 31, 2009 | December 31, 2010     | December 31, 2009 | December 31, 2010   | December 31, 2009 |
| (in millions)   |                       |                   |                       |                   |                     |                   |
| Public finance:   |                       |                   |                       |                   |                     |                   |
| U.S.:   |                       |                   |                       |                   |                     |                   |
| General obligation  | \$ 198,553            | \$ 201,264        | \$ 16,754             | \$ 22,880         | \$ 181,799          | \$ 178,384        |
| Tax backed  | 92,246                | 94,825            | 8,843                 | 11,796            | 83,403              | 83,029            |
| Municipal utilities   | 75,588                | 77,872            | 5,522                 | 8,294             | 70,066              | 69,578            |
| Transportation  | 42,482                | 42,540            | 5,509                 | 7,243             | 36,973              | 35,297            |
| Healthcare  | 26,383                | 28,214            | 4,791                 | 6,205             | 21,592              | 22,009            |
| Higher education  | 16,584                | 16,399            | 897                   | 1,267             | 15,687              | 15,132            |
| Housing   | 7,316                 | 9,623             | 754                   | 1,099             | 6,562               | 8,524             |
| Infrastructure finance  | 4,945                 | 4,530             | 853                   | 977               | 4,092               | 3,553             |
| Investor-owned utilities  | 1,507                 | 1,694             | 2                     | 4                 | 1,505               | 1,690             |
| Other public finance U.S.   | 5,417                 | 6,002             | 100                   | 120               | 5,317               | 5,882             |
| Total public finance U.S.   | 471,021               | 482,963           | 44,025                | 59,885            | 426,996             | 423,078           |
| Non-U.S.:   |                       |                   |                       |                   |                     |                   |
| Infrastructure finance  | 18,780                | 19,404            | 2,807                 | 3,060             | 15,973              | 16,344            |
| Regulated utilities   | 18,427                | 18,979            | 4,449                 | 5,128             | 13,978              | 13,851            |
| Pooled infrastructure   | 3,656                 | 4,684             | 224                   | 280               | 3,432               | 4,404             |
| Other public finance non-U.S.   | 9,582                 | 10,485            | 2,222                 | 2,309             | 7,360               | 8,176             |
| Total public finance non-U.S.   | 50,445                | 53,552            | 9,702                 | 10,777            | 40,743              | 42,775            |
| Total public finance obligations  | \$ 521,466            | \$ 536,515        | \$ 53,727             | \$ 70,662         | \$ 467,739          | \$ 465,853        |
| Structured finance:   |                       |                   |                       |                   |                     |                   |
| U.S.:   |                       |                   |                       |                   |                     |                   |
| Pooled corporate obligations  | \$ 71,591             | \$ 82,622         | \$ 4,207              | \$ 8,289          | \$ 67,384           | \$ 74,333         |
| RMBS  | 26,609                | 31,033            | 1,479                 | 1,857             | 25,130              | 29,176            |
| Commercial Mortgage-Backed Securities ("CMBS") and other commercial real estate related exposures |                       |                   |                       |                   |                     |                   |
|   | 7,137                 | 7,463             | 53                    | 53                | 7,084               | 7,410             |
| Financial products(1)   | 6,831                 | 10,251            |                       |                   | 6,831               | 10,251            |
| Consumer receivables  | 6,343                 | 9,314             | 270                   | 441               | 6,073               | 8,873             |
| Commercial receivables  | 2,142                 | 2,485             | 3                     | 3                 | 2,139               | 2,482             |
| Structured credit   | 1,794                 | 2,738             | 65                    | 131               | 1,729               | 2,607             |
| Insurance securitizations   | 1,656                 | 1,731             | 72                    | 80                | 1,584               | 1,651             |
| Other structured finance U.S.   | 1,980                 | 2,754             | 1,178                 | 1,236             | 802                 | 1,518             |
| Total structured finance U.S.   | 126,083               | 150,391           | 7,327                 | 12,090            | 118,756             | 138,301           |
| Non-U.S.:   |                       |                   |                       |                   |                     |                   |
| Pooled corporate obligations  | 25,087                | 27,743            | 2,477                 | 3,046             | 22,610              | 24,697            |
| RMBS  | 3,749                 | 5,623             | 355                   | 396               | 3,394               | 5,227             |
| Commercial receivables  | 1,764                 | 1,908             | 35                    | 36                | 1,729               | 1,872             |
| Structured credit   | 1,397                 | 2,285             | 130                   | 216               | 1,267               | 2,069             |

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|   |            |            |           |           |            |            |
|---|------------|------------|-----------|-----------|------------|------------|
| Insurance securitizations                               | 979        | 995        | 15        | 14        | 964        | 981        |
| CMBS and other commercial real estate related exposures | 251        | 752        |           |           | 251        | 752        |
| Other structured finance non-U.S.                       | 472        | 717        | 51        | 47        | 421        | 670        |
| Total structured finance non-U.S.                       | 33,699     | 40,023     | 3,063     | 3,755     | 30,636     | 36,268     |
| Total structured finance obligations                    | \$ 159,782 | \$ 190,414 | \$ 10,390 | \$ 15,845 | \$ 149,392 | \$ 174,569 |
| Total   | \$ 681,248 | \$ 726,929 | \$ 64,117 | \$ 86,507 | \$ 617,131 | \$ 640,422 |

(1)

As discussed in Note 3, this represents the exposure to AGM's financial guaranties of GICs issued by AGMH's former financial products companies. This exposure is guaranteed by Dexia. The Company is also protected by guaranties issued by the French and Belgian governments.

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## Assured Guaranty Ltd.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2010, 2009 and 2008

## 5. Outstanding Exposure (Continued)

## Financial Guaranty Portfolio by Internal Rating

| Rating<br>Category(1)             | As of December 31, 2010 |         |                            |        |                              |        |                                  |         |                        |         |        |        |      |         |        |
|-----------------------------------|-------------------------|---------|----------------------------|--------|------------------------------|--------|----------------------------------|---------|------------------------|---------|--------|--------|------|---------|--------|
|                                   | Public Finance<br>U.S.  |         | Public Finance<br>Non-U.S. |        | Structured<br>Finance<br>U.S |        | Structured<br>Finance<br>Non-U.S |         | Total                  |         |        |        |      |         |        |
|                                   | Net Par<br>Outstanding  | %       | Net Par<br>Outstanding     | %      | Net Par<br>Outstanding       | %      | Net Par<br>Outstanding           | %       | Net Par<br>Outstanding | %       |        |        |      |         |        |
|                                   | (dollars in millions)   |         |                            |        |                              |        |                                  |         |                        |         |        |        |      |         |        |
| Super senior                      | \$                      |         | 1,420                      | 3.5%   | \$                           | 21,837 | 18.4%                            | \$      | 7,882                  | 25.7%   | \$     | 31,139 | 5.0% |         |        |
| AAA                               |                         | 5,784   | 1.4                        | 1,378  | 3.4                          | 45,067 | 37.9                             | 13,573  | 44.3                   | 65,802  | 10.7   |        |      |         |        |
| AA                                |                         | 161,906 | 37.9                       | 1,330  | 3.3                          | 17,355 | 14.6                             | 1,969   | 6.4                    | 182,560 | 29.6   |        |      |         |        |
| A                                 |                         | 214,199 | 50.2                       | 12,482 | 30.6                         | 6,396  | 5.4                              | 1,873   | 6.1                    | 234,950 | 38.1   |        |      |         |        |
| BBB                               |                         | 41,948  | 9.8                        | 22,338 | 54.8                         | 7,543  | 6.4                              | 4,045   | 13.2                   | 75,874  | 12.3   |        |      |         |        |
| Below investment<br>grade ("BIG") |                         | 3,159   | 0.7                        | 1,795  | 4.4                          | 20,558 | 17.3                             | 1,294   | 4.3                    | 26,806  | 4.3    |        |      |         |        |
| Total net par<br>outstanding      | \$                      | 426,996 | 100.0%                     | \$     | 40,743                       | 100.0% | \$                               | 118,756 | 100.0%                 | \$      | 30,636 | 100.0% | \$   | 617,131 | 100.0% |

  

| Rating<br>Category(1)        | As of December 31, 2009 |         |                            |        |                              |        |                                  |         |                        |         |        |        |    |         |        |
|------------------------------|-------------------------|---------|----------------------------|--------|------------------------------|--------|----------------------------------|---------|------------------------|---------|--------|--------|----|---------|--------|
|                              | Public Finance<br>U.S.  |         | Public Finance<br>Non-U.S. |        | Structured<br>Finance<br>U.S |        | Structured<br>Finance<br>Non-U.S |         | Total                  |         |        |        |    |         |        |
|                              | Net Par<br>Outstanding  | %       | Net Par<br>Outstanding     | %      | Net Par<br>Outstanding       | %      | Net Par<br>Outstanding           | %       | Net Par<br>Outstanding | %       |        |        |    |         |        |
|                              | (dollars in millions)   |         |                            |        |                              |        |                                  |         |                        |         |        |        |    |         |        |
| Super senior                 | \$                      | 25      | 0.0%                       | \$     | 2,316                        | 5.4%   | \$                               | 28,272  | 20.4%                  | \$      | 12,740 | 35.1%  | \$ | 43,353  | 6.8%   |
| AAA                          |                         | 6,461   | 1.5                        | 1,477  | 3.5                          | 40,022 | 28.9                             | 11,826  | 32.6                   | 59,786  | 9.3    |        |    |         |        |
| AA                           |                         | 164,986 | 39.0                       | 2,105  | 4.9                          | 26,799 | 19.4                             | 2,969   | 8.2                    | 196,859 | 30.7   |        |    |         |        |
| A                            |                         | 208,771 | 49.4                       | 13,542 | 31.7                         | 8,305  | 6.0                              | 2,582   | 7.1                    | 233,200 | 36.4   |        |    |         |        |
| BBB                          |                         | 39,709  | 9.4                        | 22,691 | 53.0                         | 14,514 | 10.5                             | 5,145   | 14.2                   | 82,059  | 12.8   |        |    |         |        |
| BIG                          |                         | 3,126   | 0.7                        | 644    | 1.5                          | 20,389 | 14.8                             | 1,006   | 2.8                    | 25,165  | 4.0    |        |    |         |        |
| Total net par<br>outstanding | \$                      | 423,078 | 100.0%                     | \$     | 42,775                       | 100.0% | \$                               | 138,301 | 100.0%                 | \$      | 36,268 | 100.0% | \$ | 640,422 | 100.0% |

(1)

Represents the Company's internal rating. The Company's ratings scale is similar to that used by the NRSROs; however, the ratings in the above table may not be the same as ratings assigned by any such rating agency. The super senior category, which is not generally used by rating agencies, is used by the Company in instances where the Company's triple-A-rated exposure on its internal rating scale has additional credit enhancement due to either (1) the existence of another security rated triple-A that is subordinated to the Company's exposure or (2) the Company's exposure benefiting from a different form of credit enhancement that would pay any claims first in the event that any of the exposures incur a loss, and such credit enhancement, in management's opinion, causes the Company's attachment point to be materially above the triple-A attachment point.

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Actual maturities of insured obligations could differ from contractual maturities because borrowers have the right to call or prepay certain obligations with or without call or prepayment penalties. The expected maturities for structured finance obligations are, in general, considerably shorter than the contractual maturities for such obligations. For structured finance obligations, the full par outstanding for each insured risk is shown in the maturity category that corresponds to the final legal maturity of such risk:

### Contractual Terms to Maturity of Net Par Outstanding of Financial Guaranty Insured Obligations

| Terms to Maturity             | December 31, 2010 |                       |                |
|-------------------------------|-------------------|-----------------------|----------------|
|                               | Public<br>Finance | Structured<br>Finance | Total          |
|                               | (in millions)     |                       |                |
| 0 to 5 years                  | \$ 91,210         | \$ 32,235             | \$ 123,445     |
| 5 to 10 years                 | 97,662            | 38,986                | 136,648        |
| 10 to 15 years                | 90,520            | 21,491                | 112,011        |
| 15 to 20 years                | 69,851            | 2,491                 | 72,342         |
| 20 years and above            | 118,496           | 54,189                | 172,685        |
| <br>Total net par outstanding | <br>\$ 467,739    | <br>\$ 149,392        | <br>\$ 617,131 |



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## Assured Guaranty Ltd.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2010, 2009 and 2008

**5. Outstanding Exposure (Continued)**

In addition to amounts shown in the tables above, the Company had outstanding commitments to provide guaranties of \$3.6 billion for structured finance and \$1.2 billion for public finance commitments at December 31, 2010. The structured finance commitments include the unfunded component of and delayed draws on pooled corporate transactions. Public finance commitments typically relate to primary and secondary public finance debt issuances. The expiration dates for the public finance commitments range between January 1, 2011 through February 1, 2019, with \$0.9 billion expiring prior to December 31, 2011. All the commitments are contingent on the satisfaction of all conditions set forth in them and may expire unused or be cancelled at the counterparty's request. Therefore, the total commitment amount does not necessarily reflect actual future guaranteed amounts.

The Company seeks to maintain a diversified portfolio of insured public finance obligations designed to spread its risk across a number of geographic areas. The following table sets forth those states in which municipalities located therein issued an aggregate of 2% or more of the Company's net par amount outstanding of insured public finance securities:

**Geographic Distribution of Financial Guaranty Portfolio**

|   | Number<br>of Risks | December 31, 2010                |  |                                    |
|---|--------------------|----------------------------------|--|------------------------------------|
|   |                    | Net<br>Par Amount<br>Outstanding | Percent of<br>Total Net<br>Par Amount<br>Outstanding | Ceded<br>Par Amount<br>Outstanding |
| (dollars in millions)                   |                    |                                  |  |                                    |
| U.S.:                                   |                    |                                  |  |                                    |
| U.S. Public finance:                    |                    |                                  |  |                                    |
| California                              | 1,638              | \$ 59,699                        | 9.7%   | \$ 6,788                           |
| New York                                | 1,054              | 35,397                           | 5.7  | 4,758                              |
| Texas                                   | 1,317              | 31,629                           | 5.1  | 2,139                              |
| Pennsylvania                            | 1,180              | 31,162                           | 5.0  | 2,083                              |
| Florida                                 | 514                | 26,759                           | 4.3  | 2,177                              |
| Illinois                                | 1,046              | 26,077                           | 4.2  | 3,426                              |
| New Jersey                              | 824                | 18,073                           | 2.9  | 3,190                              |
| Michigan                                | 801                | 16,737                           | 2.7  | 1,237                              |
| Washington                              | 383                | 12,568                           | 2.0  | 1,886                              |
| Massachusetts                           | 343                | 12,473                           | 2.0  | 2,379                              |
| Other states                            | 5,834              | 156,422                          | 25.5   | 13,962                             |
| Total U.S. Public<br>finance            | 14,934             | 426,996                          | 69.1   | 44,025                             |
| Structured finance<br>(multiple states) | 1,373              | 118,756                          | 19.3   | 7,327                              |
| Total U.S.                              | 16,307             | 545,752                          | 88.4   | 51,352                             |
| Non-U.S.:                               |                    |                                  |  |                                    |
| United Kingdom                          | 142                | 27,058                           | 4.4  | 5,455                              |
| Australia                               | 42                 | 9,224                            | 1.5  | 1,484                              |
| Canada                                  | 9                  | 4,486                            | 0.7  | 577                                |
| France                                  | 15                 | 2,555                            | 0.4  | 911                                |
| Italy                                   | 10                 | 2,021                            | 0.3  | 735                                |
| Other                                   | 151                | 26,035                           | 4.3  | 3,603                              |

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|                |        |            |        |           |
|----------------|--------|------------|--------|-----------|
| Total non-U.S. | 369    | 71,379     | 11.6   | 12,765    |
| Total          | 16,676 | \$ 617,131 | 100.0% | \$ 64,117 |

As of December 31, 2010 and December 31, 2009, the Company's net mortgage guaranty insurance in force (representing the current principal balance of all mortgage loans currently reinsured) was

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**Assured Guaranty Ltd.**

**Notes to Consolidated Financial Statements (Continued)**

**December 31, 2010, 2009 and 2008**

**5. Outstanding Exposure (Continued)**

approximately \$0.3 billion and \$0.4 billion, respectively, and net risk in force was approximately \$0.3 billion and \$0.4 billion, respectively. These amounts are not included in the above table.

**Significant Risk Management Activities**

The Risk Oversight and Audit Committees of the Board of Directors of AGL oversee the Company's risk management policies and procedures. With input from the board committees, specific risk policies and limits are set by the Portfolio Risk Management Committee, which includes members of senior management and senior Credit and Surveillance officers.

Risk Management and Surveillance personnel are responsible for monitoring and reporting on all transactions in the insured portfolio, including exposures in both financial guaranty direct and financial guaranty reinsurance segments. The primary objective of the surveillance process is to monitor trends and changes in transaction credit quality, detect any deterioration in credit quality, and recommend to management such remedial actions as may be necessary or appropriate. All transactions in the insured portfolio are assigned internal credit ratings, and Surveillance personnel are responsible for recommending adjustments to those ratings to reflect changes in transaction credit quality. Risk Management and Surveillance personnel are also responsible for managing work-out and loss situations when necessary.

Work-out personnel are responsible for managing work-out and loss mitigation situations. They develop strategies designed to enhance the ability of the Company to enforce its contractual rights and remedies and to mitigate its losses, engage in negotiation discussions with transaction participants and, when necessary, manage (along with legal personnel) the Company's litigation proceedings.

Since the onset of the financial crisis, the Company has shifted personnel to loss mitigation and work-out activities and hired new personnel to augment its efforts. Although the Company's loss mitigation efforts may extend to any transaction it has identified as having loss potential, much of the recent activity has been focused on RMBS.

Generally, when mortgage loans are transferred into a securitization, the loan originator(s) and/or sponsor(s) provide representations and warranties ("R&W"), that the loans meet certain characteristics, and a breach of such R&W often requires that the loan be repurchased from the securitization. In many of the transactions the Company insures, it is in a position to enforce these requirements. The Company uses internal resources as well as third party forensic underwriting firms and legal firms to pursue breaches of R&W. If a provider of R&W refuses to honor its repurchase obligations, the Company may choose to initiate litigation. See "Recovery Litigation" in Note 6 below.

The quality of servicing of the mortgage loans underlying an RMBS transaction influences collateral performance and ultimately the amount (if any) of the Company's insured losses. The Company has established a group to mitigate RMBS losses by influencing mortgage servicing, including, if possible, causing the transfer of servicing or establishing special servicing.

In the fall of 2010, several large RMBS servicers suspended foreclosures because of allegations of a widespread failure to comply with foreclosure procedures and faulty loan documentation. These issues are being investigated by various state attorney general offices throughout the U.S. The suspension of foreclosures and subsequent investigation will lead to additional servicing costs and expenses, including without limitation, increased advances by the servicers for principal and interest, taxes, insurance and legal costs. The Company is increasing its monitoring efforts to ensure that the servicers comply with their obligations under servicing contracts, including bearing the losses and expenses incurred as a result of this issue. These same foreclosure issues are expected to impact the timing of losses to RMBS transactions that the Company has insured, which may impact the speed at

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**Assured Guaranty Ltd.**

**Notes to Consolidated Financial Statements (Continued)**

**December 31, 2010, 2009 and 2008**

**5. Outstanding Exposure (Continued)**

which various classes of RMBS securities amortize, and so could impact the size of losses ultimately paid by the Company. The Company expects these issues to take some time to resolve.

The Company may also employ other strategies as appropriate to avoid or mitigate losses in U.S. RMBS or other areas. For example, the Company may pursue litigation or enter into other arrangements to alleviate all or a portion of certain risks.

*Surveillance Categories*

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

The Company monitors its investment grade credits to determine whether any new credits need to be internally downgraded to BIG. The Company refreshes its internal credit ratings on individual credits in quarterly, semi-annual or annual cycles based on the Company's view of the credit's quality, loss potential, volatility and sector. Ratings on credits in sectors identified as under the most stress or with the most potential volatility are reviewed every quarter. The Company's insured credit ratings on assumed credits are based in large part on the ceding company's credit rating, although, to the extent information is available, the Company will conduct an independent review of low rated credits or credits in volatile sectors. For example the Company models all assumed RMBS credits with ceded par above \$1 million, as well as certain RMBS credits below that amount.

Credits identified as BIG are subjected to further review to determine the probability of a loss (see Note 6 "Loss estimation process"). Surveillance personnel then assign each BIG transaction to the appropriate BIG surveillance category based upon whether a lifetime loss is expected and whether a claim has been paid. The Company expects "lifetime losses" on a transaction when the Company believes there is more than a 50% chance that, on a present value basis, it will pay more claims over the life of that transaction than it will ultimately have been reimbursed. For surveillance purposes, the Company calculates present value using a constant discount rate of 5%. (A risk free rate is used for recording of reserves for financial statement purposes.) A "liquidity claim" is a claim that the Company expects to be reimbursed within one year.

Intense monitoring and intervention is employed for all BIG surveillance categories, with internal credit ratings reviewed quarterly:

BIG Category 1: Below investment grade transactions showing sufficient deterioration to make lifetime losses possible, but for which none are currently expected. Transactions on which claims have been paid but are expected to be fully reimbursed (other than investment grade transactions on which only liquidity claims have been paid) are in this category.

BIG Category 2: Below investment grade transactions for which lifetime losses are expected but for which no claims (other than liquidity claims) have yet been paid.

BIG Category 3: Below investment grade transactions for which lifetime losses are expected and on which claims (other than liquidity claims) have been paid. Transactions remain in this category when claims have been paid and only a recoverable remains.



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## Assured Guaranty Ltd.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2010, 2009 and 2008

## 5. Outstanding Exposure (Continued)

In 2010 the Company revised the definitions of the three BIG surveillance categories to more closely track the Company's view of whether a transaction is expected to experience a loss, without regard to whether the probability weighted expected loss exceeded the unearned premium reserve. The revisions do not impact whether a transaction would be considered BIG or whether reserves are established for a transaction or the amount of any such reserves, but only the distribution within the BIG surveillance categories. While the revisions resulted in a number of transactions moving between BIG categories, the revisions had a relatively small impact on the totals in each category.

**Financial Guaranty Exposures**  
**(Insurance and Credit Derivative Form)**

December 31, 2010

|   | BIG Net Par Outstanding |            |               |               | Net Par<br>Outstanding | BIG Net Par<br>as a<br>% of Net Par<br>Outstanding |
|---|-------------------------|------------|---------------|---------------|------------------------|--|
|   | BIG 1                   | BIG 2      | BIG 3         | Total BIG     |                        |  |
|   | (restated)              | (restated) | (in millions) | (in millions) |                        |  |
| First lien U.S.<br>RMBS:  |                         |            |               |               |                        |  |
| Prime first<br>lien   | \$ 82                   | \$ 542     | \$            | \$ 624        | \$ 849                 | 0.1%   |
| Alt-A first<br>lien   | 976                     | 3,108      | 573           | 4,657         | 6,134                  | 0.8  |
| Alt-A option<br>ARM   | 33                      | 2,186      | 640           | 2,859         | 3,214                  | 0.5  |
| Subprime<br>(including<br>net interest<br>margin<br>securities) | 729                     | 2,248      | 106           | 3,083         | 9,039                  | 0.4  |
| Second lien<br>U.S. RMBS:                                       |                         |            |               |               |                        |  |
| Closed end<br>second lien                                       | 63                      | 444        | 624           | 1,131         | 1,164                  | 0.2  |
| Home equity<br>lines of credit<br>("HELOCs")                    | 369                     |            | 3,632         | 4,001         | 4,730                  | 0.6  |
| Total U.S.<br>RMBS  | 2,252                   | 8,528      | 5,575         | 16,355        | 25,130                 | 2.6  |
| Other<br>structured<br>finance                                  | 2,687                   | 363        | 2,447         | 5,497         | 124,262                | 0.9  |
| Public finance  | 3,752                   | 283        | 919           | 4,954         | 467,739                | 0.8  |
| Total   | \$ 8,691                | \$ 9,174   | \$ 8,941      | \$ 26,806     | \$ 617,131             | 4.3%   |

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December 31, 2009

|   | BIG Net Par Outstanding |           |          |           | Net Par Outstanding | BIG Net Par as a % of Net Par Outstanding |
|---|-------------------------|-----------|----------|-----------|---------------------|---|
|   | BIG 1                   | BIG 2     | BIG 3    | Total BIG |                     |   |
|   | (in millions)           |           |          |           |                     |   |
| First lien  |                         |           |          |           |                     |   |
| U.S. RMBS:  |                         |           |          |           |                     |   |
| Prime first lien                                    | \$ 564                  | \$ 51     | \$       | \$ 615    | \$ 985              | 0.1%                                      |
| Alt-A first lien                                    | 752                     | 3,698     | 173      | 4,623     | 7,108               | 0.7                                       |
| Alt-A option ARM                                    | 629                     | 2,811     |          | 3,440     | 3,882               | 0.6                                       |
| Subprime (including net interest margin securities) | 985                     | 1,648     | 55       | 2,688     | 9,956               | 0.4                                       |
| Second lien   |                         |           |          |           |                     |   |
| U.S. RMBS:  |                         |           |          |           |                     |   |
| Closed end second lien                              | 123                     | 628       | 509      | 1,260     | 1,305               | 0.2                                       |
| HELOCs  | 13                      | 113       | 4,372    | 4,498     | 5,940               | 0.7                                       |
| Total U.S. RMBS                                     | 3,066                   | 8,949     | 5,109    | 17,124    | 29,176              | 2.7                                       |
| Other structured finance                            |                         |           |          |           |                     |   |
| Public finance                                      | 1,211                   | 967       | 2,093    | 4,271     | 145,393             | 0.7                                       |
| Public finance                                      | 2,361                   | 723       | 687      | 3,771     | 465,853             | 0.6                                       |
| Total   | \$ 6,638                | \$ 10,639 | \$ 7,889 | \$ 25,166 | \$ 640,422          | 4.0%                                      |

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## Assured Guaranty Ltd.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2010, 2009 and 2008

## 5. Outstanding Exposure (Continued)

## Net Par Outstanding for Below Investment Grade Credits

| Description      | As of December 31, 2010                                      |   |   |   |                                 |   |            | Number<br>of<br>Credits<br>in<br>Category |
|------------------|--|---|---|---|---------------------------------|---|------------|---|
|                  | Net Par<br>Outstanding<br>Financial<br>Guaranty<br>Insurance | % of<br>Total<br>Net Par<br>Outstanding | Net Par<br>Outstanding<br>Credit<br>Derivatives | % of<br>Total<br>Net Par<br>Outstanding | Net Par<br>Outstanding<br>Total | % of<br>Total<br>Net Par<br>Outstanding |            |   |
|                  | (restated)   |   |   |   | (restated)                      |   | (restated) |   |
| <b>BIG:</b>      |  |   |   |   |                                 |   |            |   |
| Category 1       | \$ 5,450   | 0.9%                                    | \$ 3,241  | 0.5%                                    | \$ 8,691                        | 1.4%                                    | 150        |   |
| Category 2       | 5,717  | 0.9                                     | 3,457   | 0.6                                     | 9,174                           | 1.5                                     | 148        |   |
| Category 3       | 7,281  | 1.1                                     | 1,660   | 0.3                                     | 8,941                           | 1.4                                     | 127        |   |
| <b>Total BIG</b> | <b>\$ 18,448</b>   | <b>2.9%</b>                             | <b>\$ 8,358</b>                                 | <b>1.4%</b>                             | <b>\$ 26,806</b>                | <b>4.3%</b>                             | <b>425</b> |   |

| Description      | As of December 31, 2009                                      |   |   |   |                                 |   |            | Number<br>of<br>Credits<br>in<br>Category |
|------------------|--|---|---|---|---------------------------------|---|------------|---|
|                  | Net Par<br>Outstanding<br>Financial<br>Guaranty<br>Insurance | % of<br>Total<br>Net Par<br>Outstanding | Net Par<br>Outstanding<br>Credit<br>Derivatives | % of<br>Total<br>Net Par<br>Outstanding | Net Par<br>Outstanding<br>Total | % of<br>Total<br>Net Par<br>Outstanding |            |   |
|                  | (restated)   |   |   |   | (restated)                      |   | (restated) |   |
| <b>BIG:</b>      |  |   |   |   |                                 |   |            |   |
| Category 1       | \$ 4,230   | 0.7%                                    | \$ 2,408  | 0.4%                                    | \$ 6,638                        | 1.1%                                    | 112        |   |
| Category 2       | 6,805  | 1.1                                     | 3,834   | 0.6                                     | 10,639                          | 1.7                                     | 208        |   |
| Category 3       | 6,672  | 1.0                                     | 1,217   | 0.2                                     | 7,889                           | 1.2                                     | 44         |   |
| <b>Total BIG</b> | <b>\$ 17,707</b>   | <b>2.8%</b>                             | <b>\$ 7,459</b>                                 | <b>1.2%</b>                             | <b>\$ 25,166</b>                | <b>4.0%</b>                             | <b>364</b> |   |

## 6. Financial Guaranty Contracts Accounted for as Insurance

## Accounting Policies

*Premium Revenue Recognition*

Premiums are received either upfront at inception or in installments over the life of the contract. Accounting policies for financial guaranty contracts accounted for as insurance are consistent whether the contract was written on a direct basis, assumed from another financial guarantor under a reinsurance treaty, ceded to another insurer under a reinsurance treaty or acquired in a business combination. The Financial Accounting Standards Board ("FASB") issued an authoritative standard, effective January 1, 2009, that changed premium revenue recognition and loss recognition for contracts accounted for as financial guaranty insurance. Contracts accounted for as credit derivatives are excluded from this standard.



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"Unearned premium reserve" or "unearned premium revenue" represents "deferred premium revenue" net of paid claims that have not yet been expensed, or "contra-paid". See loss and LAE reserve accounting policy note below for a description of "contra-paid".

The amount of deferred premium revenue at contract inception is determined as follows:

It is equal to the amount of cash received for upfront premium financial guaranty insurance contracts originally underwritten by the Company.

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**Assured Guaranty Ltd.**

**Notes to Consolidated Financial Statements (Continued)**

**December 31, 2010, 2009 and 2008**

**6. Financial Guaranty Contracts Accounted for as Insurance (Continued)**

It is the present value of either (1) contractual premiums due or (2) premiums expected to be collected over the life of the contract for installment premium financial guaranty insurance contracts originally underwritten by the Company. The contractual term is used unless the obligations underlying the financial guaranty contract represent homogeneous pools of assets for which prepayments are contractually prepayable, the amount of prepayments are probable, and the timing and amount of prepayments can be reasonably estimated. The Company adjusts prepayment assumptions when those assumptions change and recognizes a prospective change in premium revenues as a result. When the Company adjusts prepayment assumptions, an adjustment is recorded to the deferred premium revenue, and a corresponding adjustment to the premium receivable.

It is equal to the fair value at the date of acquisition based on what a hypothetical similarly rated financial guaranty insurer would have charged for the contract at that date and not the actual cash flows under the insurance contract for contracts acquired in a business combination.

The Company recognizes deferred premium revenue as earned premium over the contractual period or expected period of the contract in proportion to the amount of insurance protection provided. As premium revenue is recognized, a corresponding decrease in the deferred premium revenue is recorded. The amount of insurance protection provided is a function of the insured principal amount outstanding. Accordingly, the proportionate share of premium revenue recognized in a given reporting period is a constant rate calculated based on the relationship between the insured principal amounts outstanding in the reporting period compared with the sum of each of the insured principal amounts outstanding for all periods. When the issuer of an insured financial obligation retires the insured financial obligation before its maturity, the financial guaranty insurance contract on the retired financial obligation is extinguished. The Company immediately recognizes any nonrefundable deferred premium revenue related to that contract as premium revenue and recognizes any associated acquisition costs previously deferred as an expense.

In the Company's assumed businesses, the Company estimates the ultimate written and earned premiums to be received from a ceding company at the end of each quarter and the end of each year. A portion of the premiums must be estimated because some of the Company's ceding companies report premium data between 30 and 90 days after the end of the reporting period. Earned premium reported in the Company's consolidated statements of operations are based upon reports received from ceding companies supplemented by the Company's own estimates of premium for which ceding company reports have not yet been received. Differences between such estimates and actual amounts are recorded in the period in which the actual amounts are determined.

Deferred premium revenue ceded to reinsurers is recorded as an asset called "ceded unearned premium reserve". The corresponding income statement recognition is included with the direct and assumed business in "net earned premiums".

Prior to January 1, 2009, upfront premiums were earned in proportion to the expiration of the amount at risk. Each installment premium was earned ratably over its installment period, generally one year or less. Premium earnings under both the upfront and installment revenue recognition methods were based upon and were in proportion to the principal amount guaranteed and therefore resulted in higher premium earnings during periods where guaranteed principal was higher. For insured bonds for which the par value outstanding was declining during the insurance period, upfront premium earnings were greater in the earlier periods, thereby matching revenue recognition with the underlying risk. The premiums were allocated in accordance with the principal amortization schedule of the related bond issuance and were earned ratably over the amortization period. When an insured issuance was retired early, was called by the issuer, or was in substance paid in advance through a refunding accomplished

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**Assured Guaranty Ltd.**

**Notes to Consolidated Financial Statements (Continued)**

**December 31, 2010, 2009 and 2008**

**6. Financial Guaranty Contracts Accounted for as Insurance (Continued)**

by placing U.S. Government securities in escrow, the remaining unearned premium reserves were earned at that time. Unearned premium reserve represented the portion of premiums written that were applicable to the unexpired amount at risk of insured bonds. On contracts where premiums were paid in installments, only the currently due installment was recorded in the financial statements.

*Loss and Loss Adjustment Expense Reserves*

Under financial guaranty insurance accounting, unearned premium reserve and loss and LAE reserves represent the Company's combined stand-ready obligation. At contract inception, the entire stand-ready obligation is represented by unearned premium reserve. Loss and LAE reserves are only recorded when expected losses to be paid exceed the deferred premium revenue less contra-paid on a contract by contract basis.

"Expected loss to be paid" represents the Company's discounted expected future cash outflows for claim payments, net of expected salvage and subrogation expected to be recovered. See " Salvage and Subrogation" below.

When a claim payment is made on a contract it first reduces any recorded "loss and LAE reserves". To the extent a "loss and LAE reserve" is not recorded on a contract, which occurs when "total losses" (contra-paid plus expected loss to be paid) are less than deferred premium revenue, claim payments are recorded as "contra-paid," which reduce the unearned premium reserve. The contra-paid is recognized in the line item "loss and LAE" in the consolidated statement of operations when and for the amount that total losses exceed the remaining deferred premium revenue on the contract.

The contra-paid is recognized in the line item "loss and LAE expense" in the consolidated statement of operations in when total losses exceeds remaining deferred premium revenue on the contract.

The "expected loss to be paid" is equal to the present value of expected future net cash outflows to be paid under the contract discounted using the current risk-free rate. That current risk-free rate is based on the remaining period of the contract used in the premium revenue recognition calculation (i.e., the contractual or expected period, as applicable). The Company updates the discount rate each quarter and reports the effect of such changes in loss development. Expected net cash outflows (cash outflows expected to be paid to the holder of the insured financial obligation, net of potential recoveries, excluding reinsurance) are probability weighted cash flows that reflect the likelihood of all possible outcomes. The Company estimates the expected net cash outflows using management's assumptions about the likelihood of all possible outcomes based on all information available to it. Those assumptions consider the relevant facts and circumstances and are consistent with the information tracked and monitored through the Company's risk-management activities.

Prior to January 1, 2009, "loss reserves" included case reserves and portfolio reserves. Gross case reserves were established when there was significant credit deterioration on specific insured obligations and the obligations were in default or default was probable, not necessarily upon non-payment of principal or interest by an insured. Gross case reserves represented the present value of expected future loss payments and LAE, net of estimated recoveries, but before considering ceded reinsurance. This reserving method was different from case reserves established by traditional property and casualty insurance companies, which establish case reserves upon notification of a claim and establish incurred but not reported reserves for the difference between actuarially estimated ultimate losses and recorded case reserves. Financial guaranty insurance case reserves and related salvage and subrogation, if any, were discounted at the taxable equivalent yield on the Company's investment portfolio, which was approximately 6%, during 2008.

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**Assured Guaranty Ltd.**

**Notes to Consolidated Financial Statements (Continued)**

**December 31, 2010, 2009 and 2008**

**6. Financial Guaranty Contracts Accounted for as Insurance (Continued)**

The Company recorded a portfolio reserve for its financial guaranty business prior to 2009. Portfolio reserves were established with respect to the portion of the Company's business for which case reserves were not established. Portfolio reserves were not established based on a specific event. Instead, they were calculated by aggregating the portfolio reserve calculated for each individual transaction. Individual transaction reserves were calculated on a quarterly basis by multiplying the par in-force by the product of the ultimate loss and earning factors without regard to discounting. The ultimate loss factor was defined as the frequency of loss multiplied by the severity of loss, where the frequency was defined as the probability of default for each individual issue. The earning factor was inception to date earned premium divided by the estimated ultimate written premium for each transaction. The probability of default was estimated from rating agency data and was based on the transaction's credit rating, industry sector and time until maturity. The severity was defined as the complement of recovery/salvage rates gathered by the rating agencies of defaulting issues and was based on the industry sector. Portfolio reserves were recorded gross of reinsurance. The Company did not cede any amounts under these reinsurance contracts, as the Company's recorded portfolio reserves did not exceed the Company's contractual retentions, required by said contracts.

The Company recorded an incurred loss that was reflected in the consolidated statements of operations upon the establishment of portfolio reserves. When the Company initially recorded a case reserve, the Company reclassified the corresponding portfolio reserve already recorded for that credit within the consolidated balance sheets. The difference between the initially recorded case reserve and the reclassified portfolio reserve was recorded as a charge in the Company's consolidated statements of operations. Any subsequent change in portfolio reserves or the initial case reserves was recorded quarterly as a charge or credit in the Company's consolidated statements of operations in the period such estimates changed.

*Salvage and Subrogation Recoverable*

When the Company becomes entitled to the cash flow from the underlying collateral of an insured credit under salvage and subrogation rights as a result of a claim payment or estimated recoveries from disputed claim payments on contractual grounds, it reduces the "expected loss to be paid" on the contract. Such reduction in expected to be paid can result in one of the following:

a reduction in the corresponding loss and LAE reserve with a benefit to the income statement,

no entry recorded, if "total loss" is not in excess of deferred premium revenue, or

the recording of a salvage asset with a benefit to the income statement if the expected loss is in a net cash inflow position at the reporting date.

The Company recognizes the expected recovery of AGMH claim payments made prior to the Acquisition consistent with its policy for recognizing recoveries on all financial guaranty insurance contracts. To the extent that the estimated amount of recoveries increases or decreases, due to changes in facts and circumstances, including the examination of additional loan files and our experience in recovering loans put back to the originator, the Company would recognize a benefit or expense consistent with the manner it records changes in the expected recovery of all other claim payments.

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**Assured Guaranty Ltd.**

**Notes to Consolidated Financial Statements (Continued)**

**December 31, 2010, 2009 and 2008**

**6. Financial Guaranty Contracts Accounted for as Insurance (Continued)**

*Policy Acquisition Costs*

Costs that vary with and are directly related to the production of new financial guaranty contracts accounted for as insurance are deferred and amortized in relation to earned premiums. These costs include direct and indirect expenses such as ceding commissions, and the cost of underwriting and marketing personnel. Management uses its judgment in determining the type and amount of cost to be deferred. The Company conducts an annual study to determine which operating costs vary with, and are directly related to, the acquisition of new business, and therefore qualify for deferral. Ceding commission income on business ceded to third party reinsurers reduce policy acquisition costs and are deferred. Expected losses, LAE and the remaining costs of servicing the insured or reinsured business are considered in determining the recoverability of DAC. When an insured issue is retired early, the remaining related DAC is expensed at that time. Beginning January 1, 2009, ceding commission expense and income associated with future installment premiums on assumed and ceded business, respectively, are calculated at their contractually defined rates and recorded in deferred acquisition costs on the consolidated balance sheets with a corresponding offset to net premium receivable or payable.

In October 2010, the FASB adopted Accounting Standards Update ("Update") No. 2010-26. This amendment in the Update specifies that certain costs incurred in the successful acquisition of new and renewal insurance contracts should be capitalized. These costs include incremental direct costs of contract acquisition that result directly from and are essential to the contract transaction and would not have been incurred by the insurance entity had the contract transaction not occurred. Costs incurred by the insurer for soliciting potential customers, market research, training, administration, unsuccessful acquisition efforts, and product development as well as all overhead type costs should be charged to expense as incurred. The amendment in the Update is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2011. The amendments in this Update will be applied prospectively upon adoption. Retrospective application to all prior periods presented upon the date of adoption also is permitted, but not required. Early adoption is permitted, but only at the beginning of an entity's annual reporting period. The Company, which is not early adopting, is currently evaluating the impact the amendment in the Update will have on its consolidated financial statements in 2012.

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## Assured Guaranty Ltd.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2010, 2009 and 2008

## 6. Financial Guaranty Contracts Accounted for as Insurance (Continued)

## Adoption of Financial Guaranty Accounting Standard

The following table presents the effect of adopting the new financial guaranty accounting standard on January 1, 2009 on the Company's consolidated balance sheet. The new financial guaranty accounting standard changed the premium revenue and loss recognition methodologies.

|  | December 31,<br>2008<br>As reported | Transition<br>Adjustment | January 1,<br>2009 |
|--|-------------------------------------|--------------------------|--------------------|
|  | (in millions)                       |                          |                    |
| <b>ASSETS:</b>   |                                     |                          |                    |
| Deferred acquisition costs                             | \$ 288.6                            | \$ 101.8                 | \$ 390.4           |
| Ceded unearned premium reserve                         | 18.9                                | 6.6                      | 25.5               |
| Reinsurance recoverable on ceded losses                | 6.5                                 | (1.2)                    | 5.3                |
| Premiums receivable, net of ceding commissions payable | 15.7                                | 721.5                    | 737.2              |
| Deferred tax asset, net                                | 129.1                               | (7.7)                    | 121.4              |
| Salvage recoverable                                    | 80.2                                | 6.9                      | 87.1               |
| Total assets   | 4,555.7                             | 827.9                    | 5,383.6            |
| <b>LIABILITIES AND SHAREHOLDERS' EQUITY:</b>           |                                     |                          |                    |
| Unearned premium reserves                              | \$ 1,233.7                          | \$ 827.7                 | \$ 2,061.4         |
| Loss and LAE reserve                                   | 196.8                               | (25.4)                   | 171.4              |
| Reinsurance balances payable, net                      | 17.9                                | 6.2                      | 24.1               |
| Total liabilities                                      | 2,629.5                             | 808.5                    | 3,438.0            |
| Retained earnings                                      | 638.1                               | 19.4                     | 657.5              |
| Total shareholders' equity                             | 1,926.2                             | 19.4                     | 1,945.6            |
| Total liabilities and shareholders' equity             | 4,555.7                             | 827.9                    | 5,383.6            |

A summary of the effects on the consolidated balance sheet amounts above is as follows:

DAC increased to reflect commissions on future installment premiums related to assumed reinsurance policies.

Premium receivable, net of ceding commissions payable increased to reflect the recording of the net present value of future installment premiums discounted at a risk-free rate. Reinsurance balances payable increased correspondingly for those amounts ceded to reinsurers.

Unearned premium reserves increased to reflect the recording of the net present value of future installment premiums discounted at a risk-free rate and the change in the premium earnings methodology to the effective yield method prescribed by the new standard. Ceded unearned premium reserve increased correspondingly for those amounts ceded to reinsurers.

Loss and LAE reserve decreased to reflect the release of the Company's portfolio reserves on fundamentally sound credits. This was partially offset by an increase in case reserves, which are now calculated based on probability weighted cash flows discounted at a risk free rate instead of based on a single case best estimate reserve discounted based on the after-tax investment yield of the Company's investment portfolio (6%). Reinsurance recoverable on ceded losses decreased correspondingly. Salvage recoverable increased to reflect the change in discount rates.

Deferred tax asset decreased to reflect the deferred tax effect of the above items.



Table of Contents**Assured Guaranty Ltd.****Notes to Consolidated Financial Statements (Continued)****December 31, 2010, 2009 and 2008****6. Financial Guaranty Contracts Accounted for as Insurance (Continued)**

Retained earnings as of January 1, 2009 increased to reflect the net effect of the above adjustments.

**Application of Financial Guaranty Insurance Accounting to the AGMH Acquisition**

Acquisition accounting required that the fair value of each of the financial guaranty contracts in AGMH's insured portfolio be recorded on the Company's consolidated balance sheet. The fair value of AGMH's direct contracts was recorded on the line items "premium receivable, net of ceding commissions payable" and "unearned premium reserve" and the fair value of its ceded contracts was recorded within "other liabilities" and "ceded unearned premium reserves" on the consolidated balance sheet.

At the Acquisition Date, the acquired AGMH financial guaranty insurance contracts were recorded at fair value. Due to the unprecedented credit crisis, the Company acquired AGMH at a significant discount to its book value primarily because the fair value of the obligation associated with its financial guaranty insurance contracts was significantly in excess of the obligation's historical carrying value. The Company, taking into account then current market spreads and risk premiums, recorded the fair value of these contracts based on what a hypothetical similarly rated financial guaranty insurer would have charged for each contract at the Acquisition Date and not the actual cash flows under the insurance contract. This resulted in some AGMH acquired contracts having a significantly higher unearned premium reserve and, subsequently, premium earnings compared to the contractual premium cash flows for the policy.

On the Acquisition Date, there were limited financial guaranty contracts being written in the structured finance market, particularly in the U.S. RMBS asset class. Therefore, for certain asset classes, significant judgment was required to determine the estimated fair value of the acquired contracts. The Company determined the fair value of these contracts by taking into account the rating of the insured obligation, expectation of loss, estimate risk premiums, sector and term. The AGMH financial guaranty insurance and reinsurance contracts were recorded as follows:

**Financial Guaranty Contracts Acquired in  
AGMH Acquisition as of July 1, 2009**

|  | AGMH<br>Carrying Value<br>As of June 30, 2009(1) | Acquisition<br>Accounting<br>Adjustment(2) | Assured<br>Guaranty<br>Carrying Value<br>As of July 1, 2009(3) |
|--|--|--|--|
|  | (in millions)                                    |  |  |
| Premiums receivable, net of ceding commissions payable | \$ 854.1   | \$   | \$ 854.1   |
| Ceded unearned premium reserve                         | 1,299.2  | 428.4                                      | 1,727.6  |
| Reinsurance recoverable on unpaid losses               | 279.9  | (279.9)                                    |  |
| Reinsurance balances payable, net of commissions       | 249.6  |  | 249.6  |
| Unearned premium reserve                               | 3,778.7  | 3,507.7                                    | 7,286.4  |
| Loss and LAE reserves                                  | 1,821.3  | (1,821.3)                                  |  |
| Deferred acquisition costs                             | 289.3  | (289.3)                                    |  |

(1) Represents the amounts recorded in the AGMH financial statements for financial guaranty insurance and reinsurance contracts prior to the AGMH Acquisition.



Table of Contents**Assured Guaranty Ltd.****Notes to Consolidated Financial Statements (Continued)****December 31, 2010, 2009 and 2008****6. Financial Guaranty Contracts Accounted for as Insurance (Continued)**

- (2) Represents the adjustments required to record the Acquired Companies' balances at fair value.
- (3) Represents the carrying value of the Acquired Companies' financial guaranty contracts, before intercompany eliminations primarily between AG Re and the Acquired Companies.

**Financial Guaranty Insurance Premiums and Losses**

The following tables present net premium earned, premium receivable activity, expected collections of future premiums and expected future earnings on the existing book of business. The tables below provide the expected timing of premium revenue recognition, before accretion, and the expected timing of loss and LAE recognition, before accretion. Actual collections may differ from expected collections in the tables below due to factors such as foreign exchange rate fluctuations and counterparty collectability issues. The amount and timing of actual premium earnings and loss expense may differ from the estimates shown below due to factors such as refundings, accelerations, future commutations, and updates to loss estimates.

**Net Earned Premiums**

|  | Year Ended December 31, |          |          |
|--|-------------------------|----------|----------|
|  | 2010                    | 2009     | 2008     |
|  | (in millions)           |          |          |
| Scheduled net earned premiums                    | \$ 1,054.4              | \$ 724.9 | \$ 193.8 |
| Acceleration of premium earnings(1)              | 90.0                    | 173.8    | 61.9     |
| Accretion of discount on net premiums receivable | 39.9                    | 28.7     |          |
| Total financial guaranty                         | 1,184.3                 | 927.4    | 255.7    |
| Other  | 2.4                     | 3.0      | 5.7      |
| Total net earned premiums(2)                     | \$ 1,186.7              | \$ 930.4 | \$ 261.4 |

- (1) Reflects the unscheduled refundings of underlying insured obligations.

- (2) Excludes \$47.6 million in 2010 related to consolidated VIEs.

**Gross Premium Receivable, Net of Ceding Commissions Roll Forward**

|  | Year Ended December 31, |      |
|--|-------------------------|------|
|  | 2010                    | 2009 |
| Gross premium receivable, net of ceding commissions payable: | (in millions)           |      |

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|   |    |         |    |         |
|---|----|---------|----|---------|
| Balance beginning of period   | \$ | 1,418.2 | \$ | 15.7    |
| Change in accounting  |    | (19.0)  |    | 721.5   |
| Balance beginning of the period, adjusted   |    | 1,399.2 |    | 737.2   |
| Premiums receivable purchased in AGMH Acquisition on July 1, 2009 after intercompany eliminations |    |         |    | 800.9   |
| Premium written, net  |    | 347.1   |    | 594.5   |
| Premium payments received, net  |    | (486.8) |    | (736.4) |
| Adjustments to the premium receivable:  |    |         |    |         |
| Changes in the expected term of financial guaranty insurance contracts                            |    | (101.8) |    | (37.5)  |
| Accretion of the discount   |    | 43.1    |    | 27.7    |

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Table of Contents**Assured Guaranty Ltd.****Notes to Consolidated Financial Statements (Continued)****December 31, 2010, 2009 and 2008****6. Financial Guaranty Contracts Accounted for as Insurance (Continued)**

|                              | Year Ended December 31, |            |
|------------------------------|-------------------------|------------|
|                              | 2010                    | 2009       |
|                              | (in millions)           |            |
| Foreign exchange translation | (31.4)                  | 37.0       |
| Other adjustments            | (1.8)                   | (5.2)      |
| Balance, end of period(1)    | \$ 1,167.6              | \$ 1,418.2 |

(1) Includes premiums receivable of \$(0.2) million and \$0 million as of December 31, 2010 and 2009, respectively, for the other segment.

Gains or losses due to foreign exchange rate changes relate to installment premium receivables denominated in currencies other than the U.S. dollar. Approximately 42% and 45% of the Company's installment premiums at December 31, 2010 and 2009, respectively, are denominated in currencies other than the U.S. dollar, primarily in euro and British Pound Sterling ("GBP").

For premiums received in installments, the Company records premiums receivable as the present value of premiums due or expected to be collected over the life of the contracts. Installment premiums typically related to structured finance deals, where the insurance premium rate is determined at the inception of the contract but the insured par is subject to prepayment throughout the life of the deal. Premium payments to the Company are typically made from deal cash flows that are senior to payments made to the deal noteholders. Updates are made periodically to the amount of installment premiums due or expected to be collected when the Company believes there are significant changes to recorded amounts, as required under financial guaranty insurance accounting. The offset to any change in premiums receivable is a corresponding change to unearned premium revenues. When these installment premiums are related to assumed reinsurance amounts, the Company also assesses the credit quality and liquidity of the Company that the premiums are assumed from as well as the impact of any potential regulatory constraints to determine the collectability of such amounts. The Company had no premiums receivable amounts that it considers to be uncollectible as of December 31, 2010.

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## Assured Guaranty Ltd.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2010, 2009 and 2008

## 6. Financial Guaranty Contracts Accounted for as Insurance (Continued)

Expected Collections of Gross Premiums Receivable,  
Net of Ceding Commissions

|                                      | December 31,<br>2010(1) |
|--------------------------------------|-------------------------|
|                                      | (in millions)           |
| Gross premium collections expected:  |                         |
| 2011 (January 1 - March 31)          | \$ 55.9                 |
| 2011 (April 1 - June 30)             | 42.8                    |
| 2011 (July 1 - September 30)         | 33.6                    |
| 2011 (October 1 - December 31)       | 57.1                    |
| 2012                                 | 119.2                   |
| 2013                                 | 105.7                   |
| 2014                                 | 94.3                    |
| 2015                                 | 86.6                    |
| 2016-2020                            | 350.0                   |
| 2021-2025                            | 247.0                   |
| 2026-2030                            | 178.5                   |
| After 2030                           | 217.2                   |
| <br>Total gross expected collections | <br>\$ 1,587.9          |

(1) Represents undiscounted amounts expected to be collected and excludes the other segment.

The unearned premium reserve is comprised of deferred premium revenue and the contra-paid as presented in the table below.

## Net Unearned Premium Reserve

|                              | As of December 31, 2010                 |   |                                       | As of December 31, 2009<br>(restated)   |   |                                       |
|------------------------------|---|---|---------------------------------------|---|---|---------------------------------------|
|                              | Gross<br>Unearned<br>Premium<br>Reserve | Ceded<br>Unearned<br>Premium<br>Reserve | Net<br>Unearned<br>Premium<br>Reserve | Gross<br>Unearned<br>Premium<br>Reserve | Ceded<br>Unearned<br>Premium<br>Reserve | Net<br>Unearned<br>Premium<br>Reserve |
|                              | (in millions)                           |   |                                       |   |   |                                       |
| Deferred premium revenue     | \$ 7,108.6                              | \$ 846.6                                | \$ 6,262.0                            | \$ 8,536.7                              | \$ 1,095.6                              | \$ 7,441.1                            |
| Contra-paid                  | (146.1)                                 | (24.8)                                  | (121.3)                               | (168.4)                                 | (17.5)                                  | (150.9)                               |
| <br>Total financial guaranty | <br>6,962.5                             | <br>821.8                               | <br>6,140.7                           | <br>8,368.3                             | <br>1,078.1                             | <br>\$ 7,290.2                        |
| Other                        | 10.4                                    |   | 10.4                                  | 12.7                                    |   | 12.7                                  |

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|       |            |          |            |            |            |            |
|-------|------------|----------|------------|------------|------------|------------|
| Total | \$ 6,972.9 | \$ 821.8 | \$ 6,151.1 | \$ 8,381.0 | \$ 1,078.1 | \$ 7,302.9 |
|-------|------------|----------|------------|------------|------------|------------|

As of December 31, 2010, net deferred premium revenue recorded on the consolidated balance sheet was \$6.3 billion, which will be recognized as net earned premiums in the statement of operations. Amounts expected to be recognized in net earned premiums differ significantly from expected cash collections due primarily to amounts in deferred premium revenue representing cash already collected on policies paid upfront and fair value adjustments recorded in connection with the AGMH Acquisition.

Table of Contents**Assured Guaranty Ltd.****Notes to Consolidated Financial Statements (Continued)****December 31, 2010, 2009 and 2008****6. Financial Guaranty Contracts Accounted for as Insurance (Continued)**

The following table provides a schedule of the expected timing of the income statement recognition of financial guaranty insurance net deferred premium revenue and PV of net expected losses, pre-tax. This table excludes amounts related to consolidated VIEs.

**Expected Timing of Financial Guaranty Insurance  
Premium and Loss Recognition**

|  | As of December 31, 2010            |  |                   |
|--|------------------------------------|--|-------------------|
|  | Scheduled<br>Net Earned<br>Premium | Net Expected<br>Loss to be<br>Expensed(1)<br>(in millions)<br>(restated) | Net<br>(restated) |
| 2011 (January 1 - March 31)            | \$ 199.4                           | \$ 51.6  | \$ 147.8          |
| 2011 (April 1 - June 30)               | 186.3                              | 42.3   | 144.0             |
| 2011 (July 1 - September 30)           | 174.0                              | 34.0   | 140.0             |
| 2011 (October 1 - December 31)         | 164.4                              | 28.7   | 135.7             |
| 2012                                   | 578.3                              | 84.9   | 493.4             |
| 2013                                   | 501.7                              | 78.9   | 422.8             |
| 2014                                   | 448.3                              | 68.8   | 379.5             |
| 2015                                   | 399.1                              | 54.9   | 344.2             |
| 2016 - 2020                            | 1,492.4                            | 185.2  | 1,307.2           |
| 2021 - 2025                            | 934.2                              | 95.4   | 838.80            |
| 2026 - 2030                            | 575.6                              | 55.0   | 520.6             |
| After 2030                             | 608.3                              | 54.2   | 554.1             |
| <b>Total present value basis(2)(3)</b> | <b>6,262.0</b>                     | <b>833.9</b>   | <b>5,428.1</b>    |
| Discount                               | 367.5                              | 785.5  | (418.0)           |
| <b>Total future value</b>              | <b>\$ 6,629.5</b>                  | <b>\$ 1,619.4</b>  | <b>\$ 5,010.1</b> |

(1) These amounts reflect the Company's estimate as of December 31, 2010 of expected losses to be expensed and are not included in loss and LAE reserve because these losses are less than deferred premium revenue determined on a contract-by-contract basis.

(2) Balances represent discounted amounts.

(3) The effect of consolidating financial guaranty VIEs resulted in a reduction of \$315.1 million in future scheduled net earned premium and \$211.9 million in net expected loss and LAE, excluding accretion of discount.

**Selected Information for Policies Paid in Installments****As of December 31,**

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|   | 2010                  | 2009       |
|---|-----------------------|------------|
|   | (dollars in millions) |            |
| Premiums receivable, net of ceding commission payable     | \$ 1,167.6            | \$ 1,418.2 |
| Gross deferred premium revenue                            | 2,933.6               | 4,227.2    |
| Weighted-average risk-free rate used to discount premiums | 3.5                   | 3.4        |
| Weighted-average period of premiums receivable (in years) | 10.1                  | 10.4       |

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## Assured Guaranty Ltd.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2010, 2009 and 2008

## 6. Financial Guaranty Contracts Accounted for as Insurance (Continued)

## Rollforward of Deferred Acquisition Costs

|   | Year Ended December 31, |          |          |
|---|-------------------------|----------|----------|
|   | 2010                    | 2009     | 2008     |
|   | (in millions)           |          |          |
| Balance, beginning of period                | \$ 242.0                | \$ 288.6 | \$ 259.3 |
| Change in accounting                        |                         | 101.8    |          |
| Settlement of pre-existing relationships(1) |                         | (114.0)  |          |
| Costs deferred during the period:           |                         |          |          |
| Ceded and assumed commissions               | (18.2)                  | (10.2)   | 34.7     |
| Premium taxes                               | 11.6                    | 14.2     | 14.0     |
| Compensation and other acquisition costs    | 39.4                    | 25.9     | 33.4     |
| Total                                       | 32.8                    | 29.9     | 82.1     |
| Costs amortized during the period           | (34.1)                  | (53.9)   | (61.2)   |
| Foreign exchange translation                | (0.9)                   | (10.4)   | 9.5      |
| Other                                       |                         |          | (1.1)    |
| Balance, end of period                      | \$ 239.8                | \$ 242.0 | \$ 288.6 |

(1)

As discussed in Note 4, the Company settled the pre-existing relationship with AGMH. This relates to DAC associated with business previously assumed by AG Re from AGMH.

**Loss Estimation Process**

The Company's loss reserve committees estimate expected losses for the Company's financial guaranty exposures. Surveillance personnel present analysis related to potential losses to the Company's loss reserve committees for consideration in estimating the expected loss of the Company. Such analysis includes the consideration of various scenarios with potential probabilities assigned to them. Depending upon the nature of the risk, the Company's view of the potential size of any loss and the information available to the Company, that analysis may be based upon individually developed cash flow models, internal credit ratings assessments and sector-driven loss severity assumptions, judgmental assessment or (in the case of its reinsurance segment) loss estimates provided by ceding insurers. The Company's loss reserve committees review and refresh the Company's expected loss estimates each quarter. The Company's estimate of ultimate loss on a policy is subject to significant uncertainty over the life of the insured transaction due to the potential for significant variability in credit performance due to changing economic, fiscal and financial market variability over the long duration of most contracts. The determination of expected loss is an inherently subjective process involving numerous estimates, assumptions and judgments by management.





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## Assured Guaranty Ltd.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2010, 2009 and 2008

**6. Financial Guaranty Contracts Accounted for as Insurance (Continued)**

The following table presents a rollforward of the present value of net expected loss and LAE to be paid for financial guaranty contracts accounted for as insurance by sector. Expected loss to be paid is the Company's estimate of the present value of future claim payments, net of reinsurance and net of salvage and subrogation which includes the present value benefit of estimated recoveries for breaches of R&W.

**Financial Guaranty Insurance**  
**Present Value of Net Expected Loss and LAE to be paid**  
**Roll Forward by Sector(1)**

|                          | Expected<br>Loss to be<br>Paid as of<br>December 31,<br>2009<br><br>(restated) | Development<br>and Accretion<br>of Discount<br><br>(restated) | Less:<br>Paid<br>Losses | Expected<br>Loss to be<br>Paid as of<br>December 31,<br>2010<br><br>(restated) |
|--------------------------|--|---|-------------------------|--|
|                          | (in millions)  |   |                         |  |
| <b>U.S. RMBS:</b>        |  |   |                         |  |
| First lien:              |  |   |                         |  |
| Prime first lien         | \$   | \$  | \$                      | \$   |
| Alt-A first lien         | 204.4  | 1.4   | 40.0                    | 184.4  |
| Alt-A option ARM         | 545.2  | 160.1   | 181.6                   | 523.7  |
| Subprime                 | 77.5   | 126.3   | 3.4                     | 200.4  |
| <b>Total first lien</b>  | <b>827.1</b>   | <b>327.8</b>  | <b>245.0</b>            | <b>909.9</b>   |
| Second lien:             |  |   |                         |  |
| CES                      | 199.3  | (73.3)  | 69.4                    | 56.6   |
| HELOCs                   | (206.6)  | (86.3)  | 512.8                   | (805.7)  |
| <b>Total second lien</b> | <b>(7.3)</b>   | <b>(159.6)</b>  | <b>582.2</b>            | <b>(749.1)</b>   |
| <b>Total U.S. RMBS</b>   | <b>819.8</b>   | <b>168.2</b>  | <b>827.2</b>            | <b>160.8</b>   |
| Other structured finance | 115.7  | 52.0  | 8.6                     | 159.1  |
| Public finance           | 130.9  | 9.6   | 51.6                    | 88.9   |
| <b>Total</b>             | <b>\$ 1,066.4</b>  | <b>\$ 229.8</b>   | <b>\$ 887.4</b>         | <b>\$ 408.8</b>  |

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## Assured Guaranty Ltd.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2010, 2009 and 2008

## 6. Financial Guaranty Contracts Accounted for as Insurance (Continued)

|                              | Loss and<br>LAE<br>Reserve<br>as of<br>December 31,<br>2008 | Change in<br>Accounting<br>(2) | Expected<br>Loss to be<br>Paid as of<br>January 1,<br>2009 | Expected<br>Loss of<br>AGMH at<br>July 1,<br>2009<br><br>(in millions)<br>(restated) | Development<br>and<br>Accretion<br>of<br>Discount<br><br>(restated) | Less:<br>Paid<br>Losses | Expected<br>Loss to be<br>Paid as of<br>December 31,<br>2009<br><br>(restated) |
|------------------------------|---|--------------------------------|--|--|---|-------------------------|--|
| U.S. RMBS:                   |   |                                |  |  |   |                         |  |
| First lien:                  |   |                                |  |  |   |                         |  |
| Prime first lien             | \$ 2.4  | \$ (2.4)                       | \$   | \$   | \$  | \$                      | \$   |
| Alt-A first lien             | 5.4   | 4.4                            | 9.8  | 223.1  | (27.5)  | 1.0                     | 204.4  |
| Alt-A option<br>ARM          | 4.5   | 8.7                            | 13.2   | 477.6  | 55.1  | 0.7                     | 545.2  |
| Subprime                     | 15.1  | (5.4)                          | 9.7  | 72.4   | (2.0)   | 2.6                     | 77.5   |
| <b>Total first lien</b>      | <b>27.4</b>   | <b>5.3</b>                     | <b>32.7</b>  | <b>773.1</b>   | <b>25.6</b>   | <b>4.3</b>              | <b>827.1</b>   |
| Second lien:                 |   |                                |  |  |   |                         |  |
| Closed end<br>second lien    | 39.5  | (0.7)                          | 38.8   | 227.4  | 34.2  | 101.1                   | 199.3  |
| HELOC                        | (43.1)  | (13.0)                         | (56.1)   | 347.3  | 30.3  | 528.1                   | (206.6)  |
| <b>Total second<br/>lien</b> | <b>(3.6)</b>  | <b>(13.7)</b>                  | <b>(17.3)</b>  | <b>574.7</b>   | <b>64.5</b>   | <b>629.2</b>            | <b>(7.3)</b>   |
| <b>Total U.S.<br/>RMBS</b>   | <b>23.8</b>   | <b>(8.4)</b>                   | <b>15.4</b>  | <b>1,347.8</b>   | <b>90.1</b>   | <b>633.5</b>            | <b>819.8</b>   |
| Other structured<br>finance  | 51.7  | 7.1                            | 58.8   | 9.9  | 47.8  | 0.8                     | 115.7  |
| Public finance               | 38.3  | (4.0)                          | 34.3   | 81.2   | 38.6  | 23.2                    | 130.9  |
| <b>Total</b>                 | <b>\$ 113.8</b>   | <b>\$ (5.3)</b>                | <b>\$ 108.5</b>  | <b>\$ 1,438.9</b>  | <b>\$ 176.5</b>   | <b>\$ 657.5</b>         | <b>\$ 1,066.4</b>  |

- (1) Amounts include all expected payments whether or not the insured transaction VIE is consolidated. Amounts exclude expected losses in the other segment of \$2.1 million as of December 31, 2010 and \$2.1 million as of December 31, 2009.
- (2) Change in accounting for financial guaranty contracts related to the adoption of a new financial guaranty insurance accounting standard effective January 1, 2009.

The Company's expected LAE for mitigating claim liabilities were \$17.2 million and \$12.6 million as of December 31, 2010 and 2009, respectively. The Company used weighted-average risk free rates ranging from 0% to 5.34% and 0.07% to 5.21% to discount expected losses as of December 31, 2010 and 2009, respectively.



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## Assured Guaranty Ltd.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2010, 2009 and 2008

**6. Financial Guaranty Contracts Accounted for as Insurance (Continued)**

The table below provides a reconciliation of the Company's expected loss to be paid to expected loss to be expensed. Expected loss to be paid differs from expected loss to be expensed due to: (1) the contra-paid because the payments have been made but have not yet been expensed (2) for transactions with a net expected recovery, the addition of claim payments that have been made (and therefore are not included in the expected to be paid) that are expected to be recovered in the future (and therefore have also reduced the expected to be paid), and (3) loss reserves have already been established and therefore expensed but not yet paid.

**Reconciliation of Expected Loss to be Paid and Net Expected Loss to be Expensed**

|  | As of<br>December 31, 2010<br>(restated)<br>(in millions) |
|--|---|
| Net expected to be paid                                      | \$ 408.8  |
| Less: net expected to be paid<br>for financial guaranty VIEs | 49.2  |
| <b>Total</b>   | <b>359.6</b>  |
| Contra-paid, net   | 121.3   |
| Salvage and subrogation<br>recoverable, net(1)               | 903.0   |
| Loss and LAE reserve, net(2)                                 | (550.0)   |
| <b>Net expected to be<br/>expensed(3)</b>                    | <b>\$ 833.9</b>   |

- 
- (1) Represents gross salvage and subrogation amounts of \$1,032.4 million net of ceded amounts of \$129.4 million which is recorded in reinsurance balances payable.
- (2) Represents loss and LAE reserves, net of reinsurance recoverable on unpaid losses, excluding \$2.1 million in reserves for other segment.
- (3) Excludes \$211.9 million as of December 31, 2010 related to consolidated financial guaranty VIEs.

*The Company's Approach to Projecting Losses in U.S. RMBS*

The Company projects losses in U.S. RMBS on a transaction-by-transaction basis by projecting the performance of the underlying pool of mortgages over time and then applying the structural features (i.e., payment priorities and tranching) of the RMBS to the projected performance of the collateral over time. The resulting projection of any projected claim payments or reimbursements is then discounted to a present value using a risk free rate. For transactions where the Company projects it will receive recoveries from providers of R&W, the projected amount of recoveries is included in the projected cash flows from the collateral. The Company runs, and probability-weights, several sets of assumptions (scenarios) regarding potential mortgage collateral performance.

The further behind a mortgage borrower falls in payments, the more likely it is that he or she will default. The rate at which borrowers from a particular delinquency category (number of monthly payments behind) eventually default is referred to as the "liquidation rate". Liquidation rates may be derived from observed roll rates, which are the rates at which loans progress from one delinquency category to the next and

eventually to default and liquidation. The Company applies liquidation rates to the mortgage loan collateral in each delinquency category and makes certain timing assumptions to project near-term mortgage collateral defaults from loans that are currently delinquent.

Mortgage borrowers that are a single payment or less behind (generally considered performing borrowers) have demonstrated an ability and willingness to pay throughout the recession and mortgage

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**Assured Guaranty Ltd.**

**Notes to Consolidated Financial Statements (Continued)**

**December 31, 2010, 2009 and 2008**

**6. Financial Guaranty Contracts Accounted for as Insurance (Continued)**

crisis, and as a result are viewed as less likely to default than delinquent borrowers. Performing borrowers that eventually default will also need to progress through delinquency categories before any defaults occur. The Company projects how much of the currently performing loans will default and when by first converting the projected near term defaults of delinquent borrowers derived from liquidation rates into a vector of conditional default rates, then projecting how the conditional default rates will develop over time. Loans that are defaulted pursuant to the conditional default rate after the liquidation of currently delinquent loans represent defaults of currently performing loans. A conditional default rate is the outstanding principal amount of loans defaulting in a given month divided by the remaining outstanding amount of the whole pool of loans (or "collateral pool balance"). The collateral pool balance decreases over time as a result of scheduled principal payments, partial and whole principal repayments, and defaults.

In order to derive collateral pool losses from the collateral pool defaults it has projected, the Company applies a loss severity. The loss severity is the amount of loss the transaction experiences on a defaulted loan after the application of net proceeds from the disposal of the underlying property. The Company projects loss severities by sector based on experience to date. Further detail regarding the assumptions and variables the Company used to project collateral losses in its U.S. RMBS portfolio may be found below in the sections "*U.S. Second Lien RMBS Loss Projections: HELOCs and Closed-End Second Lien*" and "*U.S. First Lien RMBS Loss Projections: Alt-A, Option ARM, Subprime and Prime*".

The Company is in the process of enforcing, on behalf of RMBS issuers, claims for breaches of R&W regarding the characteristics of the loans included in the collateral pools. The Company calculates a credit to the RMBS issuer for such recoveries where the R&W were provided by an entity the Company believes to be financially viable and where the Company already has access or believes it will attain access to the underlying mortgage loan files. In second liens this credit is based on a factor of actual repurchase rates achieved, while in first liens this credit is estimated by reducing collateral losses projected by the Company to reflect a factor of the recoveries the Company believes it will achieve based on breaches identified to date. The first lien approach is different than the second lien approach because of the Company's first lien transactions have multiple tranches and a more complicated method is required to correctly allocate credit to each tranche. In each case, the credit is a function of the projected lifetime collateral losses in the collateral pool, so an increase in projected collateral losses increases the representation and warranty credit calculated by the Company for the RMBS issuer. Further detail regarding how the Company calculates these credits may be found under "*Breaches of Representations and Warranties*" below.

The Company projects the overall future cash flow from a collateral pool by adjusting the payment stream from the principal and interest contractually due on the underlying mortgages for (a) the collateral losses it projects as described above, (b) assumed voluntary prepayments and (c) recoveries for breaches of R&W as described above. The Company then applies an individual model of the structure of the transaction to the projected future cash flow from that transaction's collateral pool to project the Company's future claims and claim reimbursements for that individual transaction. Finally, the projected claims and reimbursements are discounted to a present value using a risk free rate and compared to the unearned premium reserve for that transaction. As noted above, the Company runs several sets of assumptions regarding mortgage collateral performance, or scenarios, and probability weights them.

*Year-End 2010 U.S. RMBS Loss Projections*

The Company's RMBS projection methodology assumes that the housing and mortgage markets will eventually recover. So, to the extent it retains the shape of the curves and probability weightings

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**Assured Guaranty Ltd.**

**Notes to Consolidated Financial Statements (Continued)**

**December 31, 2010, 2009 and 2008**

**6. Financial Guaranty Contracts Accounted for as Insurance (Continued)**

used in the previous quarter, the Company essentially assumes the recovery in the housing and mortgage markets will be delayed by another three months.

The scenarios used to project RMBS collateral losses in first quarter of 2010, with the exception of an increase to the subprime loss severity, were the same as those employed at year-end 2009. In the second quarter 2010 the Company changed how scenarios were run as compared to the first quarter 2010 to reflect the Company's view that it was observing the beginning of an improvement in the housing and mortgage markets. In the third and fourth quarters 2010 early stage delinquencies did not trend down as much as the Company had anticipated in the second quarter, so the Company adjusted its curves to reflect the observed early stage delinquencies. Additionally, in the fourth quarter 2010, due to the Company's concerns about the timing and strength of any recovery in the mortgage and housing markets, the probability weightings were adjusted to reflect a somewhat more pessimistic view. Also in the fourth quarter 2010 the Company increased its initial subprime loss severity assumption to reflect recent experience. Taken together, the changes in the assumptions between year-end 2009 and 2010 had the effect of (a) reflecting a slower recovery in the housing market than had been assumed at the beginning of the year, and (b) increasing the assumed initial loss severities for subprime transactions from 70% to 80%.

The methodology the Company used to project RMBS losses prior to the AGMH Acquisition on July 1, 2009 was somewhat different than that used by AGMH. For the Third Quarter 2009 the Company adopted a methodology to project RMBS losses that was based on a combination of the approaches used by the Company and AGMH prior to the AGMH Acquisition, and so the methodology used prior to the Third Quarter 2009 was somewhat different than that described here. In addition, the methodology the Company used prior to the Third Quarter 2009 was applied to the smaller pre-acquisition RMBS portfolio. For these reasons, the results are not directly comparable. However, that Company's second lien methodology utilized many of the same assumptions as those used at year-end 2009 and year-end 2010, so the year-end 2008 second lien assumptions are provided below for comparative purposes.

The Company also used generally the same methodology to project the credit received by the RMBS issuers for recoveries on R&W at year-end 2010 as it used at year-end 2009. Other than the impact of the increase in projected collateral defaults on the calculation of the credit, the primary difference relates to the population of transactions the Company included in its R&W credits. The Company added credits for four second lien transactions: two transactions where a capital infusion of the provider of the R&W made that company financially viable in the Company's opinion and another two transactions where the Company obtained loan files that it had not previously concluded were accessible. The Company added credits for four first lien transactions where it has obtained loan files that it had not previously concluded were accessible. The Company also refined some of the assumptions in the calculation of the amount of the credit to reflect actual experience.

Prior to the AGMH Acquisition the Company used a similar approach to calculate a credit for recoveries on R&W, but on its smaller RMBS portfolio and based on its projected losses at the time. The credit at year-end 2008 related primarily to two second lien transactions.

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

The Company insures two types of second lien RMBS: those secured by HELOCs and those secured by closed end second lien mortgages. HELOCs are revolving lines of credit generally secured by a second lien on a one to four family home. A mortgage for a fixed amount secured by a second lien on a one to four family home is generally referred to as a closed end second lien. Both first lien RMBS and second lien RMBS sometimes include a portion of loan collateral with a different priority



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## Assured Guaranty Ltd.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2010, 2009 and 2008

**6. Financial Guaranty Contracts Accounted for as Insurance (Continued)**

than the majority of the collateral. The Company has material exposure to second lien mortgage loans originated and serviced by a number of parties, but the Company's most significant second lien exposure is to HELOCs originated and serviced by Countrywide, a subsidiary of Bank of America Corporation.

The delinquency performance of HELOC and closed end second lien exposures included in transactions insured by the Company began to deteriorate in 2007, and such transactions, particularly those originated in the period from 2005 through 2007, continue to perform below the Company's original underwriting expectations. While insured securities benefit from structural protections within the transactions designed to absorb collateral losses in excess of previous historical high levels, in many second lien RMBS projected losses now exceed those structural protections.

The Company believes the primary variables impacting its expected losses in second lien RMBS transactions are the amount and timing of future losses in the collateral pool supporting the transactions and the amount of loans repurchased for breaches of R&W. Expected losses are also a function of the structure of the transaction, the voluntary prepayment rate (typically also referred to as conditional prepayment rate of the collateral); the interest rate environment; and assumptions about the draw rate and loss severity. These variables are interrelated, difficult to predict and subject to considerable volatility. If actual experience differs from the Company's assumptions, the losses incurred could be materially different from the estimate. The Company continues to update its evaluation of these exposures as new information becomes available.

The following table shows the Company's key assumptions used in its calculation of estimated expected losses for the Company's direct vintage 2004 - 2008 second lien U.S. RMBS as of December 31, 2010, December 31, 2009 and December 31, 2008:

**Assumptions in Base Case Expected Loss Estimates  
Second Lien RMBS(1)**

|   | As of<br>December 31,<br>2010 |       | As of<br>December 31,<br>2009 |       | As of<br>December 31,<br>2008 |       |
|---|-------------------------------|-------|-------------------------------|-------|-------------------------------|-------|
| <b>HELOC Key Variables</b>                                    |                               |       |                               |       |                               |       |
| Plateau conditional default rate                              | 4.2                           | 22.1% | 10.7                          | 40.0% | 19.0                          | 21.0% |
| Final conditional default rate trended down to                | 0.4                           | 3.2%  | 0.5                           | 3.2%  | 1.0                           | 1.0%  |
| Expected period until final conditional default rate          | 24 months                     |       | 21 months                     |       | 15 months                     |       |
| Initial conditional prepayment rate                           | 3.3                           | 17.5% | 1.9                           | 14.9% | 7.0                           | 8.0%  |
| Final conditional prepayment rate                             | 10%                           |       | 10%                           |       | 7.0                           | 8.0%  |
| Loss severity   | 98%                           |       | 95%                           |       | 100%                          |       |
| Initial draw rate   | 0.0                           | 6.8%  | 0.1                           | 2.0%  | 1.0                           | 2.0%  |
| <br>  |                               |       |                               |       |                               |       |
|   | As of<br>December 31,<br>2010 |       | As of<br>December 31,<br>2009 |       | As of<br>December 31,<br>2008 |       |
| <b>Closed end second lien Key Variables</b>                   |                               |       |                               |       |                               |       |
| Plateau conditional default rate                              | 7.3                           | 27.1% | 21.5                          | 44.2% | 34.0                          | 36.0% |
| Final conditional default rate trended down to                | 2.9                           | 8.1%  | 3.3                           | 8.1%  | 3.4                           | 3.6%  |
| Expected period until final conditional default rate achieved | 24 months                     |       | 21 months                     |       | 24 months                     |       |
| Initial conditional prepayment rate                           | 1.3                           | 9.7%  | 0.8                           | 3.6%  | 7.0                           | 7.0%  |
| Final conditional prepayment rate                             | 10%                           |       | 10%                           |       | 7%                            |       |
| Loss severity   | 98%                           |       | 95%                           |       | 100%                          |       |

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

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**Assured Guaranty Ltd.**

**Notes to Consolidated Financial Statements (Continued)**

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**6. Financial Guaranty Contracts Accounted for as Insurance (Continued)**

In second lien transactions the projection of near-term defaults from currently delinquent loans is relatively straightforward because loans in second lien transactions are generally "charged off" (treated as defaulted) by the securitization's servicer once the loan is 180 days past due. Most second lien transactions report the amount of loans in five monthly delinquency categories (*i.e.*, 30-59 days past due, 60-89 days past due, 90-119 days past due, 120-149 days past due and 150-179 days past due). The Company estimates the amount of loans that will default over the next five months by calculating current representative liquidation rates (the percent of loans in a given delinquency status that are assumed to ultimately default) from selected representative transactions and then applying an average of the preceding 12 months' liquidation rates to the amount of loans in the delinquency categories. The amount of loans projected to default in the first through fifth months is expressed as a conditional default rate. The first four months' conditional default rate is calculated by applying the liquidation rates to the current period past due balances (*i.e.*, the 150-179 day balance is liquidated in the first projected month, the 120-149 day balance is liquidated in the second projected month, the 90-119 day balance is liquidated in the third projected month and the 60-89 day balance is liquidated in the fourth projected month). For the fifth month the conditional default rate is calculated using the average 30-59 day past due balances for the prior three months. The fifth month is then used as the basis for the plateau period that follows the embedded five months of losses.

As of December 31, 2010, in the base scenario, the conditional default rate (the "plateau conditional default rate") was held constant for one month. (At year-end 2009 the plateau default rate was held constant for four months.) Once the plateau period has ended, the conditional default rate is assumed to gradually trend down in uniform increments to its final long-term steady state conditional default rate. In the base scenario, the time over which the conditional default rate trends down to its final conditional default rate is eighteen months (compared to twelve months at year-end 2009). Therefore, the total stress period for second lien transactions would be twenty-four months which is comprised of: five months of delinquent data, a one month plateau period and an eighteen month decrease to the steady state conditional default rate. This is three months longer than the 21 months used at year-end 2009. The long-term steady state conditional default rates are calculated as the constant conditional default rates that would have yielded the amount of losses originally expected at underwriting. When a second lien loan defaults, there is generally very low recovery. Based on current expectations of future performance, the Company reduced its loss recovery assumption to 2% from 5% (thus increasing its severity from 95% to 98%) in the third quarter of 2010.

The rate at which the principal amount of loans is prepaid may impact both the amount of losses projected (which is a function of the conditional default rate and the loan balance over time) as well as the amount of excess spread (which is the excess of the interest paid by the borrowers on the underlying loan over the amount of interest and expenses owed on the insured obligations). In the base case, the current conditional prepayment rate is assumed to continue until the end of the plateau before gradually increasing to the final conditional prepayment rate over the same period the conditional default rate decreases. For transactions where the initial conditional prepayment rate is higher than the final conditional prepayment rate, the initial conditional prepayment rate is held constant. The final conditional prepayment rate is assumed to be 10% for both HELOC and closed end second lien transactions. This level is much higher than current rates, but lower than the historical average, which reflects the Company's continued uncertainty about performance of the borrowers in these transactions. This pattern is consistent with how the Company modeled the conditional prepayment rate at year-end 2009. To the extent that prepayments differ from projected levels it could materially change the Company's projected excess spread.

The Company uses a number of other variables in its second lien loss projections, including the spread between relevant interest rate indices, and HELOC draw rates (the amount of new advances

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**Assured Guaranty Ltd.**

**Notes to Consolidated Financial Statements (Continued)**

**December 31, 2010, 2009 and 2008**

**6. Financial Guaranty Contracts Accounted for as Insurance (Continued)**

provided on existing HELOCs expressed as a percent of current outstanding advances). For HELOC transactions, the draw rate is assumed to decline from the current level to the final draw rate over a period of three months. The final draw rates were assumed to range from 0.0% to 3.4%.

In estimating expected losses, the Company modeled and probability weighted three possible conditional default rate curves applicable to the period preceding the return to the long-term steady state conditional default rate. Given that draw rates have been reduced to levels below the historical average and that loss severities in these products have been higher than anticipated at inception, the Company believes that the level of the elevated conditional default rate and the length of time it will persist is the primary driver behind the likely amount of losses the collateral will suffer (before considering the effects of repurchases of ineligible loans). The Company continues to evaluate the assumptions affecting its modeling results.

At year-end 2010, the Company's base case assumed a one month conditional default rate plateau and an 18 month ramp down. Increasing the conditional default rate plateau to 4 months and keeping the ramp down at 18 months would increase the expected loss by approximately \$132.7 million for HELOC transactions and \$18.2 million for closed end second lien transactions. On the other hand, keeping the conditional default rate plateau at one month but decreasing the length of the conditional default rate ramp down to the 12 month assumption used at year-end 2009 would decrease the expected loss by approximately \$75.6 million for HELOC transactions and \$10.4 million for closed end second lien transactions.

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

First lien RMBS are generally categorized in accordance with the characteristics of the first lien mortgage loans on one to four family homes supporting the transactions. The collateral supporting "Subprime RMBS" transactions is comprised of first-lien residential mortgage loans made to subprime borrowers. A "subprime borrower" is one considered to be a higher risk credit based on credit scores or other risk characteristics. Another type of RMBS transaction is generally referred to as "Alt-A RMBS." The collateral supporting such transactions is comprised of first-lien residential mortgage loans made to "prime" quality borrowers who lack certain ancillary characteristics that would make them prime. When more than 66% of the loans originally included in the pool are mortgage loans with an option to make a minimum payment that has the potential to negatively amortize the loan (*i.e.*, increase the amount of principal owed), the transaction is referred to as an "Option ARM." Finally, transactions may be primarily composed of loans made to prime borrowers. Both first lien RMBS and second lien RMBS sometimes include a portion of loan collateral with a different priority than the majority of the collateral.

The performance of the Company's first lien RMBS exposures began to deteriorate in 2007 and such transactions, particularly those originated in the period from 2005 through 2007 continue to perform below the Company's original underwriting expectations. The Company currently projects first lien collateral losses many times those expected at the time of underwriting. While insured securities benefitted from structural protections within the transactions designed to absorb some of the collateral losses, in many first lien RMBS transactions, projected losses exceed those structural protections.

The majority of projected losses in first lien RMBS transactions are expected to come from non-performing mortgage loans (those that are delinquent, in foreclosure or where the loan has been foreclosed and the RMBS issuer owns the underlying real estate). An increase in non-performing loans beyond that projected in the previous period is one of the primary drivers of loss development in this portfolio. In order to determine the number of defaults resulting from these delinquent and foreclosed loans, the Company applies a liquidation rate assumption to loans in each of various delinquency

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## Assured Guaranty Ltd.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2010, 2009 and 2008

## 6. Financial Guaranty Contracts Accounted for as Insurance (Continued)

categories. The Company arrived at its liquidation rates based on data in loan performance and assumptions about how delays in the foreclosure process may ultimately affect the rate at which loans are liquidated. The following table shows the Company's liquidation assumptions for various delinquency categories as of December 31, 2010 and 2009. The liquidation rate is a standard industry measure that is used to estimate the number of loans in a given aging category that will default within a specified time period. The Company projects these liquidations to occur over two years.

|                       | December 31,<br>2010 | December 31,<br>2009 |
|-----------------------|----------------------|----------------------|
| 30 59 Days Delinquent |                      |                      |
| Alt-A first lien      | 50%                  | 50%                  |
| Alt-A option ARM      | 50                   | 50                   |
| Subprime              | 45                   | 45                   |
| 60 89 Days Delinquent |                      |                      |
| Alt-A first lien      | 65                   | 65                   |
| Alt-A option ARM      | 65                   | 65                   |
| Subprime              | 65                   | 65                   |
| 90 Bankruptcy         |                      |                      |
| Alt-A first lien      | 75                   | 75                   |
| Alt-A option ARM      | 75                   | 75                   |
| Subprime              | 70                   | 70                   |
| Foreclosure           |                      |                      |
| Alt-A first lien      | 85                   | 85                   |
| Alt-A option ARM      | 85                   | 85                   |
| Subprime              | 85                   | 85                   |
| Real Estate Owned     |                      |                      |
| Alt-A first lien      | 100                  | 100                  |
| Alt-A option ARM      | 100                  | 100                  |
| Subprime              | 100                  | 100                  |

While the Company uses liquidation rates as described above to project defaults of non-performing loans, it projects defaults on presently current loans by applying a conditional default rate trend. The start of that conditional default rate trend is based on the defaults the Company projects will emerge from currently nonperforming loans. The total amount of expected defaults from the non-performing loans is translated into a constant conditional default rate (*i.e.*, the conditional default rate plateau), which, if applied for each of the next 24 months, would be sufficient to produce approximately the amount of defaults that were calculated to emerge from the various delinquency categories. The conditional default rate thus calculated individually on the collateral pool for each RMBS is then used as the starting point for the conditional default rate curve used to project defaults of the presently performing loans.

In the base case, each transaction's conditional default rate is projected to improve over 12 months to an intermediate conditional default rate (calculated as 15% of its conditional default rate plateau); that intermediate conditional default rate is held constant for 36 months and then trails off in steps to a final conditional default rate of 5% of the conditional default rate plateau. Under the Company's methodology, defaults projected to occur in the first 24 months represent defaults that can be attributed to loans that are currently delinquent or in foreclosure, while the defaults projected to occur using the projected conditional default rate trend after the first 24 month period represent defaults attributable to borrowers that are currently performing.

Table of Contents**Assured Guaranty Ltd.****Notes to Consolidated Financial Statements (Continued)****December 31, 2010, 2009 and 2008****6. Financial Guaranty Contracts Accounted for as Insurance (Continued)**

Another important driver of loss projections is loss severity, which is the amount of loss the transaction incurs on a loan after the application of net proceeds from the disposal of the underlying property. Loss severities experienced in first lien transactions have reached historical high levels and the Company is assuming that these historical high levels will continue for another year. The Company determines its initial loss severity based on actual recent experience. The Company then assumes that loss severities begin returning to levels consistent with underwriting assumptions beginning in December 2011, and in the base scenario decline over two years to 40%.

The following table shows the Company's key assumptions used in its calculation of expected losses for the Company's direct vintage 2004-2008 first lien U.S. RMBS as of December 31, 2010 and December 31, 2009. The Company was not projecting any losses for first lien RMBS deals as of December 31, 2008.

**Key Assumptions in Base Case Expected Loss Estimates of First Lien RMBS Transactions**

|                                       | As of<br>December 31, 2010 |       | As of<br>December 31, 2009 |       |
|---------------------------------------|----------------------------|-------|----------------------------|-------|
| <b>Alt-A First Lien</b>               |                            |       |                            |       |
| Plateau conditional default rate      | 2.6%                       | 42.2% | 1.5%                       | 35.7% |
| Intermediate conditional default rate | 0.4%                       | 6.3%  | 0.2%                       | 5.4%  |
| Final conditional default rate        | 0.1%                       | 2.1%  | 0.1%                       | 1.8%  |
| Initial loss severity                 | 60%                        |       | 60%                        |       |
| Initial conditional prepayment rate   | 0.0%                       | 36.5% | 0.0%                       | 20.5% |
| Final conditional prepayment rate     | 10%                        |       | 10%                        |       |
| <b>Alt-A option ARM</b>               |                            |       |                            |       |
| Plateau conditional default rate      | 11.7%                      | 32.7% | 13.5%                      | 27.0% |
| Intermediate conditional default rate | 1.8%                       | 4.9%  | 2.0%                       | 4.1%  |
| Final conditional default rate        | 0.6%                       | 1.6%  | 0.7%                       | 1.4%  |
| Initial loss severity                 | 60%                        |       | 60%                        |       |
| Initial conditional prepayment rate   | 0.0%                       | 17.7% | 0.0%                       | 3.5%  |
| Final conditional prepayment rate     | 10%                        |       | 10%                        |       |
| <b>Subprime</b>                       |                            |       |                            |       |
| Plateau conditional default rate      | 9.0%                       | 34.6% | 7.1%                       | 29.5% |
| Intermediate conditional default rate | 1.3%                       | 5.2%  | 1.1%                       | 4.4%  |
| Final conditional default rate        | 0.4%                       | 1.7%  | 0.4%                       | 1.5%  |
| Initial loss severity                 | 80%                        |       | 70%                        |       |
| Initial conditional prepayment rate   | 0.0%                       | 13.5% | 0.0%                       | 12.0% |
| Final conditional prepayment rate     | 10%                        |       | 10%                        |       |

The rate at which the principal amount of loans is prepaid may impact both the amount of losses projected (since that amount is a function of the conditional default rate and the loan balance over time) as well as the amount of excess spread (the amount by which the interest paid by the borrowers on the underlying loan exceeds the amount of interest owed on the insured obligations). The assumption for the conditional prepayment rate follows a similar pattern to that of the conditional default rate. The current level of voluntary prepayments is assumed to continue for the plateau period before gradually increasing over 12 months to the final conditional prepayment rate, which is assumed to be either 10% or 15% depending on the scenario run. For transactions where the initial conditional prepayment rate is higher than the final conditional prepayment rate, the initial conditional prepayment rate is held constant.

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**Assured Guaranty Ltd.**

**Notes to Consolidated Financial Statements (Continued)**

**December 31, 2010, 2009 and 2008**

**6. Financial Guaranty Contracts Accounted for as Insurance (Continued)**

The ultimate performance of the Company's first lien RMBS transactions remains highly uncertain and may be subject to considerable volatility due to the influence of many factors, including the level and timing of loan defaults, changes in housing prices and other variables. The Company will continue to monitor the performance of its RMBS exposures and will adjust the loss projections for those transactions based on actual performance and management's estimates of future performance.

In estimating expected losses, the Company modeled and probability weighted sensitivities for first lien transactions by varying its assumptions of how fast recovery is expected to occur. The primary variable when modeling sensitivities was how quickly the conditional default rate returned to its modeled equilibrium, which was defined as 5% of the current conditional default rate. The Company also stressed conditional prepayment rates and the speed of recovery of loss severity rates. In a somewhat more stressful environment than that of the base case, where the conditional default rate recovery was more gradual and the final conditional prepayment rate was 15% rather than 10%, the Company's expected losses would increase by approximately \$8.7 million for Alt-A first liens, \$104.8 million for Option ARMs, \$18.5 million for subprime and \$0.1 million for prime transactions. In an even more stressful scenario where the conditional default rate plateau was extended 3 months (to be 27 months long) before the same more gradual conditional default rate recovery and loss severities were assumed to recover over 4 rather than 2 years (and subprime loss severities were assumed to recover only to 55%), the Company's expected losses would increase by approximately \$35.5 million for Alt-A first liens, \$191.3 million for Option ARMs, \$204.6 million for subprime and \$0.8 million for prime transactions. The Company also considered a scenario where the recovery was faster than in its base case. In this scenario, where the conditional default rate plateau was 3 months shorter (21 months, effectively assuming that liquidation rates would improve) and the conditional default rate recovery was more pronounced, the Company's expected losses would decrease by approximately \$24.4 million for Alt-A first liens, \$78.0 million for Option ARMs, \$37.2 million for subprime and \$0.5 million for prime transactions.

*Breaches of Representations and Warranties*

The Company is pursuing reimbursements for breaches of R&W regarding loan characteristics. Performance of the collateral underlying certain first and second lien securitizations has substantially differed from the Company's original expectations. The Company has employed several loan file diligence firms and law firms as well as devoted internal resources to review the mortgage files surrounding many of the defaulted loans. As of December 31, 2010, the Company had performed a detailed review of approximately 37,500 second lien and 15,500 first lien defaulted loan files, representing nearly \$2.8 billion in second lien and \$5.7 billion in first lien outstanding par of defaulted loans underlying insured transactions. The Company identified approximately 33,100 second lien transaction loan files and approximately 14,500 first lien transaction loan files that breached one or more R&W regarding the characteristics of the loans, such as misrepresentation of income or employment of the borrower, occupancy, undisclosed debt and non-compliance with underwriting guidelines at loan origination. The Company continues to review new files as new loans default and as new loan files are made available to it. The Company generally obtains the loan files from the originators or servicers (including master servicers). In some cases, the Company requests loan files via the trustee, which then requests the loan files from the originators and/or servicers. On second lien loans, the Company requests loan files for all charged-off loans. On first lien loans, the Company requests loan files for all severely (60+ days) delinquent loans and all liquidated loans. Recently, the Company started requesting loan files for all the loans (both performing and non-performing) in certain deals to limit the number of requests for additional loan files as the transactions season and loans charge-off, become 60+ days delinquent or are liquidated. (The Company takes no repurchase credit for R&W breaches on loans that are expected to continue to perform.) Following negotiations

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**Assured Guaranty Ltd.**

**Notes to Consolidated Financial Statements (Continued)**

**December 31, 2010, 2009 and 2008**

**6. Financial Guaranty Contracts Accounted for as Insurance (Continued)**

with the providers of the R&W, as of December 31, 2010, the Company had reached agreement for providers to repurchase \$323 million of second lien and \$205 million of first lien loans. The \$323 million for second lien loans represents the calculated repurchase price for 3,120 loans and the \$205 million for first lien loans represents the calculated repurchase price for 547 loans. The repurchase proceeds are paid to the RMBS transactions and distributed in accordance with the payment priorities set out in the transaction agreements, so the proceeds are not necessarily allocated to the Company on a dollar-for-dollar basis. Proceeds projected to be reimbursed to the Company on transactions where the Company has already paid claims are viewed as a recovery on paid losses. For transactions where the Company has not already paid claims, projected recoveries reduce projected loss estimates. In either case, projected recoveries have no effect on the amount of the Company's exposure. These amounts reflect payments made pursuant to the negotiated transaction agreements and not payments made pursuant to legal settlements. See "Recovery Litigation" below for a description of the related legal proceedings the Company has commenced.

The Company has included in its net expected loss estimates as of December 31, 2010 an estimated benefit from repurchases of \$1.6 billion. The amount of benefit recorded as a reduction of expected losses was calculated by extrapolating each transaction's breach rate on defaulted loans to projected defaults. The Company did not incorporate any gain contingencies or damages paid from potential litigation in its estimated repurchases. The amount the Company will ultimately recover related to contractual R&W is uncertain and subject to a number of factors including the counterparty's ability to pay, the number and loss amount of loans determined to have breached R&W and, potentially, negotiated settlements or litigation recoveries. As such, the Company's estimate of recoveries is uncertain and actual amounts realized may differ significantly from these estimates. In arriving at the expected recovery from breaches of R&W, the Company considered the credit worthiness of the provider of the R&W, the number of breaches found on defaulted loans, the success rate in resolving these breaches with the provider of the R&W and the potential amount of time until the recovery is realized.

The calculation of expected recovery from breaches of R&W involved a variety of scenarios which ranged from the Company recovering substantially all of the losses it incurred due to violations of R&W to the Company realizing very limited recoveries. The Company did not include any recoveries related to breaches of R&W in amounts greater than the losses it expected to pay under any given cash flow scenario. These scenarios were probability weighted in order to determine the recovery incorporated into the Company's reserve estimate. This approach was used for both loans that had already defaulted and those assumed to default in the future. In all cases, recoveries were limited to amounts paid or expected to be paid by the Company.

The following table represents the Company's total estimated recoveries netted in expected loss to be paid, from defective mortgage loans included in certain first and second lien U.S. RMBS loan securitizations that it insures. The Company had \$1.6 billion of estimated recoveries from ineligible loans as of December 31, 2010, of which \$0.9 billion is reported in salvage and subrogation recoverable, \$0.5 billion is netted in loss and LAE reserves and \$0.2 billion is netted in unearned premium reserve. The Company had \$1.2 billion of estimated recoveries from ineligible loans as of December 31, 2009 of which \$0.3 billion was reported in salvage and subrogation recoverable, \$0.6 billion netted in loss and



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## Assured Guaranty Ltd.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2010, 2009 and 2008

## 6. Financial Guaranty Contracts Accounted for as Insurance (Continued)

LAE reserves and \$0.3 billion included within the Company's unearned premium reserve portion of its stand-ready obligation reported on the Company's consolidated balance sheet.

**Rollforward of Estimated Benefit from Recoveries of Representation and Warranty Breaches,  
Net of Reinsurance**

|                           | # of<br>Insurance<br>Policies as<br>of<br>December 31,<br>2010 with<br>R&W<br>Benefit<br>Recorded | Outstanding<br>Principal<br>and Interest of<br>Policies<br>with R&W<br>Benefit<br>Recorded as of<br>December 31,<br>2010 | Future Net<br>R&W<br>Benefit at<br>December 31,<br>2009 | R&W<br>Development<br>and<br>Accretion of<br>Discount<br>during<br>Year | R&W<br>Recovered<br>During<br>2010(1) | Future Net<br>R&W<br>Benefit at<br>December 31,<br>2010 |
|---------------------------|---|--|---|---|---------------------------------------|---|
| (dollars in millions)     |   |  |   |   |                                       |   |
| Prime first<br>lien       | 1   | \$ 57.1  | \$  | \$ 1.1  | \$                                    | \$ 1.1  |
| Alt-A first<br>lien       | 17  | 1,882.8  | 64.2  | 16.8  |                                       | 81.0  |
| Alt-A<br>option<br>ARM    | 11  | 1,909.8  | 203.7   | 166.6   | 61.0                                  | 309.3   |
| Subprime                  | 1   | 228.7  |   | 26.8  |                                       | 26.8  |
| Closed end<br>second lien | 4   | 444.9  | 76.5  | 101.7   |                                       | 178.2   |
| HELOC                     | 13  | 2,969.8  | 828.7   | 303.5   | 128.1                                 | 1,004.1   |
| <b>Total</b>              | <b>47</b>   | <b>\$ 7,493.1</b>  | <b>\$ 1,173.1</b>                                       | <b>\$ 616.5</b>   | <b>\$ 189.1</b>                       | <b>\$ 1,600.5</b>                                       |

|                       | # of<br>Insurance<br>Policies<br>as of<br>December 31,<br>2009 with<br>R&W<br>Benefit<br>Recorded | Outstanding<br>Principal<br>and Interest<br>of Policies<br>with R&W<br>Benefit<br>Recorded<br>as of<br>December 31,<br>2009 | Future<br>Net<br>R&W<br>Benefit at<br>December 31,<br>2008 | R&W<br>Development<br>and<br>Accretion<br>of<br>Discount<br>during<br>Year | R&W<br>Recovered<br>During<br>2009 | R&W<br>Benefit<br>from<br>AGMH<br>Acquisition | Future Net<br>R&W<br>Benefit at<br>December 31,<br>2009 |
|-----------------------|---|---|--|--|------------------------------------|---|---|
| (dollars in millions) |   |   |  |  |                                    |   |   |
| Prime first<br>lien   |   | \$  | \$   | \$   | \$                                 | \$  | \$  |
| Alt-A first<br>lien   | 17  | 1,821.5   |  | 64.2   |                                    |   | 64.2  |

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|                                 |           |                   |                |                 |                |                 |                   |
|---------------------------------|-----------|-------------------|----------------|-----------------|----------------|-----------------|-------------------|
| Alt-A option ARM                | 9         | 2,437.5           |                | 41.2            | 16.7           | 179.2           | 203.7             |
| Subprime Closed end second lien | 2         | 224.0             |                | 76.5            |                |                 | 76.5              |
| HELOC                           | 11        | 4,384.5           | 49.3           | 618.9           | 66.9           | 227.4           | 828.7             |
| <b>Total</b>                    | <b>39</b> | <b>\$ 8,867.5</b> | <b>\$ 49.3</b> | <b>\$ 800.8</b> | <b>\$ 83.6</b> | <b>\$ 406.6</b> | <b>\$ 1,173.1</b> |

(1)

Gross amount recovered is \$217.6 million.

The following table provides a breakdown of the development and accretion amount in the rollforward of estimated recoveries associated with alleged breaches of R&W:

|   | <b>Year Ended<br/>December 31, 2010<br/>(in millions)</b> |              |
|---|---|--------------|
| Inclusion of new deals with breaches of R&W during period                                   | \$  | 170.5        |
| Change in recovery assumptions as the result of additional file review and recovery success |   | 253.5        |
| Estimated increase in defaults that will result in additional breaches                      |   | 188.1        |
| Accretion of discount on balance  |   | 4.4          |
| <b>Total</b>  | <b>\$</b>   | <b>616.5</b> |

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**Assured Guaranty Ltd.**

**Notes to Consolidated Financial Statements (Continued)**

**December 31, 2010, 2009 and 2008**

**6. Financial Guaranty Contracts Accounted for as Insurance (Continued)**

The \$616.5 million R&W development and accretion of discount during 2010 in the above table primarily resulted from an increase in loan file reviews, increased success rates in putting back loans, and increased projected defaults on loans with breaches of R&W. This development primarily can be broken down into changes in calculation inputs, changes in the timing and amounts of defaults and the inclusion of additional deals during the year for which the Company expects to obtain these benefits. The Company has reflected eight additional transactions during 2010 which resulted in approximately \$170.5 million of the development. The remainder of the development primarily relates to changes in assumptions and additional projected defaults. The accretion of discount was not a primary driver of the development. Changes in assumptions generally relate to an increase in loan file reviews and increased success rates in putting back loans. The Company assumes that recoveries on HELOC and closed end second lien loans will occur in two to four years from the balance sheet date depending on the scenarios and that recoveries on Alt-A, Option ARM and Subprime loans will occur as claims are paid over the life of the transactions. The \$800.8 million development and accretion of discount during 2009 in the above table primarily resulted from an increase in loan file reviews and extrapolation of expected recoveries. The Company assumes in the base case that recoveries on HELOC and CES loans will occur in two years from the balance sheet date and that recoveries on Alt-A, Option ARM and Subprime loans will occur as claims are paid over the life of the transactions.

*"XXX" Life Insurance Transactions*

The Company has insured \$2.1 billion of net par in "XXX" life insurance reserve securitization transactions based on discrete blocks of individual life insurance business. In these transactions the monies raised by the sale of the bonds insured by the Company were used to capitalize a special purpose vehicle that provides reinsurance to a life insurer or reinsurer. The monies are invested at inception in accounts managed by third-party investment managers. In order for the Company to incur an ultimate net loss on these transactions, adverse experience on the underlying block of life insurance policies and/or credit losses in the investment portfolio would need to exceed the level of credit enhancement built into the transaction structures. In particular, such credit losses in the investment portfolio could be realized in the event that circumstances arise resulting in the early liquidation of assets at a time when their market value is less than their intrinsic value.

The Company's \$2.1 billion net par of XXX life insurance transactions includes, as of December 31, 2010, includes a total of \$882.5 million rated BIG, comprising Class A-2 Floating Rate Notes issued by Ballantyne Re p.l.c and Series A-1 Floating Rate Notes issued by Orkney Re II p.l.c ("Orkney Re II"). The Ballantyne Re and Orkney Re II XXX transactions had material amounts of their assets invested in U.S. RMBS transactions. Based on its analysis of the information currently available, including estimates of future investment performance provided by the current investment manager, and projected credit impairments on the invested assets and performance of the blocks of life insurance business at December 31, 2010, the Company's gross expected loss, prior to reinsurance or netting of unearned premium, for its two BIG XXX insurance transactions was \$73.8 million and its net reserve was \$57.7 million.

*Public Finance Transactions*

The Company has insured \$458.0 billion of public finance transactions across a number of different sectors. Within that category, \$4.5 billion is rated BIG, and the company is projecting \$88.9 million of expected losses across the portfolio. Of these losses, \$25.8 million are expected in relation to eight student loan transactions with \$592.4 million of net par outstanding. The largest of these losses was \$18.5 million and related to a transaction backed by a pool of government-guaranteed student loans ceded to AG Re by another monoline insurer. The guaranteed bonds were issued as variable rate

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**Assured Guaranty Ltd.**

**Notes to Consolidated Financial Statements (Continued)**

**December 31, 2010, 2009 and 2008**

**6. Financial Guaranty Contracts Accounted for as Insurance (Continued)**

demand obligations that have since been "put" to the bank liquidity providers and now bear a high rate of interest. Further the underlying loan collateral has performed below expectations. The Company has estimated its losses based upon a weighting of potential outcomes.

The Company has also projected estimated losses of \$33 million on its total net par outstanding of \$513.2 million on Jefferson County Alabama Sewer Authority exposure. This estimate is based primarily on the Company's view of how much debt the Authority should be able to support under certain probability-weighted scenarios.

The Company has projected expected loss to be paid of \$14.0 million on one transaction from 2000 backed by manufactured housing loans with a net par of \$70.8 million. The Company insures a total of \$369.0 million net par of securities backed by manufactured housing loans, a total of \$167.2 million rated BIG.

The Company has \$164.5 million of net par exposure to the city of Harrisburg, Pennsylvania, of which \$93.2 million is BIG. The Company has paid \$2.9 million in net claims to date, and expects a full recovery.

*Other Sectors and Transactions*

The Company continues to closely monitor other sectors and individual financial guaranty insurance transactions it feels warrant the additional attention, including, as of December 31, 2010, its commercial real estate exposure of \$584.2 million of net par, its trust preferred securities ("TruPS") collateralized debt obligations ("CDOs") exposure of \$1.1 billion, its insurance on a financing of 78 train sets (one train set being composed of eight cars) for an Australian commuter railway for \$616.5 million net par and its U.S. health care exposure of \$21.4 billion of net par.

*Recovery Litigation*

As of March 1, 2011, the Company had filed lawsuits with regard to four second lien U.S. RMBS transactions insured by the Company, alleging breaches of R&W both in respect of the underlying loans in the transactions and the accuracy of the information provided to the Company, and failure to cure or repurchase defective loans identified by the Company to such persons. These transactions consist of the ACE Securities Corp. Home Equity Loan Trust, Series 2006-GP1, the ACE Securities Corp. Home Equity Loan Trust, Series 2007-SL2 and the ACE Securities Corp. Home Equity Loan Trust, Series 2007-SL3 transactions (in each of which the Company has sued DB Structured Products, Inc. and its affiliate ACE Securities Corp.) and the SACO I Trust 2005-GP1 transaction (in which the Company has sued JPMorgan Chase & Co.'s affiliate EMC Mortgage Corporation).

The Company has also filed a lawsuit against UBS Securities LLC and Deutsche Bank Securities, Inc., as underwriters, as well as several named and unnamed control persons of IndyMac Bank, FSB and related IndyMac entities, with regard to two U.S. RMBS transactions that the Company had insured, alleging violations of state securities laws and breach of contract, among other claims. One of these transactions (referred to as IndyMac Home Equity Loan Trust 2007-H1) is a second lien transaction and the other (referred to as IndyMac IMSC Mortgage Loan Trust 2007-HOA-1) is a first lien transaction.

In December 2008, the Company sued J.P. Morgan Investment Management Inc. ("JPMIM"), the investment manager in the Orkney Re II transaction, in New York Supreme Court ("Court") alleging that JPMIM engaged in breaches of fiduciary duty, gross negligence and breaches of contract based upon its handling of the investments of Orkney Re II. In January 2010, the Court ruled against the Company on a motion to dismiss filed by JPMIM, dismissing the Company's claims for breaches of

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**Assured Guaranty Ltd.**

**Notes to Consolidated Financial Statements (Continued)**

**December 31, 2010, 2009 and 2008**

**6. Financial Guaranty Contracts Accounted for as Insurance (Continued)**

fiduciary duty and gross negligence on the ground that such claims are preempted by the Martin Act, which is New York's blue sky law, such that only the New York Attorney General has the authority to sue JPMIM. The Company appealed and, in November 2010, the Appellate Division (First Department) issued a ruling, ordering the Court's order to be modified to reinstate the Company's claims for breach of fiduciary duty and gross negligence and certain of its claims for breach of contract, in each case for claims accruing on or after June 26, 2007. In December 2010, JPMIM filed a motion for permission to appeal to the Court of Appeals on the Martin Act issue; that motion was granted in February 2011.

In June 2010, the Company sued JPMorgan Chase Bank, N.A. and JPMorgan Securities, Inc. (together, "JPMorgan"), the underwriter of debt issued by Jefferson County, in New York Supreme Court alleging that JPMorgan induced the Company to issue its insurance policies in respect of such debt through material and fraudulent misrepresentations and omissions, including concealing that it had secured its position as underwriter and swap provider through bribes to Jefferson County commissioners and others. In December 2010, the Court denied JPMorgan's motion to dismiss. The Company is continuing its risk remediation efforts for this exposure.

In September 2010, the Company, together with TD Bank, National Association and Manufacturers and Traders Trust Company, filed a complaint in the Court of Common Pleas in the Supreme Court of Pennsylvania against The Harrisburg Authority, The City of Harrisburg, Pennsylvania (the "City"), and the Treasurer of the City in connection with certain Resource Recovery Facility bonds and notes issued by the Harrisburg Authority, alleging, among other claims, breach of contract by both the Harrisburg Authority and the City, and seeking remedies including an order compelling the Harrisburg Authority to pay all unpaid and past due principal and interest and to charge and collect sufficient rates, rental and other charges adequate to carry out its pledge of revenues and receipts; an order compelling the City to budget for, impose and collect taxes and revenues sufficient to satisfy its obligations; and the appointment of a receiver for the Harrisburg Authority.

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## Assured Guaranty Ltd.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2010, 2009 and 2008

## 6. Financial Guaranty Contracts Accounted for as Insurance (Continued)

The following table provides information on loss and LAE reserves net of reinsurance on the consolidated balance sheets.

## Loss and LAE Reserve, Net of Reinsurance

|   | As of December 31,<br>(restated) |          |
|---|----------------------------------|----------|
|   | 2010                             | 2009     |
|   | (in millions)                    |          |
| U.S. RMBS:                                      |                                  |          |
| First lien:                                     |                                  |          |
| Prime first lien                                | \$ 1.2                           | \$       |
| Alt-A first lien                                | 39.2                             | 25.5     |
| Alt-A option ARM                                | 223.3                            | 51.2     |
| Subprime  | 108.3                            | 21.8     |
| Total first lien                                | 372.0                            | 98.5     |
| Second lien:                                    |                                  |          |
| Closed end second lien                          | 7.7                              | 21.2     |
| HELOC   | 7.1                              | 18.2     |
| Total second lien                               | 14.8                             | 39.4     |
| Total U.S. RMBS                                 | 386.8                            | 137.9    |
| Other structured finance                        | 131.1                            | 77.9     |
| Public finance                                  | 81.6                             | 67.7     |
| Total financial guaranty                        | 599.5                            | 283.5    |
| Other   | 2.1                              | 2.1      |
| Subtotal  | 601.6                            | 285.6    |
| Effect of consolidating financial guaranty VIEs | (49.5)                           |          |
| Total(1)  | \$ 552.1                         | \$ 285.6 |

(1) The December 31, 2010 total consists of \$574.4 million loss and LAE reserves net of \$22.3 million of reinsurance recoverable on unpaid losses. The December 31, 2009 total consists of \$299.7 million loss and LAE reserves net of \$14.1 million of reinsurance recoverable on unpaid losses.

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## Assured Guaranty Ltd.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2010, 2009 and 2008

## 6. Financial Guaranty Contracts Accounted for as Insurance (Continued)

The following table provides information on salvage and subrogation recoverable on financial guaranty insurance and reinsurance contracts recorded as an asset on the consolidated balance sheets.

## Summary of Salvage and Subrogation

|  | As of<br>December 31, 2010 | As of<br>December 31, 2009 |
|--|----------------------------|----------------------------|
|  | (in millions)              |                            |
|  |                            | (restated)                 |
| U.S. RMBS:   |                            |                            |
| First lien:  |                            |                            |
| Alt-A first lien                                   | \$ 2.7                     | \$                         |
| Alt-A option ARM                                   | 71.0                       |                            |
| Subprime   | 0.1                        | 0.1                        |
| Total first lien                                   | 73.8                       | 0.1                        |
| Second lien:                                       |                            |                            |
| Closed end second lien                             | 51.8                       | 0.1                        |
| HELOC  | 956.8                      | 390.9                      |
| Total second lien                                  | 1,008.6                    | 391.0                      |
| Total U.S. RMBS                                    | 1,082.4                    | 391.1                      |
| Other structured finance                           | 1.4                        | 1.0                        |
| Public finance                                     | 40.8                       | 2.5                        |
| Total  | 1,124.6                    | 394.6                      |
| Effect of consolidating<br>financial guaranty VIEs | (92.2)                     |                            |
| Total gross recoverable                            | 1,032.4                    | 394.6                      |
| Less: Ceded recoverable(1)                         | 129.4                      | 39.0                       |
| Net recoverable                                    | \$ 903.0                   | \$ 355.6                   |

(1) Recorded in "reinsurance balances payable, net" on the consolidated balance sheets.

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## Assured Guaranty Ltd.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2010, 2009 and 2008

## 6. Financial Guaranty Contracts Accounted for as Insurance (Continued)

The following table presents the loss and LAE by sector for financial guaranty contracts accounted for as insurance that was recorded in the consolidated statements of operations. Amounts presented are net of reinsurance and net of the benefit for recoveries from breaches of R&W.

**Loss and LAE Reported  
on the Consolidated Statements of Operations**

|   | Year Ended December 31, |            |          |
|---|-------------------------|------------|----------|
|   | 2010                    | 2009       | 2008     |
|   | (in millions)           |            |          |
|   | (restated)              | (restated) |          |
| <b>Financial Guaranty:</b>                      |                         |            |          |
| U.S. RMBS:                                      |                         |            |          |
| First lien:                                     |                         |            |          |
| Prime first lien                                | \$ 0.9                  | \$         | \$ 0.1   |
| Alt-A first lien                                | 37.4                    | 21.1       | 5.1      |
| Alt-A option ARM                                | 272.4                   | 43.0       | 4.5      |
| Subprime  | 85.9                    | 13.1       | 9.3      |
| Total first lien                                | 396.6                   | 77.2       | 19.0     |
| Second lien:                                    |                         |            |          |
| Closed end second lien                          | 5.2                     | 47.8       | 56.8     |
| HELOC   | (20.4)                  | 154.1      | 156.0    |
| Total second lien                               | (15.2)                  | 201.9      | 212.8    |
| Total U.S. RMBS                                 | 381.4                   | 279.1      | 231.8    |
| Other structured finance                        | 63.6                    | 31.4       | 14.2     |
| Public finance                                  | 32.9                    | 71.2       | 19.2     |
| Total financial guaranty                        | 477.9                   | 381.7      | 265.2    |
| Other   | 0.2                     | 12.1       | 0.6      |
| Subtotal  | 478.1                   | 393.8      | 265.8    |
| Effect of consolidating financial guaranty VIEs | (65.9)                  |            |          |
| Total loss and LAE                              | \$ 412.2                | \$ 393.8   | \$ 265.8 |



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## Assured Guaranty Ltd.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2010, 2009 and 2008

## 6. Financial Guaranty Contracts Accounted for as Insurance (Continued)

## Net Losses Paid on Financial Guaranty Insurance Contracts

|   | Year Ended December 31, |          |          |
|---|-------------------------|----------|----------|
|   | 2010                    | 2009(1)  | 2008     |
|   | (in millions)           |          |          |
| U.S. RMBS:                                      |                         |          |          |
| First lien:                                     |                         |          |          |
| Alt-A first lien                                | \$ 60.0                 | \$ 1.0   | \$       |
| Alt-A option ARM                                | 181.6                   | 0.7      |          |
| Subprime  | 3.4                     | 2.6      | 1.8      |
| Total first lien                                | 245.0                   | 4.3      | 1.8      |
| Second lien:                                    |                         |          |          |
| Closed end second lien                          | 69.4                    | 101.1    | 17.5     |
| HELOC   | 512.8                   | 528.1    | 220.3    |
| Total second lien                               | 582.2                   | 629.2    | 237.8    |
| Total U.S. RMBS                                 | 827.2                   | 633.5    | 239.6    |
| Other structured finance                        | 8.6                     | 0.8      | 2.5      |
| Public finance                                  | 51.6                    | 23.2     | 14.7     |
| Total financial guaranty                        | 887.4                   | 657.5    | 256.8    |
| Other   | 0.2                     | 12.5     | 0.9      |
| Subtotal  | 887.6                   | 670.0    | 257.7    |
| Effect of consolidating financial guaranty VIEs | (143.4)                 |          |          |
| Total   | \$ 744.2                | \$ 670.0 | \$ 257.7 |

(1) Paid losses for AGM represent claim payments since the Acquisition Date.

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## Assured Guaranty Ltd.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2010, 2009 and 2008

## 6. Financial Guaranty Contracts Accounted for as Insurance (Continued)

The following table provides information on financial guaranty insurance and reinsurance contracts categorized as BIG as of December 31, 2010 and 2009:

**Financial Guaranty Insurance BIG Transaction Loss Summary  
December 31, 2010**

|   | BIG Categories        |              |            |            |             |            | Total<br>BIG, Net(1) | Effect of<br>Consolidating<br>VIEs | Total       |
|---|-----------------------|--------------|------------|------------|-------------|------------|----------------------|------------------------------------|-------------|
|   | BIG 1                 |              | BIG 2      |            | BIG 3       |            |                      |                                    |             |
|   | Gross                 | Ceded        | Gross      | Ceded      | Gross       | Ceded      |                      |                                    |             |
|   | (dollars in millions) |              |            |            |             |            |                      |                                    |             |
|   | (restated)            | (restated)   | (restated) | (restated) |             |            | (restated)           | (restated)                         |             |
| Number of risks(2)                                    | 119                   | (45)         | 98         | (42)       | 115         | (42)       | 332                  |                                    | 332         |
| Remaining weighted-average contract period (in years) | 11.7                  | 16.0         | 8.4        | 7.9        | 8.8         | 6.0        | 9.6                  |                                    | 9.6         |
| Outstanding exposure:                                 |                       |              |            |            |             |            |                      |                                    |             |
| Principal   | \$ 6,173.0            | \$ (723.3)   | \$ 5,899.3 | \$ (182.8) | \$ 7,954.5  | \$ (673.6) | \$ 18,447.1          |                                    | \$ 18,447.1 |
| Interest  | 3,599.5               | (580.4)      | 2,601.6    | (70.9)     | 2,490.7     | (186.3)    | 7,854.2              |                                    | 7,854.2     |
| Total   | \$ 9,772.5            | \$ (1,303.7) | \$ 8,500.9 | \$ (253.7) | \$ 10,445.2 | \$ (859.9) | \$ 26,301.3          |                                    | \$ 26,301.3 |
| Expected cash outflows(inflows)                       | 303.9                 | \$ (20.2)    | \$ 2,036.6 | \$ (68.9)  | \$ 2,256.6  | \$ (133.2) | \$ 4,374.8           | \$ (384.2)                         | \$ 3,990.6  |
| Potential recoveries(3)                               | (375.2)               | 37.4         | (533.0)    | 16.6       | (2,543.6)   | 197.5      | (3,200.3)            | 354.8                              | (2,845.5)   |
| Subtotal  | (71.3)                | 17.2         | 1,503.6    | (52.3)     | (287.0)     | 64.3       | 1,174.5              | (29.4)                             | 1,145.1     |
| Discount  | (21.0)                | (5.5)        | (613.2)    | 21.5       | (139.6)     | (7.9)      | (765.7)              | (19.8)                             | (785.5)     |
| Present value of expected cash flows                  | \$ (92.3)             | \$ 11.7      | \$ 890.4   | \$ (30.8)  | \$ (426.6)  | \$ 56.4    | \$ 408.8             | \$ (49.2)                          | \$ 359.6    |
| Deferred premium revenue                              | \$ 169.9              | \$ (16.9)    | \$ 572.4   | \$ (30.3)  | \$ 995.9    | \$ (120.7) | \$ 1,570.3           | \$ (263.9)                         | \$ 1,306.4  |
| Reserves (salvage)(4)                                 | \$ (112.9)            | \$ 12.4      | \$ 424.4   | \$ (9.5)   | \$ (815.9)  | \$ 105.8   | \$ (395.7)           | \$ 42.7                            | \$ (353.0)  |

**Financial Guaranty Insurance BIG Transaction Loss Summary  
December 31, 2009**

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|   | BIG Categories        |            |            |            |            |            | Total       |
|---|-----------------------|------------|------------|------------|------------|------------|-------------|
|   | BIG 1                 |            | BIG 2      |            | BIG 3      |            |             |
|   | Gross                 | Ceded      | Gross      | Ceded      | Gross      | Ceded      |             |
|   | (dollars in millions) |            |            |            |            |            |             |
|   |                       |            | (restated) |            | (restated) | (restated) | (restated)  |
| Number of risks(2)                                    | 97                    | (54)       | 161        | (46)       | 37         | (27)       | 295         |
| Remaining weighted-average contract period (in years) | 9.1                   | 12.2       | 7.6        | 7.4        | 8.9        | 5.5        | 8.5         |
| Outstanding exposure:                                 |                       |            |            |            |            |            |             |
| Principal   | \$ 4,651.1            | \$ (420.2) | \$ 7,116.3 | \$ (311.7) | \$ 7,455.0 | \$ (783.4) | \$ 17,707.1 |
| Interest  | 1,644.8               | (112.5)    | 2,804.8    | (119.7)    | 1,924.4    | (195.2)    | 5,946.6     |
| Total   | \$ 6,295.9            | \$ (532.7) | \$ 9,921.1 | \$ (431.4) | \$ 9,379.4 | \$ (978.6) | \$ 23,653.7 |
| Expected cash outflows(inflows) \$                    | 35.8                  | \$ (20.5)  | \$ 1,961.9 | \$ (98.3)  | \$ 2,599.7 | \$ (245.5) | \$ 4,233.1  |
| Potential recoveries(3)                               | (3.5)                 |            | (506.6)    | 15.7       | (2,312.0)  | 216.4      | (2,590.0)   |
| Subtotal  | 32.3                  | (20.5)     | 1,455.3    | (82.6)     | 287.7      | (29.1)     | 1,643.1     |
| Discount  | (18.3)                | 11.3       | (419.8)    | 28.4       | (161.4)    | (16.9)     | (576.7)     |
| Present value of expected cash flows                  | \$ 14.0               | \$ (9.2)   | \$ 1,035.5 | \$ (54.2)  | \$ 126.3   | \$ (46.0)  | \$ 1,066.4  |
| Deferred premium revenue                              | \$ 49.3               | \$         | \$ 1,190.2 | \$ (14.5)  | \$ 1,274.2 | \$ (141.9) | \$ 2,357.3  |
| Reserves (salvage)(4)(5)                              | \$ (0.1)              | \$         | \$ 156.6   | \$ (4.6)   | \$ (256.6) | \$ 24.5    | \$ (80.2)   |

(1) Includes BIG amounts relating to VIEs that the Company consolidates.

(2) A risk represents the aggregate of the financial guarantee policies that share the same revenue source for purposes of making debt service payments.

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## Assured Guaranty Ltd.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2010, 2009 and 2008

## 6. Financial Guaranty Contracts Accounted for as Insurance (Continued)

- (3) Includes estimated future recoveries for breaches of R&W as well as excess spread, and draws on HELOCs.
- (4) See table "Components of net reserves (salvage)".
- (5) Excludes LAE.

## Components of Net Reserves (Salvage)

|  | December 31,<br>2010 | December 31,<br>2009 |
|--|----------------------|----------------------|
|  | (in millions)        |                      |
|  | (restated)           | (restated)           |
| Loss and LAE reserve   | \$ 574.4             | \$ 299.7             |
| Reinsurance recoverable on unpaid losses                           | (22.3)               | (14.1)               |
| Salvage and subrogation recoverable                                | (1,032.4)            | (394.6)              |
| Salvage and subrogation payable(1)                                 | 129.4                | 39.0                 |
| <b>Total</b>   | <b>(350.9)</b>       | <b>(70.0)</b>        |
| Less: other segment  | 2.1                  | 2.1                  |
| <b>Financial guaranty reserves, net of salvage and subrogation</b> | <b>\$ (353.0)</b>    | <b>\$ (72.1)</b>     |

- (1) Recorded as a component of Reinsurance Balances Payable.

A downgrade of one of the Company's insurance subsidiaries may result in increased claims under financial guaranties issued by the Company. In particular, with respect to variable rate demand obligations for which a bank has agreed to provide a liquidity facility, a downgrade of the insurer may provide the bank with the right to give notice to bondholders that the bank will terminate the liquidity facility, causing the bondholders to tender their bonds to the bank. Bonds held by the bank accrue interest at a "bank bond rate" that is higher than the rate otherwise borne by the bond (typically the prime rate plus 2.00% - 3.00%, often with a floor of 7%, and capped at the maximum legal limit). In the event that the bank holds such bonds for longer than a specified period of time, usually 90-180 days, the bank has the right additionally to demand accelerated repayment of bond principal, usually through payment of equal installments over a period of not less than five years. In the event that a municipal obligor is unable to pay interest accruing at the bank bond rate or to pay principal during the shortened amortization period, a claim could be submitted to the insurer under its financial guaranty. As of March 1, 2011, the Company had insured approximately \$1.2 billion of par of variable rate demand obligations issued by municipal obligors rated BBB- or lower pursuant to the Company's internal rating. For a

number of such obligations, a downgrade of the insurer below A+, in the case of S&P, or below A1, in the case of Moody's, triggers the ability of the bank to notify bondholders of the termination of the liquidity facility and to demand accelerated repayment of bond principal over a period of five to ten years. The specific terms relating to the rating levels that trigger the bank's termination right, and whether it is triggered by a downgrade by one rating agency or a downgrade by all rating agencies then rating the insurer, vary depending on the transaction.

#### **7. Fair Value Measurement**

The Company carries a portion of its assets and liabilities at fair value. Substantially all of such assets and liabilities are carried at fair value on a recurring basis.

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (i.e., exit price). The price represents the price available in the principal market for the asset or liability. If there is no

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**Assured Guaranty Ltd.**

**Notes to Consolidated Financial Statements (Continued)**

**December 31, 2010, 2009 and 2008**

**7. Fair Value Measurement (Continued)**

principal market, then the price is based on the market that maximizes the value received for an asset or minimizes the amount paid for a liability (i.e., the most advantageous market).

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

Valuation adjustments may be made to ensure that financial instruments are recorded at fair value. These adjustments include amounts to reflect counterparty credit quality, the Company's creditworthiness, constraints on liquidity and unobservable parameters. Valuation adjustments are applied consistently over time. As markets and products develop and the pricing for certain products becomes more or less transparent, the Company continues to refine its methodologies. During 2010, no changes were made to the Company's valuation models that had or are expected to have, a material impact on the Company's consolidated balance sheets or statements of operations and comprehensive income.

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

The fair value hierarchy is determined based on whether the inputs to valuation techniques used to measure fair value are observable or unobservable. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect Company estimates of market assumptions. The fair value hierarchy prioritizes model inputs into three broad levels as follows, with level 1 being the highest and level 3 the lowest. An asset or liability's categorization within the fair value hierarchy is based on the lowest level of significant input to its valuation.

Level 1 Quoted prices for identical instruments in active markets.

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

Level 3 Model derived valuations in which one or more significant inputs or significant value drivers are unobservable. This hierarchy requires the use of observable market data when available. Financial instruments are considered Level 3 when their values are determined using pricing models, discounted cash flow methodologies or similar techniques and at least one significant model assumption or input is unobservable. Level 3 financial instruments also include those for which the determination of fair value requires significant management judgment or estimation.

Transfers between levels 1, 2 and 3 in the investment portfolio are recognized at the beginning of the period when the transfer occurs. The Company reviews quarterly the classification between levels 1, 2 and 3 to determine, based on the definitions provided, whether a transfer is necessary.

The following is a description of the valuation methodologies used by the Company to measure instruments at fair value.

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**Assured Guaranty Ltd.**

**Notes to Consolidated Financial Statements (Continued)**

**December 31, 2010, 2009 and 2008**

**7. Fair Value Measurement (Continued)**

**Fixed Maturity Securities and Short-term Investments**

The fair value of bonds in the investment portfolio is generally based on quoted market prices received from third party pricing services or alternative pricing sources with reasonable levels of price transparency. Such quotes generally consider a variety of factors, including recent trades of the same and similar securities. If quoted market prices are not available, the valuation is based on pricing models that use dealer price quotations, price activity for traded securities with similar attributes and other relevant market factors as inputs, including security type, rating, vintage, tenor and its position in the capital structure of the issuer. The Company considers security prices from pricing services, index providers or broker-dealers to be Level 2 in the fair value hierarchy. Prices determined based upon model processes where at least one significant model assumption or input is unobservable, are considered to be Level 3 in the fair value hierarchy. The Company used model processes to price 27 fixed maturity securities as of December 31, 2010 and these securities were classified as Level 3.

Broker-dealer quotations obtained to price securities are generally considered to be indicative and are nonactionable (i.e., non-binding).

After analyzing level 3 prices provided by a third party pricing service, the Company determined it was necessary to reduce the pricing on one security based on the Company's own cash flow analysis.

**Committed Capital Securities**

The fair value of committed capital securities ("CCS") represents the difference between the present value of remaining expected put option premium payments under AGC's CCS (the "AGC CCS Securities") and AGM's Committed Preferred Trust Securities (the "AGM CPS Securities") agreements and the value of such estimated payments based upon the quoted price for such premium payments as of the reporting dates (see Note 16). Changes in fair value of the AGM CPS and AGC CCS securities are recorded in the consolidated statements of operations. The significant market inputs used are observable, therefore, the Company classified this fair value measurement as Level 2.

**Financial Guaranty Contracts in Insurance Form**

The fair value of the Company's financial guaranty contracts accounted for as insurance was based on management's estimate of what a similarly rated financial guaranty insurance company would demand to acquire the Company's in-force book of financial guaranty insurance business. This amount was based on the pricing assumptions management has observed in recent portfolio transfers that have occurred in the financial guaranty market and included adjustments to the carrying value of unearned premium reserve for stressed losses, ceding commissions and return on capital. The significant inputs for these inputs were not readily observable.

The Company accordingly classified this fair value measurement as Level 3.

**Long-Term Debt**

The Company's long-term debt, excluding notes payable, is valued by broker-dealers using third party independent pricing sources and standard market conventions. The market conventions utilize market quotations, market transactions in comparable instruments, and various relationships between instruments, such as yield to maturity.

The fair value of the notes payable that are recorded within long-term debt was determined by calculating the present value of the expected cash flows. The Company uses a market approach to determine discounted future cash flows using market driven discount rates and a variety of assumptions

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**Assured Guaranty Ltd.**

**Notes to Consolidated Financial Statements (Continued)**

**December 31, 2010, 2009 and 2008**

**7. Fair Value Measurement (Continued)**

if applicable including London Interbank Offered Rate ("LIBOR") curve projections, prepayment and default assumptions, and AGM CDS spreads.

**Financial Guaranty Contracts Accounted for as Credit Derivatives**

The Company's credit derivatives consist primarily of insured CDS contracts, and also include net interest margin securitizations and interest rate swaps that fall under derivative accounting standards requiring fair value accounting through the statement of operations. The Company does not typically terminate its credit derivative contracts, and there are no quoted prices for its instruments or for similar instruments. The Company determines the fair value of its credit derivative contracts primarily through modeling that uses various inputs to derive an estimate of the value of the Company's contracts in principal markets. Observable inputs other than quoted market prices exist; however, these inputs reflect contracts that do not contain terms and conditions similar to the credit derivative contracts issued by the Company. Therefore, the valuation of credit derivative contracts requires the use of models that contain significant, unobservable inputs. The Company accordingly believes the credit derivative valuations are in Level 3 in the fair value hierarchy discussed above.

Inputs include expected contractual life and credit spreads, based on observable market indices and on recent pricing for similar contracts. Credit spreads capture the impact of recovery rates and performance of underlying assets, among other factors, on these contracts. The Company's pricing model takes into account not only how credit spreads on risks that it assumes affect pricing, but also how the Company's own credit spread affects the pricing of its deals. If credit spreads of the underlying obligations change, the fair value of the related credit derivative changes. Market liquidity could also impact valuations of the underlying obligations.

The fair value of the Company's credit derivative contracts represents the difference between the present value of remaining expected net premiums the Company receives or pays for the credit protection and the estimated present value of premiums that a comparable credit-worthy financial guarantor would hypothetically charge or pay the Company for the same protection. The fair value of the Company's credit derivatives depends on a number of factors, including notional amount of the contract, expected term, credit spreads, changes in interest rates, the credit ratings of referenced entities, the Company's own credit risk and remaining contractual cash flows. The expected remaining contractual cash flows are the most readily observable inputs since they are based on the CDS contractual terms. These cash flows include net premiums and claims to be received or paid under the terms of the contract.

Market conditions at December 31, 2010 were such that market prices of the Company's CDS contracts were not generally available. Since market prices were not available, the Company used proprietary valuation models that used both unobservable and observable market data inputs such as various market indices, credit spreads, the Company's own credit spread, and estimated contractual payments to estimate the fair value of its credit derivatives. These models are primarily developed internally based on market conventions for similar transactions.

Management considers the non-standard terms of its credit derivative contracts in determining the fair value of these contracts. These terms differ from more standardized credit derivative contracts sold by companies outside the financial guaranty industry. The non-standard terms include the absence of collateral support agreements or immediate settlement provisions. In addition, the Company employs relatively high attachment points and does not exit derivatives it sells or purchases for credit protection purposes, except under specific circumstances such as novations upon exiting a line of business. Because of these terms and conditions, the fair value of the Company's credit derivatives may not reflect the same prices observed in an actively traded market of credit derivatives that do not contain



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**Assured Guaranty Ltd.**

**Notes to Consolidated Financial Statements (Continued)**

**December 31, 2010, 2009 and 2008**

**7. Fair Value Measurement (Continued)**

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

Valuation models include management estimates and current market information. Management is also required to make assumptions on how the fair value of credit derivative instruments is affected by current market conditions. Management considers factors such as current prices charged for similar agreements, when available, performance of underlying assets, life of the instrument, and the nature and extent of activity in the financial guaranty credit derivative marketplace. The assumptions that management uses to determine the fair value may change in the future due to market conditions. Due to the inherent uncertainties of the assumptions used in the valuation models to determine the fair value of these credit derivative products, actual experience may differ from the estimates reflected in the Company's consolidated financial statements and the differences may be material.

*Assumptions and Inputs*

Listed below are various inputs and assumptions that are key to the establishment of the Company's fair value for CDS contracts.

The key assumptions used in the Company's internally developed model include the following:

How gross spread is calculated: Gross spread is the difference between the yield of a security paid by an issuer on an insured versus uninsured basis or, in the case of a CDS transaction, the difference between the yield and an index such as the LIBOR. Such pricing is well established by historical financial guaranty fees relative to capital market spreads as observed and executed in competitive markets, including in financial guaranty reinsurance and secondary market transactions.

How gross spread is allocated: Gross spread on a financial guaranty accounted for as CDS is allocated among:

1. the profit the originator, usually an investment bank, realizes for putting the deal together and funding the transaction ("bank profit");
2. premiums paid to the Company for the Company's credit protection provided ("net spread"); and
3. the cost of CDS protection purchased on the Company by the originator to hedge their counterparty credit risk exposure to the Company ("hedge cost").

The weighted average life which is based on expected remaining contractual cash flows and debt service schedules, which are the most readily observable inputs since they are based on the CDS contractual terms.

The premium the Company receives is referred to as the "net spread." The Company's own credit risk is factored into the determination of net spread based on the impact of changes in the quoted market price for credit protection bought on the Company, as reflected by quoted market prices on CDS referencing AGC or AGM. The cost to acquire CDS protection referencing AGC or AGM affects the amount of spread on CDS deals that the Company retains and, hence, their fair value. As the cost to acquire CDS protection referencing AGC or AGM increases, the

amount of premium the Company retains on a deal generally decreases. As the cost to acquire CDS protection referencing AGC or AGM decreases, the amount of premium the Company retains on a deal generally increases. In the Company's valuation model, the premium the Company captures is not permitted to go below the

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**Assured Guaranty Ltd.**

**Notes to Consolidated Financial Statements (Continued)**

**December 31, 2010, 2009 and 2008**

**7. Fair Value Measurement (Continued)**

minimum rate that the Company would currently charge to assume similar risks. This assumption can have the effect of mitigating the amount of unrealized gains that are recognized on certain CDS contracts.

The Company determines the fair value of its CDS contracts by applying the difference between the current net spread and the contractual net spread for the remaining duration of each contract to the notional value of its CDS contracts. To the extent available, actual transactions executed in the market during the accounting period are used to validate the model results and to explain the correlation between various market indices and indicative CDS market prices.

The Company's fair value model inputs are gross spread, credit spreads on risks assumed and credit spreads on the Company's name.

Gross spread is an input into the Company's fair value model that is used to ultimately determine the net spread a comparable financial guarantor would charge the Company to transfer risk at the reporting date. The Company's estimate of the fair value represents the difference between the estimated present value of premiums that a comparable financial guarantor would accept to assume the risk from the Company on the current reporting date, on terms identical to the original contracts written by the Company and the contractual premium for each individual credit derivative contract. Gross spread was an observable input that the Company historically obtained for deals it had closed or bid on in the market place prior to the credit crisis. The Company uses these historical gross spreads as a reference point to estimate fair value in current reporting periods.

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

For credit spreads on the Company's name the Company obtains the quoted price of CDS contracts traded on AGC and AGM from market data sources published by third parties.

*Example*

The following is an example of how changes in gross spreads, the Company's own credit spread and the cost to buy protection on the Company affect the amount of premium the Company can demand for its credit protection. The assumptions used in these examples are hypothetical amounts.

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Scenario 1 represents the market conditions in effect on the transaction date and Scenario 2 represents market conditions at a subsequent reporting date.

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

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

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

In this example, the contractual cash flows (the Company premium received per annum above) exceed the amount a market participant would require the Company to pay in today's market to accept its obligations under the CDS contract, thus resulting in an asset. This credit derivative asset is equal to the difference in premium rates discounted at the corresponding LIBOR over the weighted average remaining life of the contract. The expected future cash flows for the Company's credit derivatives were discounted at rates ranging from 0.26% to 4.19% at December 31, 2010. The expected future cash flows for the Company's credit derivatives were discounted at rates ranging from 0.25% to 4.5% at December 31, 2009.

The Company corroborates the assumptions in its fair value model, including the amount of exposure to AGC and AGM hedged by its counterparties, with independent third parties each reporting period. The current level of AGC's and AGM's own credit spread has resulted in the bank or deal originator hedging a significant portion of its exposure to AGC and AGM. This reduces the amount of contractual cash flows AGC and AGM can capture for selling its protection.

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

A credit derivative asset on protection sold is the result of contractual cash flows on in-force deals in excess of what a hypothetical financial guarantor could receive if it sold protection on the same risk as of the current reporting date. If the Company were able to freely exchange these contracts (i.e., assuming its contracts did not contain proscriptions on transfer and there was a viable exchange market), it would be able to realize an asset representing the difference between the higher contractual premiums to which it is entitled and the current market premiums for a similar contract.

Table of Contents**Assured Guaranty Ltd.****Notes to Consolidated Financial Statements (Continued)****December 31, 2010, 2009 and 2008****7. Fair Value Measurement (Continued)**

Management does not believe there is an established market where financial guaranty insured credit derivatives are actively traded. The terms of the protection under an insured financial guaranty credit derivative do not, except for certain rare circumstances, allow the Company to exit its contracts. Management has determined that the exit market for the Company's credit derivatives is a hypothetical one based on its entry market. Management has tracked the historical pricing of the Company's deals to establish historical price points in the hypothetical market that are used in the fair value calculation.

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

Actual collateral specific credit spreads (if up-to-date and reliable market-based spreads are available, they are used).

Credit spreads are interpolated based upon market indices or deals priced or closed during a specific quarter within a specific asset class and specific rating.

Credit spreads provided by the counterparty of the CDS.

Credit spreads are extrapolated based upon transactions of similar asset classes, similar ratings, and similar time to maturity.

Over time the data inputs can change as new sources become available or existing sources are discontinued or are no longer considered to be the most appropriate. It is the Company's objective to move to higher levels on the hierarchy whenever possible, but it is sometimes necessary to move to lower priority inputs because of discontinued data sources or management's assessment that the higher priority inputs are no longer considered to be representative of market spreads for a given type of collateral. This can happen, for example, if transaction volume changes such that a previously used spread index is no longer viewed as being reflective of current market levels.

**Information by Credit Spread Type**

|   | As of<br>December 31, |      |
|---|-----------------------|------|
|   | 2010                  | 2009 |
| Based on actual collateral specific spreads | 5%                    | 5%   |
| Based on market indices                     | 91%                   | 90%  |
| Provided by the CDS counterparty            | 4%                    | 5%   |
| Total                                       | 100%                  | 100% |

The Company interpolates a curve based on the historical relationship between the premium the Company receives when a financial guaranty contract accounted for as CDS is closed to the daily closing price of the market index related to the specific asset class and rating of the deal. This curve indicates expected credit spreads at each indicative level on the related market index. For specific transactions where no price quotes are available and credit spreads need to be extrapolated, an alternative transaction for which the Company has received a spread quote from one of the first three sources within the Company's spread hierarchy is chosen. This alternative transaction will be within the same asset

class, have similar underlying assets, similar credit ratings, and similar time to maturity. The Company then calculates the percentage of relative spread change quarter over quarter for the alternative transaction. This percentage change is then applied to the historical credit spread of the transaction for which no price quote was received in order to calculate the transactions' current spread.

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**Assured Guaranty Ltd.**

**Notes to Consolidated Financial Statements (Continued)**

**December 31, 2010, 2009 and 2008**

**7. Fair Value Measurement (Continued)**

Counterparties determine credit spreads by reviewing new issuance pricing for specific asset classes and receiving price quotes from their trading desks for the specific asset in question. These quotes are validated by cross-referencing quotes received from one market source with those quotes received from another market source to ensure reasonableness. In addition, management compares the relative change experienced on published market indices for a specific asset class for reasonableness and accuracy. As discussed above the Company's model does not permit the premium to go below the minimum amount the Company would currently charge to assume similar rules. Given the current market conditions and the Company's own credit spreads, the majority of our CDS contracts are fair valued using this minimum premium.

*Strengths and Weaknesses of Model*

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

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

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

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

The Company uses actual transactions, when available, to validate its model results and to explain the correlation between various market indices and indicative CDS market prices. Management first attempts to compare modeled values to premiums on deals the Company received on new deals written within the reporting period. If no new transactions were written for a particular asset type in the period or if the number of transactions is not reflective of a representative sample, management compares modeled results to premium bids offered by the Company to provide credit protection on new transactions within the reporting period, the premium the Company has received on historical transactions to provide credit protection in net tight and wide credit environments and/or the premium on transactions closed by other financial guaranty insurance companies during the reporting period.

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

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

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

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

At December 31, 2010 and December 31, 2009, the markets for the inputs to the model were highly illiquid, which impacts their reliability. However, the Company employs various procedures to corroborate the reasonableness of quotes received and calculated by the Company's internal valuation model, including comparing to other quotes received on similarly structured transactions, observed spreads on structured products with comparable underlying



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**Assured Guaranty Ltd.**

**Notes to Consolidated Financial Statements (Continued)**

**December 31, 2010, 2009 and 2008**

**7. Fair Value Measurement (Continued)**

assets and, on a selective basis when possible, through second independent quotes on the same reference obligation.

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

Financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. As of December 31, 2010 and December 31, 2009 these contracts are classified as Level 3 in the fair value hierarchy since there is reliance on at least one unobservable input deemed significant to the valuation model, most significantly the Company's estimate of the value of the non-standard terms and conditions of its credit derivative contracts and of the Company's current credit standing.

**Fair Value Option on Financial Guaranty VIEs' Assets and Liabilities**

The Company elected the Fair Value Option for financial guaranty VIEs' assets and liabilities upon consolidation of financial guaranty VIEs on January 1, 2010 under the new VIE consolidation accounting standard described in Note 9.

The VIEs that are consolidated by the Company issued securities collateralized by HELOCs, first lien RMBS, Alt-A first and second lien RMBS, subprime automobile loans, and other loans and receivables. As the lowest level input that is significant to the fair value measurement of these securities in its entirety was a Level 3 input (i.e. unobservable), management classified all such securities as Level 3 in the fair value hierarchy. The securities were priced with the assistance of an independent third-party using a discounted cash flow approach and the third-party's proprietary pricing models. The models to price the VIEs' liabilities used, where appropriate, inputs such as estimated prepayment speeds; market values of the assets that collateralize the securities; estimated default rates (determined on the basis of an analysis of collateral attributes, recoveries from excess spread or salvage, historical collateral performance, borrower profiles and other features relevant to the evaluation of collateral credit quality); discount rates implied by market prices for similar securities; house price depreciation/appreciation rates based on macroeconomic forecasts and, for those liabilities insured by the Company, the benefit from the Company's insurance policy guaranteeing the timely payment of principal and interest for the VIE tranches insured by the Company, taking into account the Company's own credit rating.

The Company is not primarily liable for the debt obligations issued by the VIEs. AGL's insurance company subsidiaries that insure the debt would only be required to make payments on these debt obligations in the event that the issuer of such debt obligations defaults on any principal or interest due. The Company's creditors do not have any rights with regard to the assets of the VIEs.

Changes in fair value of the financial guaranty VIEs' assets and liabilities are included in net change in financial guaranty variable interest entities within the consolidated statement of operations. Except for credit impairment, the unrealized fair value adjustments related to the consolidated VIEs will reverse to zero over the terms of these financial instruments.

The total unpaid principal balance for the VIEs' assets that were over 90 days or more past due was approximately \$1,199.1 million. The change in the instrument-specific credit risk of the VIEs' assets for the year ended December 31, 2010 was a loss of approximately \$1,065.6 million. The difference between the aggregate unpaid principal and aggregate fair value of the VIEs' liabilities was approximately \$2,053.0 million at December 31, 2010.

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## Assured Guaranty Ltd.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2010, 2009 and 2008

## 7. Fair Value Measurement (Continued)

## Financial Instruments Carried at Fair Value

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

**Fair Value Hierarchy of Financial Instruments**  
As of December 31, 2010

|  | Fair Value<br>(restated) | Fair Value Hierarchy<br>(in millions) |                   |                       |
|--|--------------------------|---------------------------------------|-------------------|-----------------------|
|  |                          | Level 1<br>(restated)                 | Level 2           | Level 3<br>(restated) |
| <b>Assets:</b>   |                          |                                       |                   |                       |
| Investment portfolio, available-for-sale:                            |                          |                                       |                   |                       |
| Fixed maturity securities  |                          |                                       |                   |                       |
| U.S. government and agencies   | \$ 1,048.2               | \$                                    | \$ 1,048.2        | \$                    |
| Obligations of state and political subdivisions                      | 4,959.9                  |                                       | 4,959.9           |                       |
| Corporate securities   | 992.5                    |                                       | 992.5             |                       |
| Mortgage-backed securities:  |                          |                                       |                   |                       |
| RMBS   | 1,171.1                  |                                       | 1,071.7           | 99.4                  |
| CMBS   | 379.1                    |                                       | 379.1             |                       |
| Asset-backed securities  | 502.9                    |                                       | 292.7             | 210.2                 |
| Foreign government securities  | 348.6                    |                                       | 348.6             |                       |
| Total fixed maturity securities                                      | 9,402.3                  |                                       | 9,092.7           | 309.6                 |
| Short-term investments   | 1,055.6                  | 277.4                                 | 778.2             |                       |
| Other invested assets(1)   | 33.3                     | 0.2                                   | 21.4              | 11.7                  |
| Credit derivative assets   | 592.9                    |                                       |                   | 592.9                 |
| Financial guaranty VIEs' assets, at fair value                       | 3,657.5                  |                                       |                   | 3,657.5               |
| Other assets   | 44.4                     | 25.7                                  | 18.7              |                       |
| <b>Total assets carried at fair value</b>                            | <b>\$ 14,786.0</b>       | <b>\$ 303.3</b>                       | <b>\$ 9,911.0</b> | <b>\$ 4,571.7</b>     |
| <b>Liabilities:</b>  |                          |                                       |                   |                       |
| Credit derivative liabilities  | \$ 2,462.8               | \$                                    | \$                | \$ 2,462.8            |
| Financial guaranty VIEs' liabilities with recourse, at fair value    | 3,030.9                  |                                       |                   | 3,030.9               |
| Financial guaranty VIEs' liabilities without recourse, at fair value | 1,337.2                  |                                       |                   | 1,337.2               |
| Other liabilities  | 0.1                      |                                       | 0.1               |                       |
| <b>Total liabilities carried at fair value</b>                       | <b>\$ 6,831.0</b>        | <b>\$</b>                             | <b>\$ 0.1</b>     | <b>\$ 6,830.9</b>     |



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## Assured Guaranty Ltd.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2010, 2009 and 2008

## 7. Fair Value Measurement (Continued)

Fair Value Hierarchy of Financial Instruments  
As of December 31, 2009

|   | Fair Value         | Fair Value Hierarchy |                    |                   |
|---|--------------------|----------------------|--------------------|-------------------|
|   |                    | Level 1              | Level 2            | Level 3           |
| (in millions)                                   |                    |                      |                    |                   |
| <b>Assets:</b>                                  |                    |                      |                    |                   |
| Investment portfolio, available-for-sale:       |                    |                      |                    |                   |
| Fixed maturity securities                       |                    |                      |                    |                   |
| U.S. government and agencies                    | \$ 1,037.6         | \$                   | \$ 1,037.6         | \$                |
| Obligations of state and political subdivisions | 5,039.5            |                      | 5,039.5            |                   |
| Corporate securities                            | 625.5              |                      | 625.5              |                   |
| Mortgage-backed securities:                     |                    |                      |                    |                   |
| RMBS  | 1,464.6            |                      | 1,464.6            |                   |
| CMBS  | 227.2              |                      | 227.2              |                   |
| Asset-backed securities                         | 388.9              |                      | 185.0              | 203.9             |
| Foreign government securities                   | 356.6              |                      | 356.6              |                   |
| Total fixed maturity securities                 | 9,139.9            |                      | 8,936.0            | 203.9             |
| Short-term investments                          | 1,668.3            | 437.2                | 1,231.1            |                   |
| Other invested assets(1)                        | 34.4               | 1.8                  | 21.3               | 11.3              |
| Credit derivative assets                        | 492.5              |                      |                    | 492.5             |
| Other assets                                    | 32.4               | 22.9                 | 9.5                |                   |
| <b>Total assets carried at fair value</b>       | <b>\$ 11,367.5</b> | <b>\$ 461.9</b>      | <b>\$ 10,197.9</b> | <b>\$ 707.7</b>   |
| <b>Liabilities:</b>                             |                    |                      |                    |                   |
| Credit derivative liabilities                   | \$ 2,034.6         | \$                   | \$                 | \$ 2,034.6        |
| Other liabilities                               | 0.1                |                      | 0.1                |                   |
| <b>Total liabilities carried at fair value</b>  | <b>\$ 2,034.7</b>  | <b>\$</b>            | <b>\$ 0.1</b>      | <b>\$ 2,034.6</b> |

(1)

Includes mortgage loans that are recorded at fair value on a non-recurring basis. At December 31, 2010 and December 31, 2009, such investments were carried at their market value of \$9.4 million and \$11.1 million, respectively. The mortgage loans are classified as Level 3 of the fair value hierarchy as there are significant unobservable inputs used in the valuation of such loans. An indicative dealer quote is used to price the non-performing portion of these mortgage loans. The performing loans are valued using management's determination of future cash flows arising from these loans, discounted at the rate of return that would be required by a market participant. This rate of return is based on indicative dealer quotes.

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## Assured Guaranty Ltd.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2010, 2009 and 2008

## 7. Fair Value Measurement (Continued)

## Changes in Level 3 Fair Value Measurements

The table below presents a rollforward of the Company's financial instruments whose fair value included significant unobservable inputs (Level 3) during the years ended December 31, 2010, 2009 and 2008.

## Fair Value Level 3 Rollforward

|  | Year Ended December 31, 2010    |                                     |                               |  |                                   |                                       |                             |                                 |                                 |  |
|--|---------------------------------|-------------------------------------|-------------------------------|--|-----------------------------------|---------------------------------------|-----------------------------|---------------------------------|---------------------------------|--|
|  | Fair Value at December 31, 2009 | Adoption of New Accounting Standard | Fair Value at January 1, 2010 | Total Pre-tax Realized/Unrealized Gains/(Losses)(1) Recorded in: |                                   |                                       | Transfers in/out of Level 3 |                                 | Fair Value at December 31, 2010 | Change in Unrealized Gains/(Losses) Related to Financial Instruments Held at December 31, 2010 |
|  |                                 |                                     |                               | Net Income (Loss)  | Other Comprehensive Income (Loss) | Purchases, Issuances, Settlements net | Consolidations, and/or      | Fair Value at December 31, 2010 |                                 |  |
|  |                                 |                                     |                               | (restated)   | (restated)                        | (restated)                            | (restated)                  | (restated)                      | (restated)                      | (restated)   |
| Fixed maturity securities  | \$ 203.9                        | \$                                  | \$ 203.9                      | \$ (14.7)  | (2) \$ (30.0)                     | \$ 91.2                               | \$ (14.7)                   | \$ 73.9                         | \$ 309.6                        | \$ (30.0)  |
| Other invested assets  | 0.2                             |                                     | 0.2                           | (4)  | (0.5)                             | 2.6                                   |                             |                                 | 2.3                             |  |
| Financial guaranty VIEs' assets at fair value                        |                                 | 1,925.3                             | 1,925.3                       | 84.8   | (3)                               | (282.4)                               | 1,929.8                     |                                 | 3,657.5                         | 243.2  |
| Credit derivative asset (liability), net(5)                          | (1,542.1)                       |                                     | (1,542.1)                     | (1.6)  | (6)                               | (326.2)                               |                             |                                 | (1,869.9)                       | (120.9)  |
| Financial guaranty VIEs' liabilities with recourse, at fair value    |                                 | (2,110.9)                           | (2,110.9)                     | (45.4)   | (3)                               | 255.3                                 | (1,129.9)                   |                                 | (3,030.9)                       | (323.8)  |
| Financial guaranty VIEs' liabilities without recourse, at fair value |                                 | (226.0)                             | (226.0)                       | (35.4)   | (3)                               | 91.7                                  | (1,167.5)                   |                                 | (1,337.2)                       | (7.5)  |

  

|   | Year Ended December 31, 2009    |                  |                                 |  |                                   |                                       |                             |                                 |  |
|---|---------------------------------|------------------|---------------------------------|--|-----------------------------------|---------------------------------------|-----------------------------|---------------------------------|--|
|   | Fair Value at December 31, 2008 | AGMH Acquisition | Fair Value at December 31, 2009 | Total Pre-tax Realized/Unrealized Gains/(Losses)(1) Recorded in: |                                   |                                       | Transfers in/out of Level 3 |                                 | Change in Unrealized Gains/(Losses) Related to Financial Instruments Held at December 31, 2009 |
|   |                                 |                  |                                 | Net Income (Loss)  | Other Comprehensive Income (Loss) | Purchases, Issuances, Settlements net | Consolidations, and/or      | Fair Value at December 31, 2009 |  |
|   |                                 |                  |                                 | (in millions)  | (in millions)                     | (in millions)                         | (in millions)               | (in millions)                   | (in millions)  |
| Fixed maturity securities                   | \$                              | \$ 219.4         | \$ (0.7)                        | (2) \$ (14.8)  | \$                                | \$ 203.9                              | \$                          | \$ (0.7)                        |  |
| Other invested assets                       |                                 |                  | (4.3)                           | (4)  | 4.5                               | 0.2                                   |                             | (4.4)                           |  |
| Credit derivative asset (liability), net(5) | (586.8)                         | (622.8)          | (174.3)                         | (6)  | (158.2)                           | (1,542.1)                             |                             | (328.1)                         |  |

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- (1) Realized and unrealized gains (losses) from changes in values of Level 3 financial instruments represent gains (losses) from changes in values of those financial instruments only for the periods in which the instruments were classified as Level 3.
- (2) Included in net realized investment gains (losses) and net investment income.
- (3) Included in net change in financial guaranty variable interest entities.
- (4) Recorded in other income.
- (5) Represents net position of credit derivatives. The consolidated balance sheet presents gross assets and liabilities based on net counterparty exposure.
- (6) Reported in net change in fair value of credit derivatives.

Table of Contents**Assured Guaranty Ltd.****Notes to Consolidated Financial Statements (Continued)****December 31, 2010, 2009 and 2008****7. Fair Value Measurement (Continued)**

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

**Fair Value of Financial Instruments**

|   | As of<br>December 31, 2010 |                         | As of<br>December 31, 2009 |                         |
|---|----------------------------|-------------------------|----------------------------|-------------------------|
|   | Carrying<br>Amount         | Estimated<br>Fair Value | Carrying<br>Amount         | Estimated<br>Fair Value |
| (in millions)   |                            |                         |                            |                         |
|   | (restated)                 | (restated)              | (restated)                 | (restated)              |
| <b>Assets:</b>  |                            |                         |                            |                         |
| Fixed maturity securities                             | \$ 9,402.3                 | \$ 9,402.3              | \$ 9,139.9                 | \$ 9,139.9              |
| Short-term investments                                | 1,055.6                    | 1,055.6                 | 1,668.3                    | 1,668.3                 |
| Credit derivative assets                              | 592.9                      | 592.9                   | 492.5                      | 492.5                   |
| Other invested assets                                 | 259.8                      | 269.7                   | 154.4                      | 162.1                   |
| Financial guaranty VIEs' assets                       | 3,657.5                    | 3,657.5                 |                            |                         |
| Other assets  | 44.4                       | 44.4                    | 32.4                       | 32.4                    |
| <b>Liabilities:</b>                                   |                            |                         |                            |                         |
| Financial guaranty insurance contracts(1)             | 4,777.6                    | 5,582.8                 | 5,987.8                    | 7,036.4                 |
| Long-term debt  | 1,052.9                    | 1,074.5                 | 1,066.5                    | 1,076.3                 |
| Credit derivative liabilities                         | 2,462.8                    | 2,462.8                 | 2,034.6                    | 2,034.6                 |
| Financial guaranty VIEs' liabilities with recourse    | 3,030.9                    | 3,030.9                 | 762.7                      | 762.7                   |
| Financial guaranty VIEs' liabilities without recourse | 1,337.2                    | 1,337.2                 |                            |                         |
| Other liabilities                                     | 0.1                        | 0.1                     | 0.1                        | 0.1                     |

(1) Includes the balance sheet amounts related to financial guaranty insurance contract premiums and losses, net of reinsurance.

**8. Financial Guaranty Contracts Accounted for as Credit Derivatives****Accounting Policy**

Credit derivatives are recorded at fair value. Changes in fair value are recorded in "net change in fair value of credit derivatives" on the consolidated statement of operations. Realized gains and other settlements on credit derivatives include credit derivative premiums received and receivable for credit protection the Company has sold under its insured CDS contracts, premiums paid and payable for credit protection the Company has purchased, contractual claims paid and payable and received and receivable related to insured credit events under these contracts, ceding commissions (expense) income and realized gains or losses related to their early termination. Net unrealized gains (losses) on credit derivatives represent the adjustments for changes in fair value in excess of realized gains and other settlements that are recorded in each reporting period. Fair value of credit derivatives is reflected as either net assets or net liabilities determined on a contract by contract basis in the Company's consolidated balance sheets. See Note 7 for a discussion on the fair value methodology for credit derivatives.

**Credit Derivatives**

The Company has a portfolio of financial guaranty contracts accounted for as derivatives (primarily CDS) that meet the definition of a derivative in accordance with GAAP. Management considers these agreements to be a normal part of its financial guaranty business. A loss

payment is made only upon the occurrence of one or more defined credit events with respect to the referenced securities or loans. A credit event may be a non-payment event such as a failure to pay, bankruptcy or restructuring, as negotiated by the parties to the credit derivative transactions. Credit derivative transactions are



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## Assured Guaranty Ltd.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2010, 2009 and 2008

## 8. Financial Guaranty Contracts Accounted for as Credit Derivatives (Continued)

governed by ISDA documentation and operate differently from financial guaranty contracts accounted for as insurance. For example, the Company's control rights with respect to a reference obligation under a credit derivative may be more limited than when the Company issues a financial guaranty contract accounted for as insurance. In addition, while the Company's exposure under credit derivatives, like the Company's exposure under financial guaranty contracts accounted for as insurance, has been generally for as long as the reference obligation remains outstanding, unlike financial guaranty contracts, a credit derivative may be terminated for a breach of the ISDA documentation or other specific events. If events of default or termination events specified in the credit derivative documentation were to occur, the non-defaulting or the non-affected party, which may be either the Company or the counterparty, depending upon the circumstances, may decide to terminate a credit derivative prior to maturity. The Company may be required to make a termination payment to its swap counterparty upon such termination.

*Credit Derivative Net Par Outstanding by Sector*

The estimated remaining weighted average life of credit derivatives was 4.9 years at December 31, 2010 and 6.0 years at December 31, 2009. The components of the Company's credit derivative net par outstanding as of December 31, 2010 and December 31, 2009 are:

## Net Par Outstanding on Credit Derivatives

| Asset Type  | As of December 31, 2010   |                          |                     |  | As of December 31, 2009   |                          |                     |                                   |
|---|---------------------------|--------------------------|---------------------|--|---------------------------|--------------------------|---------------------|-----------------------------------|
|   | Original Subordination(1) | Current Subordination(1) | Net Par Outstanding | Weighted Average Credit Rating(2)<br>(dollars in millions) | Original Subordination(1) | Current Subordination(1) | Net Par Outstanding | Weighted Average Credit Rating(2) |
| <b>Financial Guaranty Direct:</b>                   |                           |                          |                     |  |                           |                          |                     |                                   |
| Pooled corporate obligations:                       |                           |                          |                     |  |                           |                          |                     |                                   |
| CLOs/CBOs   | 32.2%                     | 30.4%                    | \$ 45,953           | AAA  | 31.1%                     | 27.4%                    | \$ 49,447           | AAA                               |
| Synthetic investment grade pooled corporate(3)      | 19.2                      | 17.6                     | 14,905              | AAA  | 19.2                      | 17.7                     | 14,652              | AAA                               |
| Synthetic high yield pooled corporate               | 39.4                      | 34.6                     | 7,316               | AAA  | 36.7                      | 34.4                     | 11,040              | AAA                               |
| TruPS CDOs  | 46.8                      | 32.0                     | 5,757               | BB+  | 46.6                      | 37.3                     | 6,041               | BBB-                              |
| Market value CDOs of corporate obligations          | 36.0                      | 42.9                     | 5,069               | AAA  | 32.1                      | 36.9                     | 5,401               | AAA                               |
| Total pooled corporate obligations                  | 31.7                      | 29.3                     | 79,000              | AAA  | 30.9                      | 27.9                     | 86,581              | AAA                               |
| <b>U.S. RMBS:</b>                                   |                           |                          |                     |  |                           |                          |                     |                                   |
| Alt-A option ARMs and Alt-A first lien              | 19.7                      | 17.0                     | 4,767               | B+   | 20.3                      | 22.0                     | 5,662               | BB                                |
| Subprime first lien (including net interest margin) | 27.9                      | 50.4                     | 4,460               | A+   | 27.6                      | 52.4                     | 4,970               | A+                                |
| Prime first lien                                    | 10.9                      | 10.3                     | 468                 | B  | 10.9                      | 11.1                     | 560                 | BB                                |
| Closed end second lien and HELOCs(4)                |                           |                          | 81                  | B  |                           |                          | 111                 | B                                 |
| Total U.S. RMBS                                     | 23.1                      | 32.4                     | 9,776               | BBB-   | 22.9                      | 34.6                     | 11,303              | BBB                               |
| CMBS  | 29.8                      | 31.3                     | 6,751               | AAA  | 28.5                      | 30.9                     | 7,191               | AAA                               |
| Other   |                           |                          | 12,612              | A+   |                           |                          | 15,700              | AA-                               |

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|                                 |                   |            |                   |            |
|---------------------------------|-------------------|------------|-------------------|------------|
| Total Financial Guaranty Direct | 108,139           | AA+        | 120,775           | AA+        |
| Financial Guaranty Reinsurance  | 1,632             | AA-        | 1,642             | AA-        |
| <b>Total</b>                    | <b>\$ 109,771</b> | <b>AA+</b> | <b>\$ 122,417</b> | <b>AA+</b> |

- 
- (1) Represents the sum of subordinate tranches and over-collateralization and does not include any benefit from excess interest collections that may be used to absorb losses.
- (2) Based on the Company's internal rating. The Company's rating scale is similar to that used by the NRSROs; however, the ratings in the above table may not be the same as ratings assigned by any such rating agency.
- (3) Increase in net par outstanding in the synthetic investment grade pooled corporate sector is due principally to the reassumption of a previously ceded book of business.
- (4) Many of the CES transactions insured by the Company have unique structures whereby the collateral may be written down for losses without a correspondence write-down of the obligations insured by the Company. Many of these transactions are currently under-collateralized, with the principal amount of collateral being less than the principal amount of the obligation insured by the Company. The Company is not required to pay principal shortfalls until legal maturity (rather than making timely principal payments), and takes the under-collateralization into account when estimating expected losses for these transactions.

Table of Contents**Assured Guaranty Ltd.****Notes to Consolidated Financial Statements (Continued)****December 31, 2010, 2009 and 2008****8. Financial Guaranty Contracts Accounted for as Credit Derivatives (Continued)**

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

The Company's TruPS CDO asset pools are generally less diversified by obligors and industries than the typical CLO asset pool. Also, the underlying collateral in TruPS CDOs consists primarily of subordinated debt instruments such as TruPS CDOs issued by banks, real estate investment trusts and insurance companies, while CLOs typically contain primarily senior secured obligations. Finally, TruPS CDOs typically contain interest rate hedges that may complicate the cash flows. However, to mitigate these risks TruPS CDOs were typically structured with higher levels of embedded credit enhancement than typical CLOs.

The Company's exposure to "Other" CDS contracts is also highly diversified. It includes \$3.4 billion of exposure to three pooled infrastructure transactions comprised of diversified pools of international infrastructure project transactions and loans to regulated utilities. These pools were all structured with underlying credit enhancement sufficient for the Company to attach at super senior AAA levels. The remaining \$9.2 billion of exposure in "Other" CDS contracts is comprised of numerous deals typically structured with significant underlying credit enhancement and spread across various asset classes, such as commercial receivables, international RMBS securities, infrastructure, regulated utilities and consumer receivables.

The following table summarizes net par outstanding by rating of the Company's direct credit derivatives as of December 31, 2010 and December 31, 2009.

**Distribution of Direct Credit Derivative Net Par Outstanding by Rating(1)**

| Ratings(1)  | December 31, 2010     |               | December 31, 2009   |               |
|---|-----------------------|---------------|---------------------|---------------|
|   | Net Par Outstanding   | % of Total    | Net Par Outstanding | % of Total    |
|   | (dollars in millions) |               |                     |               |
| Super Senior  | \$ 29,344             | 27.1%         | \$ 41,307           | 34.2%         |
| AAA   | 49,751                | 46.0          | 40,065              | 33.2          |
| AA  | 7,937                 | 7.3           | 14,613              | 12.1          |
| A   | 6,471                 | 6.0           | 8,255               | 6.8           |
| BBB   | 6,278                 | 5.8           | 9,076               | 7.5           |
| BIG   | 8,358                 | 7.8           | 7,459               | 6.2           |
| <b>Total direct credit derivative net par outstanding</b> | <b>\$ 108,139</b>     | <b>100.0%</b> | <b>\$ 120,775</b>   | <b>100.0%</b> |

(1) Assured Guaranty's internal rating. The Company's ratings scale is similar to that used by the NRSROs; however, the ratings in the above table may not be the same as ratings assigned by any such rating agency. The super senior category, which is not generally used by rating agencies, is used by the Company in instances where Assured Guaranty's AAA-rated exposure on its internal rating scale has additional credit enhancement due to either (1) the existence of another security rated AAA that is subordinated to Assured Guaranty's exposure or (2) Assured Guaranty's exposure benefiting from a different form of credit enhancement that would pay any claims first in the event that any of the exposures incurs a loss, and such credit enhancement, in management's opinion, causes Assured Guaranty's attachment point to be materially above the AAA attachment point.



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## Assured Guaranty Ltd.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2010, 2009 and 2008

## 8. Financial Guaranty Contracts Accounted for as Credit Derivatives (Continued)

The following tables present additional details about the Company's unrealized U.S. RMBS CDS by vintage:

## U.S. Residential Mortgage-Backed Securities

| Vintage           | December 31, 2010            |                             |   | Weighted<br>Average<br>Credit<br>Rating(2) | Full Year<br>2010<br>Unrealized<br>Gain (Loss)<br>(in millions)<br>(restated) |
|-------------------|------------------------------|-----------------------------|---|--|---|
|                   | Original<br>Subordination(1) | Current<br>Subordination(1) | Net Par<br>Outstanding<br>(in millions) |  |   |
| 2004 and<br>Prior | 6.2%                         | 19.9%                       | \$ 165                                  | A  | \$ (0.5)  |
| 2005              | 27.2                         | 55.6                        | 3,086                                   | AA-  | (1.9)   |
| 2006              | 29.0                         | 37.5                        | 1,563                                   | BBB  | (13.7)  |
| 2007              | 18.7                         | 14.7                        | 4,962                                   | B  | (284.7)   |
| 2008              |                              |                             |   |  |   |
| 2009              |                              |                             |   |  |   |
| 2010              |                              |                             |   |  |   |
| Total             | 23.1%                        | 32.4%                       | \$ 9,776                                | BBB-                                       | \$ (300.8)  |

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

(2) Based on the Company's internal rating. The Company's rating scale is similar to that used by the NRSROs; however, the ratings in the above table may not be the same as ratings assigned by any such rating agency.

The following table presents additional details about the Company's CMBS transactions by vintage:

## Commercial Mortgage-Backed Securities

| Vintage           | December 31, 2010            |                             |   | Weighted<br>Average<br>Credit<br>Rating(2) | Full Year<br>2010<br>Unrealized<br>Gain (Loss)<br>(in millions) |
|-------------------|------------------------------|-----------------------------|---|--|---|
|                   | Original<br>Subordination(1) | Current<br>Subordination(1) | Net Par<br>Outstanding<br>(in millions) |  |   |
| 2004 and<br>Prior | 29.3%                        | 47.0%                       | \$ 458                                  | AAA  | \$ 0.1  |
| 2005              | 17.7                         | 25.4                        | 681                                     | AAA  | 0.2   |
| 2006              | 28.0                         | 28.5                        | 4,197                                   | AAA  | 5.8   |
| 2007              | 41.1                         | 37.3                        | 1,415                                   | AAA  | 4.0   |
| 2008              |                              |                             |   |  |   |
| 2009              |                              |                             |   |  |   |

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2010

|       |       |       |          |     |         |
|-------|-------|-------|----------|-----|---------|
| Total | 29.8% | 31.3% | \$ 6,751 | AAA | \$ 10.1 |
|-------|-------|-------|----------|-----|---------|

- 
- (1) Represents the sum of subordinate tranches and over-collateralization and does not include any benefit from excess interest collections that may be used to absorb losses.
- (2) Based on the Company's internal rating. The Company's rating scale is similar to that used by the NRSROs; however, the ratings in the above table may not be the same as ratings assigned by any such rating agency.

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## Assured Guaranty Ltd.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2010, 2009 and 2008

## 8. Financial Guaranty Contracts Accounted for as Credit Derivatives (Continued)

*Net Change in Fair Value of Credit Derivatives*

The following table disaggregates the components of net change in fair value of credit derivatives.

## Net Change in Fair Value of Credit Derivatives

|   | Year Ended December 31, |            |          |
|---|-------------------------|------------|----------|
|   | 2010                    | 2009       | 2008     |
|   | (in millions)           |            |          |
|   | (restated)              |            |          |
| Net credit derivative premiums received and receivable                    | \$ 206.8                | \$ 168.1   | \$ 118.1 |
| Net ceding commissions (paid and payable) received and receivable         | 3.5                     | 2.2        | (0.9)    |
| Realized gains on credit derivatives                                      | 210.3                   | 170.3      | 117.2    |
| Net credit derivative losses (paid and payable) recovered and recoverable | (56.8)                  | (6.7)      | 0.4      |
| Total realized gains and other settlements on credit derivatives          | 153.5                   | 163.6      | 117.6    |
| Total unrealized gains and other settlements on credit derivatives        | (155.1)                 | (337.8)    | 38.0     |
| Net change in fair value of credit derivatives                            | \$ (1.6)                | \$ (174.2) | \$ 155.6 |

Changes in the fair value of credit derivatives occur primarily because of changes in interest rates, credit spreads, credit ratings of the referenced entities, realized gains and other settlements, and the issuing company's own credit rating, credit spreads and other market factors. Except for estimated credit impairments (i.e., net expected payments), the unrealized gains and losses on credit derivatives is expected to reduce to zero as the exposure approaches its maturity date. During 2010 and 2009, the Company made \$44.1 million and \$17.7 million in claim payments on credit derivatives, respectively. With considerable volatility continuing in the market, unrealized gains (losses) on credit derivatives may fluctuate significantly in future periods.

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## Assured Guaranty Ltd.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2010, 2009 and 2008

## 8. Financial Guaranty Contracts Accounted for as Credit Derivatives (Continued)

Net Change in Unrealized Gains (Losses) in Credit Derivatives  
By Sector

| Asset Type  | Year Ended December 31, |            |          |
|---|-------------------------|------------|----------|
|   | 2010                    | 2009       | 2008     |
|   | (in millions)           |            |          |
|   | (restated)              |            |          |
| Financial Guaranty Direct:                          |                         |            |          |
| Pooled corporate obligations:                       |                         |            |          |
| CLOs/CBOs   | \$ 2.1                  | \$ 152.3   | \$ 263.3 |
| Synthetic investment grade pooled corporate         | (1.9)                   | (24.0)     | 3.8      |
| Synthetic high yield pooled corporate               | 11.4                    | 95.1       |          |
| TruPS CDOs  | 59.1                    | (44.1)     | 7.5      |
| Market value CDOs of corporate obligations          | (0.1)                   | (0.6)      | 48.7     |
| Commercial real estate                              |                         |            | 7.5      |
| CDO of CDOs (corporate)                             |                         | 6.3        | (3.4)    |
| Total pooled corporate obligations                  | 70.6                    | 185.0      | 327.4    |
| U.S. RMBS:  |                         |            |          |
| Alt-A option ARMs and Alt-A first lien              | (280.4)                 | (429.3)    | (194.9)  |
| Subprime first lien (including net interest margin) | (10.1)                  | 4.9        | 185.4    |
| Prime first lien                                    | (8.3)                   | (85.2)     | 5.2      |
| Closed end second lien and HELOCs                   | (2.0)                   | 11.6       | 0.3      |
| Total U.S. RMBS                                     | (300.8)                 | (498.0)    | (4.0)    |
| CMBS  | 10.1                    | (41.1)     | 79.0     |
| Other(1)  | 65.6                    | 6.7        | (336.7)  |
| Total Financial Guaranty Direct                     | (154.5)                 | (347.4)    | 65.7     |
| Financial Guaranty Reinsurance                      | (0.6)                   | 9.6        | (27.7)   |
| Total   | \$ (155.1)              | \$ (337.8) | \$ 38.0  |

(1) "Other" includes all other U.S. and international asset classes, such as commercial receivables, international infrastructure, international RMBS securities, and pooled infrastructure securities.

In 2010, U.S. RMBS unrealized fair value losses were generated primarily in the Alt-A option ARM and Alt-A first lien sector due to wider implied net spreads. The wider implied net spreads were a result of internal ratings downgrades on several of these Alt-A option ARM and Alt-A first lien policies. The unrealized fair value gain within the TruPS CDO and Other asset classes resulted from tighter implied spreads. These transactions were pricing above their floor levels (or the minimum rate at which the Company would consider assuming these risks based on historical experience); therefore when the cost of purchasing CDS protection on AGC and AGM increased, which management refers to as the CDS spread on AGC or AGM, the implied spreads that the Company would expect to receive on these transactions decreased. During 2010, AGC's and AGM's spreads widened. However, gains due to the widening of the Company's own CDS spreads were offset by declines in fair value resulting from price changes and the internal downgrades of several U.S. RMBS policies referenced above.



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In 2009, AGC's and AGM's credit spreads narrowed, however they remained relatively wide compared to pre-2007 levels. Offsetting the benefit attributable to AGC's and AGM's wide credit spread were declines in fixed income security market prices primarily attributable to widening spreads in certain markets as a result of the continued deterioration in credit markets and some credit rating downgrades. The higher credit spreads in the fixed income security market were primarily due to

Table of Contents**Assured Guaranty Ltd.****Notes to Consolidated Financial Statements (Continued)****December 31, 2010, 2009 and 2008****8. Financial Guaranty Contracts Accounted for as Credit Derivatives (Continued)**

continuing market concerns over the most recent vintages of Subprime RMBS and trust-preferred securities.

The 2008 gain included an amount of \$4.1 billion associated with the change in AGC's credit spread, which widened substantially from 180 basis points at December 31, 2007 to 1,775 basis points at December 31, 2008. Management believed that the widening of AGC's credit spread was due to the correlation between AGC's risk profile and that experienced currently by the broader financial markets and increased demand for credit protection against AGC as the result of its increased business volume. Offsetting the gain attributable to the significant increase in AGC's credit spread were declines in fixed income security market prices primarily attributable to widening spreads in certain markets as a result of the continued deterioration in credit markets and some credit rating downgrades, rather than from delinquencies or defaults on securities guaranteed by the Company. The higher credit spreads in the fixed income security market were due to the lack of liquidity in the high yield CDO and CLO markets as well as continuing market concerns over the most recent vintages of subprime RMBS and CMBS.

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

**Effect of the Company's Credit Spread on Credit Derivatives Fair Value**

|  | As of December 31,    |              |              |
|--|-----------------------|--------------|--------------|
|  | 2010                  | 2009         | 2008         |
|  | (dollars in millions) |              |              |
|  | (restated)            |              |              |
| Quoted price of CDS contract (in basis points):                |                       |              |              |
| AGC  | 804                   | 634          | 1,775        |
| AGM  | 650                   | 541(1)       | N/A          |
| Fair value gain (loss) of credit derivatives:                  |                       |              |              |
| Before considering implication of the Company's credit spreads | \$ (5,539.3)          | \$ (5,830.8) | \$ (4,734.4) |
| After considering implication of the Company's credit spreads  | \$ (1,869.9)          | \$ (1,542.1) | \$ (586.8)   |

(1) The quoted price of a CDS contract for AGM was 1,047 basis points at July 1, 2009.

Table of Contents**Assured Guaranty Ltd.****Notes to Consolidated Financial Statements (Continued)****December 31, 2010, 2009 and 2008****8. Financial Guaranty Contracts Accounted for as Credit Derivatives (Continued)****Components of Credit Derivative Assets (Liabilities)**

|                                      | As of December 31, |              |
|--------------------------------------|--------------------|--------------|
|                                      | 2010               | 2009         |
|                                      | (in millions)      |              |
|                                      | (restated)         |              |
| Credit derivative assets             | \$ 592.9           | \$ 492.5     |
| Credit derivative liabilities        | (2,462.8)          | (2,034.6)    |
| Net fair value of credit derivatives | \$ (1,869.9)       | \$ (1,542.1) |

As of December 31, 2010, AGC's and AGM's credit spreads remained relatively wide compared to pre-2007 levels, as did general market spreads. The \$5.5 billion liability as of December 31, 2010, which represents the fair value of CDS contracts before considering the implications of AGC's and AGM's credit spreads, is a direct result of continued wide credit spreads in the fixed income security markets, and ratings downgrades. The asset classes that remain most affected are recent vintages of Subprime RMBS and Alt-A deals, as well as trust-preferred securities. When looking at December 31, 2010 compared to December 31, 2009, there was tightening of general market spreads as well as a run-off in net par outstanding, resulting in a gain of approximately \$292 million before taking into account AGC or AGM's credit spreads.

Management believes that the trading level of AGC's and AGM's credit spreads are due to the correlation between AGC's and AGM's risk profile and that experienced currently by the broader financial markets and increased demand for credit protection against AGC and AGM as the result of its direct segment financial guaranty volume as well as the overall lack of liquidity in the CDS market. Offsetting the benefit attributable to AGC's and AGM's credit spread were declines in fixed income security market prices primarily attributable to widening spreads in certain markets as a result of the continued deterioration in credit markets and some credit rating downgrades. The higher credit spreads in the fixed income security market are due to the lack of liquidity in the high yield CDO and collateralized loan obligation ("CLO") markets as well as continuing market concerns over the most recent vintages of subprime RMBS.

*Ratings Sensitivities of Credit Derivative Contracts*

Some of the Company's CDS have rating triggers that allow the CDS counterparty to terminate in the case of a rating downgrade. If the ratings of certain of the Company's insurance subsidiaries were reduced below certain levels and the Company's counterparty elected to terminate the CDS, the Company could be required to make a termination payment on certain of its credit derivative contracts, as determined under the relevant documentation. Under certain documents, the Company may have the right to cure the termination event by posting collateral, assigning its rights and obligations in respect of the transactions to a third party or seeking a third party guaranty of the obligations of the Company. The Company currently has three ISDA master agreements under which the applicable counterparty could elect to terminate transactions upon a rating downgrade of AGC: if AGC's ratings were downgraded to BBB- or Baa3, \$90 million in par insured could be terminated by one counterparty; and if AGC's ratings were downgraded to BB+ or Ba1, approximately \$2.8 billion in par insured could be terminated by the other two counterparties. None of AG Re, Assured Guaranty Re Overseas Ltd. ("AGRO") or AGM has any material CDS exposure subject to termination based on its rating. The Company does not believe that it can accurately estimate the termination payments it could be required to make if, as a result of any such downgrade, a CDS counterparty terminated its CDS

Table of Contents**Assured Guaranty Ltd.****Notes to Consolidated Financial Statements (Continued)****December 31, 2010, 2009 and 2008****8. Financial Guaranty Contracts Accounted for as Credit Derivatives (Continued)**

contracts with the Company. These payments could have a material adverse effect on the Company's liquidity and financial condition.

Under a limited number of other CDS contracts, the Company may be required to post eligible securities as collateral generally cash or U.S. government or agency securities. For certain of such contracts, this requirement is based on a mark-to-market valuation, as determined under the relevant documentation, in excess of contractual thresholds that decline or are eliminated if the ratings of certain of the Company's insurance subsidiaries decline. Under other contracts, the Company has negotiated caps such that the posting requirement cannot exceed a certain amount. As of December 31, 2010, and without giving effect to thresholds that apply at current ratings, the amount of par that is subject to collateral posting is approximately \$18.8 billion, for which the Company has agreed to post approximately \$765.9 million of collateral. The Company may be required to post additional collateral from time to time, depending on its ratings and on the market values of the transactions subject to the collateral posting. Counterparties have agreed that for approximately \$18.0 billion of that \$18.8 billion, the maximum amount that the Company could be required to post is capped at \$635 million at current rating levels (which amount is included in the \$765.9 million as to which the Company has agreed to post). Such cap increases by \$50 million to \$685 million in the event AGC's ratings are downgraded to A+ or A3.

*Sensitivity to Changes in Credit Spread*

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

| <b>Credit Spreads(1)</b> | <b>As of December 31, 2010</b>                    |  |
|--------------------------|---|--|
|                          | <b>Estimated Net<br/>Fair Value<br/>(Pre-Tax)</b> | <b>Estimated Change<br/>in Gain/(Loss)<br/>(Pre-Tax)</b> |
|                          | <b>(in millions)<br/>(restated)</b>               |  |
| 100% widening in spreads | \$ (3,961.7)                                      | \$ (2,091.8)   |
| 50% widening in spreads  | (2,923.3)   | (1,053.4)  |
| 25% widening in spreads  | (2,399.2)   | (529.3)  |
| 10% widening in spreads  | (2,084.1)   | (214.2)  |
| Base Scenario            | (1,869.9)   |  |
| 10% narrowing in spreads | (1,706.9)   | 163.0  |
| 25% narrowing in spreads | (1,462.5)   | 407.4  |
| 50% narrowing in spreads | (1,059.8)   | 810.1  |

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

**9. Consolidation of Variable Interest Entities**

The Company has not originated any VIEs nor acted as the servicer or collateral manager for any VIE deals that it insures. The Company provides financial guaranties with respect to debt obligations of special purpose entities, including VIEs. The transaction structure generally provides certain financial protections to the Company. This financial protection can take several forms, the most common of which are over-collateralization, first loss protection (or subordination) and excess spread. In the case of over-collateralization (i.e., the principal amount of the securitized assets exceeds the principal amount of the structured finance obligations guaranteed by the Company), the structure allows

defaults of the securitized assets before a default is experienced on the structured finance obligation guaranteed

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**Assured Guaranty Ltd.**

**Notes to Consolidated Financial Statements (Continued)**

**December 31, 2010, 2009 and 2008**

**9. Consolidation of Variable Interest Entities (Continued)**

by the Company. In the case of first loss, the financial guaranty insurance policy only covers a senior layer of losses of multiple obligations issued by special purpose entities, including VIEs. The first loss exposure with respect to the assets is either retained by the seller or sold off in the form of equity or mezzanine debt to other investors. In the case of excess spread, the financial assets contributed to special purpose entities, including VIEs, generate cash flows that are in excess of the interest payments on the debt issued by the special purpose entity. Such excess spread is typically distributed through the transaction's cash flow waterfall and may be used to create additional credit enhancement, applied to redeem debt issued by the special purpose entities, including VIEs (thereby, creating additional over-collateralization), or distributed to equity or other investors in the transaction.

**Accounting Policy**

For all years presented, the Company has evaluated whether it was the primary beneficiary or control party of its VIEs. If the Company concludes that it is the primary beneficiary it is required to consolidate the entire VIE in the Company's financial statements. The accounting rules governing the criteria for determining the primary beneficiary or control party of VIEs changed effective January 1, 2010.

Prior to January 1, 2010, the Company determined whether it was the primary beneficiary of a VIE by first performing a qualitative analysis of the VIE that included, among other factors, its capital structure, contractual terms, which variable interests create or absorb variability, related party relationships and the design of the VIE. The Company performed a quantitative analysis when qualitative analysis was not conclusive.

Effective January 1, 2010, accounting standards now require the Company to perform an analysis to determine whether its variable interests give it a controlling financial interest in a VIE. This analysis identifies the primary beneficiary of a VIE as the enterprise that has both 1) the power to direct the activities of a VIE that most significantly impact the entity's economic performance; and 2) the obligation to absorb losses of the entity that could potentially be significant to the VIE or the right to receive benefits from the entity that could potentially be significant to the VIE. Additionally, this guidance requires an ongoing reassessment of whether the Company is the primary beneficiary of a VIE.

As part of the terms of its financial guarantee contracts, the Company obtains certain protective rights with respect to the VIE that are triggered by the occurrence of certain events, such as failure to be in compliance with a covenant due to poor deal performance or a deterioration in a servicer or collateral manager's financial condition. At deal inception, the Company typically is not deemed to control a VIE; however, once a trigger event occurs, the Company's control of the VIE typically increases. The Company continuously evaluates its power to direct the activities that most significantly impact the economic performance of VIEs that have debt obligations insured by the Company and, accordingly, where the Company is obligated to absorb VIE losses that could potentially be significant to the VIE. The Company obtains protective rights under its insurance contracts that give the Company additional controls over a VIE if there is either deterioration of deal performance or in the financial health of the deal servicer. Under GAAP, the Company is deemed to be the control party typically when its protective rights give it the power to both terminate and replace the deal servicer.

VIEs' liabilities insured by the Company are considered to be with recourse, since the Company guarantees the payment of principal and interest regardless of the performance of the related VIEs' assets. VIEs' liabilities not insured by the Company are considered to be non-recourse, since the payment of principal and interest of these liabilities is wholly dependent on the performance of the VIEs' assets.

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## Assured Guaranty Ltd.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2010, 2009 and 2008

## 9. Consolidation of Variable Interest Entities (Continued)

## Adoption of Consolidation of VIE Standard on January 1, 2010

The new accounting mandated the accounting changes prescribed by the statement to be recognized by the Company as a cumulative effect adjustment to retained earnings on January 1, 2010. This cumulative effect was a \$206.5 million after-tax decrease to the opening retained earnings balance due to the consolidation of 21 VIEs at fair value. The impact of adopting the new accounting guidance on the Company's balance sheet was as follows:

|   | As of<br>December 31,<br>2009 | Transition<br>Adjustment<br>(in millions) | As of<br>January 1,<br>2010 |
|---|-------------------------------|---|-----------------------------|
|   | (restated)                    | (restated)                                | (restated)                  |
| <b>Assets:</b>  |                               |   |                             |
| Premiums receivable, net of ceding commissions payable                      | \$ 1,418.2                    | \$ (19.1)                                 | \$ 1,399.1                  |
| Deferred tax asset, net   | 1,163.0                       | 111.2                                     | 1,274.2                     |
| Financial guaranty variable interest entities' assets                       | 762.3                         | 1,163.0                                   | 1,925.3                     |
| Total assets  | 16,779.4                      | 1,255.1                                   | 18,034.5                    |
| <b>Liabilities and shareholders' equity:</b>                                |                               |   |                             |
| Unearned premium reserve  | 8,381.0                       | (113.0)                                   | 8,268.0                     |
| Financial guaranty variable interest entities' liabilities with recourse    | 762.7                         | 1,348.2                                   | 2,110.9                     |
| Financial guaranty variable interest entities' liabilities without recourse |                               | 226.0                                     | 226.0                       |
| Total liabilities   | 13,270.5                      | 1,461.2                                   | 14,731.7                    |
| Retained earnings   | 778.7                         | (206.5)                                   | 572.2                       |
| Total shareholders' equity attributable to Assured Guaranty Ltd.            | 3,509.3                       | (206.5)                                   | 3,302.8                     |
| Noncontrolling interest of financial guaranty variable interest entities    | (0.4)                         | 0.4                                       |                             |
| Total shareholders' equity  | 3,508.9                       | (206.1)                                   | 3,302.8                     |
| Total liabilities and shareholders' equity                                  | 16,779.4                      | 1,255.1                                   | 18,034.5                    |

At December 31, 2009, the Company consolidated four VIEs that had issued debt obligations insured by the Company. Under the new accounting standard effective January 1, 2010, consolidation was no longer required and, accordingly, the four VIEs were deconsolidated at fair value, which was approximately \$791.9 million in VIEs' assets and \$788.7 million in VIEs' liabilities. The impact of this deconsolidation is included in the "Transition Adjustment" amounts above.

The Company is not primarily liable for the debt obligations issued by the VIEs it insures and would only be required to make payments on these debt obligations in the event that the issuer of such debt obligations defaults on any principal or interest due. The Company's creditors do not have any rights with regard to the assets of the VIEs.

**Consolidated VIEs**

During the year ended December 31, 2010, the Company determined that based on the assessment of its control rights over servicer or collateral manager replacement, given that servicing/managing collateral were deemed to be the VIEs' most significant activities, ten additional VIEs required consolidated and two VIEs were required to be deconsolidated, bringing the total consolidated VIEs to 29 at December 31, 2010. This resulted in an increase in financial guaranty variable interest entities' assets net of \$1,929.8 million, an increase in financial guaranty variable interest entities' liabilities of

Table of Contents**Assured Guaranty Ltd.****Notes to Consolidated Financial Statements (Continued)****December 31, 2010, 2009 and 2008****9. Consolidation of Variable Interest Entities (Continued)**

\$2,297.4 million and a net loss on consolidation of \$241.9 million, which was included in "net change in financial guaranty variable interest entities" in the consolidated statement of operations.

The financial reports of the consolidated VIEs are prepared by outside parties and are not available within the time constraints that the Company requires to ensure the financial accuracy of the operating results. As such, the financial results of the VIEs are consolidated on a one quarter lag; however, the Company does adjust the financial statements for the effects of material events occurring from the lag period until the balance sheet date. Effective January 1, 2010, the Company has elected the fair value option for assets and liabilities classified as financial guaranty variable interest entities' assets and liabilities. Upon consolidation of financial guaranty VIEs on January 1, 2010, the Company elected the fair value option because the carrying amount transition method was not practical.

The table below shows the carrying value of the consolidated VIEs' assets and liabilities in the Company's consolidated financial statements, segregated by the types of assets held by VIEs that collateralize their respective debt obligations:

**Consolidated VIEs  
By Type of Collateral**

|                            | As of<br>December 31, 2010 |                           | As of<br>December 31, 2009 |              |
|----------------------------|----------------------------|---------------------------|----------------------------|--------------|
|                            | Assets<br>(restated)       | Liabilities<br>(restated) | Assets                     | Liabilities  |
| (in millions)              |                            |                           |                            |              |
| HELOCs                     | \$ 857.1                   | \$ 1,126.1                | \$                         | \$           |
| First liens:               |                            |                           |                            |              |
| Subprime                   | 528.7                      | 616.5                     |                            |              |
| Option ARMs                | 626.6                      | 909.4                     |                            |              |
| Alt-A second liens         | 747.4                      | 818.4                     |                            |              |
| Automobile loans           | 486.8                      | 486.8                     |                            |              |
| Life insurance             | 304.8                      | 304.8                     |                            |              |
| Credit card loans          | 106.1                      | 106.1                     | 233.4                      | 233.1        |
| Health care<br>receivables |                            |                           | 211.8                      | 212.5        |
| Consumer loans             |                            |                           | 199.2                      | 199.2        |
| Gas pipeline tariffs       |                            |                           | 117.9                      | 117.9        |
| <br>Total                  | <br>\$ 3,657.5             | <br>\$ 4,368.1            | <br>\$ 762.3               | <br>\$ 762.7 |



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## Assured Guaranty Ltd.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2010, 2009 and 2008

## 9. Consolidation of Variable Interest Entities (Continued)

The table below shows the income statement activity of the consolidated VIEs:

## Components of Net Change in Financial Guaranty VIEs

|  | Year Ended<br>December 31, |          |
|--|----------------------------|----------|
|  | 2010                       | 2009     |
|  | (in millions)              |          |
|  | (restated)                 |          |
| Interest income  | \$ 212.7                   | \$ 7.8   |
| Interest expense   | (81.8)                     | (7.6)    |
| Net realized and unrealized gains (losses) on assets                       | (288.1)                    |          |
| Net realized and unrealized gains (losses) on liabilities with recourse    | (49.0)                     |          |
| Net realized and unrealized gains (losses) on liabilities without recourse | 5.6                        |          |
| Other income   | 4.3                        | 0.8      |
| Other expenses   | (77.3)                     | (2.2)    |
| Net change in financial guaranty variable interest entities                | \$ (273.6)                 | \$ (1.2) |

## Effect of Consolidating Financial Guaranty VIEs on Net Income and Shareholders' Equity attributable to AGL

|   | Year Ended<br>December 31, 2010 |
|---|---------------------------------|
|   | (in millions)                   |
|   | (restated)                      |
| Net earned premiums   | \$ (47.6)                       |
| Net change in financial guaranty VIEs                         | (273.6)                         |
| Loss and LAE  | 65.9                            |
| Total pre-tax impact on GAAP net income                       | (255.3)                         |
| Less: tax provision (benefit)                                 | (89.4)                          |
| Total impact on GAAP net income                               | \$ (165.9)                      |
|   | (restated)                      |
|   | (in millions)                   |
|   | As of<br>December 31, 2010      |
| Total impact on GAAP shareholders' equity attributable to AGL | \$ (371.4)                      |

In 2009, there was no VIE impact to net income attributable to AGL or shareholders' equity attributable to AGL.

**Non-Consolidated VIEs**

To date, the results of qualitative and quantitative analyses have indicated that the Company does not have a majority of the variability in any other VIEs and, as a result, are not consolidated in the Company's consolidated financial statements. The Company's exposure provided through its financial guaranties with respect to debt obligations of special purpose entities is included within net par outstanding in Note 5.

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**Assured Guaranty Ltd.**

**Notes to Consolidated Financial Statements (Continued)**

**December 31, 2010, 2009 and 2008**

**10. Investments**

**Accounting Policy**

Short-term investments, which are those investments with a maturity of less than one year at time of purchase, are carried at fair value and include amounts deposited in money market funds. All the Company's fixed maturity securities were classified as available-for-sale at the time of purchase, and therefore carried at fair value with change in fair value recorded in OCI, unless other than temporarily impaired. Changes in fair value for other than temporarily impaired securities are bifurcated between credit losses and non-credit changes in fair value. Credit losses on OTTI securities are recorded in the statement of operations and the non-credit component of OTTI securities are recorded in OCI. OTTI credit losses adjust the amortized cost of impaired securities. That new amortized cost basis is not adjusted for subsequent recoveries in fair value. However, the amortized cost basis is adjusted for accretion and amortization using the effective interest method and recorded in net investment income.

Prior to April 1, 2009, if a security was deemed to be OTTI, the entire difference between fair value and the amortized cost of a debt security at the measurement date was recorded in the consolidated statement of operations as a realized loss. The previous amortized cost basis less the OTTI recognized in earnings was the new amortized cost basis of the investment. That new amortized cost basis was not adjusted for subsequent recoveries in fair value. However, if, based on cash flow estimates on the date of impairment, the recoverable value of the investment was greater than the new cost basis (i.e., the fair value on the date of impairment) of the investment, the difference was accreted into net investment income in future periods based upon the amount and timing of expected future cash flows of the security.

Realized gains and losses on sales of investments are determined using the specific identification method. Realized loss includes amounts recorded for other than temporary impairments on debt securities.

For mortgage-backed securities, and any other holdings for which there is prepayment risk, prepayment assumptions are evaluated and revised as necessary. Any necessary adjustments required due to the resulting change in effective yields and maturities are recognized in current income.

Other invested assets includes assets acquired in refinancing transactions which are primarily comprised of franchise loans which are evaluated for impairment by assessing the probability of collecting expected cash flows. Any impairment is recorded in the consolidated statement of operations and any subsequent increases in expected cash flow are recorded as an increase in yield over the remaining life of the loans. Other invested assets also include equity securities, a 50% equity investment acquired in a restructuring of an insured CDS and other investments. Equity securities are carried at fair value with changes recorded in OCI. The Company's 50% equity investment is carried at its proportionate share of the underlying entity's equity value (See "Investment in Portfolio Funding Company LLC I" below).

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**Assured Guaranty Ltd.**

**Notes to Consolidated Financial Statements (Continued)**

**December 31, 2010, 2009 and 2008**

**10. Investments (Continued)**

**Assessment for Other-Than Temporary Impairments**

Since April 1, 2009, if an OTTI has occurred, the amount of the OTTI recognized in earnings depends on whether an entity intends to sell the security or more likely than not will be required to sell the security before recovery of its amortized cost basis less any current-period credit loss. If an entity intends to sell the security or more likely than not will be required to sell the security before recovery of its amortized cost basis less any current-period credit loss, the OTTI is recognized in earnings equal to the entire difference between the investment's amortized cost basis and its fair value at the balance sheet date.

If an entity does not intend to sell the security and it is not more likely than not that the entity will be required to sell the security before recovery of its amortized cost basis less any current-period credit loss, the OTTI is separated into (1) the amount representing the credit loss and (2) the amount related to all other factors.

The cumulative effect of the adoption of the OTTI standard on April 1, 2009 was a \$62.2 million reclassification of losses from retained earnings to accumulated OCI ("AOCI").

The Company has a formal review process for all securities in its investment portfolio, including a review for impairment losses. Factors considered when assessing impairment include:

a decline in the market value of a security by 20% or more below amortized cost for a continuous period of at least six months;

a decline in the market value of a security for a continuous period of 12 months;

recent credit downgrades of the applicable security or the issuer by rating agencies;

the financial condition of the applicable issuer;

whether loss of investment principal is anticipated;

whether scheduled interest payments are past due; and

whether the Company has the intent to sell or more likely than not will be required to sell a security prior to its recovery in fair value.

For all debt securities in unrealized loss positions where the Company (1) does not have the intent to sell the debt security or (2) it is more likely than not the Company will not be required to sell the debt security before its anticipated recovery, the Company analyzes the ability to recover the amortized cost by comparing the net present value of projected future cash flows with the amortized cost of the security. If the net present value is less than the amortized cost of the investment, an OTTI loss is recorded. The net present value is calculated by discounting the Company's best estimate of projected future cash flows at the effective interest rate implicit in the debt security prior to impairment. The Company's estimates of projected future cash flows are driven by assumptions regarding probability of default and estimates regarding timing

and amount of recoveries associated with a default. The Company develops these estimates using information based on historical experience, credit analysis of an investment, as mentioned above, and market observable data, such as industry analyst reports and forecasts, sector credit ratings and other data relevant to the collectability of the security. For mortgage-backed and asset backed securities, cash flow estimates also include prepayment assumptions and other assumptions regarding the underlying collateral including default rates, recoveries and changes in value. The determination of the assumptions used in these projections requires the use of significant management judgment.

Table of Contents**Assured Guaranty Ltd.****Notes to Consolidated Financial Statements (Continued)****December 31, 2010, 2009 and 2008****10. Investments (Continued)**

The Company's assessment of a decline in value included management's current assessment of the factors noted above. The Company also seeks advice from its outside investment managers. If that assessment changes in the future, the Company may ultimately record a loss after having originally concluded that the decline in value was temporary.

**Fixed Maturity Securities and Short Term Investments**

As of the Acquisition Date, the fixed and short term maturity securities included assets acquired in the AGMH Acquisition with a fair value of \$5.8 billion, which was the Company's cost basis. The difference between fair value at the Acquisition Date and par value is being amortized through net investment income over the estimated lives of each security. For the year ended December 31, 2010 net investment income included approximately \$22.8 million in amortization of premium on the investment portfolio acquired as part of the AGMH Acquisition.

**Net Investment Income**

|                                       | Year Ended December 31, |          |          |
|---------------------------------------|-------------------------|----------|----------|
|                                       | 2010                    | 2009     | 2008     |
|                                       | (in millions)           |          |          |
| Income from fixed maturity securities | \$ 359.7                | \$ 262.4 | \$ 154.5 |
| Income from short-term investments    | 3.5                     | 3.2      | 11.5     |
| Gross investment income               | 363.2                   | 265.6    | 166.0    |
| Investment expenses                   | (8.5)                   | (6.4)    | (3.4)    |
| Net investment income(1)              | \$ 354.7                | \$ 259.2 | \$ 162.6 |

(1) 2010 and 2009 amounts include \$46.3 million and \$22.0 million, respectively, of net amortization of premium, which is mainly comprised of amortization of premium on the acquired AGMH investment portfolio.

The increases in net investment income in 2010 compared to 2009 and 2009 compared to 2008 were primarily due to increased average invested assets as a result of the acquisition of AGMH's \$5.8 billion in invested assets on July 1, 2009. Accrued investment income was \$97.9 million and \$99.0 million as of December 31, 2010 and 2009, respectively.

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## Assured Guaranty Ltd.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2010, 2009 and 2008

## 10. Investments (Continued)

## Net Realized Investment Gains (Losses)

|   | Year Ended December 31, |           |           |
|---|-------------------------|-----------|-----------|
|   | 2010                    | 2009      | 2008      |
|   | (in millions)           |           |           |
| Realized gains on investment portfolio  | \$ 31.1                 | \$ 28.3   | \$ 5.7    |
| Realized losses on investment portfolio | (5.7)                   | (15.2)    | (4.2)     |
| OTTI:                                   |                         |           |           |
| Intent to sell                          | (4.0)                   | (13.4)    | (4.1)     |
| Credit component of OTTI securities     | (23.4)                  | (32.4)    | (67.2)    |
| OTTI(1)                                 | (27.4)                  | (45.8)    | (71.3)    |
| Net realized investment gains (losses)  | \$ (2.0)                | \$ (32.7) | \$ (69.8) |

(1)

OTTI recorded in the consolidated statement of operations for the full year 2010 and the last six months of 2009 includes only the credit component of unrealized fair value adjustments of impaired securities. The full unrealized loss was \$44.7 million in 2010 and \$74.0 million in 2009, as shown on the consolidated statement of operations.

The following table presents the roll-forward of the credit losses of fixed maturity securities for which the Company has recognized OTTI and where the portion of the fair value adjustment related to other factors was recognized in OCI.

## Rollforward of Credit Losses in the Investment Portfolio

|   | Year Ended December 31, |        |
|---|-------------------------|--------|
|   | 2010                    | 2009   |
|   | (in millions)           |        |
| Balance, beginning of period  | \$ 19.9                 | \$ 0.6 |
| Additions for credit losses on securities for which an OTTI was not previously recognized | 7.3                     | 13.6   |
| Reductions for securities sold during the period  |                         | (0.1)  |
| Additions for credit losses on securities for which an OTTI was previously recognized     | 0.1                     | 6.1    |

|   |       |
|---|-------|
| Reductions for credit losses now<br>recognized in earnings due to<br>intention to sell the security | (0.3) |
|---|-------|

|                        |         |         |
|------------------------|---------|---------|
| Balance, end of period | \$ 27.3 | \$ 19.9 |
|------------------------|---------|---------|



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## Assured Guaranty Ltd.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2010, 2009 and 2008

## 10. Investments (Continued)

Fixed Maturity Securities and Short Term Investments  
by Security Type

| Investments Category                            | Percent of Total(1) | Amortized Cost | Gross Unrealized |            | Estimated Fair Value | AOCI Gain (Loss) on Securities with OTTI | Weighted Average Credit Quality(2) |
|---|---------------------|----------------|------------------|------------|----------------------|--|------------------------------------|
|   |                     |                | Gains            | Losses     |                      |  |                                    |
| As of December 31, 2010<br>(restated)           |                     |                |                  |            |                      |  |                                    |
| (dollars in millions)                           |                     |                |                  |            |                      |  |                                    |
| <i>Fixed maturity securities:</i>               |                     |                |                  |            |                      |  |                                    |
| U.S. government and agencies                    | 10%                 | \$ 1,000.3     | \$ 48.3          | \$ (0.4)   | \$ 1,048.2           | \$                                       | AAA                                |
| Obligations of state and political subdivisions | 48                  | 4,922.0        | 99.9             | (62.0)     | 4,959.9              | (1.4)                                    | AA                                 |
| Corporate securities                            | 9                   | 980.1          | 25.2             | (12.8)     | 992.5                | 0.2                                      | AA-                                |
| <i>Mortgage-backed securities(3):</i>           |                     |                |                  |            |                      |  |                                    |
| RMBS  | 11                  | 1,158.9        | 56.5             | (44.3)     | 1,171.1              | (8.6)                                    | AA                                 |
| CMBS  | 4                   | 365.7          | 14.8             | (1.4)      | 379.1                | 2.5                                      | AAA                                |
| Asset-backed securities                         | 5                   | 498.2          | 9.9              | (5.2)      | 502.9                | (4.1)                                    | BBB+                               |
| Foreign government securities                   | 3                   | 349.5          | 5.3              | (6.2)      | 348.6                |  | AA+                                |
| Total fixed maturity securities                 | 90                  | 9,274.7        | 259.9            | (132.3)    | 9,402.3              | (11.4)                                   | AA                                 |
| Short-term investments                          | 10                  | 1,055.3        | 0.3              |            | 1,055.6              |  | AAA                                |
| Total investment portfolio                      | 100%                | \$ 10,330.0    | \$ 260.2         | \$ (132.3) | \$ 10,457.9          | \$ (11.4)                                | AA                                 |

| Investments Category              | Percent of Total(1) | Amortized Cost | Gross Unrealized |          | Estimated Fair Value | AOCI Gain (Loss) on Securities with OTTI | Weighted Average Credit Quality(2) |
|-----------------------------------|---------------------|----------------|------------------|----------|----------------------|--|------------------------------------|
|                                   |                     |                | Gains            | Losses   |                      |  |                                    |
| As of December 31, 2009           |                     |                |                  |          |                      |  |                                    |
| (dollars in millions)             |                     |                |                  |          |                      |  |                                    |
| <i>Fixed maturity securities:</i> |                     |                |                  |          |                      |  |                                    |
| U.S. government and agencies      | 9%                  | \$ 1,014.2     | \$ 26.1          | \$ (2.7) | \$ 1,037.6           | \$                                       | AAA                                |
|                                   | 46                  | 4,881.6        | 164.7            | (6.8)    | 5,039.5              |  | AA                                 |

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|   |      |             |          |           |             |           |     |
|---|------|-------------|----------|-----------|-------------|-----------|-----|
| Obligations of state and political subdivisions |      |             |          |           |             |           |     |
| Corporate securities                            | 6    | 617.1       | 12.8     | (4.4)     | 625.5       |           | AA- |
| Mortgage-backed securities(3):                  |      |             |          |           |             |           |     |
| RMBS  | 14   | 1,449.4     | 39.5     | (24.3)    | 1,464.6     | (9.8)     | AA+ |
| CMBS  | 2    | 229.9       | 3.4      | (6.1)     | 227.2       | (2.4)     | AA+ |
| Asset-backed securities                         | 4    | 395.3       | 1.5      | (7.9)     | 388.9       |           | BIG |
| Foreign government securities                   | 3    | 356.4       | 3.6      | (3.4)     | 356.6       |           | AA+ |
| Total fixed maturity securities                 | 84   | 8,943.9     | 251.6    | (55.6)    | 9,139.9     | (12.2)    | AA  |
| Short-term investments                          | 16   | 1,668.3     | 0.7      | (0.7)     | 1,668.3     |           | AAA |
| Total investment portfolio                      | 100% | \$ 10,612.2 | \$ 252.3 | \$ (56.3) | \$ 10,808.2 | \$ (12.2) | AA  |

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(1) Based on amortized cost.

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

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## Assured Guaranty Ltd.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2010, 2009 and 2008

**10. Investments (Continued)**

- (3) As of December 31, 2010 and December 31, 2009, respectively, approximately 64% and 80% of the Company's total mortgage backed securities were government agency obligations.

The Company continues to receive sufficient information to value its investments and has not had to modify its valuation approach due to the current market conditions. As of December 31, 2010, amounts, net of tax, in AOCI included a net unrealized loss of \$5.6 million for securities for which the Company had recognized OTTI and a net unrealized gain of \$115.3 million for securities for which the Company had not recognized OTTI. As of December 31, 2009, amounts, net of tax, in AOCI included an unrealized loss of \$11.4 million for securities for which the Company had recognized OTTI and an unrealized gain of \$150.4 million for securities for which the Company had not recognized OTTI.

The following tables summarize, for all securities in an unrealized loss position as of December 31, 2010 and December 31, 2009, the aggregate fair value and gross unrealized loss by length of time the amounts have continuously been in an unrealized loss position.

**Fixed Maturity Securities**  
**Gross Unrealized Loss by Length of Time**

|  | As of December 31, 2010<br>(restated) |                    |                   |                    |                   |                    |
|--|---------------------------------------|--------------------|-------------------|--------------------|-------------------|--------------------|
|  | Less than 12 months                   |                    | 12 months or more |                    | Total             |                    |
|  | Fair<br>value                         | Unrealized<br>loss | Fair<br>value     | Unrealized<br>loss | Fair<br>value     | Unrealized<br>loss |
|  | (dollars in millions)                 |                    |                   |                    |                   |                    |
| U.S. government and agencies                       | \$ 20.5                               | \$ (0.4)           | \$                | \$                 | \$ 20.5           | \$ (0.4)           |
| Obligations of state and<br>political subdivisions | 1,694.5                               | (58.9)             | 23.5              | (3.1)              | 1,718.0           | (62.0)             |
| Corporate securities                               | 403.6                                 | (12.8)             |                   |                    | 403.6             | (12.8)             |
| Mortgage-backed securities:                        |                                       |                    |                   |                    |                   |                    |
| RMBS   | 143.4                                 | (32.1)             | 37.3              | (12.2)             | 180.7             | (44.3)             |
| CMBS   | 92.6                                  | (1.4)              |                   |                    | 92.6              | (1.4)              |
| Asset-backed securities                            | 228.3                                 | (5.1)              | 2.3               | (0.1)              | 230.6             | (5.2)              |
| Foreign government securities                      | 245.3                                 | (6.2)              |                   |                    | 245.3             | (6.2)              |
| <b>Total</b>                                       | <b>\$ 2,828.2</b>                     | <b>\$ (116.9)</b>  | <b>\$ 63.1</b>    | <b>\$ (15.4)</b>   | <b>\$ 2,891.3</b> | <b>\$ (132.3)</b>  |
| Number of securities                               |                                       | 405                |                   | 18                 |                   | 423                |
| Number of securities with<br>OTTI                  |                                       | 10                 |                   | 3                  |                   | 13                 |

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## Assured Guaranty Ltd.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2010, 2009 and 2008

## 10. Investments (Continued)

|   | As of December 31, 2009 |                  |                   |                 |                   |                  |
|---|-------------------------|------------------|-------------------|-----------------|-------------------|------------------|
|   | Less than 12 months     |                  | 12 months or more |                 | Total             |                  |
|   | Fair value              | Unrealized loss  | Fair value        | Unrealized loss | Fair value        | Unrealized loss  |
| (dollars in millions)                           |                         |                  |                   |                 |                   |                  |
| U.S. government and agencies                    | \$ 292.5                | \$ (2.7)         | \$                | \$              | \$ 292.5          | \$ (2.7)         |
| Obligations of state and political subdivisions | 407.4                   | (4.1)            | 56.9              | (2.7)           | 464.3             | (6.8)            |
| Corporate securities                            | 287.0                   | (3.9)            | 8.2               | (0.5)           | 295.2             | (4.4)            |
| Mortgage-backed securities:                     |                         |                  |                   |                 |                   |                  |
| RMBS  | 361.4                   | (21.6)           | 20.5              | (2.7)           | 381.9             | (24.3)           |
| CMBS  | 49.5                    | (2.4)            | 56.4              | (3.7)           | 105.9             | (6.1)            |
| Asset-backed securities                         | 126.1                   | (7.8)            | 2.0               | (0.1)           | 128.1             | (7.9)            |
| Foreign government securities                   | 270.4                   | (3.4)            |                   |                 | 270.4             | (3.4)            |
| <b>Total</b>                                    | <b>\$ 1,794.3</b>       | <b>\$ (45.9)</b> | <b>\$ 144.0</b>   | <b>\$ (9.7)</b> | <b>\$ 1,938.3</b> | <b>\$ (55.6)</b> |
| Number of securities                            |                         | 259              |                   | 33              |                   | 292              |
| Number of securities with OTTI                  |                         | 13               |                   | 2               |                   | 15               |

The increase in gross unrealized losses was primarily due to the increase of unrealized losses attributable to municipal securities of \$55.2 million, and to a lesser extent, \$20.0 million attributable to RMBS transactions and \$8.4 million of unrealized losses attributable to corporate bonds. The increase in gross unrealized losses during 2010 was due to the increase in U.S. Treasury yields during the fourth quarter of 2010. Of the securities in an unrealized loss position for 12 months or more as of December 31, 2010, seven securities had unrealized losses greater than 10% of book value. The total unrealized loss for these securities as of December 31, 2010 was \$12.9 million. The Company has determined that these securities were not impaired as of December 31, 2010.

The amortized cost and estimated fair value of available-for-sale fixed maturity securities by contractual maturity as of December 31, 2010 are shown below. Expected maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

Table of Contents**Assured Guaranty Ltd.****Notes to Consolidated Financial Statements (Continued)****December 31, 2010, 2009 and 2008****10. Investments (Continued)****Distribution of Fixed-Maturity Securities  
by Contractual Maturity**

|   | As of December 31,<br>2010 |                         |
|---|----------------------------|-------------------------|
|   | Amortized<br>Cost          | Estimated<br>Fair Value |
|   | (in millions)              |                         |
|   | (restated)                 | (restated)              |
| Due within one year                       | \$ 64.9                    | \$ 65.8                 |
| Due after one year through<br>five years  | 1,807.1                    | 1,847.1                 |
| Due after five years<br>through ten years | 2,244.7                    | 2,295.2                 |
| Due after ten years                       | 3,633.4                    | 3,644.0                 |
| Mortgage-backed<br>securities:            |                            |                         |
| RMBS                                      | 1,158.9                    | 1,171.1                 |
| CMBS                                      | 365.7                      | 379.1                   |
| Total                                     | \$ 9,274.7                 | \$ 9,402.3              |

Under agreements with its cedants and in accordance with statutory requirements, the Company maintains fixed maturity securities in trust accounts for the benefit of reinsured companies, \$365.3 million and \$325.1 million as of December 31, 2010 and 2009, respectively. In addition, to fulfill state licensing requirements the Company has placed on deposit eligible securities of \$19.2 million and \$20.6 million as of December 31, 2010 and December 31, 2009, respectively, for the protection of the policyholders.

Under certain derivative contracts, the Company is required to post eligible securities as collateral. The need to post collateral under these transactions is generally based on mark-to-market valuations in excess of contractual thresholds. The fair market value of the Company's pledged securities totaled \$765.9 million and \$649.6 million as of December 31, 2010 and December 31, 2009, respectively.

The Company is not exposed to significant concentrations of credit risk within its investment portfolio.

No material investments of the Company were non-income producing for the years ended December 31, 2010, 2009 and 2008, respectively.

The Company may purchase securities that it has insured, and for which it has expected losses, in order to economically mitigate insured losses. These securities are purchased at a discount. As of December 31, 2010, securities purchased for loss mitigation purposes had a fair value of \$142.9 million representing \$496.9 million of gross par outstanding. Under the terms of certain credit derivative contracts, the Company has obtained the obligations referenced in the transactions and recorded such assets in fixed maturity securities in the consolidated balance sheets. Such amounts totaled \$166.2 million, representing \$251.8 million in gross par outstanding.

**Other Invested Assets***Assets Acquired in Refinancing Transactions*

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The Company has rights under certain of its financial guaranty insurance policies and indentures that allow it to accelerate the insured notes and pay claims under its insurance policies upon the occurrence of predefined events of default. To mitigate financial guaranty insurance losses, the Company may elect to purchase the outstanding insured obligation or its underlying collateral.

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**Assured Guaranty Ltd.**

**Notes to Consolidated Financial Statements (Continued)**

**December 31, 2010, 2009 and 2008**

**10. Investments (Continued)**

Generally, refinancing vehicles reimburse AGM in whole for its claims payments in exchange for assignments of certain of AGM's rights against the trusts. The refinancing vehicles obtained their funds from the proceeds of AGM-insured GICs issued in the ordinary course of business by the Financial Products Companies. The refinancing vehicles are consolidated with the Company. The carrying value of assets acquired in refinancing transactions was \$129.4 million and \$152.4 million as of December 31, 2010 and 2009, respectively and are primarily comprised of franchise loans. As of December 31, 2010 and 2009, assets acquired in refinancing transactions primarily consisted of securitized loans. The accretable yield on the securitized loans was \$137.1 million and \$141.1 million at December 31, 2010 and 2009, respectively.

Income on assets acquired in refinancing transactions recorded in "other income" and was \$6.7 million and \$3.2 million for years ended December 31, 2010 and 2009, respectively.

*Investment in Portfolio Funding Company LLC I*

In the third quarter of 2010, as part of loss mitigation efforts under a CDS contract insured by the Company, the Company acquired a 50% interest in Portfolio Funding Company LLC I ("PFC"). PFC owns the distribution rights of a motion picture film library. The Company accounts for its interest in PFC as an equity investment. The value of the Company's investment in PFC as of December 31, 2010 was \$9.6 million. The Company's equity earnings in PFC are included in net change in fair value of credit derivatives, as these proceeds are used to offset the Company's payments under its CDS contract.

**11. Insurance Company Regulatory Requirements**

Each of the Company's insurance companies' ability to pay dividends depends, among other things, upon their financial condition, results of operations, cash requirements and compliance with rating agency requirements, and is also subject to restrictions contained in the insurance laws and related regulations of their state of domicile and other states. Financial statements prepared in accordance with accounting practices prescribed or permitted by local insurance regulatory authorities differ in certain respects from GAAP.

The Company's U.S. domiciled insurance companies prepare statutory financial statements in accordance with accounting practices prescribed or permitted by the National Association of Insurance Commissioners ("NAIC") and their respective insurance departments. Prescribed statutory accounting practices are set forth in the NAIC Accounting Practices and Procedures Manual. There are no permitted accounting practices on a statutory basis.

AG Re, a Bermuda regulated Class 3B insurer and Long-Term insurer, prepares its statutory financial statements in conformity with the accounting principles set forth in the Insurance Act 1978, amendments thereto and related regulations. The statutory capital and surplus of AG Re was \$1,190.4 million and \$1,195.7 million as of December 31, 2010 and 2009, respectively. The statutory net loss of AG Re was \$26.4 million, net income of \$8.5 million and net loss of \$31.0 million for the year ended December 31, 2010, 2009 and 2008, respectively.

GAAP differs in certain significant respects from statutory accounting practices, applicable to U.S. insurance companies, that are prescribed or permitted by insurance regulatory authorities. The principal differences result from the following statutory accounting practices:

upfront premiums are earned when related principal and interest have expired rather than earned over the expected period of coverage;

acquisition costs are charged to operations as incurred rather than over the period that related premiums are earned;





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**Assured Guaranty Ltd.**

**Notes to Consolidated Financial Statements (Continued)**

**December 31, 2010, 2009 and 2008**

**11. Insurance Company Regulatory Requirements (Continued)**

a contingency reserve is computed based on the following statutory requirements:

- 1) for all policies written prior to July 1, 1989, an amount equal to 50% of cumulative earned premiums less permitted reductions, plus
- 2) for all policies written on or after July 1, 1989, an amount equal to the greater of 50% of premiums written for each category of insured obligation or a designated percentage of principal guaranteed for that category. These amounts are provided each quarter as either 1/60th or 1/80th of the total required for each category, less permitted reductions;

certain assets designated as "non-admitted assets" are charged directly to statutory surplus but are reflected as assets under GAAP;

deferred tax assets are generally admitted to the extent reversals of existing temporary differences in the subsequent year can be recovered through carryback or if greater, the amount of deferred tax asset expected to be realized within one year of the balance sheet date;

insured CDS are accounted for as insurance contracts rather than as derivative contracts recorded at fair value;

bonds are generally carried at amortized cost rather than fair value;

VIEs and refinancing vehicles are not consolidated;

surplus notes are recognized as surplus rather than as a liability unless approved for repayment;

push-down acquisition accounting is not applicable under statutory accounting practices;

present value of expected losses are discounted at 5% and recorded without consideration of the deferred premium revenue as opposed to discounted at the risk free rate at the end of each reporting period and only to the extent they exceed deferred premium revenue;

present value of installment premiums are not recorded on the balance sheets.

**Insurance Regulatory Amounts Reported**

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|                                  | Policyholders' Surplus |            | Net Income (Loss)       |            |         |
|----------------------------------|------------------------|------------|-------------------------|------------|---------|
|                                  | As of December 31,     |            | Year Ended December 31, |            |         |
|                                  | 2010                   | 2009       | 2010                    | 2009       | 2008    |
|                                  | (in millions)          |            |                         |            |         |
|                                  | (restated)             | (restated) | (restated)              |            |         |
| Assured Guaranty Corp(1).        | \$ 854.1               | \$ 1,223.7 | \$ (182.1)              | \$ (243.1) | \$ 27.7 |
| Assured Guaranty Re Ltd.         | 1,190.4                | 1,195.7    | (26.4)                  | 8.5        | (31.0)  |
| Assured Guaranty Municipal Corp. | 992.7                  | 909.4      | 401.8                   | (228.2)    |         |

- (1) In 2009, AGC issued a \$300.0 million surplus note to AGM. Under accounting practices prescribed or permitted by insurance regulatory authorities, these surplus notes are accounted for as contributed capital, as opposed to debt under GAAP.

*Dividend Restrictions and Capital Requirements*

AGC is a Maryland domiciled insurance company. Under Maryland's 1993 revised insurance law, AGC may not pay dividends out of earned surplus in any twelve- month period in an aggregate amount exceeding the lesser of (a) 10% of surplus to policyholders or (b) net investment income at the preceding December 31 (including net investment income which has not already been paid out as

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**Assured Guaranty Ltd.**

**Notes to Consolidated Financial Statements (Continued)**

**December 31, 2010, 2009 and 2008**

**11. Insurance Company Regulatory Requirements (Continued)**

dividends for the three calendar years prior to the preceding calendar year) without prior approval of the Maryland Commissioner of Insurance. As of December 31, 2010, the amount available for distribution from the Company during 2011 with notice to, but without prior approval of, the Maryland Commissioner of Insurance under the Maryland insurance law is approximately \$85.4 million. During the years ended December 31, 2010, 2009 and 2008, AGC declared and paid \$50.0 million, \$16.8 million and \$16.5 million, respectively, in dividends to AGUS. Under Maryland insurance regulations, AGC is required at all times to maintain a minimum capital stock of \$1.5 million and minimum surplus as regards policyholders of \$1.5 million.

AGM is a New York domiciled insurance company. Under the insurance laws of the State of New York (the "New York Insurance Law") and related requirements, AGM may pay dividends out of earned surplus, provided that, together with all dividends declared or distributed by AGM during the preceding 12 months, the dividends do not exceed the lesser of (a) 10% of policyholders' surplus as of its last statement filed with the Superintendent of Insurance of the State of New York (the "New York Superintendent") or (b) adjusted net investment income (net investment income at the preceding December 31, plus net investment income which has not already been paid out as dividends for the three calendar years prior to the preceding calendar year) during this period. Based on AGM's statutory statements for the year ended December 31, 2010, the maximum amount available for payment of dividends by AGM without regulatory approval over the 12 months following December 31, 2010, was approximately \$92.7 million. However, in connection with the AGMH Acquisition, the Company has committed to the New York Insurance Department that AGM will not pay any dividends for a period of two years from the Acquisition Date without the written approval of the New York Insurance Department. Under New York insurance regulations, AGM is required at all times to maintain a minimum surplus of \$66.5 million.

AG Re's and AGRO's dividend distribution are governed by Bermuda law. Under Bermuda law, dividends may only be paid if there are reasonable grounds for believing that the Company is, or would after the payment be, able to pay its liabilities as they become due and if the realizable value of its assets would thereby not be less than the aggregate of its liabilities and issued share capital and share premium accounts. Distributions to shareholders may also be paid out of statutory capital, but are subject to a 15% limitation without prior approval of the Bermuda Monetary Authority. Dividends are limited by requirements that the subject company must at all times (i) maintain the minimum solvency margin required under the Insurance Act of 1978 and (ii) have relevant assets in an amount at least equal to 75% of relevant liabilities, both as defined under the Insurance Act of 1978. AG Re, as a Class 3B insurer, is prohibited from declaring or paying in any financial year dividends of more than 25% of its total statutory capital and surplus (as shown on its previous financial year's statutory balance sheet) unless it files (at least seven days before payment of such dividends) with the Authority an affidavit stating that it will continue to meet the required margins. The amount available at AG Re to pay dividends in 2010 in compliance with Bermuda law is \$1,150 million. However, any distribution which results in a reduction of 15% or more of AG Re's total statutory capital, as set out in its previous year's financial statements, would require the prior approval of the Bermuda Monetary Authority. AG Re declared and paid \$24.0 million to its parent, AGL. During 2009, AG Re declared \$26.6 million and paid \$30.3 million in dividends and during 2008, declared and paid \$31.3 million to its parent, AGL.

**12. Income Taxes**

**Accounting Policy**

The provision for income taxes consists of an amount for taxes currently payable and an amount for deferred taxes. Deferred income taxes are provided for the temporary differences between the

Table of Contents**Assured Guaranty Ltd.****Notes to Consolidated Financial Statements (Continued)****December 31, 2010, 2009 and 2008****12. Income Taxes (Continued)**

financial statement carrying amounts and tax bases of assets and liabilities, using enacted rates in effect for the year in which the differences are expected to reverse. A valuation allowance is recorded to reduce the deferred tax asset to that amount that is more likely than not to be realized.

Non-interest-bearing tax and loss bonds are purchased to prepay the tax benefit that results from deducting contingency reserves as provided under Internal Revenue Code Section 832(e). The Company records the purchase of tax and loss bonds in deferred taxes.

The Company recognizes tax benefits only if a tax position is "more likely than not" to prevail.

**Provision for Income Taxes**

The Company and its Bermuda Subsidiaries, which include AG Re, AGRO, Assured Guaranty (Bermuda) Ltd. (formerly Financial Security Assurance International Ltd. ("AGBM")) and Cedar Personnel Ltd., are not subject to any income, withholding or capital gains taxes under current Bermuda law. The Company has received an assurance from the Minister of Finance in Bermuda that, in the event of any taxes being imposed, AGL and its Bermuda Subsidiaries will be exempt from taxation in Bermuda until March 28, 2016. The Company's U.S. and U.K. subsidiaries are subject to income taxes imposed by U.S. and U.K. authorities, respectively, and file applicable tax returns. In addition, AGRO, a Bermuda domiciled company and AGE, a U.K. domiciled company, have elected under Section 953(d) of the U.S. Internal Revenue Code to be taxed as a U.S. domestic corporation.

In conjunction with the AGMH Acquisition, AGMH has joined the consolidated federal tax group of AGUS, AGC, and AG Financial Products Inc. ("AGFP"). For the periods beginning on July 1, 2009 and forward, AGMH will file a consolidated federal income tax return with AGUS, AGC, AGFP and AG Analytics Inc. ("AGUS consolidated tax group"). In addition a new tax sharing agreement was entered into effective July 1, 2009 whereby each company in the AGUS consolidated tax group will pay or receive its proportionate share of taxable expense or benefit as if it filed on a separate return basis. Assured Guaranty Overseas US Holdings Inc. ("AGOUS") and its subsidiaries AGRO, Assured Guaranty Mortgage Insurance Company and AG Intermediary Inc., have historically filed a consolidated federal income tax return. Each company, as a member of its respective consolidated tax return group, pays its proportionate share of the consolidated federal tax burden for its group as if each company filed on a separate return basis with current period credit for net losses to the extent used in consolidation.

**Components of Income Tax Provision (Benefit)**

|                                      | Year Ended December 31, |            |         |
|--------------------------------------|-------------------------|------------|---------|
|                                      | 2010                    | 2009       | 2008    |
|                                      | (dollars in millions)   |            |         |
|                                      | (restated)              | (restated) |         |
| Current tax (benefit) provision      | \$ (25.2)               | \$ 217.3   | \$ 0.3  |
| Deferred tax provision (benefit)     | 80.8                    | (185.2)    | 43.1    |
| Provision (benefit) for income taxes | \$ 55.6                 | \$ 32.1    | \$ 43.4 |
| Effective tax rate                   | 10.1%                   | 27.5%      | 38.7%   |

The effective tax rates reflect the proportion of income recognized by each of the Company's operating subsidiaries, with U.S. subsidiaries taxed at the U.S. marginal corporate income tax rate of 35%, U.K. subsidiaries taxed at the U.K. marginal corporate tax rate of 28%, and no taxes for the Company's Bermuda holding company and subsidiaries. Accordingly, the Company's overall corporate effective tax rate fluctuates based on the distribution of taxable income across these jurisdictions. In



Table of Contents**Assured Guaranty Ltd.****Notes to Consolidated Financial Statements (Continued)****December 31, 2010, 2009 and 2008****12. Income Taxes (Continued)**

addition, during the year ended December 31, 2010, a net tax benefit of \$55.8 million was recorded by the Company due to the filing of an amended tax return which included the AGMH and Subsidiaries tax group. The amended return filed in September 2010 was for a period prior to the AGMH Acquisition and consequently, the Company no longer has a deferred tax asset related to net operating losses ("NOL") or alternative minimum tax credits associated with the AGMH Acquisition. Instead, the Company has recorded additional deferred tax assets for loss reserves and foreign tax credits and has decreased its liability for uncertain tax positions. The event giving rise to this recognition occurred after the Measurement Period as defined by acquisition accounting and thus the amount is included in the year ended December 31, 2010 net income.

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

**Effective Tax Rate Reconciliation**

|  | Year Ended December 31, |            |         |
|--|-------------------------|------------|---------|
|  | 2010                    | 2009       | 2008    |
|  | (in millions)           |            |         |
|  | (restated)              | (restated) |         |
| Expected tax provision (benefit) at statutory rates in taxable jurisdictions | \$ 179.2                | \$ 111.9   | \$ 59.9 |
| Tax-exempt interest  | (61.4)                  | (42.6)     | (16.3)  |
| True-up from tax return filings(1)   | (51.6)                  |            |         |
| Goodwill   |                         | (51.5)     |         |
| Change in liability for uncertain tax positions(1)                           | (5.6)                   | 9.5        | 2.3     |
| Change in valuation allowance  | (7.0)                   |            |         |
| Other  | 2.0                     | 4.8        | (2.5)   |
| <br>   |                         |            |         |
| Total provision (benefit) for income taxes                                   | \$ 55.6                 | \$ 32.1    | \$ 43.4 |

- (1) Of the \$55.8 million tax benefit related to an amended return for a period prior to the AGMH Acquisition, \$9.2 million was related to a change in liability for uncertain tax positions.

The deferred income tax asset (liability) reflects the tax effect of the following temporary differences:

|   | As of December 31, |            |
|---|--------------------|------------|
|   | 2010               | 2009       |
|   | (in millions)      |            |
|   | (restated)         | (restated) |
| Deferred tax assets:  |                    |            |
| Unrealized losses on credit derivative financial instruments, net | \$ 401.6           | \$ 336.9   |
| Unearned premium reserves, net                                    | 641.6              | 844.4      |

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|                                  |         |         |
|----------------------------------|---------|---------|
| Reserves for losses and LAE      | 72.2    | 9.6     |
| Tax and loss bonds               | 56.7    | 31.0    |
| Net operating loss carry forward | 15.0    | 98.4    |
| Alternative minimum tax credit   | 0.9     | 28.1    |
| Tax basis step-up                | 6.7     | 7.6     |
| Foreign tax credit               | 22.3    |         |
| Financial guaranty VIEs'         | 199.2   |         |
| Other                            | 73.5    | 84.8    |
| Total deferred income tax assets | 1,489.7 | 1,440.8 |

Deferred tax liabilities:

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Table of Contents**Assured Guaranty Ltd.****Notes to Consolidated Financial Statements (Continued)****December 31, 2010, 2009 and 2008****12. Income Taxes (Continued)**

|  | As of December 31, |                   |
|--|--------------------|-------------------|
|  | 2010               | 2009              |
|  | (in millions)      |                   |
|  | (restated)         | (restated)        |
| Deferred acquisition costs                   | 2.3                | 17.2              |
| Contingency reserves                         | 61.1               | 35.3              |
| Tax basis of public debt                     | 107.1              | 109.7             |
| Unrealized appreciation on investments       | 18.3               | 82.5              |
| Unrealized gains on CCS                      | 6.6                | 3.3               |
| Other  | 35.2               | 22.8              |
| <b>Total deferred income tax liabilities</b> | <b>230.6</b>       | <b>270.8</b>      |
| Less: valuation allowance                    |                    | 7.0               |
| <b>Net deferred income tax asset</b>         | <b>\$ 1,259.1</b>  | <b>\$ 1,163.0</b> |

The deferred tax asset of the Company increased in 2009 due primarily to the AGMH Acquisition. The acquired deferred tax asset of AGMH was \$363.4 million as of July 1, 2009 and primarily included deferred tax assets related to temporary differences for loss reserves, unearned premium reserves and the mark to market of CDS contracts. In addition, there was a deferred tax asset of \$524.7 million recorded in conjunction with acquisition accounting for AGMH under GAAP. This asset primarily included temporary differences for unearned premium reserves and loss reserves related to acquisition accounting adjustments on financial guaranty contracts accounted for as insurance and mark to market of AGMH of public debt. These temporary differences will reverse as the purchased accounting adjustments for unearned premiums reserves, loss reserves and mark to market of AGMH public debt reverses.

As of December 31, 2010, the Company had foreign tax credits carry forward of \$22.3 million and alternative minimum tax credits of \$0.9 million which expire in 2018, from its acquisition of AGMH. Internal Revenue Code limits the amounts of foreign tax credits and AMT credits the Company may utilize each year. Management believes sufficient future taxable income exists to realize the full benefit of these foreign tax credits.

As of December 31, 2010, AGRO had a standalone NOL of \$42.9 million, compared with \$49.9 million as of December 31, 2009, which is available to offset its future U.S. taxable income. The Company has \$22.2 million of this NOL available through 2017 and \$20.7 million available through 2023. AGRO's stand alone NOL is not permitted to offset the income of any other members of AGRO's consolidated group. Under applicable accounting rules, the Company is required to establish a valuation allowance for NOLs that the Company believes are more likely than not to expire before being utilized. At December 31, 2009, the Company established a valuation allowance of \$7.0 million. During 2010, management has reassessed the likelihood of realization of all of its deferred tax assets. Management now believes sufficient future taxable income exists to offset the AGRO NOLs and has released the \$7 million valuation allowance.

*Taxation of Subsidiaries*

The Company and its Bermuda subsidiaries are not subject to any income, withholding or capital gains taxes under current Bermuda law. The Company's U.S. and U.K. subsidiaries are subject to income taxes imposed by U.S. and U.K. authorities and file applicable tax returns. In addition, AGRO, a Bermuda domiciled company and Assured Guaranty Europe, a U.K. domiciled company, have elected under Section 953(d) of the U.S. Internal Revenue Code to be taxed as a U.S. domestic corporation.



Table of Contents**Assured Guaranty Ltd.****Notes to Consolidated Financial Statements (Continued)****December 31, 2010, 2009 and 2008****12. Income Taxes (Continued)**

The U.S. Internal Revenue Service ("IRS") has completed audits of all of the Company's U.S. subsidiaries' federal income tax returns for taxable years through 2004 except for AGMH which has been audited through 2006 and AGOUS, which includes Assured Guaranty Overseas US Holdings Inc., AGRO, Assured Guaranty Mortgage Insurance Company ("AGMIC") and AG Intermediary Inc., which has been audited through 2004. No significant findings and no cash settlements with the IRS resulted from the audit. In addition, AGUS was under IRS audit for tax years 2002 through the date of the initial public offering ("IPO") as part of an audit of ACE Limited ("ACE"), which had been the parent company of certain subsidiaries of the Company prior to the IPO. The Company is indemnified by ACE for any potential tax liability associated with the tax examination of AGUS as it relates to years prior to the IPO and as such this audit has been completed with no impact to AGUS. AGUS is currently under audit by the IRS for the 2006 through 2008 tax years. AGMH and subsidiaries are under audit for 2008 while members of the Dexia Holdings Inc. consolidated tax group. The Company is indemnified by Dexia for any potential liability associated with this audit of any periods prior to the AGMH. The Company's U.K. subsidiaries are not currently under examination.

*Uncertain Tax Positions*

The following table provides a reconciliation of the beginning and ending balances of the total liability for unrecognized tax benefits recorded under ASC 740-10-25. The Company does not believe it is reasonably possible that this amount will change significantly in the next twelve months.

|   | 2010          | 2009    | 2008   |
|---|---------------|---------|--------|
|   | (in millions) |         |        |
| Balance as of January 1,  | \$ 23.9       | \$ 5.1  | \$ 2.8 |
| Impact from AGMH Acquisition  |               | 9.3     |        |
| True-up from tax return filings   | (7.7)         |         |        |
| Increase in unrecognized tax benefits as a result of position taken during the current period | 2.1           | 9.5     | 2.3    |
| Balance as of December 31,  | \$ 18.3       | \$ 23.9 | \$ 5.1 |

The Company's policy is to recognize interest and penalties related to uncertain tax positions in income tax expense. At December 31, 2010, the Company has accrued \$2.2 million in interest and penalties.

*Liability For Tax Basis Step-Up Adjustment*

In connection with the IPO, the Company and ACE Financial Services Inc. ("AFS"), a subsidiary of ACE, entered into a tax allocation agreement, whereby the Company and AFS made a "Section 338 (h)(10)" election that has the effect of increasing the tax basis of certain affected subsidiaries' tangible and intangible assets to fair value. Future tax benefits that the Company derives from the election will be payable to AFS when realized by the Company.

As a result of the election, the Company has adjusted its net deferred tax liability, to reflect the new tax basis of the Company's affected assets. The additional basis is expected to result in increased future income tax deductions and, accordingly, may reduce income taxes otherwise payable by the Company. Any tax benefit realized by the Company will be paid to AFS. Such tax benefits will generally be calculated by comparing the Company's affected subsidiaries' actual taxes to the taxes that would have been owed by those subsidiaries had the increase in basis not occurred. After a 15 year period, to the extent there remains an unrealized tax benefit, the Company and AFS will negotiate a settlement of the unrealized benefit based on the expected realization at that time.

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**Assured Guaranty Ltd.**

**Notes to Consolidated Financial Statements (Continued)**

**December 31, 2010, 2009 and 2008**

**12. Income Taxes (Continued)**

The Company initially recorded a \$49.0 million reduction of its existing deferred tax liability, based on an estimate of the ultimate resolution of the Section 338(h)(10) election. Under the tax allocation agreement, the Company estimated that, as of the IPO date, it was obligated to pay \$20.9 million to AFS and accordingly established this amount as a liability. The initial difference, which is attributable to the change in the tax basis of certain liabilities for which there is no associated step-up in the tax basis of its assets and no amounts due to AFS, resulted in an increase to additional paid-in capital of \$28.1 million. As of December 31, 2010 and December 31, 2009, the liability for tax basis step-up adjustment, which is included in the Company's balance sheets in "Other liabilities," was \$8.0 million and \$8.4 million, respectively. The Company has paid ACE and correspondingly reduced its liability by \$0.4 million in 2010.

*Tax Treatment of CDS*

The Company treats the guaranty it provides on CDS as insurance contracts for tax purposes and as such a taxable loss does not occur until the Company expects to make a loss payment to the buyer of credit protection based upon the occurrence of one or more specified credit events with respect to the contractually referenced obligation or entity. The Company holds its CDS to maturity, at which time any unrealized mark to market loss in excess of credit-related losses would revert to zero.

The tax treatment of CDS is an unsettled area of the law. The uncertainty relates to the IRS determination of the income or potential loss associated with CDS as either subject to capital gain (loss) or ordinary income (loss) treatment. In treating CDS as insurance contracts the Company treats both the receipt of premium and payment of losses as ordinary income and believes it is more likely than not that any CDS credit related losses will be treated as ordinary by the IRS. To the extent the IRS takes the view that the losses are capital losses in the future and the Company incurred actual losses associated with the CDS, the Company would need sufficient taxable income of the same character within the carryback and carryforward period available under the tax law.

*Valuation Allowance*

The Company came to the conclusion that it is more likely than not that its net deferred tax asset will be fully realized after weighing all positive and negative evidence available as required under GAAP. The evidence that was considered included the following:

*Negative Evidence*

Although the Company believes that income or losses for its CDS are properly characterized for tax purposes as ordinary, the federal tax treatment is an unsettled area of tax law, as noted above.

Changes in the fair value of CDS have resulted in significant swings in the Company's net income in recent periods. Changes in the fair value of CDS in future periods could result in the U.S. consolidated tax group having a pre-tax loss under GAAP. Although not recognized for tax, this loss could result in a cumulative three year pre-tax loss, which is considered significant negative evidence for the recoverability of a deferred tax asset under GAAP.

*Positive Evidence*

The deferred tax asset on unearned premium reserve resulted primarily from the increase in unearned premium reserve from acquisition accounting adjustments. As the unearned premium reserve amortizes into income, the deferred tax asset will be released.



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**Assured Guaranty Ltd.**

**Notes to Consolidated Financial Statements (Continued)**

**December 31, 2010, 2009 and 2008**

**12. Income Taxes (Continued)**

The mark-to-market loss on CDS is not considered a tax event, and therefore no taxable loss has occurred.

After analysis of the current tax law on CDS the Company believes it is more likely than not that the CDS will be treated as ordinary income or loss for tax purposes.

Assuming a hypothetical loss was triggered for the amount of deferred tax asset, there would be enough taxable income in the future to offset it as follows:

- (a) The amortization of the tax-basis unearned premium reserve of \$2.9 billion as of December 31, 2010 as well as the collection of future installment premiums on contracts already written, the Company believes, will result in significant taxable income in the future.
- (b) Although the Company has a significant tax exempt portfolio, this can be converted to taxable securities as permitted as a tax planning strategy under GAAP.
- (c) The mark-to-market loss is reflective of market valuations and will change from quarter to quarter. It is not indicative of the Company's ability to write new business. The Company writes and continues to write new business which will increase the amortization of unearned premium and investment portfolio resulting in expected taxable income in future periods.

After examining all of the available positive and negative evidence, the Company believes that no valuation allowance is necessary in connection with this deferred tax asset. The Company will continue to analyze the need for a valuation allowance on a quarter-to-quarter basis.

**13. Reinsurance**

The Company assumes exposure on insured obligations ("Assumed Business") and cedes portions of its exposure on obligations it has insured ("Ceded Business") in exchange for premiums, net of ceding commissions. With respect to a significant portion of the Company's in-force financial guaranty Assumed Business, due to the downgrade of AG Re to A1, subject to the terms of each policy, the ceding company may have the right to recapture business ceded to AG Re and assets representing substantially all of the statutory unearned premium reserve net of loss reserves (if any) associated with that business. As of December 31, 2010, the statutory unearned premium reserve, which represents deferred revenue to the Company, subject to recapture was approximately \$133.3 million. If this entire amount were recaptured, it would result in a corresponding one-time reduction to net income of approximately \$13.0 million.

In January 2009, AGC entered into an agreement with CIFG Assurance North America Inc. to assume a diversified portfolio of financial guaranty contracts totaling approximately \$13.3 billion of net par outstanding. The Company received \$75.6 million net of ceding commissions, and was entitled to approximately \$12.2 million of future installments related to this transaction at that date.

The Company ceded business to non-affiliated companies to limit its exposure to risk. In the event that any of the reinsurers are unable to meet their obligations, the Company would be liable for such defaulted amounts. The insured financial guaranty portfolio of the Acquired Companies used ceded reinsurance to a greater extent than Assured Guaranty has historically used. The Company's ceded contracts generally allow the Company to recapture Ceded Business after certain triggering events, such as reinsurer downgrades. Over the past two years, the

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Company has entered into several commutations in order to reassume books of business from BIG financial guaranty companies and its other reinsurers. The resulting commutation gains of \$49.8 million and losses of \$1.8 million for 2010 and 2009, respectively, were recorded in other income. While certain Ceded Business has been re-assumed, the Company still has significant Ceded Business with third parties.

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## Assured Guaranty Ltd.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2010, 2009 and 2008

## 13. Reinsurance (Continued)

The effect of the Company's commutations and reassumptions of Ceded Business on ceded unearned premium reserve, and net par outstanding at the closing of the commutations described above, is summarized below in the "Ceded" columns. The effect of the commutation of Assumed Business, including both direct commutations between the ceding insurer and the Company and commutations by the ceding company to which the Company was not a party but which had the effect of terminating exposures retroceded to the Company, is summarized below in the "Assumed" columns.

## Effect of Commutations and Cancellations

|       | As of December 31                                   |                                |   |                                |
|-------|---|--------------------------------|---|--------------------------------|
|       | Commutations of Ceded Reinsurance Contracts         |                                | Cancellation of an Assumed Reinsurance Contract     |                                |
|       | Increase (Decrease) in Net Unearned Premium Reserve | Increase (Decrease) in Net Par | Increase (Decrease) in Net Unearned Premium Reserve | Increase (Decrease) in Net Par |
|       | (in millions)                                       |                                |   |                                |
| 2010  | \$ 104.4  | \$ 15,470                      | \$ (84.5)   | \$ (3,097)                     |
| 2009  | 65.1  | 2,936                          | (31.4)  | (894)                          |
| 2008  |   |                                | (20.8)  | (2,072)                        |
| Total | \$ 169.5  | \$ 18,406                      | \$ (136.7)  | \$ (6,063)                     |

Direct, assumed, and ceded premium and loss and LAE amounts for years ended December 31, 2010, 2009 and 2008 were as follows:

|                          | Year Ended December 31, |            |          |
|--------------------------|-------------------------|------------|----------|
|                          | 2010                    | 2009       | 2008     |
|                          | (in millions)           |            |          |
|                          | (restated)              | (restated) |          |
| <b>Premiums Written:</b> |                         |            |          |
| Direct                   | \$ 343.3                | \$ 485.8   | \$ 484.7 |
| Assumed(1)               | (120.9)                 | 70.6       | 133.5    |
| Ceded(2)                 | 100.5                   | 37.8       | (13.7)   |
| Net                      | \$ 322.9                | \$ 594.2   | \$ 604.5 |
| <b>Premiums Earned:</b>  |                         |            |          |
| Direct                   | \$ 1,242.5              | \$ 870.5   | \$ 93.4  |
| Assumed                  | 72.9                    | 136.4      | 176.3    |
| Ceded                    | (128.7)                 | (76.5)     | (8.3)    |
| Net                      | \$ 1,186.7              | \$ 930.4   | \$ 261.4 |
| <b>Loss and LAE:</b>     |                         |            |          |
| Direct                   | \$ 398.5                | \$ 276.2   | \$ 199.0 |
| Assumed                  | 74.2                    | 135.6      | 64.9     |
| Ceded                    | (60.5)                  | (18.0)     | 1.9      |

|     |    |       |    |       |    |       |
|-----|----|-------|----|-------|----|-------|
| Net | \$ | 412.2 | \$ | 393.8 | \$ | 265.8 |
|-----|----|-------|----|-------|----|-------|

---

- (1) Amounts assumed by AG Re and AGC from AGMH in periods prior to the AGMH Acquisition are included in the assumed premiums written, premiums earned and loss and LAE amounts above for periods prior to the Acquisition Date reflecting the separate organizational structures in effect at the time.

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**Assured Guaranty Ltd.**

**Notes to Consolidated Financial Statements (Continued)**

**December 31, 2010, 2009 and 2008**

**13. Reinsurance (Continued)**

(2) Positive ceded premiums written were due to commutations and changes in expected debt service schedules.

Ceded par outstanding represents the portion of insured risk ceded to other reinsurers. Under these relationships, the Company cedes a portion of its insured risk in exchange for a premium paid to the reinsurer. The Company remains primarily liable for all risks it directly underwrites and is required to pay all gross claims. It then seeks reimbursement from the reinsurer for its proportionate share of claims. The Company may be exposed to risk for this exposure if it were required to pay the gross claims and not be able to collect ceded claims from an assuming company experiencing financial distress. A number of the financial guaranty insurers to which the Company has ceded par have experienced financial distress and been downgraded by the rating agencies as a result. In addition, state insurance regulators have intervened with respect to some of these insurers.

Assumed par outstanding represents the amount of par assumed by the Company from other monolines. Under these relationships, the Company assumes a portion of the ceding company's insured risk in exchange for a premium. The Company may be exposed to risk in this portfolio in that the Company may be required to pay losses without a corresponding premium in circumstances where the ceding company is experiencing financial distress and is unable to pay premiums.

In addition to assumed and ceded reinsurance arrangements, the company may also have exposure to some financial guaranty reinsurers (i.e., monolines) in other areas. Second-to-pay insured par outstanding represents transactions the Company has insured that were previously insured by other monolines. The Company underwrites such transactions based on the underlying insured obligation without regard to the primary insurer. Another area of exposure is in the investment portfolio where the Company holds fixed maturity securities that are wrapped by monolines and whose value may decline based on the rating of the monoline. At December 31, 2010, The Company had \$899.2 million of fixed maturity securities in its investment portfolio wrapped by MBIA Insurance Corporation, \$686.9 million by AMBAC Assurance Corp. and \$67.6 million by other guarantors at fair value.



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## Assured Guaranty Ltd.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2010, 2009 and 2008

## 13. Reinsurance (Continued)

## Exposure by Reinsurer

| Reinsurer   | Ratings at<br>February 23, 2011 |                            | Par Outstanding as of December 31, 2010 |   |                            |
|---|---------------------------------|----------------------------|---|---|----------------------------|
|   | Moody's<br>Reinsurer<br>Rating  | S&P<br>Reinsurer<br>Rating | Ceded Par<br>Outstanding(3)             | Second-to-<br>Pay Insured<br>Par<br>Outstanding | Assumed Par<br>Outstanding |
| (dollars in millions)                                 |                                 |                            |   |   |                            |
| Radian Asset<br>Assurance Inc.                        | Ba1                             | BB-                        | \$ 21,829                               | \$ 66   | \$                         |
| Tokio Marine &<br>Nichido Fire<br>Insurance Co., Ltd. | Aa2(1)                          | AA-(1)                     | 19,230                                  |   | 934                        |
| RAM<br>Reinsurance Co. Ltd.                           | WR(2)                           | WR(2)                      | 13,367                                  |   | 24                         |
| Syncora<br>Guarantee Inc.                             | Ca                              | WR                         | 4,252                                   | 2,666   | 880                        |
| Mitsui Sumitomo<br>Insurance Co. Ltd.                 | Aa3                             | AA-                        | 2,452                                   |   |                            |
| ACA Financial<br>Guaranty Corp                        | NR                              | WR                         | 870                                     | 19  | 2                          |
| Swiss<br>Reinsurance Co.                              | A1                              | A+                         | 515                                     |   |                            |
| Financial Guaranty<br>Insurance Co.                   | WR                              | WR                         | 250                                     | 3,970   | 3,433                      |
| Ambac Assurance<br>Corporation                        | Caa2                            | WR                         | 109                                     | 8,039   | 24,816                     |
| MBIA Insurance<br>Corporation                         | B3                              | B                          | 108                                     | 11,684  | 11,740                     |
| CIFG Assurance North<br>America Inc.                  | WR                              | WR                         | 73                                      | 259   | 11,223                     |
| Berkshire Hathaway<br>Assurance Corporation           | Aa1                             | AA+                        |   |   |                            |
| Multiple owner  |                                 |                            |   | 2,012   |                            |
| Other   | Various                         | Various                    | 1,062                                   |   | 114                        |
| <b>Total</b>  |                                 |                            | <b>\$ 64,117</b>                        | <b>\$ 28,715</b>                                | <b>\$ 53,166</b>           |

- 
- (1) The Company has structural collateral agreements satisfying the triple-A credit requirement of S&P and/or Moody's.
- (2) Represents "Withdrawn Rating."
- (3) Includes \$7,023 million in ceded par outstanding related to insured credit derivatives.

**Ceded Par Outstanding by Reinsurer and Credit Rating**  
**As of December 31, 2010(1)**

| Reinsurer                                       | Credit Rating   |                 |                  |                  |                  |                 | Total            |
|---|-----------------|-----------------|------------------|------------------|------------------|-----------------|------------------|
|   | Super Senior    | AAA             | AA               | A                | BBB              | BIG             |                  |
| (in millions)                                   |                 |                 |                  |                  |                  |                 |                  |
| Radian Asset Assurance Inc.                     | \$ 193          | \$ 1,040        | \$ 9,668         | \$ 7,828         | \$ 2,777         | \$ 323          | \$ 21,829        |
| Tokio Marine & Nichido Fire Insurance Co., Ltd. | 489             | 1,883           | 6,032            | 6,626            | 3,331            | 869             | 19,230           |
| RAM Reinsurance Co. Ltd.                        | 393             | 2,347           | 4,726            | 3,641            | 1,849            | 411             | 13,367           |
| Syncora Guarantee Inc.                          |                 | 25              | 462              | 803              | 2,938            | 24              | 4,252            |
| Mitsui Sumitomo Insurance Co. Ltd.              | 8               | 153             | 898              | 895              | 416              | 82              | 2,452            |
| ACA Financial Guaranty Corp                     |                 |                 | 575              | 246              | 49               |                 | 870              |
| Swiss Reinsurance Co.                           |                 | 10              | 108              | 215              | 99               | 83              | 515              |
| Financial Guaranty Insurance Co.                |                 |                 |                  | 250              |                  |                 | 250              |
| Ambac Assurance Corporation                     |                 |                 |                  | 109              |                  |                 | 109              |
| MBIA Insurance Corporation                      |                 |                 | 108              |                  |                  |                 | 108              |
| CIFG Assurance North America Inc.               |                 |                 |                  |                  |                  | 73              | 73               |
| Other   |                 | 0               | 224              | 743              | 94               | 1               | 1,062            |
| <b>Total</b>                                    | <b>\$ 1,083</b> | <b>\$ 5,458</b> | <b>\$ 22,801</b> | <b>\$ 21,356</b> | <b>\$ 11,553</b> | <b>\$ 1,866</b> | <b>\$ 64,117</b> |

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## Assured Guaranty Ltd.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2010, 2009 and 2008

**13. Reinsurance (Continued)**

In accordance with statutory accounting requirements and U.S. insurance laws and regulations, in order for the Company to receive credit for liabilities ceded to reinsurers domiciled outside of the U.S., such reinsurers must secure their liabilities to the Company. All of the unauthorized reinsurers in the table above post collateral for the benefit of the Company in an amount at least equal to the sum of their ceded unearned premium reserve, loss reserves and contingency reserves all calculated on a statutory basis of accounting. CIFG Assurance North America Inc. and Radian Asset Assurance Inc. are authorized reinsurers. Their collateral equals or exceeds their ceded statutory loss reserves. Collateral may be in the form of letters of credit or trust accounts. The total collateral posted by all non-affiliated reinsurers as of December 31, 2010 exceeds \$1 billion.

**Second-to-Pay  
Insured Par Outstanding by Rating  
As of December 31, 2010(1)**

|  | Public Finance |                 |                  |                 |                 | Structured Finance |                 |               |               |                 | Total            |
|--|----------------|-----------------|------------------|-----------------|-----------------|--------------------|-----------------|---------------|---------------|-----------------|------------------|
|  | AAA            | AA              | A                | BBB             | BIG             | AAA                | AA              | A             | BBB           | BIG             |                  |
|  | (in millions)  |                 |                  |                 |                 |                    |                 |               |               |                 |                  |
| Radian<br>Asset<br>Assurance Inc.          | \$             | \$              | 14               | \$ 40           | \$ 11           | \$ 1               | \$              | \$            | \$            | \$              | \$ 66            |
| Syncora<br>Guarantee Inc.                  |                | 3               | 443              | 704             | 328             | 349                | 167             | 109           | 245           | 318             | 2,666            |
| ACA<br>Financial<br>Guaranty<br>Corp       |                | 13              |                  | 6               |                 |                    |                 |               |               |                 | 19               |
| Financial<br>Guaranty<br>Insurance Co      |                | 171             | 1,221            | 598             | 356             | 1,209              | 195             | 132           | 17            | 71              | 3,970            |
| Ambac<br>Assurance<br>Corporation          | 12             | 2,350           | 2,963            | 1,113           | 355             | 254                | 1               | 295           | 100           | 596             | 8,039            |
| MBIA<br>Insurance<br>Corporation           | 15             | 3,515           | 4,319            | 1,753           | 30              | 41                 | 1,353           | 37            | 596           | 25              | 11,684           |
| CIFG<br>Assurance<br>North<br>America Inc. |                | 11              | 69               | 134             | 45              |                    |                 |               |               |                 | 259              |
| Multiple<br>owner                          |                |                 | 2,012            |                 |                 |                    |                 |               |               |                 | 2,012            |
| <b>Total</b>                               | <b>\$ 27</b>   | <b>\$ 6,063</b> | <b>\$ 11,041</b> | <b>\$ 4,348</b> | <b>\$ 1,125</b> | <b>\$ 1,854</b>    | <b>\$ 1,716</b> | <b>\$ 573</b> | <b>\$ 958</b> | <b>\$ 1,010</b> | <b>\$ 28,715</b> |

(1) Assured Guaranty's internal rating.



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## Assured Guaranty Ltd.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2010, 2009 and 2008

## 13. Reinsurance (Continued)

## Amounts Due (To) From Reinsurers

|   | As of December 31, 2010                                    |  |                                   |
|---|--|--|-----------------------------------|
|   | Assumed<br>Premium<br>Receivable, net<br>of<br>Commissions | Assumed<br>Expected<br>Loss and LAE<br><br>(in millions) | Ceded<br>Expected<br>Loss and LAE |
| Radian Asset<br>Assurance Inc.                                | \$   | \$   | \$ 22.6                           |
| Tokio Marine & Nichido<br>Fire Insurance Co., Ltd.            |  |  | (17.8)                            |
| RAM<br>Reinsurance Co. Ltd.                                   |  |  | (10.2)                            |
| Syncora Guarantee Inc.  |  | (0.3)  | 1.5                               |
| Mitsui Sumitomo<br>Insurance Co. Ltd.                         |  |  | (6.1)                             |
| ACA Financial Guaranty<br>Corp                                |  |  |                                   |
| Swiss Reinsurance Co.<br>Financial Guaranty<br>Insurance Co.  |  |  | (4.2)                             |
|   | 28.4   | (35.1)   |                                   |
| Ambac Assurance<br>Corporation                                | 148.1  | (107.2)  |                                   |
| MBIA Insurance<br>Corporation                                 | 0.8  | (13.1)   |                                   |
| CIFG Assurance North<br>America Inc.                          | 7.1  |  |                                   |
| Berkshire Hathaway<br>Assurance Corporation<br>Multiple owner |  |  |                                   |
| Total   | \$ 184.4   | \$ (155.7)   | \$ (14.2)                         |

## AGMIC Settlement

AGMIC insured a private mortgage insurer and agreed to cover the aggregate mortgage guaranty insurance losses in excess of a \$25 million retention and subject to a \$95 million limit. AGMIC notified the Reinsured it was terminating the Agreement because of the Reinsured's breach of the terms of the Agreement. The matter went to arbitration and the majority of the arbitration panel concluded that the Reinsured breached a covenant in the Agreement. AGMIC and a private mortgage insurer executed a final settlement agreement on June 17, 2009 to settle the matter in full in exchange for a payment by AGMIC to the reinsurer of \$10 million. The final settlement agreement resolves all disputes between the parties and concludes all remaining rights and obligations of the parties under the Agreement. The Company recognized the settlement in loss and LAE in the other segment.

## 14. Related Party Transactions

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The following table presents the ownership of each of the parties with whom the Company had related party transactions for the periods presented.

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Table of Contents**Assured Guaranty Ltd.****Notes to Consolidated Financial Statements (Continued)****December 31, 2010, 2009 and 2008****14. Related Party Transactions (Continued)****Related Parties' Equity Ownership**

|                                    | <b>December 31, 2010</b>    |                           | <b>December 31, 2009</b>    |                           |
|------------------------------------|-----------------------------|---------------------------|-----------------------------|---------------------------|
|                                    | <b>Number of<br/>Shares</b> | <b>% of<br/>Ownership</b> | <b>Number of<br/>Shares</b> | <b>% of<br/>Ownership</b> |
| Dexia(1)                           |                             |                           | 21,848,934                  | 11.9%                     |
| WLR Funds(2)                       | 16,023,984                  | 8.7                       | 16,016,396                  | 8.7                       |
| ACE(1)                             |                             |                           | 13,020,382                  | 7.1                       |
| Wellington Management Company, LLP | 18,181,544                  | 9.9                       |                             |                           |
| <b>Total</b>                       | <b>34,205,528</b>           | <b>18.6%</b>              | <b>50,885,712</b>           | <b>27.7%</b>              |

(1) Previously related parties of the Company for the periods prior to March 31, 2010.

(2) The WLR Funds are funds affiliated with Wilbur L. Ross, Jr., a director of AGL.

ACE had been the parent company of certain of the Company's subsidiaries prior to the IPO of the Company in 2004 and received AGL common shares in connection with the IPO transactions. During 2009, as a result of AGL's equity offerings in June and December, AGL's issuance of common shares to Dexia for the AGMH Acquisition and sale by ACE of some of its AGL common shares, ACE's ownership of AGL was reduced to 7.1% as of December 31, 2009, and 3.1% as of January 31, 2010, according to a Schedule 13G amendment it filed with the Securities and Exchange Commission. Dexia received approximately 22.3 million AGL common shares as part of the purchase price for the AGMH Acquisition. On March 16, 2010, Dexia sold all of such AGL common shares in a secondary public offering. As a result of these transactions, ACE and Dexia are not considered related parties of the Company as of March 31, 2010.

*Dexia*

The primary related party transactions between the Company and Dexia were as follows:

Dexia acts as intermediary in certain CDS transactions. The Company also issued secondary financial guaranty insurance policies to Dexia. The premiums earned and fair-value adjustments related to those contracts are recorded in the consolidated statements of operations.

The Company has notes issued to Dexia and records related interest expense in the consolidated statements of operations and accrued interest expense on the balance sheet.

The Company maintains certain lines of credit with Dexia affiliates. See Note 16. In addition, the Company has entered into a number of agreements with Dexia in order to transfer to Dexia the credit and liquidity risks associated with AGMH's former Financial Products Business.

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The Company provided administrative services to Dexia Financial Products Services LLC, an affiliate of Dexia that administers AGMH's former financial products business.

### *ACE*

The primary related party transactions with ACE are:

In 2004 the Company entered into reinsurance transactions with ACE subsidiaries as part of the IPO. The business ceded was part of the Company's other segment, and is no longer written. The related party amounts relate primarily to these legacy reinsurance transactions.



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**Assured Guaranty Ltd.**

**Notes to Consolidated Financial Statements (Continued)**

**December 31, 2010, 2009 and 2008**

**14. Related Party Transactions (Continued)**

During 2009 and 2008, ACE provided certain general and administrative services.

ACE and the Company are party to a tax allocation agreement. See Note 12.

*WLR Funds*

The primary related party transactions with WL Ross are:

In November 2010, AGM and AGC entered into a special servicing agreement with American Home Mortgage Servicing, Inc. ("AHMSI"). Substantially all of the stock of AHMSI is owned by several private equity funds that are ultimately controlled by WL Ross & Co. LLC. AGM and AGC have issued financial guaranty insurance policies on a number of residential mortgage-backed securities as to which AHMSI services the mortgage loans underlying the securitization transactions. AGM, AGC and AHMSI determined to place seven of these transactions under the special servicing agreement in order to provide incentives to AHMSI for achieving better performance with respect to the relatively risky mortgage loans in those transactions. The special servicing agreement also provides us with extensive oversight and enhanced information rights, and obligates AHMSI to cooperate with us, including working with us to create and implement our preferred loss mitigation strategies. Pursuant to the incentive fee schedule under the special servicing agreement, which is based on prevailing market rates, we estimate that AHMSI will receive approximately \$4.1 million during the term of the special servicing agreement.

In October 2009, AG Analytics Inc., a subsidiary of the Company, entered into a consulting agreement with Invesco Advisors, Inc., an affiliate of WL Ross & Co. LLC. Wilbur L. Ross, Jr. is the Chairman and Chief Executive Officer of WL Ross & Co. LLC.

Pursuant to pre-emptive rights, WLR Funds purchased 3,850,000 AGL common shares in AGL's June 2009 equity offering at \$11.00 per share, the public offering price.

Pursuant to an investment agreement dated as of February 28, 2008 with funds that are affiliated with Wilbur L. Ross, Jr., a director of AGL, which are referred to as the WLR Funds, the WLR Funds purchased 10,651,896 common shares of AGL at \$23.47 per share on April 8, 2008. As required pursuant to the terms of the investment agreement, AGL has filed a shelf registration statement under the Securities Act covering the resale of the common shares sold to the WLR Funds pursuant to the investment agreement.

In 2008, the Company had paid \$10.8 million to WL Ross for a commitment fee and paid an additional \$5.1 million in 2009.

*Wellington Management Company, LLP ("Wellington")*

The primary related party transactions with Wellington were:

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Since late 2009, Wellington has acted as one of the Company's investment managers and is compensated based upon a fixed percentage of the market value of the Company's portfolio.

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## Assured Guaranty Ltd.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2010, 2009 and 2008

**14. Related Party Transactions (Continued)**

The following table summarizes the affiliated components of each balance sheet item, where applicable:

|  | As of December 31,<br>2009<br>(in millions) |
|--|---|
| <b>Assets:</b>                           |   |
| Ceded unearned premium reserve           |   |
| ACE                                      | \$  |
| Reinsurance recoverable on unpaid losses |   |
| ACE                                      | 3.1   |
| Other assets                             |   |
| ACE                                      | 0.1   |
| <b>Liabilities:</b>                      |   |
| Unearned premium reserves                |   |
| ACE                                      | 1.4   |
| Dexia                                    | 35.5  |
| Loss and LAE reserve                     |   |
| ACE                                      | 4.6   |
| Net credit derivative liabilities        |   |
| Dexia                                    | 333.0                                       |
| Notes payable(1)                         |   |
| Dexia                                    | 149.1                                       |
| Other liabilities                        |   |
| ACE                                      | 9.0   |
| Dexia                                    | 0.3   |
| <b>Other information:</b>                |   |
| Exposure                                 |   |
| Gross par outstanding                    |   |
| Dexia(2)                                 | 24,090                                      |

(1) Recorded within long-term debt on the consolidated balance sheets.

(2) Includes \$10.3 billion of net par outstanding related to AGM'S financial guaranties of GICs issued by AGMH's former financial products companies. This exposure is guaranteed by Dexia and by the French and Belgium governments.

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## Assured Guaranty Ltd.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2010, 2009 and 2008

**14. Related Party Transactions (Continued)**

The following table summarizes the affiliated components of each statement of operations item, where applicable:

|  | Year Ended December 31, |        |          |
|--|-------------------------|--------|----------|
|  | 2010                    | 2009   | 2008     |
|  | (in millions)           |        |          |
| <b>Revenues:</b>                               |                         |        |          |
| Net earned premiums                            |                         |        |          |
| ACE  | \$                      | \$ 1.2 | \$ (3.5) |
| Dexia  | 0.6                     | 3.2    |          |
| Net investment income (expense)                |                         |        |          |
| Wellington                                     | (1.8)                   |        |          |
| Net change in fair value of credit derivatives |                         |        |          |
| Dexia  | (76.4)                  | 17.6   |          |
| <b>Expenses:</b>                               |                         |        |          |
| Loss and LAE (recoveries)                      |                         |        |          |
| ACE  |                         | 1.3    | 4.0      |
| Interest expense from long-term debt           |                         |        |          |
| Dexia  | 1.9                     | 4.4    |          |
| General and administrative services            |                         |        |          |
| ACE  |                         | 0.1    | 0.1      |
| Dexia  | (0.5)                   | (0.9)  |          |

**15. Commitments and Contingencies****Leases**

AGL and its subsidiaries are party to various lease agreements accounted for as operating leases. In June 2008, the Company entered into a new five-year lease agreement for New York office space. Future minimum annual payments of \$5.3 million for the first twelve month period and \$5.7 million for subsequent twelve month periods commenced October 1, 2008 and are subject to escalation in building operating costs and real estate taxes. As a result of the AGMH Acquisition, during second quarter 2009 the Company decided not to occupy the office space described above and subleased it to two tenants for total minimum annual payments of approximately \$3.7 million until October 2013. The Company wrote off related leasehold improvements and recorded a pre-tax loss on the sublease of \$11.7 million in 2009, which is included in "AGMH acquisition-related expenses" and "other liabilities" in the consolidated statements of operations and balance sheets, respectively.

The Company leases space in New York City through April 2026. In addition, AGL and its subsidiaries lease additional office space under non-cancelable operating leases which expire at various

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## Assured Guaranty Ltd.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2010, 2009 and 2008

## 15. Commitments and Contingencies (Continued)

locations. Lease payments for each of the next five calendar years ending December 31, and thereafter are as follows:

## Future Minimum Rental Payments

| Year         | (in millions)   |
|--------------|-----------------|
| 2011         | \$ 15.9         |
| 2012         | 15.1            |
| 2013         | 13.8            |
| 2014         | 8.0             |
| 2015         | 7.7             |
| Thereafter   | 81.8            |
| <b>Total</b> | <b>\$ 142.3</b> |

## Rent Expense

|              | Year Ended<br>December 31, |         |        |
|--------------|----------------------------|---------|--------|
|              | 2010                       | 2009    | 2008   |
|              | (in millions)              |         |        |
| Rent Expense | \$ 11.4                    | \$ 10.6 | \$ 5.7 |

## Legal Proceedings

*Litigation*

Lawsuits arise in the ordinary course of the Company's business. It is the opinion of the Company's management, based upon the information available, that the expected outcome of litigation against the Company, individually or in the aggregate, will not have a material adverse effect on the Company's financial position or liquidity, although an adverse resolution of litigation against the Company in a quarter or fiscal year could have a material adverse effect on the Company's results of operations in a particular quarter or fiscal year. In addition, in the ordinary course of their respective businesses, certain of the Company's subsidiaries assert claims in legal proceedings against third parties to recover losses paid in prior periods. For example, as described in Note 6 (Financial Guaranty Contracts Accounted for as Insurance Loss Estimation Process Recovery Litigation), as of the date of this filing, AGC and AGM have filed complaints against certain sponsors and underwriters of RMBS securities that AGC or AGM had insured, alleging, among other claims, that such persons had breached representations and warranties in the transaction documents, failed to cure or repurchase defective loans and/or violated state securities laws. The amounts, if any, the Company will recover in proceedings to recover losses are uncertain, and recoveries, or failure to obtain recoveries, in any one or more of these proceedings during any quarter or fiscal year could be material to the Company's results of operations in that particular quarter or fiscal year.

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

The Company has received subpoenas *duces tecum* and interrogatories from the State of Connecticut Attorney General and the Attorney General of the State of California related to antitrust concerns associated with the methodologies used by rating agencies for determining the credit rating of municipal debt, including a proposal by Moody's to assign corporate equivalent ratings to municipal



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**Assured Guaranty Ltd.**

**Notes to Consolidated Financial Statements (Continued)**

**December 31, 2010, 2009 and 2008**

**15. Commitments and Contingencies (Continued)**

obligations, and the Company's communications with rating agencies. The Company has satisfied or is in the process of satisfying such requests. It may receive additional inquiries from these or other regulators and expects to provide additional information to such regulators regarding their inquiries in the future.

Beginning in December 2008, AGM and various other financial guarantors have been named in complaints filed in the Superior Court, San Francisco County, California. Since that time, plaintiffs' counsel has filed amended complaints and added additional plaintiffs. As of March 1, 2011, the plaintiffs with complaints against AGM and AGC, among other financial guaranty insurers, were: (a) *City of Los Angeles, acting by and through the Department of Water and Power*; (b) *City of Sacramento*; (c) *City of Los Angeles*; (d) *City of Oakland*; (e) *City of Riverside*; (f) *City of Stockton*; (g) *County of Alameda*; (h) *County of Contra Costa*; (i) *County of San Mateo*; (j) *Los Angeles World Airports*; (k) *City of Richmond*; (l) *Redwood City*; (m) *East Bay Municipal Utility District*; (n) *Sacramento Suburban Water District*; (o) *City of San Jose*; (p) *County of Tulare*; (q) *The Regents of the University of California*; (r) *The Redevelopment Agency of the City of Riverside*; (s) *The Public Financing Authority of the City of Riverside*; (t) *The Jewish Community Center of San Francisco*; (u) *The San Jose Redevelopment Agency*; and (v) *The Olympic Club*. Complaints filed by the *City and County of San Francisco* and the *Sacramento Municipal Utility District* were subsequently dismissed against AGC and AGM.

At a hearing on March 1, 2010, the court struck all of the plaintiffs' complaints with leave to amend. The court instructed plaintiffs to file one consolidated complaint. On October 13, 2010, plaintiffs' counsel filed three consolidated complaints, two of which also added the three major credit rating agencies as defendants in addition to the financial guaranty insurers. In November 2010, the credit rating agency defendants filed a motion to remove the cases to the Northern District of California and plaintiffs responded with a motion to remand the cases back to California state court. On January 31, 2011, the court for the Northern District of California granted plaintiffs' motion and the action was remanded to the Superior Court, San Francisco County, California.

These complaints allege that the financial guaranty insurer defendants (i) participated in a conspiracy in violation of California's antitrust laws to maintain a dual credit rating scale that misstated the credit default risk of municipal bond issuers and created market demand for municipal bond insurance, (ii) participated in risky financial transactions in other lines of business that damaged each insurer's financial condition (thereby undermining the value of each of their guaranties), and (iii) failed to adequately disclose the impact of those transactions on their financial condition. In addition to their antitrust claims, various plaintiffs in these actions assert claims for breach of the covenant of good faith and fair dealing, fraud, unjust enrichment, negligence, and negligent misrepresentation.

The complaints in these lawsuits generally seek unspecified monetary damages, interest, attorneys' fees, costs and other expenses. The Company cannot reasonably estimate the possible loss or range of loss that may arise from these lawsuits.

In August 2008, a number of financial institutions and other parties, including AGM and other bond insurers, were named as defendants in a civil action brought in the circuit court of Jefferson County, Alabama relating to the County's problems meeting its debt obligations on its \$3.2 billion sewer debt: *Charles E. Wilson vs. JPMorgan Chase & Co et al* (filed the Circuit Court of Jefferson County, Alabama), Case No. 01-CV-2008-901907.00, a putative class action. The action was brought on behalf of rate payers, tax payers and citizens residing in Jefferson County, and alleges conspiracy and fraud in connection with the issuance of the County's debt. The complaint in this lawsuit seeks equitable relief, unspecified monetary damages, interest, attorneys' fees and other costs. On January, 13, 2011, the circuit court issued an order denying a motion by the bond insurers and other defendants to dismiss the action. Defendants, including the bond insurers, have petitioned the Alabama Supreme

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**Assured Guaranty Ltd.**

**Notes to Consolidated Financial Statements (Continued)**

**December 31, 2010, 2009 and 2008**

**15. Commitments and Contingencies (Continued)**

Court for a writ of mandamus to the circuit court vacating such order and directing the dismissal with prejudice of plaintiffs' claims for lack of standing. The Company cannot reasonably estimate the possible loss or range of loss that may arise from this lawsuit.

In September 2010, AGM, among others, was named as a defendant in an interpleader complaint filed by Wells Fargo Bank, N.A., as trust administrator, in the United States District Court, Southern District of New York. The interpleader complaint relates to the MASTR Adjustable Rate Mortgages Trust 2006-OA2, Mortgage Pass-Through Certificates, Series 2006-OA2 RMBS transaction, in which AGM had insured certain classes of certificates. Certain holders of uninsured certificates have disputed payments made by the trust administrator to reimburse AGM for claims it had paid under its financial guaranty policy. The trust administrator seeks adjudication of the priority of AGM's reimbursements. The Company has submitted a motion for judgment on the pleadings that is being reviewed by the court. If the decision is adverse to AGM, total unreimbursed claims is uncertain but could be as much as approximately \$144 million (on a gross undiscounted basis, without taking into account the benefit of R&W recoveries) over the life of the transaction. The Company intends to defend this action and to pursue its rights under the transaction documents vigorously.

*Proceedings Related to AGMH's Former Financial Products Business*

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

*Governmental Investigations into Former Financial Products Business*

AGMH and/or AGM have received subpoenas *duces tecum* and interrogatories or civil investigative demands from the Attorney General of the States of Connecticut, Florida, Illinois, Massachusetts, Missouri, New York, Texas and West Virginia relating to their investigations of alleged bid rigging of municipal GICs. AGMH is responding to such requests. AGMH may receive additional inquiries from these or other regulators and expects to provide additional information to such regulators regarding their inquiries in the future. In addition,

AGMH received a subpoena from the Antitrust Division of the Department of Justice in November 2006 issued in connection with an ongoing criminal investigation of bid rigging of awards of municipal GICs and other municipal derivatives;

AGM received a subpoena from the SEC in November 2006 related to an ongoing industry-wide investigation concerning the bidding of municipal GICs and other municipal derivatives; and

AGMH received a "Wells Notice" from the staff of the Philadelphia Regional Office of the SEC in February 2008 relating to the investigation concerning the bidding of municipal GICs and other municipal derivatives. The Wells Notice indicates that the SEC staff is considering recommending that the SEC authorize the staff to bring a civil injunctive action and/or institute administrative proceedings against AGMH, alleging violations of Section 10(b) of the Exchange Act and Rule 10b-5 thereunder and Section 17(a) of the Securities Act.





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**Assured Guaranty Ltd.**

**Notes to Consolidated Financial Statements (Continued)**

**December 31, 2010, 2009 and 2008**

**15. Commitments and Contingencies (Continued)**

Pursuant to the subpoenas, AGMH has furnished to the Department of Justice and SEC records and other information with respect to AGMH's municipal GICs business. The ultimate loss that may arise from these investigations remains uncertain.

*Lawsuits Relating to Former Financial Products Business*

During 2008, nine putative class action lawsuits were filed in federal court alleging federal antitrust violations in the municipal derivatives industry, seeking damages and alleging, among other things, a conspiracy to fix the pricing of, and manipulate bids for, municipal derivatives, including GICs. These cases have been coordinated and consolidated for pretrial proceedings in the U.S. District Court for the Southern District of New York as *MDL 1950, In re Municipal Derivatives Antitrust Litigation*, Case No. 1:08-cv-2516 ("MDL 1950").

Five of these cases named both AGMH and AGM: (a) *Hinds County, Mississippi v. Wachovia Bank, N.A.*; (b) *Fairfax County, Virginia v. Wachovia Bank, N.A.*; (c) *Central Bucks School District, Pennsylvania v. Wachovia Bank, N.A.*; (d) *Mayor and City Council of Baltimore, Maryland v. Wachovia Bank, N.A.*; and (e) *Washington County, Tennessee v. Wachovia Bank, N.A.* In April 2009, the MDL 1950 court granted the defendants' motion to dismiss on the federal claims, but granted leave for the plaintiffs to file a second amended complaint. In June 2009, interim lead plaintiffs' counsel filed a Second Consolidated Amended Class Action Complaint. The complaints in these lawsuits generally seek unspecified monetary damages, interest, attorneys' fees and other costs. The Company cannot reasonably estimate the possible loss or range of loss that may arise from these lawsuits; although the Second Consolidated Amended Class Action Complaint currently describes some of AGMH's and AGM's activities, it does not name those entities as defendants. In March 2010, the MDL 1950 court denied the named defendants' motions to dismiss the Second Consolidated Amended Class Action Complaint.

Four of the cases named AGMH (but not AGM) and also alleged that the defendants violated California state antitrust law and common law by engaging in illegal bid-rigging and market allocation, thereby depriving the cities or municipalities of competition in the awarding of GICs and ultimately resulting in the cities paying higher fees for these products: (f) *City of Oakland, California v. AIG Financial Products Corp.*; (g) *County of Alameda, California v. AIG Financial Products Corp.*; (h) *City of Fresno, California v. AIG Financial Products Corp.*; and (i) *Fresno County Financing Authority v. AIG Financial Products Corp.* When the four plaintiffs filed a consolidated complaint in September 2009, the plaintiffs did not name AGMH as a defendant. However, the complaint does describe some of AGMH's and AGM's activities. The consolidated complaint generally seeks unspecified monetary damages, interest, attorneys' fees and other costs. In April 2010, the MDL 1950 court granted in part and denied in part the named defendants' motions to dismiss this consolidated complaint.

In 2008, AGMH and AGM also were named in five non-class action lawsuits originally filed in the California Superior Courts alleging violations of California law related to the municipal derivatives industry: (a) *City of Los Angeles, California v. Bank of America, N.A.*; (b) *City of Stockton, California v. Bank of America, N.A.*; (c) *County of San Diego, California v. Bank of America, N.A.*; (d) *County of San Mateo, California v. Bank of America, N.A.*; and (e) *County of Contra Costa, California v. Bank of America, N.A.* Amended complaints in these actions were filed in September 2009, adding a federal antitrust claim and naming AGM (but not AGMH) and AGUS, among other defendants. These cases have been transferred to the Southern District of New York and consolidated with MDL 1950 for pretrial proceedings.

In late 2009, AGM and AGUS, among other defendants, were named in six additional non-class action cases filed in federal court, which also have been coordinated and consolidated for pretrial proceedings with MDL 1950: (f) *City of Riverside, California v. Bank of America, N.A.*; (g) *Sacramento*

Table of Contents**Assured Guaranty Ltd.****Notes to Consolidated Financial Statements (Continued)****December 31, 2010, 2009 and 2008****15. Commitments and Contingencies (Continued)**

*Municipal Utility District v. Bank of America, N.A.*; (h) *Los Angeles World Airports v. Bank of America, N.A.*; (i) *Redevelopment Agency of the City of Stockton v. Bank of America, N.A.*; (j) *Sacramento Suburban Water District v. Bank of America, N.A.*; and (k) *County of Tulare, California v. Bank of America, N.A.*

The MDL 1950 court denied AGM and AGUS's motions to dismiss these eleven complaints in April 2010. Amended complaints were filed in May 2010. On October 29, 2010, AGM and AGUS were voluntarily dismissed with prejudice from the *Sacramento Municipal Utility District* case only. The complaints in these lawsuits generally seek or sought unspecified monetary damages, interest, attorneys' fees, costs and other expenses. The Company cannot reasonably estimate the possible loss or range of loss that may arise from the remaining lawsuits.

In May 2010, AGM and AGUS, among other defendants, were named in five additional non-class action cases filed in federal court in California: (a) *City of Richmond, California v. Bank of America, N.A.* (filed on May 18, 2010, N.D. California); (b) *City of Redwood City, California v. Bank of America, N.A.* (filed on May 18, 2010, N.D. California); (c) *Redevelopment Agency of the City and County of San Francisco, California v. Bank of America, N.A.* (filed on May 21, 2010, N.D. California); (d) *East Bay Municipal Utility District, California v. Bank of America, N.A.* (filed on May 18, 2010, N.D. California); and (e) *City of San Jose and the San Jose Redevelopment Agency, California v. Bank of America, N.A.* (filed on May 18, 2010, N.D. California). These cases have also been transferred to the Southern District of New York and consolidated with MDL 1950 for pretrial proceedings. In September 2010, AGM and AGUS, among other defendants, were named in a sixth additional non-class action filed in federal court in New York, but which alleges violation of New York's Donnelly Act in addition to federal antitrust law: *Active Retirement Community, Inc. d/b/a Jefferson's Ferry v. Bank of America, N.A.* (filed on September 21, 2010, E.D. New York), which has also been transferred to the Southern District of New York and consolidated with MDL 1950 for pretrial proceedings. In late December 2010, AGM and AGUS, among other defendants, were named in a seventh additional non-class action filed in federal court in the Central District of California, *Los Angeles Unified School District v. Bank of America, N.A.*, and in an eighth additional non-class action filed in federal court in the Southern District of New York, *Kendal on Hudson, Inc. v. Bank of America, N.A.* These cases also have been consolidated with MDL 1950 for pretrial proceedings. The complaints in these lawsuits generally seek unspecified monetary damages, interest, attorneys' fees, costs and other expenses. The Company cannot reasonably estimate the possible loss or range of loss that may arise from these lawsuits.

In January 2011, AGM and AGUS, among other defendants, were named in an additional non-class action case filed in federal court in New York, which alleges violation of New York's Donnelly Act in addition to federal antitrust law: *Peconic Landing at Southold, Inc. v. Bank of America, N.A.* This case has been noticed as a tag-along action to MDL 1950. The complaint in this lawsuit generally seeks unspecified monetary damages, interest, attorneys' fees, costs and other expenses. The Company cannot reasonably estimate the possible loss or range of loss that may arise from this lawsuit.

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

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**Assured Guaranty Ltd.**

**Notes to Consolidated Financial Statements (Continued)**

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**15. Commitments and Contingencies (Continued)**

*Assumed Reinsurance*

The Company is party to reinsurance agreements as a reinsurer to other monoline financial guaranty insurance companies. The Company's facultative and treaty agreements are generally subject to termination:

- (a) at the option of the primary insurer if the Company fails to maintain certain financial, regulatory and rating agency criteria which are equivalent to or more stringent than those the Company is otherwise required to maintain for its own compliance with state mandated insurance laws and to maintain a specified financial strength rating for the particular insurance subsidiary, or
- (b) upon certain changes of control of the Company.

Upon termination under these conditions, the Company may be required (under some of its reinsurance agreements) to return to the primary insurer all statutory unearned premiums, less ceding commissions, attributable to reinsurance ceded pursuant to such agreements after which the Company would be released from liability with respect to the assumed business. Upon the occurrence of the conditions set forth in (a) above, whether or not an agreement is terminated, the Company may be required to obtain a letter of credit or alternative form of security to collateralize its obligation to perform under such agreement or it may be obligated to increase the level of ceding commission paid. See Note 13.

**16. Long-Term Debt and Credit Facilities**

**Long-Term Debt Obligations**

The Company's long term debt has been issued by AGUS and AGMH and notes payable to the Financial Products Companies were issued by refinancing vehicles consolidated by AGM. With respect to the notes payable, the funds borrowed were used to finance the purchase of the underlying obligations of AGM-insured obligations which had breached triggers allowing AGM to exercise its right to accelerate payment of a claim in order to mitigate loss. The assets purchased are classified as assets acquired in refinancing transactions and recorded within "other invested assets" on the consolidated balance sheets. The terms of the notes payable match the terms of the assets. See Note 10.

AGL fully and unconditionally guarantees the following debt obligations issued by AGUS: (1) 7.0% Senior Notes and (2) 8.50% Senior Notes. AGMH debt was assumed on July 1, 2009 as part of the AGMH Acquisition and AGL fully and unconditionally guarantees the following AGMH debt obligations: (1) 6<sup>7</sup>/<sub>8</sub>% Quarterly Income Bonds Securities ("QUIBS"), (2) 6.25% Notes and (3) 5.60% Notes. In addition, AGL guarantees, on a junior subordinated basis, AGUS's Series A, Enhanced Junior Subordinated Debentures and the \$300 million of AGMH's outstanding Junior Subordinated Debentures.

*Accounting Policy*

Long term debt is recorded at principal amounts net of any unamortized original issue discount and unamortized Acquisition Date fair value adjustment for AGMH debt. Discount is accreted into interest expense over the life of the applicable debt.

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**Assured Guaranty Ltd.**

**Notes to Consolidated Financial Statements (Continued)**

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**16. Long-Term Debt and Credit Facilities (Continued)**

*Debt Issued by AGUS*

*7.0% Senior Notes.* On May 18, 2004, AGUS issued \$200.0 million of 7.0% senior notes due 2034 ("7.0% Senior Notes") for net proceeds of \$197.3 million. Although the coupon on the Senior Notes is 7.0%, the effective rate is approximately 6.4%, taking into account the effect of a cash flow hedge executed by the Company in March 2004.

*8.50% Senior Notes.* On June 24, 2009, AGL issued 3,450,000 equity units for net proceeds of approximately \$166.8 million in a registered public offering. The net proceeds of the offering were used to pay a portion of the consideration for the AGMH Acquisition. Each equity unit consists of (i) a forward purchase contract and (ii) a 5% undivided beneficial ownership interest in \$1,000 principal amount 8.50% senior notes due 2014 issued by AGUS. Under the purchase contract, holders are required to purchase, and AGL is required to issue, between 3.8685 and 4.5455 of AGL common shares for \$50 no later than June 1, 2012. The actual number of shares purchased will be based on the average closing price of the common shares over a 20-trading day period ending three trading days prior to June 1, 2012. More specifically, if the average closing price per share for the relevant period (the "Applicable Market Value") is equal to or exceeds \$12.93, the settlement rate will be 3.8685 shares. If the Applicable Market Value is less than or equal to \$11.00, the settlement rate will be 4.5455 shares, and if it is between \$11.00 and \$12.93, the settlement rate will be equal to the quotient of \$50.00 and the Applicable Market Value. The notes are pledged by the holders of the equity units to a collateral agent to secure their obligations under the purchase contracts. Interest on the notes is payable, initially, quarterly at the rate of 8.50% per year. The notes are subject to a mandatory remarketing between December 1, 2011 and May 1, 2012 (or, if not remarketed during such period, during a designated three business day period in May 2012). In the remarketing, the interest rate on the notes will be reset and certain other terms of the notes may be modified, including to extend the maturity date, to change the redemption rights (as long as there will be at least two years between the reset date and any new redemption date) and to add interest deferral provisions. If the notes are not successfully remarketed, the interest rate on the notes will not be reset and holders of all notes will have the right to put their notes to the Company on the purchase contract settlement date at a put price equal to \$1,000 per note (\$50 per equity unit) plus accrued and unpaid interest. The notes are redeemable at AGUS' option, in whole but not in part, upon the occurrence and continuation of certain events at any time prior to the earlier of the date of a successful remarketing and the purchase contract settlement date. The aggregate redemption amount for the notes is equal to an amount that would permit the collateral agent to purchase a portfolio of U.S. Treasury securities sufficient to pay the principal amount of the notes and all scheduled interest payment dates that occur after the special event redemption date to, and including the purchase contract settlement date; provided that the aggregate redemption amount may not be less than the principal amount of the notes. Other than in connection with certain specified tax or accounting related events, the notes may not be redeemed by AGUS prior to June 1, 2014.

*Series A Enhanced Junior Subordinated Debentures.* On December 20, 2006, AGUS issued \$150.0 million of the Debentures due 2066 for net proceeds of \$149.7 million. The Debentures pay a fixed 6.40% rate of interest until December 15, 2016, and thereafter pay a floating rate of interest, reset quarterly, at a rate equal to 3 month LIBOR plus a margin equal to 2.38%. AGUS may elect at one or more times to defer payment of interest for one or more consecutive periods for up to ten years. Any unpaid interest bears interest at the then applicable rate. AGUS may not defer interest past the maturity date.

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**Assured Guaranty Ltd.**

**Notes to Consolidated Financial Statements (Continued)**

**December 31, 2010, 2009 and 2008**

**16. Long-Term Debt and Credit Facilities (Continued)**

*Debt Issued by AGMH*

*6<sup>7</sup>/<sub>8</sub>% QUIBS.* On December 19, 2001, AGMH issued \$100.0 million face amount of 6<sup>7</sup>/<sub>8</sub>% QUIBS due December 15, 2101, which are callable without premium or penalty.

*6.25% Notes.* On November 26, 2002, AGMH issued \$230.0 million face amount of 6.25% Notes due November 1, 2102, which are callable without premium or penalty in whole or in part.

*5.60% Notes.* On July 31, 2003, AGMH issued \$100.0 million face amount of 5.60% Notes due July 15, 2103, which are callable without premium or penalty in whole or in part.

*Junior Subordinated Debentures.* On November 22, 2006, AGMH issued \$300.0 million face amount of Junior Subordinated Debentures with a scheduled maturity date of December 15, 2036 and a final repayment date of December 15, 2066. The final repayment date of December 15, 2066 may be automatically extended up to four times in five-year increments provided certain conditions are met. The debentures are redeemable, in whole or in part, at any time prior to December 15, 2036 at their principal amount plus accrued and unpaid interest to the date of redemption or, if greater, the make-whole redemption price. Interest on the debentures will accrue from November 22, 2006 to December 15, 2036 at the annual rate of 6.40%. If any amount of the debentures remains outstanding after December 15, 2036, then the principal amount of the outstanding debentures will bear interest at a floating interest rate equal to one-month LIBOR plus 2.215% until repaid. AGMH may elect at one or more times to defer payment of interest on the debentures for one or more consecutive interest periods that do not exceed ten years. In connection with the completion of this offering, AGMH entered into a replacement capital covenant for the benefit of persons that buy, hold or sell a specified series of AGMH long-term indebtedness ranking senior to the debentures. Under the covenant, the debentures will not be repaid, redeemed, repurchased or defeased by AGMH or any of its subsidiaries on or before the date that is 20 years prior to the final repayment date, except to the extent that AGMH has received proceeds from the sale of replacement capital securities. The proceeds from this offering were used to pay a dividend to the shareholders of AGMH.

*Notes Payable* represents debt, issued by VIEs consolidated by AGM, to the Financial Products Companies which were transferred to Dexia Holdings prior to the AGMH Acquisition. The funds borrowed were used to finance the purchase of the underlying obligations of AGM-insured obligations which had breached triggers allowing AGM to exercise its right to accelerate payment of a claim in order to mitigate loss. The assets purchased are classified as assets acquired in refinancing transactions and recorded in "other invested assets". The term of the notes payable matches the terms of the assets. On the Acquisition Date, the fair value of this note was \$164.4 million, representing a premium of \$9.5 million, which is amortized over the term of the debt.

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## Assured Guaranty Ltd.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2010, 2009 and 2008

## 16. Long-Term Debt and Credit Facilities (Continued)

The principal and carrying values of the Company's long-term debt issued by AGUS and AGMH were as follows:

## Principal and Carrying Amounts of Debt

|  | As of December 31,<br>2010 |                   | As of December 31,<br>2009 |                   |
|--|----------------------------|-------------------|----------------------------|-------------------|
|  | Principal                  | Carrying<br>Value | Principal                  | Carrying<br>Value |
| (in millions)  |                            |                   |                            |                   |
| <b>AGUS:</b>   |                            |                   |                            |                   |
| 7.0% Senior Notes                                      | \$ 200.0                   | \$ 197.6          | \$ 200.0                   | \$ 197.5          |
| 8.50% Senior Notes                                     | 172.5                      | 171.0             | 172.5                      | 170.1             |
| Series A Enhanced<br>Junior Subordinated<br>Debentures | 150.0                      | 149.8             | 150.0                      | 149.8             |
| <b>Total AGUS</b>                                      | <b>522.5</b>               | <b>518.4</b>      | <b>522.5</b>               | <b>517.4</b>      |
| <b>AGMH:</b>   |                            |                   |                            |                   |
| 6 <sup>7</sup> / <sub>8</sub> % QUIBS                  | 100.0                      | 67.0              | 100.0                      | 66.7              |
| 6.25% Notes  | 230.0                      | 135.0             | 230.0                      | 133.9             |
| 5.60% Notes  | 100.0                      | 53.0              | 100.0                      | 52.6              |
| Junior Subordinated<br>Debentures                      | 300.0                      | 152.5             | 300.0                      | 146.8             |
| Notes Payable  | 119.3                      | 127.0             | 140.1                      | 149.1             |
| <b>Total AGMH</b>                                      | <b>849.3</b>               | <b>534.5</b>      | <b>870.1</b>               | <b>549.1</b>      |
| <b>Total</b>   | <b>\$ 1,371.8</b>          | <b>\$ 1,052.9</b> | <b>\$ 1,392.6</b>          | <b>\$ 1,066.5</b> |

Principal payments due under the long-term debt are as follows:

## Expected Maturity Schedule of Long Term Debt

| Expected Withdrawal Date | AGUS            | AGMH            | Total             |
|--------------------------|-----------------|-----------------|-------------------|
|                          |                 |                 |                   |
| 2011                     | \$              | \$ 31.9         | \$ 31.9           |
| 2012                     |                 | 22.9            | 22.9              |
| 2013                     |                 | 21.8            | 21.8              |
| 2014                     | 172.5           | 16.2            | 188.7             |
| 2015                     |                 | 9.5             | 9.5               |
| 2016-2035                | 200.0           | 17.0            | 217.0             |
| 2036-2055                |                 |                 |                   |
| 2056-2075                | 150.0           | 300.0           | 450.0             |
| Thereafter(1)            |                 | 430.0           | 430.0             |
| <b>Total</b>             | <b>\$ 522.5</b> | <b>\$ 849.3</b> | <b>\$ 1,371.8</b> |

(1)

Due dates are between 2101 and 2103.



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## Assured Guaranty Ltd.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2010, 2009 and 2008

## 16. Long-Term Debt and Credit Facilities (Continued)

## Interest Expense

|  | Year Ended December 31, |         |         |
|--|-------------------------|---------|---------|
|  | 2010                    | 2009    | 2008    |
|  | (in millions)           |         |         |
| AGUS:  |                         |         |         |
| 7.0% Senior Notes                                | \$ 13.5                 | \$ 13.5 | \$ 13.5 |
| 8.50% Senior Notes                               | 16.0                    | 8.3     |         |
| Series A Enhanced Junior Subordinated Debentures | 9.8                     | 9.8     | 9.8     |
| AGUS total                                       | 39.3                    | 31.6    | 23.3    |
| AGMH:  |                         |         |         |
| 6 <sup>7</sup> / <sub>8</sub> % QUIBS            | 7.2                     | 3.6     |         |
| 6.25% Notes                                      | 15.4                    | 7.7     |         |
| 5.60% Notes                                      | 6.1                     | 3.1     |         |
| Junior Subordinated Debentures                   | 24.9                    | 12.4    |         |
| Notes Payable                                    | 6.7                     | 4.4     |         |
| AGMH total                                       | 60.3                    | 31.2    |         |
| Total  | \$ 99.6                 | \$ 62.8 | \$ 23.3 |

## Recourse Credit Facilities

## 2006 Credit Facility

On November 6, 2006, AGL and certain of its subsidiaries entered into a \$300.0 million five-year unsecured revolving credit facility (the "2006 Credit Facility") with a syndicate of banks. Under the 2006 Credit Facility, each of AGC, AGUK, AG Re, AGRO and AGL are entitled to request the banks to make loans to such borrower or to request that letters of credit be issued for the account of such borrower. Of the \$300.0 million available to be borrowed, no more than \$100.0 million may be borrowed by AGL, AG Re or AGRO, individually or in the aggregate, and no more than \$20.0 million may be borrowed by AGUK. The stated amount of all outstanding letters of credit and the amount of all unpaid drawings in respect of all letters of credit cannot, in the aggregate, exceed \$100.0 million. The 2006 Credit Facility also provides that Assured Guaranty may request that the commitment of the banks be increased an additional \$100.0 million up to a maximum aggregate amount of \$400.0 million. Any such incremental commitment increase is subject to certain conditions provided in the agreement and must be for at least \$25.0 million.

The proceeds of the loans and letters of credit are to be used for the working capital and other general corporate purposes of the borrowers and to support reinsurance transactions.

At the effective date of the 2006 Credit Facility, AGC guaranteed the obligations of AGUK under the facility and AGL guaranteed the obligations of AG Re and AGRO under the facility and agreed that, if the Company consolidated assets (as defined in the related credit agreement) of AGC and its subsidiaries were to fall below \$1.2 billion, it would, within 15 days, guarantee the obligations of AGC and AGUK under the facility. At the same time, AGOUS guaranteed the obligations of AGL, AG Re and AGRO under the facility, and each of AG Re and AGRO guaranteed the other as well as AGL.

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**Assured Guaranty Ltd.**

**Notes to Consolidated Financial Statements (Continued)**

**December 31, 2010, 2009 and 2008**

**16. Long-Term Debt and Credit Facilities (Continued)**

The 2006 Credit Facility's financial covenants require that AGL:

- (a) maintain a minimum net worth of 75% of the Consolidated Net Worth of Assured Guaranty as of June 30, 2009 (calculated as if the AGMH Acquisition had been consummated on such date); and
- (b) maintain a maximum debt-to-capital ratio of 30%.

In addition, the 2006 Credit Facility requires that AGC maintain qualified statutory capital of at least 75% of its statutory capital as of the fiscal quarter ended June 30, 2006. Furthermore, the 2006 Credit Facility contains restrictions on AGL and its subsidiaries, including, among other things, in respect of their ability to incur debt, permit liens, become liable in respect of guaranties, make loans or investments, pay dividends or make distributions, dissolve or become party to a merger, consolidation or acquisition, dispose of assets or enter into affiliate transactions. Most of these restrictions are subject to certain minimum thresholds and exceptions. The 2006 Credit Facility has customary events of default, including (subject to certain materiality thresholds and grace periods) payment default, failure to comply with covenants, material inaccuracy of representation or warranty, bankruptcy or insolvency proceedings, change of control and cross-default to other debt agreements. A default by one borrower will give rise to a right of the lenders to terminate the facility and accelerate all amounts then outstanding. As of December 31, 2010 and December 31, 2009, Assured Guaranty was in compliance with all of the financial covenants.

As of December 31, 2010, no amounts were outstanding under this facility, nor have there been any borrowings during the life of the 2006 Credit Facility.

Letters of credit totaling approximately \$2.9 million remained outstanding as of December 31, 2010 and December 31, 2009. The Company obtained the letters of credit in connection with entering into a lease for new office space in 2008, which space was subsequently sublet.

The Company has determined at this time not to renew the 2006 Credit Facility or enter into a new revolving credit facility when the 2006 Credit Facility expires in November 2011.

*2009 Strip Coverage Facility*

In connection with the AGMH Acquisition, AGM agreed to retain the risks relating to the debt and strip policy portions of the leveraged lease business. The liquidity risk to AGM related to the strip policy portion of the leveraged lease business is mitigated by the strip coverage facility described below.

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

If the lease is terminated early, the tax-exempt entity must make an early termination payment to the lessor. A portion of this early termination payment is funded from monies that were pre-funded and invested at the closing of the leveraged lease transaction (along with earnings on those invested funds). The tax-exempt entity is obligated to pay the remaining, unfunded portion of this early termination payment (known as the "strip coverage") from its own sources. AGM issued financial guaranty insurance policies (known as "strip policies") that guaranteed the payment of these unfunded strip coverage amounts to the lessor, in the event that a tax-exempt entity defaulted on its obligation to pay this portion of its early termination payment. AGM can then seek reimbursement of its strip policy payments from the tax-exempt entity, and can also sell the transferred depreciable asset and reimburse itself from the sale proceeds.

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**Assured Guaranty Ltd.**

**Notes to Consolidated Financial Statements (Continued)**

**December 31, 2010, 2009 and 2008**

**16. Long-Term Debt and Credit Facilities (Continued)**

One event that may lead to an early termination of a lease is the downgrade of AGM, as the strip coverage provider, or the downgrade of the equity payment undertaker within the transaction, in each case, generally to a financial strength rating below double-A. Upon such downgrade, the tax exempt entity is generally obligated to find a replacement credit enhancer within a specified period of time; failure to find a replacement could result in a lease default, and failure to cure the default within a specified period of time could lead to an early termination of the lease and a demand by the lessor for a termination payment from the tax exempt entity. However, even in the event of an early termination of the lease, there would not necessarily be an automatic draw on AGM's policy, as this would only occur to the extent the tax exempt entity does not make the required termination payment.

AIG International Group, Inc. is one entity that has acted as equity payment undertaker in a number of transactions in which AGM acted as strip coverage provider. AIG was downgraded in the third quarter of 2008 and AGM was downgraded by Moody's in the fourth quarter of 2008. As a result of those downgrades, a number of leveraged lease transactions in which AGM acted as strip coverage provider breached either a ratings trigger related to AIG or a ratings trigger related to AGM. To date, none of the leveraged lease transactions which involve AGM has experienced an early termination due to a lease default and a claim on the AGM guaranty. It is difficult to determine the probability that the Company will have to pay strip provider claims or the likely aggregate amount of such claims.

On July 1, 2009, AGM and DCL, acting through its New York Branch ("Dexia Crédit Local (NY)"), entered into a credit facility (the "Strip Coverage Facility"). Under the Strip Coverage Facility, Dexia Crédit Local (NY) agreed to make loans to AGM to finance all draws made by lessors on AGM strip policies that were outstanding as of November 13, 2008, up to the commitment amount. The commitment amount of the Strip Coverage Facility was \$1 billion at closing of the AGMH Acquisition but is scheduled to amortize over time. As of December 31, 2010, the maximum commitment amount of the Strip Coverage Facility has amortized to \$991.9 million. It may also be reduced in 2014 to \$750 million, if AGM does not have a specified consolidated net worth at that time.

Fundings under this facility are subject to certain conditions precedent, and their repayment is collateralized by a security interest that AGM granted to Dexia Crédit Local (NY) in amounts that AGM recovers from the tax-exempt entity, or from asset sale proceeds following its payment of strip policy claims. The Strip Coverage Facility will terminate upon the earliest to occur of an AGM change of control, the reduction of the commitment amount to \$0, and January 31, 2042.

The Strip Coverage Facility's financial covenants require that AGM and its subsidiaries maintain a maximum debt-to-capital ratio of 30% and maintain a minimum net worth of 75% of consolidated net worth as of July 1, 2009, plus, starting July 1, 2014, 25% of the aggregate consolidated net income (or loss) for the period beginning July 1, 2009 and ending on June 30, 2014 or, if the commitment amount has been reduced to \$750 million as described above, zero. The Company is in compliance with all financial covenants as of the date of this filing.

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

As of December 31, 2010, no amounts were outstanding under this facility, nor have there been any borrowings during the life of this facility.

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**Assured Guaranty Ltd.**

**Notes to Consolidated Financial Statements (Continued)**

**December 31, 2010, 2009 and 2008**

**16. Long-Term Debt and Credit Facilities (Continued)**

Under the Strip Coverage Facility, AGM covenants to deliver GAAP-compliant quarterly and financial statements for itself and its consolidated subsidiaries within 60 days after the end of each fiscal quarter or 115 days after the end of the fiscal year. Neither the failure to deliver financial statements on time nor the failure to deliver GAAP-compliant financials is an event of default, but would be a covenant breach that, until cured, would prevent AGM from borrowing under the Strip Coverage Facility. In addition, the failure to deliver financial statements that present fairly the financial condition of AGM and its consolidated subsidiaries is a breach of representation and warranty that would prevent AGM from borrowing under the Strip Coverage Facility. However, if such financial statements are restated so as to make them present fairly the financial condition of AGM and its consolidated subsidiaries and AGM delivers such restated financial statements to Dexia, then AGM could resume borrowing. The Company anticipates that AGM would be able to borrow again by December 2011, after the Form 10-K/A for the year ended December 31, 2010 and the Forms 10-Q/A for the quarterly periods ended March 31, 2011 and June 30, 2011 have been filed with the SEC. The Company does not anticipate that AGM would have any need to borrow under the Strip Coverage Facility prior to that time.

**Limited Recourse Credit Facilities**

*AG Re Credit Facility*

On July 31, 2007, AG Re entered into a limited recourse credit facility ("AG Re Credit Facility") with a syndicate of banks which provides up to \$200.0 million for the payment of losses in respect of the covered portfolio. The AG Re Credit Facility expires in June 2014. The facility can be utilized after AG Re has incurred, during the term of the facility, cumulative municipal losses (net of any recoveries) in excess of the greater of \$260 million or the average annual debt service of the covered portfolio multiplied by 4.5%. The obligation to repay loans under this agreement is a limited recourse obligation payable solely from, and collateralized by, a pledge of recoveries realized on defaulted insured obligations in the covered portfolio, including certain installment premiums and other collateral.

As of December 31, 2010 and December 31, 2009 no amounts were outstanding under this facility nor have there been any borrowings during the life of this facility.

*AGM Credit Facility*

On April 30, 2005, AGM entered into a limited recourse credit facility ("AGM Credit Facility") with a syndicate of international banks which provides up to \$297.5 million for the payment of losses in respect of the covered portfolio. The AGM Credit Facility expires April 30, 2015. The facility can be utilized after AGM has incurred, during the term of the facility, cumulative municipal losses (net of any recoveries) in excess of the greater of \$297.5 million or the average annual debt service of the covered portfolio multiplied by 5.0%. The obligation to repay loans under this agreement is a limited recourse obligation payable solely from, and collateralized by, a pledge of recoveries realized on defaulted insured obligations in the covered portfolio, including certain installment premiums and other collateral. The ratings downgrade of AGM by Moody's to Aa3 in November 2008 resulted in an increase to the commitment fee.

As of December 31, 2010, no amounts were outstanding under this facility nor have there been any borrowings during the life of this facility.

**Committed Capital Securities**

On April 8, 2005, AGC entered into separate agreements (the "Put Agreements") with four custodial trusts (each, a "Custodial Trust") pursuant to which AGC may, at its option, cause each of

Table of Contents**Assured Guaranty Ltd.****Notes to Consolidated Financial Statements (Continued)****December 31, 2010, 2009 and 2008****16. Long-Term Debt and Credit Facilities (Continued)**

the Custodial Trusts to purchase up to \$50.0 million of perpetual preferred stock of AGC (the "AGC Preferred Stock"). The custodial trusts were created as a vehicle for providing capital support to AGC by allowing AGC to obtain immediate access to new capital at its sole discretion at any time through the exercise of the put option. If the put options were exercised, AGC would receive \$200.0 million in return for the issuance of its own perpetual preferred stock, the proceeds of which may be used for any purpose, including the payment of claims. The put options have not been exercised through the date of this filing. Initially, all of AGC CCS Securities were issued to a special purpose pass-through trust (the "Pass-Through Trust"). The Pass-Through Trust was dissolved in April 2008 and the AGC CCS Securities were distributed to the holders of the Pass-Through Trust's securities. Neither the Pass-Through Trust nor the custodial trusts are consolidated in the Company's financial statements.

Income distributions on the Pass-Through Trust Securities and AGC CCS Securities were equal to an annualized rate of one-month LIBOR plus 110 basis points for all periods ending on or prior to April 8, 2008. Following dissolution of the Pass-Through Trust, distributions on the AGC CCS Securities are determined pursuant to an auction process. On April 7, 2008 this auction process failed, thereby increasing the annualized rate on the AGC CCS Securities to One-Month LIBOR plus 250 basis points. Distributions on the AGC preferred stock will be determined pursuant to the same process.

In June 2003, \$200.0 million of "AGM CPS Securities," money market preferred trust securities, were issued by trusts created for the primary purpose of issuing the AGM CPS Securities, investing the proceeds in high-quality commercial paper and selling put options to AGM, allowing AGM to issue the trusts non-cumulative redeemable perpetual preferred stock (the "AGM Preferred Stock") of AGM in exchange for cash. There are four trusts, each with an initial aggregate face amount of \$50 million. These trusts hold auctions every 28 days, at which time investors submit bid orders to purchase AGM CPS Securities. If AGM were to exercise a put option, the applicable trust would transfer the portion of the proceeds attributable to principal received upon maturity of its assets, net of expenses, to AGM in exchange for AGM Preferred Stock. AGM pays a floating put premium to the trusts, which represents the difference between the commercial paper yield and the winning auction rate (plus all fees and expenses of the trust). If an auction does not attract sufficient clearing bids, however, the auction rate is subject to a maximum rate of one-month LIBOR plus 200 basis points for the next succeeding distribution period. Beginning in August 2007, the AGM CPS Securities required the maximum rate for each of the relevant trusts. AGM continues to have the ability to exercise its put option and cause the related trusts to purchase AGM Preferred Stock. The trusts provide AGM access to new capital at its sole discretion through the exercise of the put options. The Company does not consider itself to be the primary beneficiary of the trusts because it does not retain the majority of the residual benefits or expected losses.

**Committed Capital Securities**

|                              | Year Ended December 31, |        |        |
|------------------------------|-------------------------|--------|--------|
|                              | 2010                    | 2009   | 2008   |
|                              | (in millions)           |        |        |
| AGC CCS:                     |                         |        |        |
| Put option premium (expense) | \$ 6.0                  | \$ 6.0 | \$ 5.7 |
| Fair value gain (loss)       | 7.1                     | (47.1) | 42.7   |
| AGM CPS:                     |                         |        |        |
| Put option premium (expense) | 3.7                     | 2.3    |        |
| Fair value gain (loss)       | 2.1                     | (75.8) |        |

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Table of Contents**Assured Guaranty Ltd.****Notes to Consolidated Financial Statements (Continued)****December 31, 2010, 2009 and 2008****17. Shareholders' Equity**

The Company has an authorized share capital of \$5.0 million divided into 500,000,000 shares, par value \$0.01 per share. Except as described below, the Company's common shares have no preemptive rights or other rights to subscribe for additional common shares, no rights of redemption, conversion or exchange and no sinking fund rights. In the event of liquidation, dissolution or winding-up, the holders of the Company's common shares are entitled to share equally, in proportion to the number of common shares held by such holder, in the Company's assets, if any remain after the payment of all the Company's liabilities and the liquidation preference of any outstanding preferred shares. Under certain circumstances, the Company has the right to purchase all or a portion of the shares held by a shareholder at fair market value. All of the common shares are fully paid and non assessable. Holders of the Company's common shares are entitled to receive dividends as lawfully may be declared from time to time by the Company's Board of Directors.

Subject to the Company's Bye-Laws and Bermuda law, the Company's Board of Directors has the power to issue any of the Company's unissued shares as it determines, including the issuance of any shares or class of shares with preferred, deferred or other special rights.

**Issuance of Shares**

|                     | <b>Number of<br/>Shares</b> | <b>Price per<br/>Share</b> | <b>Proceeds</b> | <b>Net<br/>Proceeds</b> |
|---------------------|-----------------------------|----------------------------|-----------------|-------------------------|
|                     | <b>(in millions)</b>        |                            |                 |                         |
| December 4, 2009(1) | 27,512,600                  | \$ 20.90                   | \$ 575.0        | \$ 573.8                |
| June 24, 2009(1)(2) | 44,275,000                  | 11.00                      | 487.0           | 448.9                   |
| April 8, 2008(3)    | 10,651,896                  | 23.47                      | 250.0           | 249.0                   |

- (1) Includes over allotment. On December 8, 2009, \$500 million was contributed to AGC in satisfaction of the external capital portion of the rating agency capital initiatives for AGC.
- (2) Concurrent with this common share offering, the Company sold equity units. See Note 16. Proceeds were used to fund the AGMH Acquisition.
- (3) Represents common shares purchased by funds managed by WL Ross. The Company contributed \$150.0 million to AG Re and \$100.0 million to AGUS, which contributed the same amount to AGC.

Under the Company's Bye-Laws and subject to Bermuda law, if the Company's Board of Directors determines that any ownership of the Company's shares may result in adverse tax, legal or regulatory consequences to the Company, any of the Company's subsidiaries or any of its shareholders or indirect holders of shares or its Affiliates (other than such as the Company's Board of Directors considers de minimis), the Company has the option, but not the obligation, to require such shareholder to sell to the Company or to a third party to whom the Company assigns the repurchase right the minimum number of common shares necessary to avoid or cure any such adverse consequences at a price determined in the discretion of the Board of Directors to represent the shares' fair market value (as defined in the Company's Bye-Laws).

On August 4, 2010, the Company's Board of Directors approved a new share repurchase program for up to 2.0 million common shares. Share repurchases will take place at management's discretion depending on market conditions. No shares were repurchased in 2010 under the 2010 share repurchase program.

On November 8, 2007, the Company's Board of Directors approved a share repurchase program for up to 2.0 million common shares. During 2010, the Company paid \$10.5 million to repurchase 0.7 million shares. During 2009, the Company paid \$3.7 million to repurchase 1.0 million shares. No shares were repurchased during 2008.



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**Assured Guaranty Ltd.**

**Notes to Consolidated Financial Statements (Continued)**

**December 31, 2010, 2009 and 2008**

**17. Shareholders' Equity (Continued)**

Any determination to pay cash dividends will be at the discretion of the Company's Board of Directors, and will depend upon the Company's results of operations and operating cash flows, its financial position and capital requirements, general business conditions, legal, tax, regulatory, rating agency and any contractual restrictions on the payment of dividends and any other factors the Company's Board of Directors deems relevant. For more information concerning regulatory constraints that will affect the Company's ability to pay dividends, see Note 11.

**18. Employee Benefit Plans**

**Accounting Policy**

Stock compensation expense is based on the grant date fair value. Stock compensation expense for all share-based payments granted prior to, but not yet vested as of January 1, 2006, is based on the grant date fair value estimated in accordance with accounting standards in effect at that time.

The expense for Performance Retention Plan awards is recognized over the requisite service period for each separately vesting tranche as though the award were, in substance, multiple awards, with the exception of retirement eligible employees. For retirement eligible employees, the expense is recognized immediately.

For options granted before January 1, 2006, the Company amortizes the fair value on an accelerated basis. For options granted on or after January 1, 2006, the Company amortizes the fair value on a straight-line basis. All options are amortized over the requisite service periods of the awards, which are generally the vesting periods, with the exception of retirement-eligible employees. For retirement-eligible employees, options are amortized over the period through the date the employee first becomes eligible to retire and is no longer required to provide service to earn part or all of the award. The Company may elect to use different assumptions under the Black-Scholes option valuation model in the future, which could materially affect the Company's net income or earnings per share ("EPS").

**Assured Guaranty Ltd. 2004 Long-Term Incentive Plan**

As of April 27, 2004, the Company adopted the Assured Guaranty Ltd. 2004 Long-Term Incentive Plan, as amended (the "Incentive Plan"). The number of common shares that may be delivered under the Incentive Plan may not exceed 10,970,000. In the event of certain transactions affecting the Company's common shares, the number or type of shares subject to the Incentive Plan, the number and type of shares subject to outstanding awards under the Incentive Plan, and the exercise price of awards under the Incentive Plan, may be adjusted.

The Incentive Plan authorizes the grant of incentive stock options, non-qualified stock options, stock appreciation rights, and full value awards that are based on the Company's common shares. The grant of full value awards may be in return for a participant's previously performed services, or in return for the participant surrendering other compensation that may be due, or may be contingent on the achievement of performance or other objectives during a specified period, or may be subject to a risk of forfeiture or other restrictions that will lapse upon the achievement of one or more goals relating to completion of service by the participant, or achievement of performance or other objectives. Awards under the Incentive Plan may accelerate and become vested upon a change in control of the Company.

The Incentive Plan is administered by a committee of the Board of Directors. The Compensation Committee of the Board serves as this committee except as otherwise determined by the Board. The



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## Assured Guaranty Ltd.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2010, 2009 and 2008

## 18. Employee Benefit Plans (Continued)

Board may amend or terminate the Incentive Plan. As of December 31, 2010, 3,113,794 common shares were available for grant under the Incentive Plan.

*Stock Options*

Nonqualified or incentive stock options may be granted to employees and directors of the Company. Stock options are generally granted once a year with exercise prices equal to the closing price on the date of grant. To date, the Company has only issued nonqualified stock options. All stock options granted to employees vest in equal annual installments over a three-year period and expire 10 years from the date of grant. None of the Company's options have a performance or market condition. Following is a summary of the Company's options issued and outstanding for the years ended December 31, 2010, 2009 and 2008:

|                                    | Options for<br>Common<br>Shares | Weighted<br>Average<br>Exercise<br>Price | Weighted<br>Average<br>Grant<br>Date Fair<br>Value | Number of<br>Exercisable<br>Options | Year of<br>Expiration |
|------------------------------------|---------------------------------|--|--|-------------------------------------|-----------------------|
| Balance as of December 31,<br>2007 | 3,703,231                       | 21.44                                    |  | 2,186,761                           |                       |
| Options granted                    | 608,800                         | 23.13                                    | 7.59   |                                     | 2018                  |
| Options exercised                  | (19,000)                        | 18.01                                    |  |                                     |                       |
| Options forfeited                  | (66,528)                        | 24.41                                    |  |                                     |                       |
| Balance as of December 31,<br>2008 | 4,226,503                       | 21.65                                    |  | 2,872,199                           |                       |
| Options granted                    | 669,098                         | 10.11                                    | 5.15   |                                     | 2019                  |
| Options exercised                  | (10,667)                        | 22.91                                    |  |                                     |                       |
| Options forfeited                  | (256,339)                       | 21.48                                    |  |                                     |                       |
| Balance as of December 31,<br>2009 | 4,628,595                       | 19.99                                    |  | 3,480,355                           |                       |
| Options granted                    | 355,834                         | 19.70                                    | 11.50  |                                     | 2020                  |
| Options exercised                  | (16,923)                        | 12.84                                    |  |                                     |                       |
| Options forfeited                  | (63,736)                        | 18.47                                    |  |                                     |                       |
| Balance as of December 31,<br>2010 | 4,903,770                       | 20.01                                    |  | 4,010,822                           |                       |

As of December 31, 2010, the aggregate intrinsic value and weighted average remaining contractual term of options outstanding were \$4.5 million and 5.5 years, respectively. As of December 31, 2010, the aggregate intrinsic value and weighted average remaining contractual term of exercisable options were \$1.7 million and 4.8 years, respectively.

The Company recorded \$3.4 million in share based compensation related to stock options, after the effects of deferred acquisition costs, during the year ended December 31, 2010. As of December 31, 2010 the total unrecognized compensation expense related to outstanding nonvested stock options was \$2.5 million, which will be adjusted in the future for the difference between estimated and actual forfeitures. The Company expects to recognize that expense over the weighted average remaining service period of 1.3 years.



Table of Contents**Assured Guaranty Ltd.****Notes to Consolidated Financial Statements (Continued)****December 31, 2010, 2009 and 2008****18. Employee Benefit Plans (Continued)**

The fair value of options issued is estimated on the date of grant using the Black-Scholes option pricing model, with the following weighted average assumptions used for grants in 2010, 2009 and 2008:

|                         | 2010    | 2009    | 2008    |
|-------------------------|---------|---------|---------|
| Dividend yield          | 0.9%    | 2.0%    | 0.8%    |
| Expected volatility     | 74.68   | 66.25   | 35.10   |
| Risk free interest rate | 2.4     | 2.1     | 2.8     |
| Expected life           | 5 years | 5 years | 5 years |
| Forfeiture rate         | 4.5     | 6.0     | 6.0     |

These assumptions were based on the following:

The expected dividend yield is based on the current expected annual dividend and share price on the grant date,

Expected volatility is estimated at the date of grant based on the historical share price volatility, calculated on a daily basis,

The risk-free interest rate is the implied yield currently available on U.S. Treasury zero-coupon issues with an equivalent remaining term to the granted stock options,

The expected life is based on the average expected term of the Company's guideline companies, which are defined as similar or peer entities, since the Company has insufficient expected life data,

The forfeiture rate is based on the rate used by the Company's guideline companies, since the Company has insufficient forfeiture data. Estimated forfeitures will be reassessed at each grant vesting date and may change based on new facts and circumstances.

The total intrinsic value of options exercised during the years ended December 31, 2010, 2009 and 2008 was \$0.2 million, \$27 thousand and \$45 thousand, respectively. During the years ended December 31, 2010, 2009 and 2008, \$0.2 million, \$0.2 million and \$0.3 million, respectively, was received from the exercise of stock options and \$28 thousand, \$(17) thousand and \$16 thousand, respectively, related tax benefit was recorded and included in the financing section in the statement of cash flows. In order to satisfy stock option exercises, the Company will issue new shares.

*Restricted Stock Awards*

Under the Company's Incentive Plan 31,316, 50,990 and 20,443 restricted common shares were awarded during the years ended December 31, 2010, 2009 and 2008, respectively, to employees and non-employee directors of the Company. These shares vest at various dates through 2012.

Table of Contents**Assured Guaranty Ltd.****Notes to Consolidated Financial Statements (Continued)****December 31, 2010, 2009 and 2008****18. Employee Benefit Plans (Continued)**

Restricted stock awards to employees generally vest in equal annual installments over a four-year period and restricted stock awards to outside directors vest in full in one year. Restricted stock awards are amortized on a straight-line basis over the requisite service periods of the awards, and restricted stock to outside directors vest in full in one year, which are generally the vesting periods, with the exception of retirement-eligible employees, discussed above.

**Restricted Stock Award Activity**

|                                | Year Ended<br>December 31, 2010 |   |
|--------------------------------|---------------------------------|---|
| Nonvested Shares               | Number of<br>Shares             | Weighted<br>Average<br>Grant-Date<br>Fair Value |
| Nonvested at December 31, 2009 | 366,497                         | \$ 24.03  |
| Granted                        | 31,316                          | 19.00   |
| Vested                         | (203,035)                       | 22.32   |
| Forfeited                      | (3,200)                         | 23.92   |
| Nonvested at December 31, 2010 | 191,578                         | \$ 25.01  |

The Company recorded \$1.0 million in share-based compensation, related to restricted stock awards, after the effects of deferred acquisition costs, during the year ended December 31, 2010.

As of December 31, 2010 the total unrecognized compensation cost related to outstanding nonvested restricted stock awards was \$0.5 million, which the Company expects to recognize over the weighted-average remaining service period of 0.5 years. The total fair value of shares vested during the years ended December 31, 2010, 2009 and 2008 was \$4.5 million, \$7.6 million and \$10.3 million, respectively.

*Restricted Stock Units*

Under the Company's Incentive Plan 556,000, 469,550 and 275,493 restricted stock units were awarded during the years ended December 31, 2010, 2009 and 2008, respectively, to employees and non-employee directors of the Company. Restricted stock units are valued based on the closing price of the underlying shares at the date of grant. These restricted stock units have vesting terms similar to those of the restricted common shares and are delivered on the vesting date. The Company has granted restricted stock units to directors of the Company. These restricted stock units vest over a one-year period and are delivered after directors leave.

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## Assured Guaranty Ltd.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2010, 2009 and 2008

## 18. Employee Benefit Plans (Continued)

Restricted Stock Unit Activity  
(Excluding Dividend Equivalents)

|                                | Year Ended<br>December 31, 2010 |   |
|--------------------------------|---------------------------------|---|
|                                | Number of<br>Stock Units        | Weighted<br>Average<br>Grant-Date<br>Fair Value |
| <b>Nonvested Stock Units</b>   |                                 |   |
| Nonvested at December 31, 2009 | 722,926                         | \$ 14.51  |
| Granted                        | 556,000                         | 19.78   |
| Delivered                      | (171,319)                       | 13.45   |
| Forfeited                      | (28,388)                        | 14.98   |
| Nonvested at December 31, 2010 | 1,079,219                       | \$ 17.31  |

The Company recorded \$6.2 million (\$5.0 million after tax) in share-based compensation related to restricted stock units, after the effects of DAC, during the year ended December 31, 2010. The compensation for restricted stock units is expensed on a straight-line basis over the vesting period. As of December 31, 2010, the total unrecognized compensation cost related to outstanding nonvested restricted stock units was \$7.2 million, which the Company expects to recognize over the weighted-average remaining service period of 1.8 years. The total fair value of restricted stock units delivered during the years ended December 31, 2010, 2009 and 2008 was \$2.3 million, \$1.4 million and \$0.4, respectively.

*Employee Stock Purchase Plan*

In January 2005, the Company established the Assured Guaranty Ltd. Employee Stock Purchase Plan (the "Stock Purchase Plan") in accordance with Internal Revenue Code Section 423. The Stock Purchase Plan was approved by shareholders at the 2005 Annual General Meeting. Participation in the Stock Purchase Plan is available to all eligible employees. Maximum annual purchases by participants are limited to the number of whole shares that can be purchased by an amount equal to 10 percent of the participant's compensation or, if less, shares having a value of \$25,000. Participants may purchase shares at a purchase price equal to 85 percent of the lesser of the fair market value of the stock on the first day or the last day of the subscription period. The Company reserved for issuance and purchases under the Stock Purchase Plan 350,000 shares of its common stock. Employees purchased the Company's shares for aggregate proceeds of \$0.3 million, \$0.4 million and \$0.4 million in the years ended December 31, 2010, 2009 and 2008. The Company recorded \$0.3 million (\$0.2 million after tax) in share-based compensation, after the effects of DAC, under the Stock Purchase Plan during the year ended December 31, 2010.

**Share-Based Compensation Expense**

The following table presents stock based compensation costs by type of award and the effect of deferring such costs as policy acquisition costs, pre-tax. Amortization of previously deferred stock compensation costs is not shown in the table below.

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## Assured Guaranty Ltd.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2010, 2009 and 2008

## 18. Employee Benefit Plans (Continued)

## Share-Based Compensation Expense Summary

|  | Year Ended December 31, |            |             |
|--|-------------------------|------------|-------------|
|  | 2010                    | 2009       | 2008        |
|  | (in millions)           |            |             |
| <b>Share-Based Employee Cost</b>                           |                         |            |             |
| <i>Restricted Stock</i>                                    |                         |            |             |
| Recurring amortization                                     | \$ 1.3                  | \$ 2.8     | \$ 6.1      |
| Accelerated amortization for retirement eligible employees |                         | 0.3        | 0.1         |
| Subtotal   | 1.3                     | 3.1        | 6.2         |
| <i>Restricted Stock Units</i>                              |                         |            |             |
| Recurring amortization                                     | 2.4                     | 1.6        | 1.2         |
| Accelerated amortization for retirement eligible employees | 3.8                     | 1.4        | 1.6         |
| Subtotal   | 6.2                     | 3.0        | 2.8         |
| <i>Stock Options</i>                                       |                         |            |             |
| Recurring amortization                                     | 1.7                     | 2.3        | 3.4         |
| Accelerated amortization for retirement eligible employees | 2.2                     | 0.5        | 1.5         |
| Subtotal   | 3.9                     | 2.8        | 4.9         |
| <i>ESPP</i>  | 0.4                     | 0.2        | 0.1         |
| <b>Total Share-Based Employee Cost</b>                     | <b>11.8</b>             | <b>9.1</b> | <b>14.0</b> |
| <b>Share-Based Directors Cost</b>                          |                         |            |             |
| <i>Restricted Stock</i>                                    | 0.6                     | 0.6        | 0.4         |
| <i>Restricted Stock Units</i>                              |                         | 0.2        | 0.7         |

|  |                |               |                |
|--|----------------|---------------|----------------|
| <i>Stock Options</i>   | 0.3            | 0.2           |                |
| <b>Total Share-Based Directors Cost</b>                                  | <b>0.9</b>     | <b>1.0</b>    | <b>1.1</b>     |
| <b>Total Share-Based Cost</b>  | <b>12.7</b>    | <b>10.1</b>   | <b>15.1</b>    |
| Less: Share-based compensation capitalized as deferred acquisition costs | 1.8            | 2.3           | 3.3            |
| <b>Share-based compensation expense</b>                                  | <b>\$ 10.9</b> | <b>\$ 7.8</b> | <b>\$ 11.8</b> |

*Defined Contribution Plan*

The Company maintains savings incentive plans, which are qualified under Section 401(a) of the Internal Revenue Code. The U.S. savings incentive plan is available to eligible full-time employees upon hire. Eligible participants may contribute a percentage of their salary subject to a maximum of \$16,500 for 2010. Contributions are matched by the Company at a rate of 100% up to 6% of participant's compensation, subject to IRS limitations. Any amounts over the IRS limits are contributed to and matched by the Company into a nonqualified supplemental executive retirement plan for employees eligible to participate in such nonqualified plan. The Company also makes a core contribution of 6% of the participant's compensation to the qualified plan, subject to IRS limitations, and the nonqualified supplemental executive retirement plan for eligible employees, regardless of whether the employee contributes to the plan(s). In addition, employees become fully vested in Company contributions after one year of service, as defined in the plan. Plan eligibility is immediate upon hire.

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**Assured Guaranty Ltd.**

**Notes to Consolidated Financial Statements (Continued)**

**December 31, 2010, 2009 and 2008**

**18. Employee Benefit Plans (Continued)**

In Bermuda the savings incentive plan qualified under Section 401(a) of the Internal Revenue Code is available to eligible full-time employees upon their first date of employment. Eligible participants may contribute a percentage of their salary subject to a maximum of \$16,500 for 2010. Contributions are matched by the Company at a rate of 100% up to 6% of the participant's compensation, subject to IRS limitations. Eligible participants also receive a Company core contribution equal to 6% of the participant's compensation, subject to IRS limitations, without requiring the participant to contribute to the plan. Participants generally vest in Company contributions upon the completion of one year of service. With respect to those employees who are Bermudian or spouses of Bermudians and who must participate in the Bermuda national pension scheme plan maintained by the Company, a portion of the foregoing contributions are made to the Bermuda national pension scheme plan. If employee or employer contributions in the Bermuda savings incentive plan are limited by the tax-qualification rules of Code section 401(a), then contributions in excess of those limits are allocated to a nonqualified plan for eligible employees. The Company may contribute an additional amount to eligible employees' Bermuda nonqualified plan accounts at the discretion of the Board of Directors. No such contribution was made for plan years 2010, 2009 or in 2008.

The Company recognized defined contribution expenses of \$11.4 million, \$6.2 million and \$5.0 million for the years ended December 31, 2010, 2009 and 2008, respectively.

Employees of AGMH participated in the AGMH defined contribution plans in effect prior to the AGMH Acquisition through December 31, 2009. Effective January 1, 2010, all AGMH employees have joined the Company's defined contribution plans.

*Cash-Based Compensation*

*Performance Retention Plan*

In February 2006, the Company established the Assured Guaranty Ltd. Performance Retention Plan ("PRP") which permits the grant of cash based awards to selected employees. PRP awards may be treated as nonqualified deferred compensation subject to the rules of Internal Revenue Code Section 409A, and the PRP was amended in 2007 to comply with those rules. The PRP was again amended in 2008 to be a sub-plan under the Company's Long-Term Incentive Plan (enabling awards under the plan to be performance based compensation exempt from the \$1 million limit on tax deductible compensation). The revisions also give the Compensation Committee greater flexibility in establishing the terms of performance retention awards, including the ability to establish different performance periods and performance objectives.

The Company granted a limited number of PRP awards in 2007, which vest after four years of continued employment (or if earlier, on employment termination, if the participant's termination occurs as a result of death, disability, or retirement), and participants receive the designated award in a single lump sum when it vests, except that participants who vest as a result of retirement receive the bonus at the end of the four year period during which the award would have vested had the participant continued in employment. The value of the award paid is greater than the originally designated amount only if actual company performance, as measured by an increase in the company's adjusted book value, as defined in the PRP, improves during the four year performance period. For those participants who vest prior to the end of the four year period as a result of their termination of employment resulting from retirement, death or disability, the value of the award paid is greater than the originally designated amount only if actual company performance, as measured by an increase in the company's adjusted book value, improves during the period ending on the last day of the calendar quarter prior to the date of the participant's termination of employment.



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**Assured Guaranty Ltd.**

**Notes to Consolidated Financial Statements (Continued)**

**December 31, 2010, 2009 and 2008**

**18. Employee Benefit Plans (Continued)**

Beginning in 2008, the Company integrated PRP awards into its long term incentive compensation system and substantially increased the number and amount of these awards. Generally, each PRP award is divided into three installments, with 25% of the award allocated to a performance period that includes the year of the award and the next year, 25% of the award allocated to a performance period that includes the year of the award and the next two years, and 50% of the award allocated to a performance period that includes the year of the award and the next three years. Each installment of an award vests if the participant remains employed through the end of the performance period for that installment. Awards may vest upon the occurrence of other events as set forth in the plan documents. Payment for each performance period is made at the end of that performance period. One half of each installment is increased or decreased in proportion to the increase or decrease of per share adjusted book value during the performance period, and one half of each installment is increased or decreased in proportion to the operating return on equity during the performance period. Since 2008, a limited number of awards have cliff vesting in four or five years. Operating return on equity and adjusted book value are defined in each PRP award agreement.

Under awards since 2008, a payment otherwise subject to the \$1 million limit on tax deductible compensation, will not be made unless performance satisfies a minimum threshold.

As described above, the performance measures used to determine the amounts distributable under the PRP are based on the Company's operating return on equity and growth in per share adjusted book value, or in the case of the 2007 awards growth in adjusted book value, as defined. The Compensation Committee believes that management's focus on achievement of these performance measures will lead to increases in the Company's intrinsic value. For PRP awards, the Compensation Committee uses the following methods to determine operating return on equity and adjusted book value.

Operating return on equity as of any date is determined by the Compensation Committee and equals the Company's operating income as a percentage of average shareholders' equity, excluding AOCI and after-tax unrealized gains (losses) on derivative financial instruments. To determine operating income, the Compensation Committee adjusts reported net income or loss to remove items that are determined by the Compensation Committee to increase or decrease reported net income or loss without a corresponding increase or decrease in value of AGL.

To determine adjusted book value, the Compensation Committee adjusts the reported shareholder equity (i) to remove items that are determined by the Compensation Committee to increase or decrease reported shareholder equity without a corresponding increase or decrease in value of the Company's, and (ii) to include items that are determined by the Compensation Committee to increase or decrease the value of the Company's without a corresponding increase or decrease to reported shareholder equity.

The adjustments described above may be made by the AGL Compensation Committee at any time before distribution, except that, for certain senior executive officers, any adjustment made after the grant of the award may decrease but may not increase the amount of the distribution.

In the event of a corporate transaction involving the Company, including, without limitation, any share dividend, share split, extraordinary cash dividend, recapitalization, reorganization, merger, amalgamation, consolidation, split-up, spin-off, sale of assets or subsidiaries, combination or exchange of shares, the Compensation Committee may adjust the calculation of the Company's adjusted book value and operating return on equity as the Compensation Committee deems necessary or desirable in order to preserve the benefits or potential benefits of PRP awards.

Table of Contents**Assured Guaranty Ltd.****Notes to Consolidated Financial Statements (Continued)****December 31, 2010, 2009 and 2008****18. Employee Benefit Plans (Continued)**

The Company recognized cash-based compensation as follows:

|   | 2010          | 2009   | 2008   |
|---|---------------|--------|--------|
|   | (in millions) |        |        |
| Performance Retention Plan expense, pre-tax                                   | \$ 14.0       | \$ 9.0 | \$ 5.7 |
| Performance Retention Plan expense, after-tax                                 | 9.5           | 7.1    | 4.5    |
| Performance Retention Plan expense for retirement eligible employees, pre-tax | 6.0           | 4.5    | 3.3    |

**19. Earnings Per Share****Accounting Policy**

Effective January 1, 2009, the Company adopted an accounting standard that stated share-based payment awards that entitle their holders to receive nonforfeitable dividends or dividend equivalents before vesting should be considered participating securities. Restricted stock awards granted prior to February 2008 are considered participating securities as they received non-forfeitable rights to dividends at the same rate as common stock. As participating securities, the Company includes these instruments in the calculation of basic EPS, and calculates basic EPS using the two-class method.

Prior to January 1, 2009, restricted stock was included in the Company's dilutive EPS calculation using the treasury stock method. The two-class method of computing EPS is an earnings allocation formula that determines EPS for each class of common stock and participating security according to dividends declared (or accumulated) and participation rights in undistributed earnings. Basic EPS is then calculated by dividing net (loss) income available to common shareholders of Assured Guaranty by the weighted-average number of common shares outstanding during the period. Diluted EPS adjusts basic (loss) EPS for the effects of restricted stock, stock options, equity units and other potentially dilutive financial instruments ("dilutive securities"), only in the periods in which such effect is dilutive. The dilutive effect of the dilutive securities is reflected in diluted EPS by application of the more dilutive of (1) the treasury stock method or (2) the two-class method assuming nonvested shares are not converted into common shares. With respect to the equity units (see Note 16), in computing EPS, the treasury stock method is used. Basic EPS will not be affected until the equity forwards are satisfied and the holders thereof become common stock holders. Diluted EPS is not affected unless the Company's common stock price is over \$12.93 per share. The Company has a single class of common stock. There was no impact on previously reported basic and diluted EPS for year ended December 31, 2008.

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## Assured Guaranty Ltd.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2010, 2009 and 2008

**19. Earnings Per Share (Continued)**

The following table sets forth the computation of basic and diluted EPS:

|  | Year Ended December 31,                 |            |         |
|--|---|------------|---------|
|  | 2010                                    | 2009       | 2008    |
|  | (in millions, except per share amounts) |            |         |
|  | (restated)                              | (restated) |         |
| <b>Basic EPS:</b>  |   |            |         |
| Net income (loss) attributable to AGL  | \$ 493.7                                | \$ 86.0    | \$ 68.9 |
| Less: Distributed and undistributed income (loss) available to nonvested shareholders                          | 0.9                                     | 0.3        | 0.6     |
| Distributed and undistributed income (loss) available to common shareholders of AGL and subsidiaries           | \$ 492.8                                | \$ 85.7    | \$ 68.3 |
| Basic shares   | 184.0                                   | 126.5      | 88.0    |
| Basic EPS  | \$ 2.68                                 | \$ 0.68    | \$ 0.78 |
| <b>Diluted EPS:</b>  |   |            |         |
| Distributed and undistributed income (loss) available to common shareholders of AGL and subsidiaries           | \$ 492.8                                | \$ 85.7    | \$ 68.3 |
| Plus: Re-allocation of undistributed income (loss) available to nonvested shareholders of AGL and subsidiaries |   |            |         |
| Distributed and undistributed income (loss) available to common shareholders of AGL and subsidiaries           | \$ 492.8                                | \$ 85.7    | \$ 68.3 |
| Basic shares   | 184.0                                   | 126.5      | 88.0    |
| Effect of dilutive securities:   |   |            |         |
| Options and restricted stock awards  | 0.9                                     | 0.6        | 0.4     |
| Equity units   | 4.0                                     | 2.0        |         |
| Diluted shares   | 188.9                                   | 129.1      | 88.4    |
| Diluted EPS  | \$ 2.61                                 | \$ 0.66    | \$ 0.77 |
| Potentially dilutive securities excluded from computation of EPS because of antidilutive effect                | 3.0                                     | 4.4        | 2.4     |

**20. Segments**

The Company's business includes two principal segments: financial guaranty direct and financial guaranty reinsurance. The financial guaranty direct segment includes policies issued directly to the holders of insured obligations at time of issuance and those issued in the

secondary market. The financial guaranty reinsurance segment includes assumed reinsurance contracts written to third parties. The Company's mortgage guaranty insurance business, which was previously as a separate segment and has had no new activity in recent years, and other lines of business that were 100% ceded upon Assured Guaranty's IPO in 2004, are shown as "other." Each segment is reported net of business ceded to external reinsurers. The financial guaranty segments include contracts accounted for as both insurance and credit derivatives. Financial guaranties of RMBS and CMBS are included in both the financial guaranty direct and reinsurance segments.

Prior to the AGMH Acquisition, AG Re assumed business from AGM and it continues to do so. For periods prior to the AGMH Acquisition, the Company reported the business assumed from AGMH in the financial guaranty reinsurance segment, reflecting the separate organizational structures as of

Table of Contents**Assured Guaranty Ltd.****Notes to Consolidated Financial Statements (Continued)****December 31, 2010, 2009 and 2008****20. Segments (Continued)**

those reporting dates. As a result, prior period segment results are consistent with the amounts previously reported by segment. For periods subsequent to the AGMH Acquisition, the Company included all financial guaranty business written by AGMH in the financial guaranty direct segment and the AGMH business assumed by AG Re is eliminated from the financial guaranty reinsurance segment.

The Other segment includes mortgage guaranty insurance whereby the Company provides protection against the default of borrowers on mortgage loans, and lines of business (including equity layer credit protection, trade credit reinsurance, title reinsurance and auto residual value reinsurance) in which the Company is no longer active.

The Company does not segregate assets and liabilities at a segment level since management reviews and controls these assets and liabilities on a consolidated basis. The Company allocates operating expenses to each segment based on a comprehensive cost study and is based on departmental time estimates and headcount.

The Company manages its business without regard to accounting requirements to consolidate certain VIEs. As a result, underwriting gain or loss includes results of operations as if consolidated VIEs were accounted for as insurance.

Management uses underwriting gains and losses as the primary measure of each segment's financial performance. Underwriting gain is the measure used by management to measure and analyze the insurance operations of the Company calculated as pre-tax income excluding net investment income, realized investment gains and losses, non-credit impairment related unrealized gains and losses on credit derivatives, fair value gain (loss) on CCS, goodwill and settlement of pre-existing relationship, AGMH acquisition-related expenses, interest expense, and certain other expenses, which are not directly related to the underwriting performance of the Company's insurance operations but are included in net income.

The following table summarizes the components of underwriting gain (loss) for each reporting segment:

**Underwriting Gain (Loss) by Segment**

|   | Year Ended December 31, 2010    |                                      |        |                             |                          |            |
|---|---------------------------------|--------------------------------------|--------|-----------------------------|--------------------------|------------|
|   | Financial<br>Guaranty<br>Direct | Financial<br>Guaranty<br>Reinsurance | Other  | Underwriting<br>Gain (Loss) | Consolidation<br>of VIEs | Total      |
|   | (restated)                      |                                      |        | (restated)                  | (restated)               | (restated) |
| Net earned premiums                               | \$ 1,161.7                      | \$ 70.2                              | \$ 2.4 | \$ 1,234.3                  | \$ (47.6)                | \$ 1,186.7 |
| Credit derivative revenues(1)                     | 210.9                           | (0.6)                                |        | 210.3                       |                          | 210.3      |
| Other income                                      | 60.5                            |                                      |        | 60.5                        |                          | 60.5       |
| Loss and loss adjustment<br>(expenses) recoveries | (402.2)                         | (75.7)                               | (0.2)  | (478.1)                     | 65.9                     | (412.2)    |
| Losses incurred on credit<br>derivatives          | (200.5)                         | (8.9)                                |        | (209.4)                     |                          | (209.4)    |
| Amortization of deferred<br>acquisition costs     | (16.6)                          | (17.4)                               | (0.1)  | (34.1)                      |                          | (34.1)     |
| Other operating expenses                          | (171.3)                         | (29.2)                               | (1.3)  | (201.8)                     |                          | (201.8)    |
| Underwriting gain (loss)                          | \$ 642.5                        | \$ (61.6)                            | \$ 0.8 | \$ 581.7                    |                          |            |



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## Assured Guaranty Ltd.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2010, 2009 and 2008

## 20. Segments (Continued)

|  | Year Ended December 31, 2009    |                                      |           |            |
|--|---------------------------------|--------------------------------------|-----------|------------|
|  | Financial<br>Guaranty<br>Direct | Financial<br>Guaranty<br>Reinsurance | Other     | Total      |
|  | (in millions)                   |                                      |           |            |
|  | (restated)                      |                                      |           | (restated) |
| Net earned premiums                            | \$ 793.1                        | \$ 134.4                             | \$ 2.9    | \$ 930.4   |
| Credit derivative revenues(1)                  | 168.2                           | 2.0                                  |           | 170.2      |
| Other income                                   | 31.3                            | 0.1                                  |           | 31.4       |
| Loss and loss adjustment (expenses) recoveries | (257.9)                         | (123.8)                              | (12.1)    | (393.8)    |
| Losses incurred on credit derivatives          | (238.1)                         | (0.6)                                |           | (238.7)    |
| Amortization of deferred acquisition costs     | (16.3)                          | (37.1)                               | (0.5)     | (53.9)     |
| Other operating expenses                       | (136.4)                         | (26.4)                               | (3.0)     | (165.8)    |
| Underwriting gain (loss)                       | \$ 343.9                        | \$ (51.4)                            | \$ (12.7) | \$ 279.8   |

|  | Year Ended December 31, 2008    |                                      |        |           |
|--|---------------------------------|--------------------------------------|--------|-----------|
|  | Financial<br>Guaranty<br>Direct | Financial<br>Guaranty<br>Reinsurance | Other  | Total     |
|  | (in millions)                   |                                      |        |           |
| Net earned premiums                            | \$ 90.0                         | \$ 165.7                             | \$ 5.7 | \$ 261.4  |
| Credit derivative revenues(1)                  | 113.8                           | 3.4                                  |        | 117.2     |
| Other income                                   | 0.5                             | 0.2                                  |        | 0.7       |
| Loss and loss adjustment (expenses) recoveries | (196.9)                         | (68.4)                               | (0.5)  | (265.8)   |
| Losses incurred on credit derivatives          | (38.3)                          | (5.4)                                | 0.4    | (43.3)    |
| Amortization of deferred acquisition costs     | (14.1)                          | (46.6)                               | (0.5)  | (61.2)    |
| Other operating expenses                       | (61.6)                          | (20.7)                               | (2.6)  | (84.9)    |
| Underwriting gain (loss)                       | \$ (106.6)                      | \$ 28.2                              | \$ 2.5 | \$ (75.9) |

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(1) Comprised of premiums and ceding commissions.

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## Assured Guaranty Ltd.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2010, 2009 and 2008

## 20. Segments (Continued)

Reconciliation of Underwriting Gain (Loss)  
to Income (Loss) before Income Taxes

|   | Year Ended December 31, |            |           |
|---|-------------------------|------------|-----------|
|   | 2010                    | 2009       | 2008      |
|   | (in millions)           |            |           |
|   | (restated)              | (restated) |           |
| Total underwriting gain   | \$ 581.7                | \$ 279.8   | \$ (75.9) |
| Net investment income   | 354.7                   | 259.2      | 162.6     |
| Net realized investment gains (losses)  | (2.0)                   | (32.7)     | (69.8)    |
| Unrealized gains on credit derivatives, excluding losses incurred on credit derivatives | (2.5)                   | (105.7)    | 81.7      |
| Fair value gain (loss) on CCS   | 9.2                     | (122.9)    | 42.7      |
| Net change in financial guaranty VIEs   | (273.6)                 | (1.2)      |           |
| Other income(1)   | (20.4)                  | 27.1       |           |
| AGMH acquisition-related expenses   | (6.8)                   | (92.3)     |           |
| Interest expense  | (99.6)                  | (62.8)     | (23.3)    |
| Goodwill and settlement of intercompany relationship                                    |                         | (23.3)     |           |
| CCS premium expense(2)  | (9.7)                   | (8.3)      | (5.7)     |
| Elimination of insurance accounts for VIEs  | 18.3                    |            |           |
| Income (loss) before provision for income taxes   | \$ 549.3                | \$ 116.9   | \$ 112.3  |

(1) Includes foreign exchange gain (loss) on revaluation of premium receivable and reinsurance cession of OTTI of investment assets associated with a BIG financial guaranty contract.

(2) Recorded in other operating expenses.



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## Assured Guaranty Ltd.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2010, 2009 and 2008

## 20. Segments (Continued)

The following table provides the source from which each of the Company's segments derives their net earned premiums:

## Net Earned Premiums By Segment

|  | Year Ended December 31, |            |          |
|--|-------------------------|------------|----------|
|  | 2010                    | 2009       | 2008     |
|  | (in millions)           |            |          |
| Financial guaranty direct:   |                         |            |          |
| Public finance   | \$ 437.4                | \$ 328.0   | \$ 34.6  |
| Structured finance   | 724.3                   | 465.0      | 55.4     |
| Total  | 1,161.7                 | 793.0      | 90.0     |
| Financial guaranty reinsurance:  |                         |            |          |
| Public finance   | 39.0                    | 92.8       | 123.1    |
| Structured finance   | 31.2                    | 41.6       | 42.6     |
| Total  | 70.2                    | 134.4      | 165.7    |
| Other  | 2.4                     | 3.0        | 5.7      |
| Subtotal   | 1,234.3                 | 930.4      | 261.4    |
| Consolidation of VIEs  | (47.6)                  |            |          |
| Total net earned premiums  | 1,186.7                 | 930.4      | 261.4    |
| Net credit derivative premiums received and receivable                           | 206.8                   | 168.1      | 118.1    |
| Total net earned premiums and credit derivative premiums received and receivable | \$ 1,393.5              | \$ 1,098.5 | \$ 379.5 |

The following table presents DAC, unearned premium reserves and loss and LAE reserves by segment as of December 31, 2010 and 2009.

Selected Balance Sheet Data  
by Segment

As of December 31,

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|                                | 2010                      |                           |                       | 2009                      |                           |                       |
|--------------------------------|---------------------------|---------------------------|-----------------------|---------------------------|---------------------------|-----------------------|
|                                | Deferred Acquisition Cost | Unearned Premium Reserves | Loss and LAE Reserves | Deferred Acquisition Cost | Unearned Premium Reserves | Loss and LAE Reserves |
|                                | (in millions)             |                           |                       |                           |                           |                       |
|                                |                           |                           | (restated)            |                           | (restated)                | (restated)            |
| Financial guaranty direct      | \$ 133.7                  | \$ 6,518.7                | \$ 429.8              | \$ 96.3                   | \$ 7,740.5                | \$ 198.2              |
| Financial guaranty reinsurance | 105.9                     | 443.8                     | 140.9                 | 145.4                     | 627.8                     | 96.3                  |
| Other                          | 0.2                       | 10.4                      | 3.7                   | 0.3                       | 12.7                      | 5.2                   |
| Total                          | \$ 239.8                  | \$ 6,972.9                | \$ 574.4              | \$ 242.0                  | \$ 8,381.0                | \$ 299.7              |

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## Assured Guaranty Ltd.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2010, 2009 and 2008

**21. Subsidiary Information**

The following tables present the condensed consolidating financial information for AGMH and AGUS, which have issued publicly traded debt securities that are fully and unconditionally guaranteed by AGL as of December 31, 2010 and 2009 and for the years ended December 31, 2010, 2009 and 2008. The information for AGMH and AGUS presents its subsidiaries on the equity method of accounting.

**CONDENSED CONSOLIDATING BALANCE SHEET**  
**AS OF DECEMBER 31, 2010**  
(in millions)  
(Restated)

|  | Assured<br>Guaranty Ltd.<br>(Parent) | AGUS<br>(Issuer)  | AGMH<br>(Issuer)  | Other<br>Subsidiaries | Consolidating<br>Adjustments | Assured<br>Guaranty Ltd.<br>(Consolidated) |
|--|--------------------------------------|-------------------|-------------------|-----------------------|------------------------------|--|
| <b>Assets</b>  |                                      |                   |                   |                       |                              |  |
| Total investment portfolio and cash  | \$ 22.5                              | \$ 15.7           | \$ 45.7           | \$ 10,765.4           | \$                           | \$ 10,849.3                                |
| Investment in subsidiaries   | 3,703.6                              | 2,965.4           | 2,316.9           | 2,489.8               | (11,475.7)                   |  |
| Premiums receivable, net of ceding<br>commissions payable                    |                                      |                   |                   | 1,346.8               | (179.2)                      | 1,167.6                                    |
| Ceded unearned premium reserve   |                                      |                   |                   | 1,883.4               | (1,061.6)                    | 821.8                                      |
| Deferred acquisition costs   |                                      |                   |                   | 350.4                 | (110.6)                      | 239.8                                      |
| Reinsurance recoverable on unpaid losses                                     |                                      |                   |                   | 93.1                  | (70.8)                       | 22.3                                       |
| Credit derivative assets   |                                      |                   |                   | 672.7                 | (79.8)                       | 592.9                                      |
| Deferred tax asset, net  |                                      | (0.8)             | (95.8)            | 1,355.3               | 0.4                          | 1,259.1                                    |
| Intercompany receivable  |                                      |                   |                   | 300.0                 | (300.0)                      |  |
| Financial guaranty variable interest entities'<br>assets, at fair value      |                                      |                   |                   | 3,657.5               |                              | 3,657.5                                    |
| Other assets(1)  | 19.2                                 | 3.8               | 15.2              | 1,354.5               | (161.1)                      | 1,231.6                                    |
| <b>Total assets</b>  | <b>\$ 3,745.3</b>                    | <b>\$ 2,984.1</b> | <b>\$ 2,282.0</b> | <b>\$ 24,268.9</b>    | <b>\$ (13,438.4)</b>         | <b>\$ 19,841.9</b>                         |
| <b>Liabilities and shareholders' equity</b>                                  |                                      |                   |                   |                       |                              |  |
| Unearned premium reserves  | \$                                   | \$                | \$                | \$ 7,976.5            | \$ (1,003.6)                 | \$ 6,972.9                                 |
| Loss and LAE reserve   |                                      |                   |                   | 663.9                 | (89.5)                       | 574.4                                      |
| Long-term debt   |                                      | 518.4             | 407.5             | 127.0                 |                              | 1,052.9                                    |
| Intercompany payable   |                                      |                   |                   | 300.0                 | (300.0)                      |  |
| Credit derivative liabilities  |                                      | 0.2               |                   | 2,542.5               | (79.9)                       | 2,462.8                                    |
| Financial guaranty variable interest entities'<br>liabilities, at fair value |                                      |                   |                   | 4,368.1               |                              | 4,368.1                                    |
| Other liabilities(2)   | 11.8                                 | (24.3)            | (6.9)             | 1,023.7               | (327.0)                      | 677.3                                      |
| <b>Total liabilities</b>   | <b>11.8</b>                          | <b>494.3</b>      | <b>400.6</b>      | <b>17,001.7</b>       | <b>(1,800.0)</b>             | <b>16,108.4</b>                            |
| <b>Total shareholders' equity attributable<br/>to Assured Guaranty Ltd</b>   | <b>3,733.5</b>                       | <b>2,489.8</b>    | <b>1,881.4</b>    | <b>7,267.2</b>        | <b>(11,638.4)</b>            | <b>3,733.5</b>                             |

Non-controlling interest of financial  
guaranty variable interest entities

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|   |            |            |            |             |               |             |
|---|------------|------------|------------|-------------|---------------|-------------|
| <b>Total shareholders' equity</b>                 | 3,733.5    | 2,489.8    | 1,881.4    | 7,267.2     | (11,638.4)    | 3,733.5     |
| <b>Total liabilities and shareholders' equity</b> | \$ 3,745.3 | \$ 2,984.1 | \$ 2,282.0 | \$ 24,268.9 | \$ (13,438.4) | \$ 19,841.9 |

- 
- (1) Includes salvage and subrogation recoverable and other assets.
- (2) Includes reinsurance balances payable, net, current income tax payable and other liabilities.

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## Assured Guaranty Ltd.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2010, 2009 and 2008

## 21. Subsidiary Information (Continued)

**CONDENSED CONSOLIDATING BALANCE SHEET**  
**AS OF DECEMBER 31, 2009**  
(in millions)  
(Restated)

|  | Assured<br>Guaranty Ltd.<br>(Parent) | AGUS<br>(Issuer)  | AGMH<br>(Issuer)  | Other<br>Subsidiaries | Consolidating<br>Adjustments | Assured<br>Guaranty Ltd.<br>(Consolidated) |
|--|--------------------------------------|-------------------|-------------------|-----------------------|------------------------------|--|
| <b>Assets</b>  |                                      |                   |                   |                       |                              |  |
| Total investment portfolio and cash  | \$ 52.5                              | \$ 3.7            | \$ 45.5           | \$ 10,910.8           | \$                           | \$ 11,012.5                                |
| Investment in subsidiaries   | 3,445.9                              | 2,842.6           | 2,063.3           | 2,345.2               | (10,697.0)                   |  |
| Premiums receivable, net of ceding<br>commissions payable                    |                                      |                   |                   | 1,583.3               | (165.1)                      | 1,418.2                                    |
| Ceded unearned premium reserve   |                                      |                   |                   | 1,969.8               | (891.7)                      | 1,078.1                                    |
| Deferred acquisition costs   |                                      |                   |                   | 360.2                 | (118.2)                      | 242.0                                      |
| Reinsurance recoverable on unpaid losses                                     |                                      |                   |                   | 65.3                  | (51.2)                       | 14.1                                       |
| Credit derivative assets   |                                      |                   |                   | 540.0                 | (47.5)                       | 492.5                                      |
| Deferred tax asset, net  |                                      | (0.4)             | (97.9)            | 1,250.2               | 11.1                         | 1,163.0                                    |
| Intercompany receivable  |                                      |                   |                   | 300.0                 | (300.0)                      |  |
| Financial guaranty variable interest entities'<br>assets, at fair value      |                                      |                   |                   | 762.3                 |                              | 762.3                                      |
| Other assets(1)  | 22.6                                 | 1.3               | 34.5              | 672.6                 | (134.3)                      | 596.7                                      |
| <b>Total assets</b>  | <b>\$ 3,521.0</b>                    | <b>\$ 2,847.2</b> | <b>\$ 2,045.4</b> | <b>\$ 20,759.7</b>    | <b>\$ (12,393.9)</b>         | <b>\$ 16,779.4</b>                         |
| <b>Liabilities and shareholders' equity</b>                                  |                                      |                   |                   |                       |                              |  |
| Unearned premium reserves  | \$                                   | \$                | \$                | \$ 9,202.2            | \$ (821.2)                   | \$ 8,381.0                                 |
| Loss and LAE reserve   |                                      |                   |                   | 379.0                 | (79.3)                       | 299.7                                      |
| Long-term debt   |                                      | 517.4             | 400.0             | 149.1                 |                              | 1,066.5                                    |
| Intercompany payable   |                                      |                   |                   | 300.0                 | (300.0)                      |  |
| Credit derivative liabilities  |                                      | 0.2               |                   | 2,081.8               | (47.4)                       | 2,034.6                                    |
| Financial guaranty variable interest entities'<br>liabilities, at fair value |                                      |                   |                   | 762.7                 |                              | 762.7                                      |
| Other liabilities(2)   | 11.7                                 | (15.6)            | 32.4              | 974.3                 | (276.8)                      | 726.0                                      |
| <b>Total liabilities</b>   | <b>11.7</b>                          | <b>502.0</b>      | <b>432.4</b>      | <b>13,849.1</b>       | <b>(1,524.7)</b>             | <b>13,270.5</b>                            |
| <b>Total shareholders' equity attributable<br/>to Assured Guaranty Ltd</b>   | <b>3,509.3</b>                       | <b>2,345.2</b>    | <b>1,613.0</b>    | <b>6,911.0</b>        | <b>(10,869.2)</b>            | <b>3,509.3</b>                             |
| Non-controlling interest of financial<br>guaranty variable interest entities |                                      |                   |                   | (0.4)                 |                              | (0.4)                                      |
| <b>Total shareholders' equity</b>  | <b>3,509.3</b>                       | <b>2,345.2</b>    | <b>1,613.0</b>    | <b>6,910.6</b>        | <b>(10,869.2)</b>            | <b>3,508.9</b>                             |
| <b>Total liabilities and shareholders'<br/>equity</b>                        | <b>\$ 3,521.0</b>                    | <b>\$ 2,847.2</b> | <b>\$ 2,045.4</b> | <b>\$ 20,759.7</b>    | <b>\$ (12,393.9)</b>         | <b>\$ 16,779.4</b>                         |

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- (1) Includes salvage and subrogation recoverable and other assets.
- (2) Includes reinsurance balances payable, net, current income tax payable and other liabilities.

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## Assured Guaranty Ltd.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2010, 2009 and 2008

## 21. Subsidiary Information (Continued)

**CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS**  
**FOR THE YEAR ENDED DECEMBER 31, 2010**  
(in millions)  
(Restated)

|  | Assured<br>Guaranty Ltd.<br>(Parent) | AGUS<br>(Issuer) | AGMH<br>(Issuer) | Other<br>Subsidiaries | Consolidating<br>Adjustments | Assured<br>Guaranty Ltd.<br>(Consolidated) |
|--|--------------------------------------|------------------|------------------|-----------------------|------------------------------|--|
| <b>Revenues</b>                                    |                                      |                  |                  |                       |                              |  |
| Net earned premiums                                | \$                                   | \$               | \$               | \$ 1,168.2            | \$ 18.5                      | \$ 1,186.7                                 |
| Net investment income                              |                                      |                  | 0.5              | 369.2                 | (15.0)                       | 354.7                                      |
| Net realized investment gains<br>(losses)          |                                      |                  | 0.1              | (6.1)                 | 4.0                          | (2.0)                                      |
| Net change in fair value of credit<br>derivatives: |                                      |                  |                  |                       |                              |  |
| Realized gains and other<br>settlements            |                                      |                  |                  | 153.5                 |                              | 153.5                                      |
| Net unrealized gains (losses)                      |                                      |                  |                  | (155.1)               |                              | (155.1)                                    |
| Net change in fair value of<br>credit derivatives  |                                      |                  |                  | (1.6)                 |                              | (1.6)                                      |
| Equity in earnings of subsidiaries                 | 518.1                                | 454.3            | 530.6            | 426.6                 | (1,929.6)                    |  |
| Other income(1)                                    |                                      |                  |                  | (223.2)               | (1.1)                        | (224.3)                                    |
| <b>Total revenues</b>                              | <b>518.1</b>                         | <b>454.3</b>     | <b>531.2</b>     | <b>1,733.1</b>        | <b>(1,923.2)</b>             | <b>1,313.5</b>                             |
| <b>Expenses</b>                                    |                                      |                  |                  |                       |                              |  |
| Loss and LAE                                       |                                      |                  |                  | 406.4                 | 5.8                          | 412.2                                      |
| Amortization of deferred<br>acquisition costs      |                                      |                  |                  | 41.7                  | (7.6)                        | 34.1                                       |
| Interest expense                                   |                                      | 39.3             | 53.6             | 21.7                  | (15.0)                       | 99.6                                       |
| Other operating expenses(2)                        | 24.4                                 | 3.3              | 2.8              | 190.0                 | (2.2)                        | 218.3                                      |
| <b>Total expenses</b>                              | <b>24.4</b>                          | <b>42.6</b>      | <b>56.4</b>      | <b>659.8</b>          | <b>(19.0)</b>                | <b>764.2</b>                               |
| <b>Income (loss) before income<br/>taxes</b>       | <b>493.7</b>                         | <b>411.7</b>     | <b>474.8</b>     | <b>1,073.3</b>        | <b>(1,904.2)</b>             | <b>549.3</b>                               |
| Total provision (benefit) for<br>income taxes      |                                      | (14.9)           | (21.1)           | 79.6                  | 12.0                         | 55.6                                       |
| <b>Net income (loss)</b>                           | <b>\$ 493.7</b>                      | <b>\$ 426.6</b>  | <b>\$ 495.9</b>  | <b>\$ 993.7</b>       | <b>\$ (1,916.2)</b>          | <b>\$ 493.7</b>                            |

(1) Includes fair value gain (loss) on CCS, net change in fair value of financial guaranty VIEs and other income.

(2)

Includes AGMH acquisition-related expenses and other operating expenses.



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## Assured Guaranty Ltd.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2010, 2009 and 2008

## 21. Subsidiary Information (Continued)

**CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS**  
**FOR THE YEAR ENDED DECEMBER 31, 2009**  
(in millions)  
(Restated)

|  | Assured<br>Guaranty Ltd.<br>(Parent) | AGUS<br>(Issuer) | AGMH<br>(Issuer) | Other<br>Subsidiaries | Consolidating<br>Adjustments | Assured<br>Guaranty Ltd.<br>(Consolidated) |
|--|--------------------------------------|------------------|------------------|-----------------------|------------------------------|--|
| <b>Revenues</b>  |                                      |                  |                  |                       |                              |  |
| Net earned premiums  | \$                                   | \$               | \$               | \$ 895.2              | \$ 35.2                      | \$ 930.4                                   |
| Net investment income  | 0.1                                  | 0.5              | 0.3              | 259.4                 | (1.1)                        | 259.2                                      |
| Net realized investment gains<br>(losses)                      |                                      |                  |                  | (32.9)                | 0.2                          | (32.7)                                     |
| Net change in fair value of credit<br>derivatives:             |                                      |                  |                  |                       |                              |  |
| Realized gains and other<br>settlements                        |                                      |                  |                  | 163.6                 |                              | 163.6                                      |
| Net unrealized gains (losses)                                  |                                      |                  |                  | (337.8)               |                              | (337.8)                                    |
| Net change in fair value of<br>credit derivatives              |                                      |                  |                  | (174.2)               |                              | (174.2)                                    |
| Equity in earnings of subsidiaries                             | 113.3                                | 310.0            | 736.0            | 275.9                 | (1,435.2)                    |  |
| Other income(1)  |                                      |                  |                  | (52.9)                | (12.7)                       | (65.6)                                     |
| <b>Total revenues</b>  | <b>113.4</b>                         | <b>310.5</b>     | <b>736.3</b>     | <b>1,170.5</b>        | <b>(1,413.6)</b>             | <b>917.1</b>                               |
| <b>Expenses</b>  |                                      |                  |                  |                       |                              |  |
| Loss and LAE   |                                      |                  |                  | 395.1                 | (1.3)                        | 393.8                                      |
| Amortization of deferred<br>acquisition costs                  |                                      |                  |                  | 18.1                  | 35.8                         | 53.9                                       |
| Interest expense   |                                      | 31.6             | 26.8             | 4.9                   | (0.5)                        | 62.8                                       |
| Goodwill and settlement of<br>pre-existing relationship        |                                      |                  |                  | (147.1)               | 170.4                        | 23.3                                       |
| Other operating expenses(2)                                    | 27.4                                 | 18.8             | 2.5              | 255.3                 | (37.6)                       | 266.4                                      |
| <b>Total expenses</b>  | <b>27.4</b>                          | <b>50.4</b>      | <b>29.3</b>      | <b>526.3</b>          | <b>166.8</b>                 | <b>800.2</b>                               |
| <b>Income (loss) before income<br/>taxes</b>                   |                                      |                  |                  |                       |                              |  |
|  | 86.0                                 | 260.1            | 707.0            | 644.2                 | (1,580.4)                    | 116.9                                      |
| Total provision (benefit) for<br>income taxes                  |                                      | (15.8)           | (10.1)           | 51.4                  | 6.6                          | 32.1                                       |
| <b>Net income (loss)</b>                                       | <b>86.0</b>                          | <b>275.9</b>     | <b>717.1</b>     | <b>592.8</b>          | <b>(1,587.0)</b>             | <b>84.8</b>                                |
| Less: noncontrolling interest of<br>variable interest entities |                                      |                  |                  | (1.2)                 |                              | (1.2)                                      |
|  | \$ 86.0                              | \$ 275.9         | \$ 717.1         | \$ 594.0              | \$ (1,587.0)                 | \$ 86.0                                    |

**Net income (loss) attributable to  
Assured Guaranty Ltd.**

- 
- (1) Includes fair value gain (loss) on CCS and other income.
- (2) Includes AGMH acquisition-related expenses and other operating expenses.

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## Assured Guaranty Ltd.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2010, 2009 and 2008

## 21. Subsidiary Information (Continued)

**CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS**  
**FOR THE YEAR ENDED DECEMBER 31, 2008**  
(in millions)

|  | Assured<br>Guaranty Ltd.<br>(Parent) | AGUS<br>(Issuer) | Other<br>Subsidiaries | Consolidating<br>Adjustments | Assured<br>Guaranty Ltd.<br>(Consolidated) |
|--|--------------------------------------|------------------|-----------------------|------------------------------|--|
| <b>Revenues</b>                                    |                                      |                  |                       |                              |  |
| Net earned premiums                                | \$                                   | \$               | \$ 261.4              | \$                           | \$ 261.4                                   |
| Net investment income                              | 0.5                                  | 0.1              | 162.0                 |                              | 162.6                                      |
| Net realized investment gains<br>(losses)          |                                      |                  | (69.8)                |                              | (69.8)                                     |
| Net change in fair value of credit<br>derivatives: |                                      |                  |                       |                              |  |
| Realized gains and other<br>settlements            |                                      |                  | 117.6                 |                              | 117.6                                      |
| Net unrealized gains (losses)                      |                                      |                  | 38.0                  |                              | 38.0                                       |
| Net change in fair value of credit<br>derivatives  |                                      |                  | 155.6                 |                              | 155.6                                      |
| Equity in earnings of subsidiaries                 | 85.6                                 | 136.1            |                       | (221.7)                      |  |
| Other income(1)                                    |                                      | 1.0              | 43.4                  | (1.0)                        | 43.4                                       |
| <b>Total revenues</b>                              | <b>86.1</b>                          | <b>137.2</b>     | <b>552.6</b>          | <b>(222.7)</b>               | <b>553.2</b>                               |
| <b>Expenses</b>                                    |                                      |                  |                       |                              |  |
| Loss and LAE                                       |                                      |                  | 265.8                 |                              | 265.8                                      |
| Amortization of deferred<br>acquisition costs      |                                      |                  | 61.2                  |                              | 61.2                                       |
| Interest expense                                   |                                      | 23.3             |                       |                              | 23.3                                       |
| Other operating expenses                           | 17.2                                 |                  | 73.4                  |                              | 90.6                                       |
| <b>Total expenses</b>                              | <b>17.2</b>                          | <b>23.3</b>      | <b>400.4</b>          |                              | <b>440.9</b>                               |
| <b>Income (loss) before income<br/>taxes</b>       | <b>68.9</b>                          | <b>113.9</b>     | <b>152.2</b>          | <b>(222.7)</b>               | <b>112.3</b>                               |
| Total provision (benefit) for<br>income taxes      |                                      | (7.8)            | 51.2                  |                              | 43.4                                       |
| <b>Net income (loss)</b>                           | <b>\$ 68.9</b>                       | <b>\$ 121.7</b>  | <b>\$ 101.0</b>       | <b>\$ (222.7)</b>            | <b>\$ 68.9</b>                             |

(1) Includes fair value gain (loss) on CCS and other income.



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## Assured Guaranty Ltd.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2010, 2009 and 2008

## 21. Subsidiary Information (Continued)

**CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS**  
**FOR THE YEAR ENDED DECEMBER 31, 2010**  
(in millions)

|  | Assured<br>Guaranty Ltd.<br>(Parent) | AGUS<br>(Issuer) | AGMH<br>(Issuer) | Other<br>Subsidiaries | Consolidating<br>Adjustments | Assured<br>Guaranty Ltd.<br>(Consolidated) |
|--|--------------------------------------|------------------|------------------|-----------------------|------------------------------|--|
| <b>Net cash flows provided by (used in) operating activities</b> | \$ 15.7                              | \$ 11.8          | \$ (49.0)        | \$ 224.7              | \$ (74.0)                    | \$ 129.2                                   |
| <b>Cash flows from investing activities</b>                      |                                      |                  |                  |                       |                              |  |
| Fixed maturity securities:                                       |                                      |                  |                  |                       |                              |  |
| Purchases  |                                      |                  | (15.0)           | (2,446.7)             |                              | (2,461.7)                                  |
| Sales  |                                      |                  | 4.5              | 1,059.1               |                              | 1,063.6                                    |
| Maturities   |                                      |                  | 6.4              | 988.0                 |                              | 994.4                                      |
| Sales (purchases) of short-term investments, net                 | 30.0                                 | 1.1              | 3.1              | 579.1                 |                              | 613.3                                      |
| Net proceeds from financial guaranty variable entities' assets   |                                      |                  |                  | 424.0                 |                              | 424.0                                      |
| Investment in subsidiary   |                                      |                  | 50.0             |                       | (50.0)                       |  |
| Other  |                                      |                  |                  | 19.7                  |                              | 19.7                                       |
| <b>Net cash flows used in investing activities</b>               | <b>30.0</b>                          | <b>1.1</b>       | <b>49.0</b>      | <b>623.2</b>          | <b>(50.0)</b>                | <b>653.3</b>                               |
| <b>Cash flows from financing activities</b>                      |                                      |                  |                  |                       |                              |  |
| Return of capital  |                                      |                  |                  | (50.0)                | 50.0                         |  |
| Dividends paid   | (33.2)                               |                  |                  | (74.0)                | 74.0                         | (33.2)                                     |
| Repurchases of common stock                                      | (10.5)                               |                  |                  |                       |                              | (10.5)                                     |

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|   |                |                |                 |                |
|---|----------------|----------------|-----------------|----------------|
| Share activity under option and incentive plans                   | (2.0)          |                |                 | (2.0)          |
| Net paydowns of financial guaranty variable entities' liabilities |                | (650.8)        |                 | (650.8)        |
| Payment of long-term debt   |                | (20.9)         |                 | (20.9)         |
| <b>Net cash flows provided by (used in) financing activities</b>  | <b>(45.7)</b>  | <b>(795.7)</b> | <b>124.0</b>    | <b>(717.4)</b> |
| Effect of exchange rate changes                                   |                | (0.8)          |                 | (0.8)          |
| Increase (decrease) in cash                                       | 12.9           | 51.4           |                 | 64.3           |
| Cash at beginning of period                                       | 0.1            | 44.0           |                 | 44.1           |
| <b>Cash at end of period</b>                                      | <b>\$ 13.0</b> | <b>\$ 95.4</b> | <b>\$ 108.4</b> |                |

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## Assured Guaranty Ltd.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2010, 2009 and 2008

## 21. Subsidiary Information (Continued)

**CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS**  
**FOR THE YEAR ENDED DECEMBER 31, 2009**  
(in millions)

|  | Assured<br>Guaranty Ltd.<br>(Parent) | AGUS<br>(Issuer) | AGMH<br>(Issuer) | Other<br>Subsidiaries | Consolidating<br>Adjustments | Assured<br>Guaranty Ltd.<br>(Consolidated) |
|--|--------------------------------------|------------------|------------------|-----------------------|------------------------------|--|
| <b>Net cash flows provided by (used in) operating activities</b> | \$ 19.6                              | \$ (23.9)        | \$ (24.7)        | \$ 355.8              | \$ (47.6)                    | \$ 279.2                                   |
| <b>Cash flows from investing activities</b>                      |                                      |                  |                  |                       |                              |  |
| Fixed maturity securities:                                       |                                      |                  |                  |                       |                              |  |
| Purchases  |                                      |                  | (1.7)            | (2,286.0)             |                              | (2,287.7)                                  |
| Sales  |                                      |                  |                  | 1,519.3               |                              | 1,519.3                                    |
| Maturities   |                                      |                  | 1.6              | 216.3                 |                              | 217.9                                      |
| Sales (purchases) of short-term investments, net                 | (52.3)                               | (3.5)            | (0.3)            | (341.0)               |                              | (397.1)                                    |
| Capital contribution to subsidiary                               | (962.9)                              | (556.7)          |                  | (512.0)               | 2,031.6                      |  |
| Acquisition of AGMH  |                                      | (546.0)          |                  | 87.0                  |                              | (459.0)                                    |
| Investment in subsidiary   |                                      |                  | 25.0             |                       | (25.0)                       |  |
| Other  |                                      |                  |                  | 9.4                   |                              | 9.4  |
| <b>Net cash flows used in investing activities</b>               | <b>(1,015.2)</b>                     | <b>(1,106.2)</b> | <b>24.6</b>      | <b>(1,307.0)</b>      | <b>2,006.6</b>               | <b>(1,397.2)</b>                           |
| <b>Cash flows from financing activities</b>                      |                                      |                  |                  |                       |                              |  |
| Net proceeds from issuance of common stock and                   | 1,022.8                              | 167.3            |                  |                       |                              | 1,190.1                                    |

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|  |              |                |           |                |                  |
|--|--------------|----------------|-----------|----------------|------------------|
| equity units   |              |                |           |                |                  |
| Capital contribution from parent                                 |              | 962.9          |           | 1,068.7        | (2,031.6)        |
| Return of capital  |              |                |           | (25.0)         | 25.0             |
| Dividends paid   | (22.8)       |                |           | (47.1)         | 47.6             |
| Repurchases of common stock                                      | (3.7)        |                |           |                | (3.7)            |
| Share activity under option and incentive plans                  | (0.7)        |                |           |                | (0.7)            |
| Payment of long-term debt  |              |                |           | (14.8)         | (14.8)           |
| <b>Net cash flows provided by (used in) financing activities</b> | <b>995.6</b> | <b>1,130.2</b> |           | <b>981.8</b>   | <b>(1,959.0)</b> |
| Effect of exchange rate changes                                  |              |                |           | 1.2            | 1.2              |
| Increase (decrease) in cash                                      |              | 0.1            | (0.1)     | 31.8           | 31.8             |
| Cash at beginning of period                                      |              |                | 0.1       | 12.2           | 12.3             |
| <b>Cash at end of period</b>                                     | <b>\$</b>    | <b>\$ 0.1</b>  | <b>\$</b> | <b>\$ 44.0</b> | <b>\$ 44.1</b>   |



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## Assured Guaranty Ltd.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2010, 2009 and 2008

## 21. Subsidiary Information (Continued)

**CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS**  
**FOR THE YEAR ENDED DECEMBER 31, 2008**  
(in millions)

|  | Assured<br>Guaranty Ltd.<br>(Parent) | AGUS<br>(Issuer) | Other<br>Subsidiaries | Consolidating<br>Adjustments | Assured<br>Guaranty Ltd.<br>(Consolidated) |
|--|--------------------------------------|------------------|-----------------------|------------------------------|--|
| <b>Net cash flows provided by (used in) operating activities</b> | \$ 21.4                              | \$ (5.2)         | \$ 459.6              | \$ (48.8)                    | \$ 427.0                                   |
| <b>Cash flows from investing activities</b>                      |                                      |                  |                       |                              |  |
| Fixed maturity securities:                                       |                                      |                  |                       |                              |  |
| Purchases  |                                      |                  | (1,272.0)             |                              | (1,272.0)                                  |
| Sales  |                                      |                  | 532.2                 |                              | 532.2                                      |
| Maturities   |                                      |                  | 11.7                  |                              | 11.7                                       |
| Sales (purchases) of short-term investments, net                 | 0.2                                  | 5.2              | 73.1                  |                              | 78.5                                       |
| Capital contribution to subsidiary                               | (250.0)                              | (100.0)          |                       | 350.0                        |  |
| <b>Net cash flows used in investing activities</b>               | <b>(249.8)</b>                       | <b>(94.8)</b>    | <b>(655.0)</b>        | <b>350.0</b>                 | <b>(649.6)</b>                             |
| <b>Cash flows from financing activities</b>                      |                                      |                  |                       |                              |  |
| Net proceeds from issuance of common stock and equity units      | 249.0                                |                  |                       |                              | 249.0                                      |
| Capital contribution from parent                                 |                                      | 100.0            | 250.0                 | (350.0)                      |  |
| Dividends paid   | (17.0)                               |                  | (47.8)                | 48.8                         | (16.0)                                     |
| Share activity under option and incentive                        | (3.6)                                |                  |                       |                              | (3.6)                                      |

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|  |              |              |                |                |                |
|--|--------------|--------------|----------------|----------------|----------------|
| <b>Net cash flows provided by (used in) financing activities</b> | <b>228.4</b> | <b>100.0</b> | <b>202.2</b>   | <b>(301.2)</b> | <b>229.4</b>   |
| Effect of exchange rate changes                                  |              |              | (2.5)          |                | (2.5)          |
| Increase (decrease) in cash                                      |              |              | 4.3            |                | 4.3            |
| Cash at beginning of period                                      |              |              | 8.0            |                | 8.0            |
| <b>Cash at end of period</b>                                     | <b>\$</b>    | <b>\$</b>    | <b>\$ 12.3</b> | <b>\$</b>      | <b>\$ 12.3</b> |

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## Assured Guaranty Ltd.

## Notes to Consolidated Financial Statements (Continued)

December 31, 2010, 2009 and 2008

**22. Quarterly Financial Information (Unaudited)**

A summary of selected quarterly information follows:

| 2010  | First<br>Quarter                             | Second<br>Quarter | Third<br>Quarter | Fourth<br>Quarter | Full<br>Year |
|---|--|-------------------|------------------|-------------------|--------------|
|   | (dollars in millions, except per share data) |                   |                  |                   |              |
|   | (restated)                                   | (restated)        | (restated)       | (restated)        | (restated)   |
| <b>Revenues</b>   |  |                   |                  |                   |              |
| Net earned premiums                                     | \$ 314.7                                     | \$ 297.0          | \$ 288.7         | \$ 286.3          | \$ 1,186.7   |
| Net investment income                                   | 84.3   | 90.9              | 85.6             | 93.9              | 354.7        |
| Net realized investment gains (losses)                  | 9.4  | (8.4)             | (2.4)            | (0.6)             | (2.0)        |
| Net change in fair value of credit derivatives          | 278.8  | 73.5              | (224.0)          | (129.9)           | (1.6)        |
| Fair value gain (loss) on CCS                           | (1.3)  | 12.6              | (5.5)            | 3.4               | 9.2          |
| Net change in financial guaranty VIEs                   | (8.9)  | (27.4)            | 171.3            | (408.6)           | (273.6)      |
| Other income  | (12.9)                                       | (13.5)            | 33.8             | 32.7              | 40.1         |
| <b>Expenses</b>   |  |                   |                  |                   |              |
| Loss and LAE  | \$ 110.9                                     | \$ 85.7           | \$ 110.8         | \$ 104.8          | \$ 412.2     |
| Amortization of deferred acquisition costs              | 8.2  | 6.9               | 8.0              | 11.0              | 34.1         |
| AGMH acquisition-related expenses                       | 4.0  | 2.8               |                  |                   | 6.8          |
| Interest expense  | 25.1   | 24.9              | 24.9             | 24.7              | 99.6         |
| Other operating expenses                                | 62.6   | 47.4              | 52.2             | 49.3              | 211.5        |
| Income (loss) before provision for income taxes         | 453.3  | 257.0             | 151.6            | (312.6)           | 549.3        |
| Provision (benefit) for income taxes                    | 119.8  | 77.9              | (13.0)           | (129.1)           | 55.6         |
| Net income (loss)                                       | 333.5  | 179.1             | 164.6            | (183.5)           | 493.7        |
| Net income (loss) attributable to Assured Guaranty Ltd. | 333.5  | 179.1             | 164.6            | (183.5)           | 493.7        |
| Earnings (loss) per share(1):                           |  |                   |                  |                   |              |
| Basic   | \$ 1.81                                      | \$ 0.97           | \$ 0.89          | \$ (1.00)         | \$ 2.68      |
| Diluted   | \$ 1.75                                      | \$ 0.95           | \$ 0.88          | \$ (1.00)         | \$ 2.61      |
| Dividends per share                                     | \$ 0.045                                     | \$ 0.045          | \$ 0.045         | \$ 0.045          | \$ 0.18      |

| 2009 | First<br>Quarter | Second<br>Quarter | Third<br>Quarter | Fourth<br>Quarter | Full<br>Year |
|------|------------------|-------------------|------------------|-------------------|--------------|
|------|------------------|-------------------|------------------|-------------------|--------------|

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(dollars in millions, except per share data)

|   | (restated) | (restated) | (restated) | (restated) | (restated) |
|---|------------|------------|------------|------------|------------|
| <b>Revenues</b>   |            |            |            |            |            |
| Net earned premiums                                     | \$ 148.5   | \$ 78.6    | \$ 330.0   | \$ 373.3   | \$ 930.4   |
| Net investment income                                   | 43.6       | 43.3       | 84.7       | 87.6       | 259.2      |
| Net realized investment gains (losses)                  | (17.1)     | (4.9)      | (6.1)      | (4.6)      | (32.7)     |
| Net change in fair value of credit derivatives          | 47.6       | (226.5)    | (133.6)    | 138.3      | (174.2)    |
| Fair value gain (loss) on CCS                           | 19.7       | (60.6)     | (53.1)     | (28.9)     | (122.9)    |
| Net change in financial guaranty VIEs                   |            |            | (5.3)      | 4.1        | (1.2)      |
| Other income  | 0.9        | 0.5        | 57.0       | 0.1        | 58.5       |
| <b>Expenses</b>   |            |            |            |            |            |
| Loss and LAE  | 79.8       | 38.0       | 139.0      | 137.0      | 393.8      |
| Amortization of deferred acquisition costs              | 23.5       | 16.5       | 1.3        | 12.6       | 53.9       |
| AGMH acquisition-related expenses                       | 4.7        | 24.2       | 51.3       | 12.1       | 92.3       |
| Interest expense  | 5.8        | 6.5        | 25.2       | 25.3       | 62.8       |
| Goodwill and settlement of pre-existing relationship    |            |            | 23.3       |            | 23.3       |
| Other operating expenses                                | 29.3       | 26.5       | 67.3       | 51.0       | 174.1      |
| Income (loss) before provision for income taxes         | 100.1      | (281.3)    | (33.8)     | 331.9      | 116.9      |
| Provision (benefit) for income taxes                    | 14.6       | (111.3)    | 10.2       | 118.6      | 32.1       |
| Net income (loss)                                       | 85.5       | (170.0)    | (44.0)     | 213.3      | 84.8       |
| Net income (loss) attributable to Assured Guaranty Ltd. | 85.5       | (170.0)    | (38.7)     | 209.2      | 86.0       |
| Earnings (loss) per share(1):                           |            |            |            |            |            |
| Basic   | \$ 0.94    | \$ (1.82)  | \$ (0.25)  | \$ 1.27    | \$ 0.68    |
| Diluted   | \$ 0.93    | \$ (1.82)  | \$ (0.25)  | \$ 1.22    | \$ 0.66    |
| Dividends per share                                     | \$ 0.045   | \$ 0.045   | \$ 0.045   | \$ 0.045   | \$ 0.18    |

(1) Per share amounts for the quarters and the full years have each been calculated separately. Accordingly, quarterly amounts may not add to the annual amounts because of differences in the average common shares outstanding during each period and, with regard to diluted per share amounts only, because of the inclusion of the effect of potentially dilutive securities only in the periods in which such effect would have been dilutive.

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**Assured Guaranty Ltd.**

**Notes to Consolidated Financial Statements (Continued)**

**December 31, 2010, 2009 and 2008**

**23. Subsequent Events (Unaudited)**

**Recoveries for Breaches of Representations and Warranties**

On April 14, 2011, Assured Guaranty reached a comprehensive agreement with Bank of America Corporation and its subsidiaries, including Countrywide Financial Corporation and its subsidiaries (collectively, "Bank of America"), regarding their liabilities with respect to 29 RMBS transactions insured by Assured Guaranty, including claims relating to reimbursement for breaches of R&W and historical loan servicing issues ("Bank of America Agreement"). Of the 29 RMBS transactions, eight are second lien transactions and 21 are first lien transactions. The Bank of America Agreement covers Bank of America-sponsored securitizations that AGM or AGC has insured, as well as certain other securitizations containing concentrations of Countrywide-originated loans that AGM or AGC has insured. The transactions covered by the Bank of America Agreement have a gross par outstanding of \$5.2 billion (\$4.8 billion net par outstanding) as of March 31, 2011, or 29% of Assured Guaranty's total BIG RMBS net par outstanding.

Bank of America paid \$928.1 million in Second Quarter 2011 in respect of covered second lien transactions and is obligated to pay another \$171.9 million by March 2012. In consideration of the \$1.1 billion, the Company has agreed to release its claims for the repurchase of mortgage loans underlying the eight second lien transactions (i.e., Assured Guaranty will retain the risk of future insured losses without further offset for R&W claims against Bank of America).

In addition, Bank of America will reimburse Assured Guaranty 80% of claims Assured Guaranty pays on the 21 first lien transactions, until aggregate collateral losses on such RMBS transactions reach \$6.6 billion. The Company accounts for the 80% loss sharing agreement with Bank of America as subrogation. As the Company calculates expected losses for these 21 first lien transactions, such expected losses will be offset by an R&W benefit from Bank of America for 80% of these amounts. As of June 30, 2011, Bank of America had placed \$1.0 billion of eligible assets in trust in order to collateralize the reimbursement obligation relating to the first lien transactions. The amount of assets required to be posted may increase or decrease from time to time, as determined by rating agency requirements.

The Company believes the Bank of America Agreement was a significant step in the effort to recover U.S. RMBS losses the Company experienced resulting from breaches of R&W. The Company is continuing to pursue other representation and warranty providers for U.S. RMBS transactions it has insured. See "Litigation Update" below for a discussion of the litigation proceedings the Company has initiated against other R&W providers.

**Rating Agency Actions**

On September 27, 2011, S&P published a Research Update in which it placed its ratings on Assured Guaranty on CreditWatch Negative. This action included changing the financial strength ratings of AGC and AGM from AA+ (Negative Outlook) to AA+ (CreditWatch Negative), and the AA (Negative Outlook) rating of AG Re to AA (CreditWatch Negative), signifying that S&P may downgrade such financial strength ratings in the near future. In the Research Update, S&P stated that the CreditWatch placement is due to significant concentration risk in Assured Guaranty's consolidated insured portfolio; the portfolio contains exposures that are not consistent with S&P's new bond insurance rating criteria and breach the "largest obligor test" in such new criteria. S&P published updated criteria in *Bond Insurance Rating Methodology and Assumptions* on August 25, 2011, subsequent to S&P's publication of *Request for Comment: Bond Insurance Criteria* on January 24, 2011. However, according to S&P, based on statements from Assured Guaranty's management that Assured Guaranty intends to take action to mitigate these concentration risks, it is likely such actions, if taken, would support financial strength ratings in the "AA" category. S&P noted that it expects to resolve this

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**Assured Guaranty Ltd.**

**Notes to Consolidated Financial Statements (Continued)**

**December 31, 2010, 2009 and 2008**

**23. Subsequent Events (Unaudited) (Continued)**

CreditWatch placement no later than November 30, 2011. If the Company were unable to mitigate the concentration risks by creating capital or utilizing additional forms of reinsurance on acceptable terms, S&P may downgrade the ratings of Assured Guaranty, including the financial strength ratings of AGC, AGM and AG Re. See Notes 6, 8 and 13 for the potential impact of a financial strength rating downgrade on the Company and on the insured portfolio.

**Litigation Update**

On October 17, 2011, AGM and AGC brought an action against DLJ Mortgage Capital, Inc. ("DLJ") and Credit Suisse Securities (USA) LLC ("Credit Suisse") with regard to six first lien U.S. RMBS transactions insured by them: CSAB Mortgage-Backed Pass Through Certificates, Series 2006-2; CSAB Mortgage-Backed Pass Through Certificates, Series 2006-3; CSAB Mortgage-Backed Pass Through Certificates, Series 2006-4; CMSC Mortgage-Backed Pass Through Certificates, Series 2007-3; CSAB Mortgage-Backed Pass Through Certificates, Series 2007-1; and TBW Mortgage-Backed Pass Through Certificates, Series 2007-2. The complaint alleges breaches of R&W against DLJ in respect of the underlying loans in the transactions, breaches of R&W against DLJ and Credit Suisse in respect of the accuracy of the information provided to the rating agencies, and failure by DLJ to cure or repurchase defective loans identified by AGM and AGC. In this lawsuit, AGM and AGC seek damages.

In September 2010, AGM, together with TD Bank, National Association and Manufacturers and Traders Trust Company, filed a complaint in the Court of Common Pleas of Dauphin County against The Harrisburg Authority, The City of Harrisburg, Pennsylvania, and the Treasurer of the City in connection with certain Resource Recovery Facility bonds and notes issued by the Authority, alleging, among other claims, breach of contract by both the Authority and the City, and seeking remedies including an order of mandamus compelling the City to satisfy its obligations on the defaulted bonds and notes and the appointment of a receiver for the Authority. Acting on its own, the City Council of Harrisburg filed a purported bankruptcy petition for the City on October 11, 2011. AGM plans to challenge the bankruptcy petition filed by the City Council.

In September 2010, AGM, among others, was named as a defendant in an interpleader complaint filed by Wells Fargo Bank, N.A., as trust administrator, in the United States District Court, Southern District of New York. The interpleader complaint relates to the MASTR Adjustable Rate Mortgages Trust 2006-OA2, Mortgage Pass-Through Certificates, Series 2006-OA2 RMBS transaction, in which AGM had insured certain classes of certificates. Certain holders of uninsured certificates have disputed payments made by the trust administrator to reimburse AGM for claims it had paid under its financial guaranty policy, and the trust administrator sought adjudication of the priority of AGM's reimbursements. On March 29, 2011, the court granted a motion for judgment on the pleadings and ruled that, pursuant to the waterfall, AGM is only entitled to receive funds that would otherwise have been distributed to the holders of the classes that AGM insures, and that AGM receive such funds at the respective steps in the waterfall that immediately follow the steps at which such certificate holders would otherwise have received such funds. The court further ordered AGM to repay to the MARM 2006-OA2 trust the approximately \$7.2 million that had been credited to it by Wells Fargo. AGM intends to appeal this ruling. AGM estimates that as a result of this adverse decision (if and to the extent that the adverse decision is not modified), total unreimbursed claims paid by AGM could be up to approximately \$144 million (on a gross discounted basis, without taking into account the benefit of representation and warranty recoveries, and exclusive of the repayment of the \$7.2 million), over the life of the transaction.

On April 8, 2011, AG Re and AGC filed a Petition to Compel Arbitration with the Supreme Court of the State of New York, requesting an order compelling Ambac Assurance Corporation ("Ambac") to

Table of Contents**Assured Guaranty Ltd.****Notes to Consolidated Financial Statements (Continued)****December 31, 2010, 2009 and 2008****23. Subsequent Events (Unaudited) (Continued)**

arbitrate Ambac's disputes with AG Re and AGC concerning their obligations under reinsurance agreements with Ambac. In March 2010, Ambac placed a number of insurance policies that it had issued, including policies reinsured by AG Re and AGC pursuant to the reinsurance agreements, into a segregated account. The Wisconsin state court has approved a rehabilitation plan whereby permitted claims under the policies in the segregated account will be paid 25% in cash and 75% in surplus notes issued by the segregated account. Ambac has advised AG Re and AGC that it has and intends to continue to enter into commutation agreements with holders of policies issued by Ambac, and reinsured by AG Re and AGC, pursuant to which Ambac will pay a combination of cash and surplus notes to the policyholder. AG Re and AGC have informed Ambac that they believe their only current payment obligation with respect to the commutations arises from the cash payment, and that there is no obligation to pay any amounts in respect of the surplus notes until payments of principal or interest are made on such notes. Ambac has disputed this position on one commutation and may take a similar position on subsequent commutations. On April 15, 2011, attorneys for the Wisconsin Insurance Commissioner, as Rehabilitator of Ambac's segregated account, and for Ambac filed a motion with Lafayette County, Wis., Circuit Court Judge William Johnston, asking him to find AG Re and AGC to be in violation of an injunction protecting the interests of the segregated account by their seeking to compel arbitration on this matter and failing to pay in full all amounts with respect to Ambac's payments in the form of surplus notes. On June 14, 2011, Judge Johnston issued an order granting the Rehabilitator's and Ambac's motion to enforce the injunction against AGC and AG Re and the parties filed a stipulation dismissing the Petition to Compel Arbitration without prejudice. On August 2, 2011, the Wisconsin Court of Appeals accepted AGC's and AG Re's appeal of Judge Johnston's order. It is in the Court of Appeals' discretion whether to grant oral argument on the appeal.

**Dexia**

On June 30, 2009, the States of Belgium and France (the "States") issued a guaranty to FSAM pursuant to which the States guarantee, severally but not jointly, Dexia's payment obligations under the Guaranteed Put Contract, subject to certain limitations set forth therein. The FSAM assets referenced in the Guaranteed Put Contract were all sold by October 2011 as part of an asset divestment program that Dexia announced in May 2011. As a result, the guaranty of the States has effectively terminated.

The Financial Products Companies' obligations are currently, and at all times in the future required to be, supported by eligible assets in an amount sufficient to allow the Financial Products Companies to meet their obligations. On September 29, 2011, the transaction documents required an analysis of the value of FSA Asset Management LLC ("FSAM") assets versus the GIC obligations and other associated liabilities of the Financial Products Companies. On that day, the required amount of assets exceeded the liabilities, and therefore Dexia was not required to post additional collateral to support its protection arrangements. Assured Guaranty believes the assets owned by the Financial Products Companies are sufficient for them to meet their GIC obligations and other associated liabilities. However, Dexia is required to post additional collateral if there is any shortfall in assets as compared with liabilities in the future.

**Greek Sovereign Debt**

As of September 30, 2011, Assured Guaranty had exposure to sovereign debt of Greece through financial guarantees of €200.0 million of debt (€165.1 million on a net basis) due in 2037 with a 4.5% fixed coupon and €113.5 million of debt (€52.4 million on a net basis) due in 2057 with a 2.085% inflation-linked coupon. Interest on such notes has been paid on a timely basis. On October 26, 2011, officials from the European Commission announced a set of Greek debt relief measures that call for voluntary reductions of 50% of the notional amount of Greek sovereign debt held by banks and other private creditors. Assured Guaranty will evaluate the impact of these measures as details become available.

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**ITEM 9A. CONTROLS AND PROCEDURES**

**Restatement of Previously Issued Financial Statements**

AGL through its insurance subsidiaries, has provided financial guaranties with respect to debt obligations issued by special purpose entities, including financial guaranty VIEs. Assured Guaranty does not sponsor such financial guaranty VIEs nor does it act as the servicer or collateral manager for any financial guaranty VIE debt obligations that it insures. However, when Assured Guaranty provides such financial guaranties, it can obtain certain control rights through the transaction structure which make Assured Guaranty the primary beneficiary of the financial guaranty VIE. Assured Guaranty is required under accounting principles generally accepted in the United States of America ("GAAP") to consolidate the financial guaranty VIE in its financial statements when it is the primary beneficiary. See Note 9 to the Assured Guaranty financial statements included under Part II Item 8. Financial Statements. When such consolidation occurs, Assured Guaranty must eliminate the intercompany transactions between the relevant Assured Guaranty insurance subsidiary and the consolidated financial guaranty VIE. Assured Guaranty has discovered errors in the elimination of such intercompany transactions, which resulted in the restatement of the consolidated financial statements in this Form 10-K/A. See Note 2 to the Assured Guaranty financial statements included under Part II Item 8. Financial Statements. In addition, Assured Guaranty was required to correct certain unrelated, immaterial errors as part of the restatement which primarily affected expected losses, the fair value of credit derivatives, and the classification of financial guaranty VIE assets and liabilities. While these immaterial errors were corrected at the time they were identified, these restated financial statements reflect the correction of such errors in the period in which they arose.

On October 17, 2011, Assured Guaranty announced that the previously issued consolidated financial statements for the years ended December 31, 2010 and 2009 included in the Company's Forms 10-K should no longer be relied upon. The restatement affects the last two quarters of 2009 and each quarter of 2010. See Note 22 to the Assured Guaranty financial statements under Part II Item 8. Financial Statements for the restated quarterly information.

**Evaluation of Disclosure Controls and Procedures**

Assured Guaranty's management, with the participation of AGL's President and Chief Executive Officer and Chief Financial Officer, is responsible for establishing and maintaining disclosure controls and procedures (as such term is defined in Rules 13a 15(e) and 15d 15(e) under the Exchange) that are effective in recording, processing, summarizing and reporting, on a timely basis, information required to be disclosed by AGL (including its consolidated subsidiaries) in the reports that it files or submits under the Exchange Act and ensuring that such information is accumulated and communicated to management, including the President and Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosures.

In the Original Form 10-K, the President and Chief Executive Officer and Chief Financial Officer, concluded that the disclosure controls and procedures were effective as of December 31, 2010. In connection with the preparation of this Form 10-K/A, under the supervision and with the participation of management, including AGL's President and Chief Executive Officer and Chief Financial Officer, the Company has re-evaluated the effectiveness of disclosure controls and procedures as of the end of the period covered by this report. AGL's President and Chief Executive Officer and Chief Financial Officer, in consultation with the Audit Committee, have concluded that the restatement errors, described in Note 2 to the Assured Guaranty financial statements under Part II Item 8. Financial Statements, resulted from a material weakness in Assured Guaranty's internal control over financial reporting as of December 31, 2010. As a result of the material weakness, management has concluded that the Company's disclosure controls and procedures were not effective as of December 31, 2010.

The financial statements included in this Form 10-K/A were prepared with particular attention to the material weakness. The Company concluded that the annual financial statements included in this Form 10-K/A fairly present, in all material respects, the financial condition, results of operations and cash flows as of and for the periods presented in accordance with U.S. generally accepted accounting principles.



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The Company continually reviews its disclosure controls and procedures and makes changes, as necessary, to ensure the quality of its financial reporting. As detailed below, the Company implemented certain additional controls that it believes will remediate the material weakness that existed at December 31, 2010.

**Changes in Internal Control Over Financial Reporting**

As described below under the paragraph entitled Management's Plan for Remediation, there were changes in internal control over financial reporting during the year ended December 31, 2010 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

**Management's Plan for Remediation**

Management and the Board of Directors are committed to remediation of the material weakness set forth in Management's Responsibility for Financial Statements and Internal Control over Financial Reporting as well as the continued improvement of the Company's overall system of internal control over financial reporting. Management believes the remediation measures described below will remediate the identified control deficiencies and strengthen the Company's internal control over financial reporting. As management continues to evaluate and works to enhance the internal control over financial reporting, it may be determined that additional measures must be taken to address control deficiencies or it may be determined that the Company needs to modify or otherwise adjust the remediation measures described below.

Subsequent to the period covered by the report, management has implemented measures to remediate the material weakness in internal control over financial reporting described above. Specifically, management implemented the following controls:

Implemented additional quarterly reconciliations between the VIE accounts and the insurance and investment accounts where intercompany transactions occur; and

Implemented an additional layer of review of VIE reconciliations.

**Risks Related to the Restatement**

As a result of the material weakness discussed above, the Company's disclosure controls and procedures were not effective and failed to timely prevent or detect errors in its consolidated financial statements which led to the restatement herein. As of the date of this Form 10-K/A and as described above, management has implemented remedial measures related to the identified material weakness. If the Company's efforts to remediate the weakness identified are not successful, or if other deficiencies occur, these weaknesses or deficiencies could result in misstatements of the Company's results of operations, additional restatements of the Company's consolidated financial statements, a decline in its stock price and investor confidence or other material effects on its business, reputation, results of operations, financial condition or liquidity.

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**PART IV**

**ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES**

- (a) Financial Statements, Financial Statement Schedules and Exhibits

**1. Financial Statements**

The following financial statements of Assured Guaranty Ltd. have been included in Item 8 hereof:

|   |    |
|---|----|
| Report of Independent Registered Public Accounting Firm   | 91 |
| Consolidated Balance Sheets (restated) as of December 31, 2010 and 2009   | 93 |
| Consolidated Statements of Operations (restated) for the years ended December 31, 2010, 2009 and 2008           | 94 |
| Consolidated Statements of Comprehensive Income (restated) for the years ended December 31, 2010, 2009 and 2008 | 95 |
| Consolidated Statements of Shareholders' Equity (restated) for the years ended December 31, 2010, 2009 and 2008 | 96 |
| Consolidated Statements of Cash Flows (restated) for the years ended December 31, 2010, 2009 and 2008           | 98 |
| Notes to Consolidated Financial Statements  | 99 |

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**2. Financial Statement Schedules**

The financial statement schedules are omitted because they are not applicable or the required information is shown in the consolidated financial statements or notes thereto.

**3. Exhibits\***

| <b>Exhibit<br/>Number</b> | <b>Description of Document</b>   |
|---------------------------|--|
| 10.24                     | Summary of Annual Compensation (Incorporated by reference to Exhibit 10.24 to Form 10-K for the year ended December 31, 2010)*   |
| 21.1                      | Subsidiaries of the registrant (Incorporated by reference to Exhibit 21.1 to Form 10-K for the year ended December 31, 2010)   |
| 23.1                      | Accountants Consent  |
| 31.1                      | Certification of CEO Pursuant to Exchange Act Rules 13A-14 and 15D-14, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002  |
| 31.2                      | Certification of CFO Pursuant to Exchange Act Rules 13A-14 and 15D-14, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002  |
| 32.1                      | Certification of CEO Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002  |
| 32.2                      | Certification of CFO Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002  |
| 101.1                     | The following financial information from Assured Guaranty Ltd.'s Annual Report on Form 10-K for the year ended December 31, 2010 formatted in XBRL (eXtensible Business Reporting Language) interactive data files pursuant to Rule 405 of Regulation S-T: (i) Consolidated Balance Sheets (restated) at December 31, 2010 and 2009; (ii) Consolidated Statements of Operations (restated) for the years ended December 31, 2010, 2009 and 2008; (iii) Consolidated Statements of Comprehensive Income (restated) for the years ended December 31, 2010, 2009 and 2008; (iv) Consolidated Statements of Shareholders' Equity (restated) for the years ended December 31, 2010, 2009 and 2008; (v) Consolidated Statements of Cash Flows (restated) for the years ended December 31, 2010, 2009 and 2008; and (vi) Notes to Consolidated Financial Statements |

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Management contract or compensatory plan

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**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ASSURED GUARANTY LTD.

By: /s/ ROBERT A. BAIENSON

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Name: Robert A. Bailenson

Title: *Chief Financial Officer*

Date: October 31, 2011