

NEUSTAR INC
Form 10-Q
May 12, 2008

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q**

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

For the quarterly period ended March 31, 2008

OR

**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 001-32548

NeuStar, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

52-2141938

(I.R.S. Employer
Identification No.)

**46000 Center Oak Plaza
Sterling, Virginia 20166**

(Address of principal executive offices) (zip code)

(571) 434-5400

(Registrant's telephone number, including area code)

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 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. (Check one):

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

There were 77,552,828 shares of Class A common stock, \$0.001 par value, and 4,538 shares of Class B common stock, \$0.001 par value, outstanding at May 1, 2008.

NeuStar, Inc.
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PART I FINANCIAL INFORMATION**Item 1. Financial Statements**

NEUSTAR, INC.
CONSOLIDATED BALANCE SHEETS
(in thousands, except share and per share data)

	December 31, 2007	March 31, 2008 (unaudited)
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 98,630	\$ 54,396
Restricted cash	488	532
Short-term investments	100,048	32,059
Accounts receivable, net of allowance for doubtful accounts of \$1,654 and \$2,299, respectively	76,632	62,745
Unbilled receivables	383	744
Notes receivable	2,159	2,202
Prepaid expenses and other current assets	9,608	10,547
Deferred costs	8,281	9,216
Deferred tax assets	13,907	13,192
Total current assets	310,136	185,633
Investments, long-term		39,371
Property and equipment, net	56,191	57,813
Goodwill	204,093	181,451
Intangible assets, net	36,851	39,524
Notes receivable, long-term	759	192
Deferred costs, long-term	3,575	3,272
Other assets	5,056	4,804
Total assets	\$ 616,661	\$ 512,060

See accompanying notes.

NEUSTAR, INC.
CONSOLIDATED BALANCE SHEETS
(in thousands, except share and per share data)

	December 31, 2007	March 31, 2008 (unaudited)
LIABILITIES AND STOCKHOLDERS EQUITY		
Current liabilities:		
Accounts payable	\$ 9,742	\$ 7,443
Accrued expenses	47,501	49,822
Deferred revenue	32,236	33,660
Notes payable	2,501	2,495
Capital lease obligations	3,511	3,803
Accrued restructuring reserve	413	426
Income tax payable	3,254	1,999
Other liabilities	108	
 Total current liabilities	 99,266	 99,648
 Deferred revenue, long-term	 18,063	 16,232
Notes payable, long-term	5,206	4,364
Capital lease obligations, long-term	5,717	5,033
Accrued restructuring reserve, long-term	1,793	1,679
Other liabilities, long-term	3,866	4,470
Deferred tax liability	2,215	4,022
 Total liabilities	 136,126	 135,448
 Commitments and contingencies		
 Stockholders equity:		
Preferred stock, \$0.001 par value; 100,000,000 shares authorized; No shares issued or outstanding as of December 31, 2007 and March 31, 2008		
Class A common stock, par value \$0.001; 200,000,000 shares authorized; 77,082,161 and 77,528,281 shares issued and outstanding at December 31, 2007 and March 31, 2008, respectively		
	77	77
Class B common stock, par value \$0.001; 100,000,000 shares authorized; 4,538 and 4,538 shares issued and outstanding at December 31, 2007 and March 31, 2008, respectively		
Additional paid-in capital	293,785	299,822
Treasury stock, 99,286 and 4,136,458 shares at cost at December 31, 2007 and March 31, 2008, respectively	(3,221)	(107,108)
Accumulated other comprehensive loss	(140)	(1,753)
Retained earnings	190,034	185,574
 Total stockholders equity	 480,535	 376,612

Total liabilities and stockholders equity	\$ 616,661	\$ 512,060
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See accompanying notes.

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NEUSTAR, INC.
UNAUDITED CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per share data)

	Three Months Ended	
	March 31,	
	2007	2008
Revenue:		
Addressing	\$ 27,003	\$ 30,161
Interoperability	14,932	16,440
Infrastructure and other	55,513	70,812
 Total revenue	 97,448	 117,413
Operating expense:		
Cost of revenue (excluding depreciation and amortization shown separately below)	23,078	24,489
Sales and marketing	18,636	18,724
Research and development	6,569	7,548
General and administrative	10,769	16,482
Depreciation and amortization	9,064	10,120
Impairment of goodwill		29,021
	68,116	106,384
Income from operations	29,332	11,029
Other (expense) income:		
Interest expense	(350)	(442)
Interest and other income	649	1,592
Income before income taxes	29,631	12,179
Provision for income taxes	11,663	16,639
Net income (loss)	\$ 17,968	\$ (4,460)
Net income (loss) per common share:		
Basic	\$ 0.24	\$ (0.06)
Diluted	\$ 0.23	\$ (0.06)
Weighted average common shares outstanding:		
Basic	74,688	76,247
Diluted	79,031	76,247

See accompanying notes.

NEUSTAR, INC.
UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

	Three Months Ended	
	March 31,	
	2007	2008
Operating activities:		
Net income (loss)	\$ 17,968	\$ (4,460)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization	9,064	10,120
Stock-based compensation	3,563	4,429
Amortization of deferred financing costs	29	44
Excess tax benefits from stock-based compensation	(10,326)	(91)
Deferred income taxes	3,849	3,481
Provision for doubtful accounts	484	1,024
Impairment of goodwill		29,021
Changes in operating assets and liabilities, net of acquisitions:		
Accounts receivable	(9,164)	13,727
Unbilled receivables	89	(361)
Notes receivable	484	524
Prepaid expenses and other current assets	(540)	(742)
Deferred costs	(300)	(632)
Income tax receivable	2,126	
Other assets	(914)	216
Other liabilities	39	271
Accounts payable and accrued expenses	(10,994)	87
Income tax payable		(1,164)
Accrued restructuring reserve	(92)	(101)
Deferred revenue	4,298	(1,313)
Net cash provided by operating activities	9,663	54,080
Investing activities:		
Purchases of property and equipment	(4,623)	(6,702)
Sales of investments, net	1,802	25,904
Businesses acquired, net of cash	(1,569)	(12,915)
Net cash (used in) provided by investing activities	(4,390)	6,287
Financing activities:		
Disbursement of restricted cash	(100)	(44)
Principal repayments on notes payable	(316)	(848)
Principal repayments on capital lease obligations	(1,495)	(1,573)
Proceeds from exercise of common stock options	5,081	1,518
Excess tax benefits from stock-based compensation	10,326	91
Repurchase of common stock	(3,128)	(103,887)

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Net cash provided by (used in) financing activities	10,368	(104,743)
Effect of foreign exchange rates on cash and cash equivalents		142
Net increase (decrease) in cash and cash equivalents	15,641	(44,234)
Cash and cash equivalents at beginning of period	39,242	98,630
Cash and cash equivalents at end of period	\$ 54,883	\$ 54,396

See accompanying notes.

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NEUSTAR, INC.
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED MARCH 31, 2007 AND 2008

1. DESCRIPTION OF BUSINESS AND ORGANIZATION

NeuStar, Inc. (the Company) was incorporated as a Delaware corporation in 1998. The Company provides the communications industry with essential clearinghouse services. Its customers use the databases the Company contractually maintains in its clearinghouse to obtain data required to successfully route telephone calls in North America, to exchange information with other communications service providers and to manage technological changes in their own networks. The Company operates the authoritative directories that manage virtually all telephone area codes and numbers, and it enables the dynamic routing of calls among thousands of competing communications service providers, or CSPs, in the United States and Canada. All CSPs that offer telecommunications services to the public at large, or telecommunications service providers, must access the Company's clearinghouse to properly route virtually all of their customers' calls. The Company also provides clearinghouse services to emerging CSPs, including Internet service providers, mobile network operators, cable television operators, and voice over Internet Protocol, or VoIP, service providers. In addition, the Company provides domain name services, including internal and external managed DNS solutions that play a key role in directing and managing traffic on the Internet, and it also manages the authoritative directories for the .us and .biz Internet domains. The Company operates the authoritative directory for U.S. Common Short Codes, part of the short messaging service relied upon by the U.S. wireless industry, and provides solutions used by mobile network operators throughout Europe to enable mobile instant messaging for their end users.

The Company was founded to meet the technical and operational challenges of the communications industry when the U.S. government mandated local number portability in 1996. While the Company remains the provider of the authoritative solution that the communications industry relies upon to meet this mandate, the Company has developed a broad range of innovative services to meet an expanded range of customer needs. The Company provides the communications industry with critical technology services that solve the addressing, interoperability and infrastructure needs of CSPs. These services are now used by CSPs to manage a range of their technical and operating requirements, including:

Addressing. The Company enables CSPs to use critical, shared addressing resources, such as telephone numbers, Internet top-level domain names, and U.S. Common Short Codes.

Interoperability. The Company enables CSPs to exchange and share critical operating data so that communications originating on one provider's network can be delivered and received on the network of another CSP. The Company also facilitates order management and work flow processing among CSPs.

Infrastructure and Other. The Company enables CSPs to manage their networks more efficiently by centrally managing certain critical data they use to route communications over their own networks.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Unaudited Interim Financial Information

The accompanying unaudited consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles for interim financial information and the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and notes required by U.S. generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation have been included. The results of operations for the three months ended March 31, 2008 are not necessarily indicative of the results that may be expected for the full fiscal year. The consolidated balance sheet as of December 31, 2007 has been derived from the audited consolidated financial statements at that date, but does not include all of the information and notes required by U.S. generally accepted accounting principles for complete financial statements.

These consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes included in the Company's Annual Report on Form 10-K for the year ended December 31, 2007

filed with the Securities and Exchange Commission (SEC).

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NEUSTAR, INC.**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****Use of Estimates**

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expense during the reporting periods. Significant estimates and assumptions are inherent in the analysis and the measurement of deferred tax assets, the identification and quantification of income tax liabilities due to uncertain tax positions, and the determination of the allowance for estimated uncollectible accounts. Actual results could differ from those estimates.

The annual and any required interim goodwill impairment test and the determination of the fair value of intangible assets involve the use of significant estimates and assumptions by management, and are inherently subjective. In particular, for each of the Company's reporting units, the significant assumptions used include market penetration, anticipated growth rates, and risk-adjusted discount rates for the income approach, as well as the selection of comparable companies and comparable transactions for the market approach. Changes in estimates and assumptions could have a significant impact on whether or not an impairment charge is recognized and also the magnitude of any such charge. Specifically, for the Company's NGM reporting unit, due to the early stage of its operations and the emerging nature of mobile instant messaging technology, the assumptions and estimates used by management that are incorporated within the NGM valuation have a high degree of subjectivity, and are thus more likely to change over time. In addition, because relatively few carriers control a substantial portion of the end users who will drive the success of mobile instant messaging, the activities of NGM's largest customers can have a significant impact on these assumptions and estimates. For example, the Company changed certain of its key assumptions, most notably assumptions relating to end-user adoption rates, to reflect changes in the market and identified customer-related events that occurred late in the first quarter of 2008. The effect of these changes on the Company's projections of future cash flows resulted in a \$29.0 million impairment charge in March 2008. The Company believes that the assumptions and estimates used to determine the estimated fair values of each of its reporting units, including revised assumptions underlying the valuation of its NGM reporting unit, are reasonable; however, there are a number of factors that could cause actual results to differ from the Company's estimates, including further delays from changes in strategy by participants in the mobile instant messaging market, lack of effective marketing efforts to promote mobile instant messaging to end users and unforeseen changes in the market. Any changes in key assumptions about the Company's businesses and their prospects, or changes in market conditions, could result in an impairment charge. Such a charge could have a material effect on the Company's consolidated financial statements because of the significance of goodwill and intangible assets to the Company's consolidated balance sheet. As of March 31, 2008, the Company had \$94.5 million and \$86.9 million, respectively, in goodwill for its Clearinghouse reporting unit and its NGM reporting unit subject to future impairment tests.

Investments

The Company's short-term investments are classified as available-for-sale and carried at estimated fair value, as determined by quoted market prices or other valuation methods, with unrealized gains and losses reported in a separate component of accumulated other comprehensive income (loss). Realized gains and losses and declines in value judged to be other-than-temporary, if any, on available-for-sale securities are included in interest income. The cost of securities sold is based on the specific identification method. Interest and dividends on securities classified as available-for-sale is included in interest and other income.

The Company periodically evaluates whether any declines in the fair value of investments are other-than-temporary. This evaluation consists of a review of several factors, including but not limited to: the length of time and extent that a security has been in an unrealized loss position; the existence of an event that would impair the issuer's future earnings potential; the near-term prospects for recovery of the market value of a security; and the intent and ability of the Company to hold the security until the market value recovers. Declines in value below cost for investments where it is considered probable that all contractual terms of the investment will be satisfied, due primarily to changes in market demand (and not because of increased credit risk), and where the Company intends and has the

ability to hold the investment for a period of time sufficient to allow a market recovery, are not assumed to be other-than-temporary.

Goodwill

Goodwill represents the excess of the purchase price over the fair value of assets acquired, as well as other definite-lived intangible assets. In accordance with Statement of Financial Accounting Standards (SFAS) No. 142, *Goodwill and Other Intangible Assets*, goodwill and indefinite-lived intangible assets are not amortized, but are reviewed for impairment upon the occurrence of events or changes in circumstances that would reduce the fair value of such assets below their carrying amount. Goodwill and indefinite-lived intangible assets are required to be tested for impairment at least annually, or on an interim basis if circumstances change that would indicate the possibility of impairment. For purposes of the Company's annual impairment test, the Company has identified and assigned goodwill to two reporting units, Clearinghouse Services and NGM Services.

NEUSTAR, INC.**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Goodwill is tested for impairment at the reporting unit level using a two-step approach. The first step is to compare the fair value of a reporting unit's net assets, including assigned goodwill, to the book value of its net assets, including assigned goodwill. Fair value of the reporting unit is determined using both an income and market approach. To assist in the process of determining if goodwill impairment exists, the Company performs internal valuation analyses and considers other market information that is publicly available, and the Company may obtain appraisals from external advisors. If the fair value of the reporting unit is greater than its net book value, the assigned goodwill is not considered impaired. If the fair value is less than the reporting unit's net book value, the Company performs a second step to measure the amount of the impairment, if any. The second step is to compare the book value of the reporting unit's assigned goodwill to the implied fair value of the reporting unit's goodwill, using a theoretical purchase price allocation based on the estimated fair value of the reporting unit to determine the magnitude of the impairment. If the Company determines that an impairment has occurred, the Company is required to record a write-down of the carrying value and charge the impairment as an operating expense in the period the determination is made. During the three months ended March 31, 2008, the Company recorded a goodwill impairment charge of \$29.0 million related to its NGM business segment (see Note 6). There was no goodwill impairment charge during the three months ended March 31, 2007.

Identifiable Intangible Assets

Identifiable intangible assets are amortized over their respective estimated useful lives using a method of amortization that reflects the pattern in which the economic benefits of the intangible assets are consumed or otherwise used and are reviewed for impairment in accordance with SFAS No. 144, *Accounting for Impairment or Disposal of Long-Lived Assets* (SFAS No. 144).

The Company's identifiable intangible assets are amortized as follows:

	Years	Method
Acquired technologies	3 to 5	Straight-line
Customer lists and relationships	3 to 7	Various
Trade name	3	Straight-line

Amortization expense related to acquired technologies and customer lists and relationships is included in depreciation and amortization expense in the consolidated statements of operations.

Impairment of Long-Lived Assets

In accordance with SFAS No. 144, the Company reviews long-lived assets and certain identifiable intangibles for impairment whenever events or changes in circumstances indicate the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to future undiscounted net cash flows expected to be generated by the assets. Recoverability measurement and estimating of undiscounted cash flows is done at the lowest possible level for which there is identifiable assets. If such assets are considered impaired, the amount of impairment recognized is equal to the amount by which the carrying amount of assets exceeds the fair value of the assets. Assets to be disposed of are recorded at the lower of the carrying amount or fair value less costs to sell. At March 31, 2008, the Company performed a recoverability test of the long-lived assets of its NGM business segment. The Company concluded that the future undiscounted cash flows of the NGM asset group exceeded its carrying value. Accordingly, there were no asset impairment charges recognized during the three months ended March 31, 2008. In addition, there were no asset impairment charges recognized during the three months ended March 31, 2007.

Revenue Recognition

The Company provides the North American communications industry with essential clearinghouse services that address the industry's addressing, interoperability, and infrastructure needs. The Company's revenue recognition policies are in accordance with the Securities and Exchange Commission Staff Accounting Bulletin No. 104, *Revenue Recognition*. The Company provides the following services pursuant to various private commercial and government contracts.

NEUSTAR, INC.**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)*****Addressing***

The Company's addressing services include telephone number administration, implementing the allocation of pooled blocks of telephone numbers, directory services for Internet domain names and U.S. Common Short Codes, and internal and external managed domain name services. The Company generates revenue from its telephone number administration services under two government contracts. Under its contract to serve as the North American Numbering Plan Administrator, the Company earns a fixed annual fee and recognizes this fee as revenue on a straight-line basis as services are provided. Under the Company's contract to serve as the National Pooling Administrator, the Company earns a fixed fee associated with administration of the pooling system plus reimbursement for costs incurred. The Company recognizes revenue for this contract based on costs incurred plus a pro rata amount of the fixed fee. In the event the Company estimates losses on its fixed fee contracts, the Company recognizes these losses in the period in which a loss becomes apparent.

In addition to the administrative functions associated with its role as the National Pooling Administrator, the Company also generates revenue from implementing the allocation of pooled blocks of telephone numbers under its long-term contracts with North American Portability Management LLC, and the Company recognizes revenue on a per transaction fee basis as the services are performed. For its Internet domain name services, the Company generates revenue for Internet domain registrations, which generally have contract terms between one and ten years. The Company recognizes revenue on a straight-line basis over the lives of the related customer contracts.

The Company generates revenue through internal and external managed domain name services. The Company's revenue consists of customer set-up fees, monthly recurring fees and per transaction fees for transactions in excess of pre-established monthly minimums under contracts with terms ranging from one to three years. Customer set-up fees are not considered a separate deliverable and are deferred and recognized on a straight-line basis over the term of the contract. Under the Company's contracts to provide its managed domain name services, customers have contractually established monthly transaction volumes for which they are charged a recurring monthly fee. Transactions processed in excess of the pre-established monthly volume are billed at a contractual per transaction rate. Each month the Company recognizes the recurring monthly fee and usage in excess of the established monthly volume on a per transaction basis as services are provided. The Company generates revenue from its U.S. Common Short Code services under short-term contracts ranging from three to twelve months, and the Company recognizes revenue on a straight-line basis over the term of the customer contracts.

Interoperability

The Company's interoperability services consist primarily of wireline and wireless number portability and order management services. The Company generates revenue from number portability under its long-term contracts with North American Portability Management LLC and Canadian LNP Consortium, Inc. The Company recognizes revenue on a per transaction fee basis as the services are performed. The Company provides order management services (OMS), consisting of customer set-up and implementation followed by transaction processing, under contracts with terms ranging from one to three years. Customer set-up and implementation is not considered a separate deliverable; accordingly, the fees are deferred and recognized as revenue on a straight-line basis over the term of the contract. Per transaction fees are recognized as the transactions are processed. The Company generates revenue from its inter-carrier mobile instant messaging services under contracts with mobile operators that range from one to three years. These contracts consist of license fees based on the number of subscribers that use mobile instant messaging services, as well as fees for set-up and implementation. The Company recognizes license fee revenue ratably over the term of the contract after completion of customer set-up and implementation. Customer set-up and implementation is not considered a separate deliverable; accordingly, the fees are deferred and recognized as revenue on a straight line basis over the remaining term of the contract following delivery of the set-up and implementation services.

Infrastructure and Other

The Company's infrastructure services consist primarily of network management and connection services. The Company generates revenue from network management services under its long-term contracts with North American Portability Management LLC. The Company recognizes revenue on a per transaction fee basis as the services are

performed. In addition, the Company generates revenue from connection fees and system enhancements under its contracts with North American Portability Management LLC. The Company recognizes its connection fee revenue as the service is performed. System enhancements are provided under contracts in which the Company is reimbursed for costs incurred plus a fixed fee, and revenue is recognized based on costs incurred plus a pro rata amount of the fee. The Company generates revenue from its intra-carrier mobile instant messaging services under contracts with mobile operators that range from one to three years. These contracts consist of license fees based on the number of subscribers that use mobile instant messaging services, as well as fees for set-up and implementation. The Company recognizes license fee revenue ratably over the term of the contract after completion of customer set-up and implementation. Customer set-up and implementation is not considered a separate deliverable; accordingly, the fees are deferred and recognized as revenue on a straight line basis over the remaining term of the contract following delivery of the set-up and implementation services.

NEUSTAR, INC.**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)*****Significant Contracts***

The Company provides wireline and wireless number portability, implements the allocation of pooled blocks of telephone numbers and provides network management services pursuant to seven contracts with North American Portability Management LLC, an industry group that represents all telecommunications service providers in the United States. The Company recognizes revenue under its contracts with North American Portability Management LLC primarily on a per transaction basis. The aggregate fees for transactions processed under these contracts are determined by the total number of transactions, and these fees are billed to telecommunications service providers based on their allocable share of the total transaction charges. This allocable share is based on each respective telecommunications service provider's share of the aggregate end-user services revenues of all U.S. telecommunications service providers, as determined by the Federal Communications Commission (FCC). Under the Company's contracts, the Company also bills a Revenue Recovery Collections (RRC) fee of a percentage of monthly billings to its customers, which is available to the Company if any telecommunications service provider fails to pay its allocable share of total transactions charges.

For 2007, pricing was \$0.91 per transaction regardless of transaction volume. Beginning January 1, 2008, per transaction pricing is derived on a straight-line basis using an effective rate calculation formula based on annualized volume between 200 million and 587.5 million. For annualized volumes less than or equal to 200 million, the per transaction price is equal to a flat rate of \$0.95 per transaction. For annualized volumes greater than or equal to 587.5 million, the per transaction price is equal to a flat rate of \$0.75 per transaction. For the three months ended March 31, 2008, the weighted average per transaction price was \$0.88. The applicable per transaction price is subject to change during the course of the year if the annualized transaction volume, as calculated under the terms of the contracts, changes.

Service Level Standards

Pursuant to certain of the Company's private commercial contracts, the Company is subject to service level standards and to corresponding penalties for failure to meet those standards. The Company records a provision for these performance-related penalties when it becomes aware that required service levels have not been met triggering the requirement to pay a penalty, which results in a corresponding reduction to revenue.

Cost of Revenue and Deferred Costs

Cost of revenue includes all direct materials, direct labor, and those indirect costs related to generation of revenue such as indirect labor, materials and supplies and facilities cost. The Company's primary cost of revenue is related to personnel costs associated with service implementation, product maintenance, customer deployment and customer care, including salaries, stock-based compensation and other personnel-related expense. In addition, cost of revenue includes costs relating to maintaining the Company's existing technology and services, as well as royalties paid related to the Company's U.S. Common Short Code services. Cost of revenue also includes the costs incurred by the Company's information technology and systems department, including network costs, data center maintenance, database management, data processing costs, and facilities costs.

Deferred costs represent direct labor related to professional services incurred for the setup and implementation of contracts. These costs are recognized in cost of revenue on a straight-line basis over the contract term. Deferred costs also include royalties paid related to the Company's U.S. Common Short Code services, which are recognized in cost of revenue on a straight-line basis over the contract term. Deferred costs are classified as such on the consolidated balance sheets.

Stock-Based Compensation

The Company accounts for its stock-based compensation plans under the recognition and measurement provisions of SFAS No. 123(R), *Share-Based Payment* (SFAS No. 123(R)). Stock-based compensation expense includes: (a) compensation cost for all stock-based awards granted prior to but not yet vested as of January 1, 2006, based on the grant date fair value estimated in accordance with the original provisions of SFAS No. 123, and (b) compensation cost for all stock-based awards granted subsequent to January 1, 2006, based on the grant-date fair value estimated in accordance with the provisions of SFAS No. 123(R).

NEUSTAR, INC.

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Basic and Diluted Net Income (Loss) per Common Share

Basic net income (loss) per common share excludes dilution for potential common stock issuances and is computed by dividing net income (loss) by the weighted-average number of common shares outstanding for the period. Diluted net income (loss) per common share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock.

Income Taxes

The Company accounts for income taxes in accordance with SFAS No. 109, *Accounting for Income Taxes* (SFAS No. 109). Under SFAS No. 109, the liability method is used in accounting for income taxes. Under this method, deferred tax assets and liabilities are determined based on temporary differences between the financial reporting bases and the tax bases of assets and liabilities. Deferred tax assets are also recognized for tax net operating loss carryforwards. These deferred tax assets and liabilities are measured using the enacted tax rates and laws that will be in effect when such amounts are expected to be reversed or utilized. The realization of total deferred tax assets is contingent upon the generation of future taxable income. Valuation allowances are provided to reduce such deferred tax assets to amounts more likely than not to be ultimately realized.

Income tax provision includes U.S. federal, state, local and foreign income taxes and is based on pre-tax income or loss. The interim period provision or benefit for income taxes is based upon the Company's estimate of its annual effective income tax rate. In determining the estimated annual effective income tax rate, the Company analyzes various factors, including projections of the Company's annual earnings and taxing jurisdictions in which the earnings will be generated, the impact of state and local income taxes and the ability of the Company to use tax credits and net operating loss carryforwards.

Financial Accounting Standards Board (FASB) Interpretation No. 48, *Accounting for Uncertainty in Income Taxes - an interpretation of FASB Statement No. 109* (FIN 48), clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with SFAS No. 109. FIN 48 provides a two-step approach to recognize and measure tax benefits when the realization of the benefits is uncertain. The first step is to determine whether the benefit is to be recognized; the second step is to determine the amount to be recognized. Income tax benefits should be recognized when, based on the technical merits of a tax position, the entity believes that if a dispute arose with the taxing authority and were taken to a court of last resort, it is more likely than not (*i.e.*, a probability of greater than 50 percent) that the tax position would be sustained as filed. If a position is determined to be more likely than not of being sustained, the reporting enterprise should recognize the largest amount of tax benefit that is greater than 50 percent likely of being realized upon ultimate settlement with the taxing authority. The Company's practice is to recognize interest and penalties related to income tax matters in income tax expense.

Foreign Currency

Assets and liabilities of consolidated foreign subsidiaries, whose functional currency is the local currency, are translated to U.S. dollars at period end exchange rates. Revenue and expense items are translated to U.S. dollars at the average rates of exchange prevailing during the period. The adjustment resulting from translating the financial statements of such foreign subsidiaries to U.S. dollars is reflected as a cumulative translation adjustment and reported as a component of accumulated other comprehensive income (loss).

Transactions denominated in currencies other than the functional currency are recorded based on exchange rates at the time such transactions arise. Subsequent changes in exchange rates result in transaction gains or losses, which are reflected within other income (expense) in the consolidated statement of operations.

Comprehensive Income (Loss)

Comprehensive income (loss) is comprised of net earnings and other comprehensive income (loss), which includes certain changes in equity that are excluded from income. The Company includes unrealized holding gains and losses on available-for-sale securities, if any, and foreign currency translation adjustments in other comprehensive income. Comprehensive loss was approximately \$6.1 million for the three months ended March 31, 2008. There were no material differences between net income and comprehensive net income for the three months ended March 31, 2007.

NEUSTAR, INC.

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Recent Accounting Pronouncements

In December 2007, the FASB issued SFAS No. 141(R), *Business Combinations* (SFAS No. 141 (R)), which replaces SFAS No. 141. SFAS No. 141(R) establishes principles and requirements for how an acquirer recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, any non-controlling interest in the acquiree and the goodwill acquired. SFAS No. 141(R) also establishes disclosure requirements which will enable users to evaluate the nature and financial effects of the business combination. SFAS 141(R) is effective for fiscal years beginning after December 15, 2008. Early adoption of this standard is prohibited. In the absence of any planned future business combinations, the Company does not currently expect SFAS No. 141(R) to have a material impact on its consolidated financial statements.

In December 2007, the FASB issued SFAS No. 160, *Noncontrolling Interests in Consolidated Financial Statements*, which establishes accounting and reporting standards for ownership interests in subsidiaries held by parties other than the parent, the amount of consolidated net income attributable to the parent and to the noncontrolling interest, changes in a parent's ownership interest and the valuation of retained non-controlling equity investments when a subsidiary is deconsolidated. SFAS No. 160 also establishes reporting requirements that require sufficient disclosures that clearly identify and distinguish between the interests of the parent and the interests of the non-controlling owners. SFAS No. 160 is effective for fiscal years beginning after December 15, 2008. Early adoption of this standard is prohibited. In the absence of any noncontrolling (minority) interests, the Company does not currently expect SFAS No. 160 to have a material impact on its consolidated financial statements.

In February 2008, the FASB issued FASB Staff Position (FSP) FAS 157-b, *Effective Date of FASB Statement No. 157*, which delays the effective date of SFAS No. 157, for all nonfinancial assets and nonfinancial liabilities, except those that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually). The effective date would be delayed by one year to fiscal years beginning after November 15, 2008 and interim periods within those fiscal years. The Company is currently evaluating the impact of FSP FAS 157-b on its consolidated financial statements.

3. INVESTMENTS

A summary of the Company's securities available for sale as of March 31, 2008 and December 31, 2007 is as follows:

	Amortized Cost	March 31, 2008		Estimated Fair Value
		Gross Unrealized Gains	Losses	
Cash reserve fund	\$ 33,047	\$ ¾	\$ (988)	\$ 32,059
High grade auction rate securities	41,725	¾	(2,354)	39,371
	\$ 74,772	\$ ¾	\$ (3,342)	\$ 71,430
		December 31, 2007		
	Amortized Cost	Gross Unrealized Gains	Losses	Estimated Fair Value
Cash reserve fund	\$ 49,851	\$ ¾	\$ (628)	\$ 49,223
High grade auction rate securities	50,825	¾	¾	50,825
	\$ 100,676	\$ ¾	\$ (628)	\$ 100,048

NEUSTAR, INC.

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

In December 2007, the Company was advised that a cash reserve fund that the Company had invested in would be closed to new investments and immediate redemptions and that there had been a one percent decline in the net asset value of the fund. As of December 31, 2007, the Company had approximately \$49.2 million invested in this fund. For the three months ended December 31, 2007, the Company recorded an unrealized loss of \$628,000 related to this fund. During the three months ended March 31, 2008, the Company redeemed \$16.6 million from this fund and recognized realized losses of \$240,000. During the three months ended March 31, 2008, the Company recorded an unrealized loss of \$360,000 related to this fund. As of March 31, 2008, the Company had approximately \$32.1 million invested in this fund. The fund currently has a projected schedule that will result in approximately 90 percent of the fund being redeemed in 2008.

As of March 31, 2008, the Company has long-term investments of \$39.4 million that consist of auction rate securities (ARS) with AAA ratings whose underlying assets are student loans the majority of which are guaranteed by the federal government. These auction rate securities are intended to provide liquidity via an auction process that resets the applicable interest rate approximately every 30 days and allows investors to either roll over their holdings or gain immediate liquidity by selling such investments at par. The underlying maturities of these investments range from 17 to 39 years. As a result of current negative conditions in the global credit markets, auctions for the \$39.4 milNT>

Cash paid during the period for:

Interest paid

\$8,438 \$8,438

Income taxes paid (refunds received)

(45,366) 17,017

See accompanying Notes to Unaudited Consolidated Financial Statements.

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ALLEGHANY CORPORATION AND SUBSIDIARIES

Notes to Unaudited Consolidated Financial Statements

1. Summary of Significant Accounting Principles

(a) Principles of Financial Statement Presentation

This report should be read in conjunction with the Annual Report on Form 10-K for the year ended December 31, 2012 (the 2012 10-K) of Alleghany Corporation, a Delaware corporation (Alleghany). Unless the context otherwise requires, references to Alleghany include Alleghany together with its subsidiaries.

Alleghany is engaged in the property and casualty reinsurance and insurance business. Reinsurance business is conducted through certain subsidiaries of Alleghany s wholly-owned subsidiary Transatlantic Holdings, Inc. (TransRe), which was acquired in a merger transaction (the merger) on March 6, 2012 (the Acquisition Date). Insurance business is conducted through certain subsidiaries of Alleghany Insurance Holdings LLC (AIHL).

TransRe, through its principal wholly-owned subsidiaries, Transatlantic Reinsurance Company (TRC), TransRe Zurich Ltd. (TRZ) and Fair American Insurance and Reinsurance Company (FAIRCO), offers reinsurance capacity to reinsurance and insurance companies for property and casualty products. These products are distributed through brokers and on a direct basis, in both the domestic and foreign markets. TransRe is headquartered in New York, New York with six other locations in the United States and has operations worldwide, including: Africa, Australia, Bermuda, Canada, three locations in Asia, three locations in Central and South America, and seven locations in the United Kingdom and Europe. One or both of TRC and FAIRCO are licensed, accredited or authorized or can serve as a reinsurer in the 50 states and the District of Columbia and in Puerto Rico and Guam. TRC is also licensed in Bermuda, Canada, Japan, the United Kingdom, the Dominican Republic, the Hong Kong Special Administrative Region of the People s Republic of China, Germany and Australia. In addition, TRZ is licensed as a reinsurer in Switzerland.

AIHL s insurance business is conducted through its wholly-owned subsidiaries RSUI Group, Inc. (RSUI), Capitol Transamerica Corporation and Platte River Insurance Company (collectively, CATA), and Pacific Compensation Corporation (PCC).

Alleghany s equity investments, including those held by TransRe s and AIHL s operating units, are managed primarily by Alleghany Capital Partners LLC, an indirect, wholly-owned subsidiary of Alleghany. Alleghany also owns and manages properties in the Sacramento, California region through its subsidiary Alleghany Properties Holdings LLC (Alleghany Properties). On April 26, 2012, Alleghany s majority-owned subsidiary BKH Holdings, Inc. acquired Bourn & Koch, Inc. (BKI), a manufacturer and remanufacturer/retrofitter of precision machine tools and supplier of replacement parts, headquartered in Rockford, Illinois.

In addition, Alleghany owns approximately 33 percent of the outstanding shares of common stock of Homesite Group Incorporated (Homesite), a national, full-service, mono-line provider of homeowners insurance, and approximately 38 percent of ORX Exploration, Inc. (ORX), a regional oil and gas exploration and production company. These investments are reflected in Alleghany s financial statements in other invested assets. Alleghany also makes strategic investments in operating companies and conducts other activities at the parent level.

The financial statements contained in this Quarterly Report on Form 10-Q are unaudited, but reflect all adjustments that, in the opinion of management, are necessary for a fair statement of results of the interim periods covered thereby. All adjustments are of a normal and recurring nature except as described herein.

The accompanying consolidated financial statements include the results of Alleghany and its wholly-owned and majority-owned subsidiaries and have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP). All significant inter-company balances and transactions have been eliminated in consolidation. The results of TransRe are included starting from the Acquisition Date and the results of BKI are included starting from April 26, 2012.

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, as well as the reported amounts of revenues and expenses during the reporting period. Alleghany relies on historical experience and on various other assumptions that it believes to be reasonable under the circumstances to make judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ materially from those reported results to the extent that those

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estimates and assumptions prove to be inaccurate. Changes in estimates are reflected in the consolidated statement of earnings and comprehensive income in the period in which the change is made. The results of operations for any interim period are not necessarily indicative of results for the full year.

Table of Contents**(b) Significant Accounting Principles**

Alleghany's significant accounting policies can be found in Note 1 to the Notes to Consolidated Financial Statements set forth in Part II, Item 8 of the 2012 10-K.

(c) Recent Accounting Standards*Recently Adopted*

In January 2013, the Financial Accounting Standards Board (the "FASB") issued guidance on the amounts reclassified out of accumulated other comprehensive income. Other comprehensive income includes gains and losses that are initially excluded from net earnings for a given period, and later reclassified out of accumulated other comprehensive income into net earnings. This guidance requires companies to disclose information about reclassifications out of accumulated other comprehensive income in one place. This guidance is effective for interim and annual periods beginning after December 15, 2012. Alleghany adopted this guidance in the first quarter of 2013, and the implementation did not have an impact on its results of operations and financial condition. See Note 6(b).

In December 2011, the FASB issued guidance on disclosure requirements related to offsetting arrangements. The guidance provides for additional financial statement disclosure regarding offsetting and related arrangements to enable financial statement users to understand the effect of those arrangements on an entity's financial position. This guidance is effective for interim and annual reporting periods beginning on or after January 1, 2013. Alleghany adopted this guidance in the first quarter of 2013, and the implementation did not have a material impact on its results of operations and financial condition.

2. Fair Value of Financial Instruments

The carrying values and estimated fair values of Alleghany's consolidated financial instruments as of March 31, 2013 and December 31, 2012 were as follows:

	March 31, 2013		December 31, 2012	
	Carrying Value	Fair Value	Carrying Value	Fair Value
	(in millions)			
Assets				
Investments (excluding equity method investments) ⁽¹⁾	\$ 18,015.4	\$ 18,015.4	\$ 17,831.8	\$ 17,831.8
Liabilities				
Senior Notes ⁽²⁾	\$ 1,807.3	\$ 1,984.2	\$ 1,811.5	\$ 1,946.7

(1) This table includes available-for-sale ("AFS") investments (debt and equity securities as well as partnership investments carried at fair value that are included in other invested assets). This table excludes investments accounted for using the equity method and certain loans receivable that are carried at cost, all of which are included in other invested assets. The fair value of short-term investments approximates amortized cost. The fair value of all other categories of investments is presented below.

(2) See Note 8 to the Notes to the Consolidated Financial Statements set forth in Part II, Item 8 of the 2012 10-K for additional information.

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Alleghany's financial instruments measured at fair value and the level of the fair value hierarchy of inputs used as of March 31, 2013 and December 31, 2012 were as follows:

	Level 1	Level 2 (in millions)	Level 3	Total
As of March 31, 2013				
Equity securities:				
Common stock ⁽¹⁾	\$ 2,004.9	\$	\$	\$ 2,004.9
Preferred stock				
Total equity securities	2,004.9			2,004.9
Debt securities:				
U.S. Government obligations		522.1		522.1
Municipal bonds		6,321.8		6,321.8
Foreign government obligations		821.1		821.1
U.S. corporate bonds		2,836.4	6.1	2,842.5
Foreign corporate bonds		1,950.1		1,950.1
Mortgage and asset-backed securities:				
Residential mortgage-backed securities (RMBS ⁽²⁾)		1,549.3	61.9	1,611.2
Commercial mortgage-backed securities (CMBS)		553.7	73.9	627.6
Other asset-backed securities		410.0	4.1	414.1
Total debt securities		14,964.5	146.0	15,110.5
Short-term investments		757.1		757.1
Other invested assets (excluding equity method investments) ⁽³⁾			142.9	142.9
Total investments (excluding equity method investments)	\$ 2,004.9	\$ 15,721.6	\$ 288.9	\$ 18,015.4
Senior Notes	\$	\$ 1,984.2	\$	\$ 1,984.2

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	Level 1	Level 2	Level 3	Total
	(in millions)			
As of December 31, 2012				
Equity securities:				
Common stock ⁽¹⁾	\$ 1,424.0	\$	\$	\$ 1,424.0
Preferred stock				
Total equity securities	1,424.0			1,424.0
Debt securities:				
U.S. Government obligations		522.9		522.9
Municipal bonds		6,304.1		6,304.1
Foreign government obligations		816.0		816.0
U.S. corporate bonds		3,485.3	30.4	3,515.7
Foreign corporate bonds		2,198.5		2,198.5
Mortgage and asset-backed securities:				
RMBS ⁽²⁾		1,602.9	59.6	1,662.5
CMBS		434.0	76.1	510.1
Other asset-backed securities		463.8	5.9	469.7
Total debt securities		15,827.5	172.0	15,999.5
Short-term investments		366.0		366.0
Other invested assets (excluding equity method investments) ⁽³⁾			42.3	42.3
Total investments (excluding equity method investments)	\$ 1,424.0	\$ 16,193.5	\$ 214.3	\$ 17,831.8
Senior Notes	\$	\$ 1,946.7	\$	\$ 1,946.7

(1) Of the \$2,004.9 million and \$1,424.0 million of fair value as of March 31, 2013 and December 31, 2012, respectively, \$775.0 million and \$542.2 million, respectively, related to certain energy sector businesses.

(2) Primarily includes government agency pass-through securities guaranteed by a government agency or government sponsored enterprise, among other types of RMBS.

(3) Includes partnership and non-marketable equity investments accounted for on an AFS basis.

In the three months ended March 31, 2013, there were no transfers among Levels 1, 2 or 3.

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The following table presents a reconciliation of the changes during the three months ended March 31, 2013 in Level 3 assets measured at fair value:

Three Months Ended March 31, 2013	Debt Securities Mortgage and asset-backed				Other Invested Assets ⁽¹⁾	Total
	U.S. Corporate Bonds	RMBS	CMBS	Other Asset- backed Securities		
	(in millions)					
Balance as of January 1, 2013	\$ 30.4	\$ 59.6	\$ 76.1	\$ 5.9	\$ 42.3	\$ 214.3
Net realized/unrealized gains (losses) included in:						
Net earnings ⁽²⁾	0.3	(0.8)	(0.2)	0.1		(0.6)
Other comprehensive income	(0.4)	5.2	(1.0)	(0.4)	0.6	4.0
Purchases					100.0	100.0
Sales	(23.8)					(23.8)
Issuances						
Settlements	(0.4)	(2.1)	(1.0)	(1.5)		(5.0)
Transfers into Level 3						
Transfers out of Level 3						
Balance as of March 31, 2013	\$ 6.1	\$ 61.9	\$ 73.9	\$ 4.1	\$ 142.9	\$ 288.9

(1) Includes partnership and non-marketable equity investments accounted for on an AFS basis.

(2) There were no other than temporary impairment (OTTI) losses recorded in net earnings related to Level 3 instruments still held as of March 31, 2013.

Net unrealized losses related to Level 3 investments as of March 31, 2013 and December 31, 2012 were not material.

See Note 1(c) to the Notes to the Consolidated Financial Statements set forth in Part II, Item 8 of the 2012 10-K for Alleghany's accounting policy on fair value.

3. Investments**(a) Unrealized Gains and Losses**

The amortized cost or cost and the fair value of AFS securities as of March 31, 2013 and December 31, 2012 are summarized as follows (in millions):

	Amortized Cost or Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
As of March 31, 2013				
Equity securities:				
Common stock*	\$ 1,852.6	\$ 208.6	\$ (56.3)	\$ 2,004.9
Preferred stock				
Total equity securities	1,852.6	208.6	(56.3)	2,004.9
Debt securities:				
U.S. Government obligations	515.7	6.6	(0.2)	522.1

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Municipal bonds	6,163.9	167.0	(9.1)	6,321.8
Foreign government obligations	805.3	16.3	(0.5)	821.1
U.S. corporate bonds	2,785.0	59.5	(2.0)	2,842.5
Foreign corporate bonds	1,894.2	56.6	(0.7)	1,950.1
Mortgage and asset-backed securities:				
RMBS	1,574.3	45.7	(8.8)	1,611.2
CMBS	609.0	19.8	(1.2)	627.6
Other asset-backed securities	408.4	5.8	(0.1)	414.1
Total debt securities	14,755.8	377.3	(22.6)	15,110.5
Short-term investments	757.1			757.1
Total	\$ 17,365.5	\$ 585.9	\$ (78.9)	\$ 17,872.5

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	Amortized Cost or Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
As of December 31, 2012				
Equity securities:				
Common stock*	\$ 1,436.5	\$ 90.3	\$ (102.8)	\$ 1,424.0
Preferred stock				
Total equity securities	1,436.5	90.3	(102.8)	1,424.0
Debt securities:				
U.S. Government obligations	514.9	8.1	(0.1)	522.9
Municipal bonds	6,122.6	185.9	(4.4)	6,304.1
Foreign government obligations	800.9	15.6	(0.5)	816.0
U.S. corporate bonds	3,448.1	69.7	(2.1)	3,515.7
Foreign corporate bonds	2,137.7	61.1	(0.3)	2,198.5
Mortgage and asset-backed securities:				
RMBS	1,617.4	50.8	(5.7)	1,662.5
CMBS	486.6	26.1	(2.6)	510.1
Other asset-backed securities	465.1	4.6		469.7
Total debt securities	15,593.3	421.9	(15.7)	15,999.5
Short-term investments	366.0			366.0
Total	\$ 17,395.8	\$ 512.2	\$ (118.5)	\$ 17,789.5

* Of the \$2,004.9 million and \$1,424.0 million of fair value as of March 31, 2013 and December 31, 2012, respectively, \$775.0 million and \$542.2 million, respectively, related to certain energy sector businesses.

(b) Contractual Maturity

The amortized cost and estimated fair value of debt securities as of March 31, 2013 by contractual maturity are shown below (in millions). 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.

	Amortized Cost or Cost	Fair Value
Short-term investments due in one year or less	\$ 757.1	\$ 757.1
Mortgage and asset-backed securities*	2,591.7	2,652.9
Debt securities with maturity dates:		
One year or less	619.2	621.5
Over one through five years	4,223.2	4,297.3
Over five through ten years	3,661.3	3,784.0
Over ten years	3,660.4	3,754.8
Total debt securities	14,755.8	15,110.5
Equity securities	1,852.6	2,004.9
Total	\$ 17,365.5	\$ 17,872.5

* Mortgage and asset-backed securities by their nature do not generally have single maturity dates.

Table of Contents**(c) Net Investment Income**

Net investment income for the three months ended March 31, 2013 and 2012 was as follows (in millions):

	Three Months Ended March 31,	
	2013	2012
Interest income	\$ 83.5	\$ 41.1
Dividend income	15.1	1.9
Investment expenses	(5.0)	(2.8)
Equity income (losses) of Homesite	21.4	14.6
Equity income (losses) of ORX	0.7	(1.8)
Equity income of Pillar Investments*	1.6	
Other investment income	1.5	0.2
Total	\$ 118.8	\$ 53.2

* See Note 3(g) for discussion of the Pillar Investments.

As of March 31, 2013, non-income producing invested assets were insignificant.

(d) Realized Gains and Losses

The proceeds from sales of AFS securities were \$3.0 billion and \$0.7 billion for the three months ended March 31, 2013 and 2012, respectively.

Realized capital gains and losses in the three months ended March 31, 2013 and 2012 arose primarily from the sales of equity securities. Realized capital gains for the three months ended March 31, 2012 include \$63.1 million of capital gains from the sales of shares of common stock of Exxon Mobil Corporation in January 2012. The amount of gross realized capital gains and gross realized capital losses of AFS securities for the three months ended March 31, 2013 and 2012 were as follows (in millions):

	Three Months Ended March 31,	
	2013	2012
Gross realized capital gains	\$ 61.7	\$ 72.9
Gross realized capital losses	(10.8)	(4.9)
Net realized capital gains	\$ 50.9	\$ 68.0

Gross realized loss amounts exclude OTTI losses, as discussed below.

(e) OTTI losses

Alleghany holds its equity and debt securities as AFS, and as such, these securities are recorded at fair value. Alleghany continually monitors the difference between cost and the estimated fair value of its investments, which involves uncertainty as to whether declines in value are temporary in nature. The analysis of any individual security's decline in value is performed in its functional currency. If the decline of a particular investment is deemed temporary, Alleghany records the decline as an unrealized loss in stockholders' equity. If the decline is deemed to be other than temporary, Alleghany writes its cost- or amortized cost-basis down to the fair value of the investment and records an OTTI loss on its statement of earnings. In addition, any portion of such decline that relates to debt securities that is believed to arise from factors other than credit is recorded as a component of other comprehensive income, rather than charged against earnings.

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Management's assessment of equity securities initially involves an evaluation of all securities that are in an unrealized loss position, regardless of the duration or severity of the loss, as of the applicable balance sheet date. Such initial review consists primarily of assessing whether: (i) there has been a negative credit or news event with respect to the issuer that could indicate the existence of an OTTI; and (ii) Alleghany has the ability and intent to hold an equity security for a period of time sufficient to allow for an anticipated recovery (generally considered to be less than one year from the balance sheet date).

To the extent that an equity security in an unrealized loss position is not impaired based on the initial review described above, Alleghany then further evaluates such equity security and deems it to be other-than-temporarily impaired if it has been in an unrealized loss position for 12 months or more or if its unrealized loss position is greater than 50 percent of its cost, absent compelling evidence to the contrary.

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Alleghany then evaluates those equity securities where the unrealized loss is 20 percent or more of cost as of the balance sheet date or which have been in an unrealized loss position continuously for six months or more preceding the balance sheet date. This evaluation takes into account quantitative and qualitative factors in determining whether such securities are other-than-temporarily impaired including: (i) market valuation metrics associated with the equity security (e.g., dividend yield and price-to-earnings ratio); (ii) current views on the equity security, as expressed by either Alleghany's internal stock analysts and/or by third party stock analysts or rating agencies; and (iii) discrete credit or news events associated with a specific company, such as negative news releases and rating agency downgrades with respect to the issuer of the investment.

Debt securities in an unrealized loss position are evaluated for OTTI if they meet any of the following criteria: (i) they are trading at a 20 percent discount to amortized cost for an extended period of time (nine consecutive months or longer); (ii) there has been a negative credit or news event with respect to the issuer that could indicate the existence of an OTTI; or (iii) Alleghany intends to sell or it is more likely than not that Alleghany will sell the debt security before recovery of its amortized cost basis.

If Alleghany intends to sell, or it is more likely than not that Alleghany will sell, a debt security before recovery of its amortized cost basis, the total amount of the unrealized loss position is recognized as an OTTI loss in earnings. To the extent that a debt security that is in an unrealized loss position is not impaired based on the preceding, Alleghany will consider a debt security to be impaired when it believes it to be probable that Alleghany will not be able to collect the entire amortized cost basis. For debt securities in an unrealized loss position as of the end of each quarter, Alleghany develops a best estimate of the present value of expected cash flows. If the results of the cash flow analysis indicate Alleghany will not recover the full amount of its amortized cost basis in the security, Alleghany records an OTTI loss in earnings equal to the difference between the present value of expected cash flows and the amortized cost basis of the security. If applicable, the difference between the total unrealized loss position on the security and the OTTI loss recognized in earnings is the non-credit related portion and is recorded as a component of other comprehensive income.

In developing the cash flow analyses for debt securities, Alleghany considers various factors for the different categories of debt securities. For municipal bonds, Alleghany takes into account the taxing power of the issuer, source of revenue, credit risk and credit enhancements and pre-refunding. For mortgage and asset-backed securities, Alleghany discounts its best estimate of future cash flows at an effective rate equal to the original effective yield of the security or, in the case of floating rate securities, at the current coupon. Alleghany's models include assumptions about prepayment speeds, default and delinquency rates, and underlying collateral (if any), as well as credit ratings, credit enhancements and other observable market data. For corporate bonds, Alleghany reviews business prospects, credit ratings and available information from asset managers and rating agencies for individual securities.

OTTI losses for the first quarter of 2013 reflect \$32.3 million of unrealized losses that were deemed to be other than temporary and, as such, were required to be charged against earnings. Upon the ultimate disposition of securities for which OTTI losses have been recorded, a portion of the loss may be recoverable depending on market conditions at the time of disposition. Of the \$32.3 million, \$31.9 million related to the equity securities of a single issuer in the chemical sector, and \$0.4 million related to debt securities. The determination that unrealized losses on such securities were other than temporary was primarily based on the duration of the decline in fair value of such securities relative to their cost as of the balance sheet date.

OTTI losses for the three months ended March 31, 2012 reflect \$1.8 million of unrealized losses that were deemed to be other than temporary and, as such, were required to be charged against earnings. Of the \$1.8 million, \$0.9 million related to an equity security in the energy sector and \$0.9 million related to debt securities. The determination that unrealized losses on such securities were other than temporary was primarily based on the duration of the decline in fair value of such securities relative to their cost as of the balance sheet date.

After adjusting the cost basis of securities for the recognition of OTTI losses, the remaining gross unrealized investment losses for debt and equity securities as of March 31, 2013 were deemed to be temporary, based on, among other things: (i) the duration of time and the relative magnitude to which fair values of these investments has been below cost was not indicative of an OTTI loss (for example, no equity security was in a continuous unrealized loss position for 12 months or more as of March 31, 2013); (ii) the absence of compelling evidence that would cause Alleghany to call into question the financial condition or near-term prospects of the issuer of the investment; and (iii) Alleghany's ability and intent to hold the investment for a period of time sufficient to allow for any anticipated recovery.

Alleghany may ultimately record a realized loss after having originally concluded that the decline in value was temporary. Risks and uncertainties are inherent in the methodology Alleghany uses to assess other-than-temporary declines in value. Risks and uncertainties could include, but are not limited to, incorrect assumptions about financial condition, liquidity or future prospects, inadequacy of any underlying collateral, and unfavorable changes in economic conditions or social trends, interest rates or credit ratings.

Table of Contents**(f) Aging of Gross Unrealized Losses**

As of March 31, 2013 and December 31, 2012, gross unrealized investment losses and related fair values for debt securities and equity securities, grouped by length of time in a continuous unrealized loss position, were as follows (in millions):

	Less Than 12 Months		12 Months or More		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
As of March 31, 2013						
Equity securities:						
Common stock	\$ 602.5	\$ 56.3	\$	\$	\$ 602.5	\$ 56.3
Preferred stock						
Total equity securities	602.5	56.3			602.5	56.3
Debt securities:						
U.S. Government obligations	65.4	0.2			65.4	0.2
Municipal bonds	807.7	6.3	136.8	2.8	944.5	9.1
Foreign government obligations	62.6	0.5			62.6	0.5
U.S. corporate bonds	228.5	2.0	5.4		233.9	2.0
Foreign corporate bonds	85.4	0.7	4.7		90.1	0.7
Mortgage and asset-backed securities:						
RMBS	620.8	7.5	8.8	1.3	629.6	8.8
CMBS	133.1	0.9	4.4	0.3	137.5	1.2
Other asset-backed securities	48.0	0.1	0.5		48.5	0.1
Total debt securities	2,051.5	18.2	160.6	4.4	2,212.1	22.6
Total temporarily impaired securities	\$ 2,654.0	\$ 74.5	\$ 160.6	\$ 4.4	\$ 2,814.6	\$ 78.9

	Less Than 12 Months		12 Months or More		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
As of December 31, 2012						
Equity securities:						
Common stock	\$ 796.1	\$ 102.8	\$	\$	\$ 796.1	\$ 102.8
Preferred stock						
Total equity securities	796.1	102.8			796.1	102.8
Debt securities:						
U.S. Government obligations	7.1	0.1			7.1	0.1
Municipal bonds	1,006.6	4.4	0.5		1,007.1	4.4
Foreign government obligations	102.3	0.5			102.3	0.5
U.S. corporate bonds	404.4	2.1			404.4	2.1
Foreign corporate bonds	111.4	0.3			111.4	0.3
Mortgage and asset-backed securities:						
RMBS	291.4	5.7	0.6		292.0	5.7
CMBS	50.2	1.3	7.8	1.3	58.0	2.6
Other asset-backed securities	2.2		0.9		3.1	
Total debt securities	1,975.6	14.4	9.8	1.3	1,985.4	15.7

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Total temporarily impaired securities	\$ 2,771.7	\$ 117.2	\$ 9.8	\$ 1.3	\$ 2,781.5	\$ 118.5
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As of March 31, 2013, Alleghany held a total of 384 debt and equity securities that were in an unrealized loss position, of which 28 securities, all debt securities, were in an unrealized loss position continuously for 12 months or more. Such unrealized losses associated with debt securities consisted primarily of municipal bonds and RMBS.

As of March 31, 2013, substantially all of Alleghany's debt securities were rated investment grade, with approximately 1.8 percent of debt securities having issuer credit ratings that were below investment grade or not rated.

Table of Contents**(g) Investments in Variable Interest Entities**

In December 2012, TransRe obtained an ownership interest in Pillar Capital Holdings Limited (Pillar Holdings), a Bermuda-based insurance asset manager focused on collateralized reinsurance and catastrophe insurance-linked securities. Additionally, TransRe invested \$175.0 million and AIHL invested \$25.0 million in limited partnership funds (the Funds), which are managed by Pillar Holdings. In the first quarter of 2013, TransRe invested an additional \$25.0 million in the Funds. The objective of the Funds is to create portfolios with attractive risk-reward characteristics and low correlation with other asset classes, using the extensive reinsurance and capital market experience of the principals of Pillar Holdings. Alleghany has concluded that both Pillar Holdings and the Funds (collectively, the Pillar Investments) represent variable interest entities and that Alleghany is not the primary beneficiary, as it does not have the ability to direct the activities that most significantly impact each entity's economic performance. Therefore, the Pillar Investments are not consolidated and are accounted for under the equity method of accounting. Alleghany's potential maximum loss is limited to its aggregate investment of \$225.0 million. As of March 31, 2013, Alleghany's carrying value in the Pillar Investments, as determined under the equity method of accounting, was \$226.6 million, which is reported in other invested assets on its consolidated balance sheets.

4. Reinsurance Ceded

Alleghany reinsures portions of the risks it underwrites in order to reduce the effect of individual or aggregate exposure to losses, manage capacity, protect capital resources, reduce volatility in specific lines, improve risk-adjusted portfolio returns, and enable Alleghany to increase gross premium writings and risk capacity without requiring additional capital. If the assuming reinsurers are unable or unwilling to meet the obligations assumed under the applicable reinsurance agreements, Alleghany's reinsurance and insurance operating units would remain liable for such reinsurance portion not paid by their reinsurers.

Reinsurance contracts are typically pro rata treaties, which include surplus share treaties, and excess-of loss treaties. Under pro rata reinsurance, Alleghany and its reinsurers share premiums, losses and expenses in an agreed upon proportion. Excess-of-loss reinsurance provides reimbursement to Alleghany for losses in excess of a certain amount up to a predetermined limit in exchange for consideration generally based on a percentage of premiums of the individual policy or policies.

A discussion of the more significant programs follows.

As discussed in the 2012 10-K, RSUI reinsures its property lines of business through a program consisting of surplus share treaties, facultative placements, per risk, and catastrophe excess of loss treaties. RSUI's catastrophe reinsurance program (which covers catastrophe risks including, among others, windstorms and earthquakes) and per risk reinsurance program run on an annual basis from May 1 to the following April 30 and thus expired on April 30, 2013. RSUI placed its catastrophe reinsurance program for the 2013-2014 period, and the new program is similar to the expired program.

The new catastrophe reinsurance program provides coverage in three layers for \$500.0 million of losses in excess of a \$100.0 million net retention after application of the surplus share treaties, facultative reinsurance and per risk covers. The first layer provides coverage for \$100.0 million of losses, before a 60.0 percent co-participation by RSUI, in excess of the \$100.0 million net retention, the second layer provides coverage for \$300.0 million of losses, before a 5.0 percent co-participation by RSUI, in excess of \$200.0 million and the third layer provides coverage for \$100.0 million of losses in excess of \$500.0 million, with no co-participation by RSUI. In addition, RSUI's property per risk reinsurance program for the 2013-2014 period provides RSUI with coverage for \$90.0 million of losses, before a 10.0 percent co-participation by RSUI, in excess of a \$10.0 million net retention per risk after application of the surplus share treaties and facultative reinsurance.

5. Income Taxes

The effective tax rate for the first three months of 2013 was 22.5 percent, compared with 8.3 percent for the first three months of 2012. The higher effective tax rate in the first three months of 2013 primarily reflects the absence of a gain on bargain purchase, which had a significant impact in the first three months of 2012. The gain on bargain purchase resulted in a significant increase in earnings before income taxes without a corresponding increase in income taxes. The impact of the gain on bargain purchase on the effective tax rate in the first three months of 2012 was partially offset by the impact of certain non-deductible transaction costs in the first three months of 2012, which resulted in losses before income taxes without a corresponding decrease in income taxes. As a result of these non-recurring, merger-related items, the effective tax rate for the first three months of 2012 was reduced by a net 10.8 percentage points.

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Alleghany believes that, as of March 31, 2013, it had no material uncertain tax positions. Interest and penalties relating to unrecognized tax expenses (benefits) are recognized in income tax expense, when applicable. There was no liability for interest or penalties accrued as of March 31, 2013.

Table of Contents**6. Stockholders Equity****(a) Common Stock Repurchases**

In October 2012, Alleghany's Board of Directors authorized the repurchase of shares of Common Stock, at such times and at prices as management determines advisable, up to an aggregate of \$300.0 million. In the first three months of 2013, Alleghany repurchased an aggregate of 89,751 shares of its common stock in the open market for \$31.6 million, at an average price per share of \$351.82.

(b) Accumulated Other Comprehensive Income

The following table presents a reconciliation of the changes during the three months ended March 31, 2013 in accumulated other comprehensive income (in millions):

	Unrealized Appreciation of Investments	Unrealized Currency Translation Adjustment	Retirement Plans	Total
Balance as of January 1, 2013	\$ 263.3	\$ (13.4)	\$ 0.6	\$ 250.5
Other comprehensive income, net of tax:				
Other comprehensive income before reclassifications	85.2	(10.0)	(0.1)	75.1
Reclassifications from accumulated other comprehensive income	(12.1)			(12.1)
Total	73.1	(10.0)	(0.1)	63.0
Balance as of March 31, 2013	\$ 336.4	\$ (23.4)	\$ 0.5	\$ 313.5

Reclassifications out of accumulated other comprehensive income for the three months ended March 31, 2013 were as follows (in millions):

Accumulated Other Comprehensive Income Component	Line in Consolidated Statement of Earnings	
Unrealized appreciation of investments:	Net realized capital gains	\$ (50.9)
	Other than temporary impairment losses	32.3
	Income taxes	6.5
Total reclassifications:	Net earnings	\$ (12.1)

7. Earnings Per Share of Common Stock

The following is a reconciliation of the earnings and share data used in the basic and diluted earnings per share computations for the three months ended March 31, 2013 and 2012 (dollars in millions):

	Three Months Ended March 31,	
	2013	2012
Net earnings	\$ 196.3	\$ 560.1
Effect of dilutive securities		0.2

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Income available to common stockholders for diluted earnings per share	\$ 196.3	\$ 560.3
Weighted average common shares outstanding applicable to basic earnings per share	16,822,056	10,945,269
Effect of dilutive securities		28,160
Adjusted weighted average common shares outstanding applicable to diluted earnings per share	16,822,056	10,973,429

Contingently issuable shares of 53,720 and 37,899 were potentially available during the first quarter of 2013 and 2012, respectively, but were not included in the computations of diluted earnings per share because the impact was anti-dilutive to the earnings per share calculation.

Table of Contents**8. Commitments and Contingencies****(a) Legal Proceedings**

Alleghany's subsidiaries are parties to pending litigation and claims in connection with the ordinary course of their businesses. Each such subsidiary makes provisions for estimated losses to be incurred in such litigation and claims, including legal costs. In the opinion of management, such provisions are adequate.

On November 20, 2011, Alleghany entered into an Agreement and Plan of Merger (the "Merger Agreement") with its wholly-owned subsidiary Shoreline Merger Sub, LLC (subsequently converted into a corporation) ("Merger Sub") and Transatlantic Holdings, Inc. ("Old TransRe"). On March 6, 2012, Old Transatlantic was merged with and into Merger Sub, which was renamed Transatlantic Holdings, Inc., and became a wholly-owned subsidiary of Alleghany. In connection with the merger, Alleghany, Merger Sub and Old TransRe, among others, were named as defendants in three putative stockholder class action lawsuits, one consolidated lawsuit filed in the Court of Chancery of the State of Delaware (the "Court") and two lawsuits filed in the Supreme Court of the State of New York. Such lawsuits challenged the merger and alleged that Alleghany, Merger Sub and Old TransRe aided and abetted an alleged breach of fiduciary duty by Old TransRe's board of directors in connection with the merger, among other allegations.

On January 30, 2012, Alleghany and the other defendants entered into a memorandum of understanding with the plaintiffs regarding the settlement of these three putative stockholder class actions against Alleghany, Merger Sub, Old TransRe, Old TransRe's directors, and Allied World Assurance Company Holdings, AG, among others. Pursuant to the terms of the proposed settlement, certain supplemental disclosures were made related to the merger. The memorandum of understanding contemplated that the parties would enter into a stipulation of settlement. On October 12, 2012, the parties entered into a stipulation of settlement that includes customary conditions, including court approval following notice to Old TransRe's stockholders. On January 10, 2013, a hearing was held before the Court to consider the fairness, reasonableness, and adequacy of the settlement, as well as plaintiffs' counsel's petition for an award of attorneys' fees and expenses not to exceed \$0.5 million, to be paid, or cause to be paid, by TransRe. At the hearing, the Chancellor declined to approve the settlement, but granted plaintiffs' counsel an opportunity to make a supplemental submission addressing, among other things, the materiality of the supplemental disclosures made in connection with the settlement. On January 29, 2013, the plaintiffs filed such supplemental submission. On February 28, 2013, another hearing was held before the Court to consider the proposed settlement. At that hearing, the Court declined to approve the settlement and, on March 13, 2013, the Court entered an order dismissing the consolidated Delaware action without prejudice. On April 25, 2013, one of the two lawsuits filed in the Supreme Court of the State of New York was discontinued. On April 26, 2013, the remaining lawsuit was also discontinued.

(b) Indemnification Obligations

On July 14, 2005, Alleghany completed the sale of its worldwide industrial minerals business. Pursuant to the terms of the sale, Alleghany undertook certain indemnification obligations, including a general indemnification for breaches of representations and warranties, and a special indemnification related to products liability claims arising from events that occurred during pre-closing periods, including the period of Alleghany ownership, that will expire on July 31, 2016. Additional information about these indemnification obligations can be found in Note 12(b) to the Notes to Consolidated Financial Statements set forth in Part II, Item 8 of the 2012 10-K.

(c) Leases

Alleghany leases certain facilities, furniture and equipment under long-term lease agreements.

(d) Asbestos and Environmental Impairment Exposure

Loss and loss adjustment expenses ("LAE") include amounts for risks relating to asbestos-related illnesses and environmental impairment. As of March 31, 2013 and December 31, 2012, such gross and net reserves were as follows (in millions):

	March 31, 2013		December 31, 2012	
	Gross	Net	Gross	Net
TransRe	\$ 528.2	\$ 404.8	\$ 512.4	\$ 394.5
CATA	13.4	13.3	13.5	13.5
Total	\$ 541.6	\$ 418.1	\$ 525.9	\$ 408.0

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The reserves carried for such claims, including the incurred but not reported portion, are based upon known facts and current law at the respective balance sheet dates. However, significant uncertainty exists in determining the amount of ultimate liability for asbestos-related illness and environmental impairment losses, particularly for those occurring in 1985 and prior, which represents the majority of TransRe's asbestos-related illness and environmental impairment reserves. This uncertainty is due to inconsistent court resolutions and judicial interpretations with respect to underlying policy intent and coverage and uncertainties as to the allocation of responsibility for resultant damages, among other reasons. Further, possible changes in statutes, laws, regulations, theories of liability and other factors could have a material effect on these liabilities and, accordingly, future earnings.

(e) Equity Holdings Concentration

As of March 31, 2013 and December 31, 2012, Alleghany had a concentration of market risk in its AFS equity securities portfolio with respect to certain energy sector businesses of \$775.0 million and \$542.2 million, respectively.

9. Segments of Business***(a) Overview***

Alleghany's segments are reported in a manner consistent with the way management evaluates the businesses. As such, Alleghany classifies its business into two reportable segments—reinsurance and insurance. In addition, reinsurance and insurance underwriting activities are evaluated separately from investment and corporate activities. Net realized capital gains and OTTI losses are not considered relevant in evaluating investment performance on an annual basis. Segment accounting policies are described in Note 1 to the Notes to the Consolidated Financial Statements set forth in Part II, Item 8 of the 2012 10-K.

The reinsurance segment consists of property and casualty reinsurance operations conducted by TransRe's reinsurance operating units and is further reported by major product lines (property and casualty & other). TransRe provides property and casualty reinsurance to insurers and reinsurers through brokers and on a direct basis to ceding companies. TransRe also writes a modest amount of insurance business, which is included in the reinsurance segment. Approximately half of the premiums earned by TransRe's operations are generated by offices located in Canada, Europe, Asia, Australia, Africa and those serving Latin America and the Caribbean. Although the majority of the premiums earned by these offices typically relate to the regions where they are located, a significant portion may be derived from other regions of the world, including the United States. In addition, although a significant portion of the assets and liabilities of these foreign offices generally relate to the countries where ceding companies and reinsurers are located, most investments are located in the country of domicile of these offices.

The insurance segment consists of property and casualty insurance operations conducted by AIHL through RSUI, CATA and PCC. RSUI also writes a modest amount of assumed reinsurance business, which is included in the insurance segment.

The primary components of corporate activities are Alleghany Properties, Alleghany's investments in Homesite and ORX and strategic investments and other activities at the parent level. As of April 26, 2012, corporate activities also includes the operating results of BKI. Corporate activities also includes interest expense associated with senior notes issued by Alleghany, whereas interest expense associated with senior notes issued by TransRe is included in Total Segments. Information related to the senior notes can be found in Note 8 to the Notes to the Consolidated Financial Statements set forth in Part II, Item 8 of the 2012 10-K.

Table of Contents**(b) Results**

Segment results for Alleghany's two reportable segments and for corporate activities for the three months ended March 31, 2013 and March 31, 2012 (which include TransRe from March 6, 2012 through March 31, 2012) are shown in the tables below:

Three Months Ended March 31, 2013	Reinsurance Segment			Insurance Segment				Total Segments	Corporate Activities ⁽²⁾	Consolidated
	Property	Casualty & Other ⁽¹⁾	Total	RSUI	CATA	PCC	Total			
	(in millions)									
Gross premiums written	\$ 270.1	\$ 637.6	\$ 907.7	\$ 285.8	\$ 40.2	\$ 9.1	\$ 335.1	\$ 1,242.8	\$ (5.3)	\$ 1,237.5
Net premiums written	236.7	629.3	866.0	181.2	37.8	8.9	227.9	1,093.9		1,093.9
Net premiums earned	250.1	603.8	853.9	175.7	37.3	8.1	221.1	1,075.0		1,075.0
Net loss and LAE	56.2	415.0	471.2	70.4	18.1	7.7	96.2	567.4		567.4
Commissions, brokerage and other underwriting expenses	62.4	188.9	251.3	48.4	19.5	7.0	74.9	326.2		326.2
Underwriting profit (loss) ⁽³⁾	\$ 131.5	\$ (0.1)	\$ 131.4	\$ 56.9	\$ (0.3)	\$ (6.6)	\$ 50.0	181.4		181.4
Net investment income								93.3	25.5	118.8
Net realized capital gains								49.3	1.6	50.9
Other than temporary impairment losses								(32.3)		(32.3)
Gain on bargain purchase										
Other income								0.7	10.5	11.2
Other operating expenses								20.4	10.4	30.8
Corporate administration									12.4	12.4
Amortization of intangible assets								11.6		11.6
Interest expense								12.4	9.4	21.8
Earnings before income taxes								\$ 248.0	\$ 5.4	\$ 253.4

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Three Months Ended March 31, 2012	Reinsurance Segment			Insurance Segment			Total Segments	Corporate Activities ⁽²⁾	Consolidated	
	Property	Casualty & Other ⁽¹⁾	Total	RSUI	CATA	PCC				Total
	(in millions)									
Gross premiums written	\$ 71.1	\$ 175.0	\$ 246.1	\$ 247.3	\$ 38.5	\$ 2.7	\$ 288.5	\$ 534.6	\$ (1.2)	\$ 533.4
Net premiums written	63.7	172.6	236.3	158.9	36.3	2.7	197.9	434.2		434.2
Net premiums earned	66.1	177.0	243.1	153.9	34.7	2.5	191.1	434.2		434.2
Net loss and LAE	17.8	129.9	147.7	65.1	18.6	2.5	86.2	233.9		233.9
Commissions, brokerage and other underwriting expenses	8.1	21.1	29.2	44.8	19.2	6.7	70.7	99.9		99.9
Underwriting profit (loss) ⁽³⁾	\$ 40.2	\$ 26.0	\$ 66.2	\$ 44.0	\$ (3.1)	\$ (6.7)	\$ 34.2	100.4		100.4
Net investment income								40.7	12.5	53.2
Net realized capital gains								29.3	38.7	68.0
Other than temporary impairment losses								(1.8)		(1.8)
Gain on bargain purchase									494.9	494.9
Other income								0.3		0.3
Other operating expenses								13.8	1.9	15.7
Corporate administration									47.3	47.3
Amortization of intangible assets								31.9		31.9
Interest expense								4.8	4.3	9.1
Earnings before income taxes								\$ 118.4	\$ 492.6	\$ 611.0

- (1) Casualty & other primarily consists of assumed: directors and officers liability; errors and omissions liability; general liability; medical malpractice; ocean marine and aviation; auto liability; accident and health; surety; and credit.
- (2) Includes elimination of minor reinsurance activity between segments.
- (3) Represents net premiums earned less net loss and LAE and commissions, brokerage and other underwriting expenses, all as determined in accordance with GAAP, and does not include net investment income, net realized capital gains, OTTI losses, other income, other operating expenses, amortization of intangible assets or interest expense. Underwriting profit does not replace earnings before income taxes determined in accordance with GAAP as a measure of profitability. Rather, Alleghany believes that underwriting profit enhances the understanding of its segments' operating results by highlighting net earnings attributable to their underwriting performance. Earnings before income taxes (a GAAP measure) may show a profit despite an underlying underwriting loss. Where underwriting losses persist over extended periods, a reinsurance or an insurance company's ability to continue as an ongoing concern may be at risk. Therefore, Alleghany views underwriting profit as an important measure in the overall evaluation of performance.

(c) Identifiable assets and equity

As of March 31, 2013, the identifiable assets of the reinsurance segment, insurance segment and corporate activities were \$16.3 billion, \$5.8 billion and \$0.7 billion, respectively, of which cash and invested assets represented \$14.4 billion, \$4.2 billion and \$0.5 billion, respectively. As of March 31, 2013, Alleghany's equity attributable to the reinsurance segment, insurance segment and corporate activities was \$4.3 billion, \$2.4 billion and (\$0.1) billion, respectively.

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

References in this Quarterly Report on Form 10-Q for the quarter ended March 31, 2013, or this Form 10-Q, to the Company, Alleghany, we, and our refer to Alleghany Corporation and its consolidated subsidiaries unless the context otherwise requires. In addition, unless the context otherwise requires, references to

TransRe are to our reinsurance holding company subsidiary Transatlantic Holdings, Inc. and its subsidiaries,

TRC are to our subsidiary Transatlantic Reinsurance Company and its subsidiaries,

AIHL are to our insurance holding company subsidiary Alleghany Insurance Holdings LLC,

RSUI are to our subsidiary RSUI Group, Inc. and its subsidiaries,

CATA are to our subsidiary Capitol Transamerica Corporation and its subsidiaries, and also include the operations and results of Platte River Insurance Company unless the context otherwise requires,

PCC are to our subsidiary Pacific Compensation Corporation and its subsidiaries,

AIHL Re are to our subsidiary AIHL Re LLC,

Alleghany Capital Partners are to our subsidiary Alleghany Capital Partners LLC,

Alleghany Properties are to our subsidiary Alleghany Properties Holdings LLC and its subsidiaries, and

Bourn & Koch are to our majority-owned subsidiary BKH Holdings, Inc. and its subsidiary Bourn & Koch, Inc., or BKI.

Management's Discussion and Analysis of Financial Condition and Results of Operations and Quantitative and Qualitative Disclosures About Market Risk contain disclosures which are forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995. Forward-looking statements include all statements that do not relate solely to historical or current facts, and can be identified by the use of words such as may, will, expect, project, estimate, anticipate, plan, believe, potential, should, continue or the negative versions of comparable words. These forward-looking statements are based upon our current plans or expectations and are subject to a number of uncertainties and risks that could significantly affect current plans, anticipated actions and our future financial condition and results. These statements are not guarantees of future performance, and we have no specific intention to update these statements. The uncertainties and risks include, but are not limited to,

significant weather-related or other natural or man-made catastrophes and disasters;

the cyclical nature of the property and casualty reinsurance and insurance industries;

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changes in market prices of our significant equity investments and changes in value of our debt securities portfolio;

adverse loss development for events insured by our reinsurance and insurance operating units in either the current year or prior years;

the long-tail and potentially volatile nature of certain casualty lines of business written by our reinsurance and insurance operating units;

the cost and availability of reinsurance;

exposure to terrorist acts and acts of war;

the willingness and ability of our reinsurance and insurance operating units' reinsurers to pay reinsurance recoverables owed to our reinsurance and insurance operating units;

changes in the ratings assigned to our reinsurance and insurance operating units;

claims development and the process of estimating reserves;

legal, political, judicial and regulatory changes, including the federal financial regulatory reform of the insurance industry by the Dodd-Frank Wall Street Reform and Consumer Protection Act;

the uncertain nature of damage theories and loss amounts;

the reliance by our reinsurance operating units on a limited number of brokers;

increases in the levels of risk retention by our reinsurance and insurance operating units;

the loss of key personnel of our reinsurance or insurance operating units;

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fluctuation in foreign currency exchange rates;

the failure to comply with the restrictive covenants contained in the agreements governing our indebtedness;

the ability to make payments on, or repay or refinance, our debt; and

risks inherent in international operations.

Additional risks and uncertainties include general economic and political conditions, including the effects of a prolonged U.S. or global economic downturn or recession; variations in political, economic or other factors; risks relating to conducting operations in a competitive environment; effects of acquisition and disposition activities, inflation rates, or recessionary or expansive trends; changes in interest rates; extended labor disruptions, civil unrest, or other external factors over which we have no control; and changes in our plans, strategies, objectives, expectations, or intentions, which may happen at any time at our discretion. As a consequence, current plans, anticipated actions, and future financial condition and results may differ from those expressed in any forward-looking statements made by us or on our behalf. See Part I, Item 1A of the Annual Report on Form 10-K for the year ended December 31, 2012, or the 2012 10-K, for a more detailed discussion of these risks and uncertainties.

Overview

We are a Delaware corporation which owns and manages operating subsidiaries and investments, anchored by a core position in property and casualty reinsurance and insurance. We were incorporated in 1984 under the laws of the State of Delaware and in December 1986, we succeeded to the business of our parent company, Alleghany Corporation, which was incorporated in 1929.

Prior to March 6, 2012, we were primarily engaged, through AIHL and its subsidiaries, in the property and casualty insurance business. AIHL's insurance operations are principally conducted by its subsidiaries RSUI, CATA and PCC. CATA has been a subsidiary of AIHL since January 2002, and RSUI has been a subsidiary of AIHL since July 2003. In June 2006, AIHL Re was established as a captive reinsurance subsidiary of AIHL, and AIHL Re has, in the past, provided reinsurance to our insurance operating units and affiliates. PCC has been a subsidiary of AIHL since July 18, 2007.

On March 6, 2012, or the Acquisition Date, we consummated a merger transaction, or the merger, with TransRe. As a result of the merger, TransRe became one of our wholly-owned subsidiaries. Our reinsurance operations began immediately following the merger. See Note 2 to the Notes to Consolidated Financial Statements set forth in Part II, Item 8 of our 2012 10-K for additional detail on the merger.

Although our primary sources of revenues and earnings are our reinsurance and insurance operations and investments, we also seek out strategic investments and conduct other activities at the parent level. Strategic investments currently include, among others, an approximately 33 percent stake in Homesite Group Incorporated, or Homesite, a national, full-service, mono-line provider of homeowners insurance, and an approximately 38 percent stake in ORX Exploration, Inc., or ORX, a regional gas and oil exploration and production company. We manage, source, execute, and monitor our private equity investments, primarily through our wholly-owned subsidiary Alleghany Capital Partners. On April 26, 2012, our majority-owned subsidiary Bourn & Koch acquired BKI, a manufacturer and remanufacturer/retrofitter of precision machine tools and supplier of replacement parts, headquartered in Rockford, Illinois. In addition, we own and manage land in the Sacramento, California region through our subsidiary Alleghany Properties.

As of March 31, 2013, Alleghany had total assets of \$22.8 billion and total stockholders' equity of \$6.6 billion. As of March 31, 2013, we had consolidated total investments of approximately \$18.5 billion, of which \$15.1 billion was invested in debt securities, \$2.0 billion was invested in equity securities, \$0.8 billion was invested in short-term investments, and \$0.6 billion was invested in other invested assets.

Segment Information

Our segments are reported in a manner consistent with the way management evaluates the businesses. As such, we classify our business into two reportable segments, reinsurance and insurance. Reinsurance and insurance underwriting activities are evaluated separately from investment and corporate activities. The primary components of corporate activities are Alleghany Properties, our investments in Homesite and ORX and strategic investments and other activities at the parent level. As of April 26, 2012, corporate activities also includes the operating results of BKI. See below and Note 9 to Notes to Unaudited Consolidated Financial Statements set forth in Part I, Item 1 of this Form 10-Q for an analysis of

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our underwriting results by segment and corporate activities, and Management's Discussion and Analysis of Financial Condition and Results of Operations Results of Operations.

Profitability

The profitability of our reinsurance and insurance operating units, and as a result, our profitability, is primarily impacted by the adequacy of premium rates, level of catastrophe losses, investment returns, intensity of competition and the cost of reinsurance. The adequacy of premium rates is affected mainly by the severity and frequency of claims, which are influenced by many factors,

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including natural disasters, regulatory measures and court decisions that define and expand the extent of coverage, and the effects of economic inflation on the amount of compensation due for injuries or losses. The ultimate adequacy of premium rates is not known with certainty at the time reinsurance contracts are entered into or property and casualty insurance policies are issued because premiums are determined before claims are reported.

The profitability of our reinsurance and insurance operating units is also impacted by competition generally and price competition in particular. Historically, the performance of the property and casualty reinsurance and insurance industries has tended to fluctuate in cyclical periods of price competition and excess underwriting capacity followed by periods of high premium rates and shortages of underwriting capacity. Although an individual reinsurance or insurance company's performance is dependent on its own specific business characteristics, the profitability of most property and casualty reinsurance and insurance companies tends to follow this cyclical market pattern. The property and casualty reinsurance and insurance industry has also been highly competitive in recent years, although, following significant catastrophe events in the past three years, property catastrophe rates improved modestly in the first three months of 2013. Terms and conditions for casualty reinsurance lines largely remained stable in the first three months and rate movements were mostly favorable.

Catastrophe Risk

Catastrophe losses, or their absence, can have a significant impact on our results. The incidence and severity of catastrophes in any short period of time are inherently unpredictable. Catastrophes can cause losses in a variety of our property and casualty lines of business. We have significant exposure to both natural disasters, such as hurricanes, other windstorms and earthquakes, as well as man-made disasters. Longer-term natural catastrophe trends may be changing due to climate change, a phenomenon that has been associated with extreme weather events linked to rising temperatures, and includes effects on global weather patterns, sea, land and air temperatures, sea levels, rain and snow. Climate change, to the extent it produces rising temperatures and changes in weather patterns, could impact the frequency or severity of weather events such as hurricanes, other windstorms and tornado activity. To the extent climate change increases the frequency and severity of such weather events, our reinsurance and insurance operating units may face increased claims, particularly with respect to properties located in coastal areas.

As part of their overall risk and capacity management strategy, our reinsurance and insurance operating units take certain measures to mitigate the impact of catastrophe events through various means including considering catastrophe risks in their underwriting and pricing decisions, purchasing reinsurance, monitoring and modeling accumulated exposures, and managing exposure in key geographic zones and product lines that are prone to catastrophic events.

The reinsurance programs purchased by our reinsurance and insurance operating units are generally subject to annual renewal. Market conditions beyond the control of our reinsurance and insurance operating units determine the availability and cost of the reinsurance protection they purchase, which may affect the level of business written and thus their profitability.

Comment on Non-GAAP Financial Measures

Throughout this Form 10-Q, our analysis of our financial condition and results of operations is based on our consolidated financial statements which have been prepared in accordance with accounting principles generally accepted in the United States of America, or GAAP. Our results of operations have been presented in the way that we believe will be the most meaningful and useful to investors, analysts, rating agencies and others who use financial information in evaluating the performance of Alleghany. This presentation includes the use of underwriting profit, which is a non-GAAP financial measure, as such term is defined in Item 10(e) of Regulation S-K promulgated by the U.S. Securities and Exchange Commission, or the SEC. Underwriting profit represents net premiums earned less net loss and loss adjustment expenses, or LAE, and commissions, brokerage and other underwriting expenses, all as determined in accordance with GAAP and does not include net investment income, net realized capital gains, other than temporary impairment, or OTTI, losses, other income, other operating expenses, amortization of intangible assets or interest expense. We consistently use underwriting profit as a supplement to earnings before income taxes, the most comparable GAAP financial measure, to evaluate the performance of our segments and believe that underwriting profit provides useful additional information to investors because it highlights net earnings attributable to a segment's underwriting performance. Earnings before income taxes may show a profit despite an underlying underwriting loss, and when underwriting losses persist over extended periods, a reinsurance or an insurance company's ability to continue as an ongoing concern may be at risk. However, underwriting profit is not meant to be considered in isolation or as a substitute for earnings before income taxes or any other measures of operating performance prepared in accordance with GAAP. A reconciliation of underwriting profit to earnings before income taxes is presented within Consolidated Results of Operations.

Table of Contents**Consolidated Results of Operations**

The following table summarizes our consolidated revenues, costs and expenses and earnings (in millions).

	Three Months Ended March 31,	
	2013	2012
Revenues		
Net premiums earned	\$ 1,075.0	\$ 434.2
Net investment income	118.8	53.2
Net realized capital gains	50.9	68.0
Other than temporary impairment losses	(32.3)	(1.8)
Gain on bargain purchase		494.9
Other income	11.2	0.3
 Total revenues	 1,223.6	 1,048.8
Costs and Expenses		
Net loss and loss adjustment expenses	567.4	233.9
Commissions, brokerage and other underwriting expenses	326.2	99.9
Other operating expenses	30.8	15.7
Corporate administration	12.4	47.3
Amortization of intangible assets	11.6	31.9
Interest expense	21.8	9.1
 Total costs and expenses	 970.2	 437.8
 Earnings before income taxes	 253.4	 611.0
Income taxes	57.1	50.9
 Net earnings	 \$ 196.3	 \$ 560.1
 Revenues:		
Total reinsurance and insurance segments	\$ 1,186.0	\$ 502.7
Corporate activities*	37.6	546.1
 Earnings before income taxes:		
Total reinsurance and insurance segments	\$ 248.0	\$ 118.4
Corporate activities*	5.4	492.6

* Consists of Alleghany Properties, our investments in Homesite and ORX and corporate activities at the parent level, including the gain on bargain purchase in connection with the merger, and due diligence, legal, investment banking and other merger-related costs, or Transaction Costs. As of April 26, 2012, corporate activities also includes the operating results of BKI. Corporate activities also includes interest expense associated with the senior notes issued by Alleghany, whereas interest expense associated with the senior notes issued by TransRe is included in Total Segments. Information related to the senior notes can be found in Note 8 to the Notes to the Consolidated Financial Statements set forth in Part II, Item 8 of our 2012 10-K.

Our earnings before income taxes in the first quarter of 2013 decreased from the first quarter of 2012, primarily reflecting the absence of a gain on bargain purchase in the first quarter of 2013, which was significant in the first quarter of 2012 and, to a lesser extent, increases in net loss and LAE, commissions, brokerage and other underwriting expenses, partially offset by increases in net premiums earned and net investment income, and a decrease in corporate administration expense. The gain on bargain purchase reflects the excess of the fair value of the net assets of TransRe we acquired over the purchase price we paid for such assets. The increases in net premiums earned, net investment income, net loss and LAE, commissions, brokerage and other underwriting expenses primarily reflect the inclusion of operations from TransRe for the full first

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quarter of 2013, compared with only 25 days subsequent to the Acquisition Date for the first quarter of 2012. The decrease in corporate administration expense primarily reflects the \$33.8 million of Transaction Costs included in the first quarter of 2012.

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The effective tax rate for the first three months of 2013 was 22.5 percent, compared with 8.3 percent for the first three months of 2012. The higher effective tax rate in the first three months of 2013 primarily reflects the absence of a gain on bargain purchase, which had a significant impact in the first three months of 2012. The gain on bargain purchase resulted in a significant increase in earnings before income taxes without a corresponding increase in income taxes. The impact of the gain on bargain purchase on the effective tax rate in the first three months of 2012 was partially offset by the impact of certain non-deductible Transaction Costs in the first three months of 2012, which resulted in losses before income taxes without a corresponding decrease in income taxes. As a result of these non-recurring, merger-related items, the effective tax rate for the first three months of 2012 was reduced by a net 10.8 percentage points.

Total Reinsurance and Insurance Segment Results

The following table summarizes the results of our reinsurance and insurance segments.

	Three Months Ended March 31, 2013			Three Months Ended March 31, 2012		
	Reinsurance	Insurance	Total ⁽¹⁾	Reinsurance	Insurance	Total ⁽¹⁾
	(in millions, except ratios)					
Gross premiums written	\$ 907.7	\$ 335.1	\$ 1,242.8	\$ 246.1	\$ 288.5	\$ 534.6
Net premiums written	866.0	227.9	1,093.9	236.3	197.9	434.2
Net premiums earned	\$ 853.9	\$ 221.1	\$ 1,075.0	\$ 243.1	\$ 191.1	\$ 434.2
Net loss and LAE	471.2	96.2	567.4	147.7	86.2	233.9
Commissions, brokerage and other underwriting expenses	251.3	74.9	326.2	29.2	70.7	99.9
Underwriting profit ⁽²⁾	\$ 131.4	\$ 50.0	181.4	\$ 66.2	\$ 34.2	100.4
Net investment income			93.3			40.7
Net realized capital gains			49.3			29.3
Other than temporary impairment losses			(32.3)			(1.8)
Gain on bargain purchase						
Other income			0.7			0.3
Other operating expenses			20.4			13.8
Corporate administration						
Amortization of intangible assets			11.6			31.9
Interest expense			12.4			4.8
Earnings before income taxes			\$ 248.0			\$ 118.4
Loss ratio ⁽³⁾	55.2%	43.5%	52.8%	60.8%	45.1%	53.9%
Expense ratio ⁽⁴⁾	29.4%	33.9%	30.3%	12.0%	37.0%	23.0%
Combined ratio ⁽⁵⁾	84.6%	77.4%	83.1%	72.8%	82.1%	76.9%

(1) Excludes elimination of minor reinsurance activity between segments (which is reported in corporate activities).

(2) Represents net premiums earned less net loss and LAE and commissions, brokerage and other underwriting expenses, all as determined in accordance with GAAP, and does not include net investment income, net realized capital gains, OTTI losses, other income, other operating expenses, amortization of intangible assets or interest expense. Underwriting profit is a non-GAAP financial measure and does not replace net earnings determined in accordance with GAAP as a measure of profitability (see Comment on Non-GAAP Financial Measures).

(3) Net loss and LAE divided by net premiums earned, all as determined in accordance with GAAP.

(4) Commissions, brokerage and other underwriting expenses divided by net premiums earned, all as determined in accordance with GAAP.

(5) The sum of the loss ratio and expense ratio, all as determined in accordance with GAAP, representing the percentage of each premium dollar a reinsurance or an insurance company has to spend on net loss and LAE, and commissions, brokerage and other underwriting expenses.

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Earnings before income taxes for our reinsurance and insurance segments in the first quarter of 2013 increased from the first quarter of 2012, primarily reflecting increases in net premiums earned and net investment income, partially offset by increases in net loss and LAE, commissions, brokerage and other underwriting expenses. The increases in net premiums earned, net investment income, net loss and LAE, commissions, brokerage and other underwriting expenses primarily reflect the inclusion of operations from TransRe for the full first quarter of 2013, compared with only 25 days subsequent to the Acquisition Date for the first quarter of 2012.

Table of Contents**Reinsurance Segment Underwriting Results**

The reinsurance segment is comprised of TransRe's property and casualty & other lines of business. TransRe also writes a modest amount of property and casualty insurance business, which is included in the reinsurance segment. For a more detailed description of our reinsurance segment, see Part I, Item 1, "Business Segment Information - Reinsurance Segment" of our 2012 10-K.

The underwriting results of the reinsurance segment are presented below.

	Property	Casualty & Other ⁽¹⁾	Total
	(in millions, except ratios)		
Three Months Ended March 31, 2013			
Gross premiums written	\$ 270.1	\$ 637.6	\$ 907.7
Net premiums written	236.7	629.3	866.0
Net premiums earned	\$ 250.1	\$ 603.8	\$ 853.9
Net loss and LAE	56.2	415.0	471.2
Commissions, brokerage and other underwriting expenses	62.4	188.9	251.3
Underwriting profit (loss) ⁽²⁾	\$ 131.5	\$ (0.1)	\$ 131.4
Loss ratio ⁽³⁾	22.5%	68.7%	55.2%
Expense ratio ⁽⁴⁾	25.0%	31.3%	29.4%
Combined ratio ⁽⁵⁾	47.5%	100.0%	84.6%
Three Months Ended March 31, 2012			
Gross premiums written	\$ 71.1	\$ 175.0	\$ 246.1
Net premiums written	63.7	172.6	236.3
Net premiums earned	\$ 66.1	\$ 177.0	\$ 243.1
Net loss and LAE	17.8	129.9	147.7
Commissions, brokerage and other underwriting expenses	8.1	21.1	29.2
Underwriting profit ⁽²⁾	\$ 40.2	\$ 26.0	\$ 66.2
Loss ratio ⁽³⁾	26.9%	73.4%	60.8%
Expense ratio ⁽⁴⁾	12.3%	11.9%	12.0%
Combined ratio ⁽⁵⁾	39.2%	85.3%	72.8%

- (1) Primarily consists of assumed: directors and officers liability; errors and omissions liability; general liability; medical malpractice; ocean marine and aviation; auto liability; accident and health; surety; and credit.
- (2) Represents net premiums earned less net loss and LAE and commissions, brokerage and other underwriting expenses, all as determined in accordance with GAAP, and does not include net investment income, net realized capital gains, OTTI losses, other income, other operating expenses, amortization of intangible assets or interest expense. Underwriting profit is a non-GAAP financial measure and does not replace net earnings determined in accordance with GAAP as a measure of profitability (see "Comment on Non-GAAP Financial Measures").
- (3) Net loss and LAE divided by net premiums earned, all as determined in accordance with GAAP.
- (4) Commissions, brokerage and other underwriting expenses divided by net premiums earned, all as determined in accordance with GAAP.
- (5)

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The sum of the loss ratio and expense ratio, all as determined in accordance with GAAP, representing the percentage of each premium dollar a reinsurance company has to spend on net loss and LAE, and commissions, brokerage and other underwriting expenses. *Reinsurance Segment Property*. The increases in gross premiums written, net premiums earned, net loss and LAE, and commissions, brokerage and other underwriting expenses in the first quarter of 2013 from the first quarter of 2012 primarily reflect the inclusion of operations from TransRe for the full first quarter of 2013, compared with only 25 days subsequent to the Acquisition

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Date for the first quarter of 2012. The increase in net loss and LAE was partially offset by \$36.6 million of favorable development from prior accident years on loss and LAE reserves in the first quarter of 2013. The increase in commissions, brokerage and other underwriting expenses also reflects the diminished favorable impact arising from the acquisition method of accounting, as further explained below.

Net loss and LAE for the first quarter of 2013 include a \$36.6 million release of prior accident year loss reserves. Of the \$36.6 million reserve release, \$18.5 million of the reserve release relates to Super Storm Sandy, which caused widespread property damage and flooding to large areas of the East Coast and northeastern United States in October 2012, with the remaining \$18.1 million of the reserve release relating primarily to non-catastrophe losses in the 2012 accident year. The release of prior accident year property loss reserves in the first quarter of 2013 reflects favorable loss emergence compared with loss emergence patterns assumed in earlier periods. The release of prior accident year property loss reserves did not impact the assumptions used in estimating TransRe's loss and LAE liabilities for business earned in the first quarter of 2013.

The increase in property underwriting profit in the first quarter of 2013 compared with the first quarter of 2012 reflects an increase in net premiums earned, partially offset by an increase in net loss and LAE and commissions, brokerage and other underwriting expenses.

Reinsurance Segment – Casualty & Other. The increases in gross premiums written, net premiums earned, net loss and LAE, and commissions, brokerage and other underwriting expenses in the first quarter of 2013 from the first quarter of 2012 primarily reflect the inclusion of operations from TransRe for the full first quarter of 2013, compared with only 25 days subsequent to the Acquisition Date for the first quarter of 2012. The increase in net loss and LAE was partially offset by \$22.7 million of favorable development from prior accident years on loss and LAE reserves in the first quarter of 2013. The increase in commissions, brokerage and other underwriting expenses includes \$18.0 million of profit commission expense incurred under certain medical malpractice treaties discussed below, and the diminished favorable impact arising from the acquisition method of accounting, as further explained below.

Net loss and LAE for the first quarter of 2013 reflect a \$22.7 million release of prior accident year loss reserves, primarily related to the 2008 through 2012 accident years. Of the \$22.7 million reserve release, \$18.0 million of the reserve release relates to certain medical malpractice treaties. Under the terms of these treaties, the increased underwriting profits created by the reserve release are to be retained by the cedants. As a result, TransRe recorded an \$18.0 million offsetting increase in the profit commission expense incurred. The remaining \$4.7 million of the reserve release relates to a variety of casualty & other lines of business. The release of prior accident year casualty & other loss reserves in the first quarter of 2013 reflects favorable loss emergence compared with loss emergence patterns assumed in earlier periods. The release of prior accident year loss reserves did not impact the assumptions used in estimating TransRe's loss and LAE liabilities for business earned in the first quarter of 2013.

The decrease in casualty & other underwriting profit in the first quarter of 2013 compared with the first quarter of 2012 reflects increases in net loss and LAE and commissions, brokerage and other underwriting expenses, partially offset by an increase in net premiums earned.

For both the property and the casualty & other lines of business, the expense ratio for the first quarter of 2012, and to a lesser extent, the first quarter of 2013, was favorably impacted as a result of applying the acquisition method of accounting for the merger because deferred acquisition costs were written off at the Acquisition Date. As of March 6, 2013, the application of the acquisition method of accounting no longer has a significant impact on the expense ratio. Excluding the impact of the application of the acquisition method of accounting, the expense ratio for the reinsurance segment was estimated to be approximately 31 percent for each of the first quarters of 2013 and 2012.

Insurance Segment Underwriting Results

The insurance segment is comprised of AIHL's RSUI, CATA and PCC operating units. RSUI also writes a modest amount of assumed reinsurance business, which is included in the insurance segment. For a more detailed description of our insurance segment, see Part I, Item 1, Business Segment Information – Insurance Segment of our 2012 10-K.

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The underwriting results of the insurance segment are presented below.

	RSUI	CATA (in millions, except ratios)	PCC	Total
Three Months Ended March 31, 2013				
Gross premiums written	\$ 285.8	\$ 40.2	\$ 9.1	\$ 335.1
Net premiums written	181.2	37.8	8.9	227.9
Net premiums earned	\$ 175.7	\$ 37.3	\$ 8.1	\$ 221.1
Net loss and LAE	70.4	18.1	7.7	96.2
Commissions, brokerage and other underwriting expenses	48.4	19.5	7.0	74.9
Underwriting profit (loss) ⁽¹⁾	\$ 56.9	\$ (0.3)	\$ (6.6)	\$ 50.0
Loss ratio ⁽²⁾	40.1%	48.5%	94.6%	43.5%
Expense ratio ⁽³⁾	27.5%	52.4%	86.7%	33.9%
Combined ratio ⁽⁴⁾	67.6%	100.9%	181.3%	77.4%
Three Months Ended March 31, 2012				
Gross premiums written	\$ 247.3	\$ 38.5	\$ 2.7	\$ 288.5
Net premiums written	158.9	36.3	2.7	197.9
Net premiums earned	\$ 153.9	\$ 34.7	\$ 2.5	\$ 191.1
Net loss and LAE	65.1	18.6	2.5	86.2
Commissions, brokerage and other underwriting expenses	44.8	19.2	6.7	70.7
Underwriting profit (loss) ⁽¹⁾	\$ 44.0	\$ (3.1)	\$ (6.7)	\$ 34.2
Loss ratio ⁽²⁾	42.3%	53.6%	102.2%	45.1%
Expense ratio ⁽³⁾	29.1%	55.3%	268.3%	37.0%
Combined ratio ⁽⁴⁾	71.4%	108.9%	370.5%	82.1%

(1) Represents net premiums earned less net loss and LAE and commissions, brokerage and other underwriting expenses, all as determined in accordance with GAAP, and does not include net investment income, net realized capital gains, OTTI losses, other income, other operating expenses, or amortization of intangible assets. Underwriting profit is a non-GAAP financial measure and does not replace net earnings determined in accordance with GAAP as a measure of profitability (see Comment on Non-GAAP Financial Measures).

(2) Net loss and LAE divided by net premiums earned, all as determined in accordance with GAAP.

(3) Commissions, brokerage and other underwriting expenses divided by net premiums earned, all as determined in accordance with GAAP.

(4) The sum of the loss ratio and expense ratio, all as determined in accordance with GAAP, representing the percentage of each premium dollar an insurance company has to spend on net loss and LAE, and commissions, brokerage and other underwriting expenses.

RSUI. Gross premiums written increased in the first quarter of 2013 from the first quarter of 2012, primarily reflecting some improvement in market conditions in all lines of business, evidenced by favorable renewal retention rates, strong new business submissions, and low-to-mid single-digit price increases. The increase in net premiums earned in the first quarter of 2013 from the first quarter of 2012 reflects an increase in gross premiums written in recent quarters.

The increase in net loss and LAE in the first quarter of 2013 from the first quarter of 2012 primarily reflects the impact of higher net premiums earned. Catastrophe losses, net of reinsurance and reinstatement premiums, were insignificant in the first quarter of 2013 and 2012. In addition, RSUI incurred a net \$5.8 million property loss in the first quarter of 2012 arising from the earthquake that occurred in Northern Virginia in August 2011. This earthquake was not classified as a catastrophic event by the property and casualty industry.

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Net loss and LAE for the first quarter of 2013 reflect a \$10.0 million release of prior accident year casualty loss reserves, compared with a \$14.2 million reserve release during the first quarter of 2012. The \$10.0 million reserve release relates primarily to umbrella/excess, professional liability and general liability lines of business, primarily for the 2005 through 2009 accident years. The \$14.2 million reserve release relates primarily to the directors and officers liability, umbrella/excess and general liability lines of business, primarily for the 2005 through 2008 accident years. The release of prior accident year casualty loss reserves in the first quarter of 2013 and 2012 reflects favorable loss emergence compared with loss emergence patterns assumed in earlier periods for

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certain casualty lines of business. Specifically relating to the \$10.0 million reserve release in the first quarter of 2013, cumulative losses for such lines of business, which include both loss payments and case reserves, in respect of prior accident years were expected to be higher through March 31, 2013 than the actual cumulative losses through that date. The amount of lower cumulative losses, expressed as a percentage of carried loss and LAE reserves at the beginning of the year, was 0.6 percent. Such reduction did not impact the assumptions used in estimating RSUI's loss and LAE liabilities for such lines for business earned in the first quarter of 2013.

The increase in commissions, brokerage and other underwriting expenses in the first quarter of 2013 compared with the first quarter of 2012 is due primarily to the impact of higher net premiums earned.

The increase in RSUI's underwriting profit in the first quarter of 2013 compared with the first quarter of 2012 reflects an increase in net premiums earned, partially offset by an increase in net loss and LAE and commissions, brokerage and other underwriting expenses.

As discussed in our 2012 10-K, RSUI reinsures its property lines of business through a program consisting of surplus share treaties, facultative placements, per risk, and catastrophe excess of loss treaties. RSUI's catastrophe reinsurance program and per risk reinsurance program run on an annual basis from May 1 to the following April 30 and thus expired on April 30, 2013. RSUI placed its catastrophe reinsurance program for the 2013-2014 period, and the new program is similar to the expired program.

The new catastrophe reinsurance program provides coverage in three layers for \$500.0 million of losses in excess of a \$100.0 million net retention after application of the surplus share treaties, facultative reinsurance and per risk covers. The first layer provides coverage for \$100.0 million of losses, before a 60.0 percent co-participation by RSUI, in excess of the \$100.0 million net retention, the second layer provides coverage for \$300.0 million of losses, before a 5.0 percent co-participation by RSUI, in excess of \$200.0 million and the third layer provides coverage for \$100.0 million of losses in excess of \$500.0 million, with no co-participation by RSUI. In addition, RSUI's property per risk reinsurance program for the 2013-2014 period provides RSUI with coverage for \$90.0 million of losses, before a 10.0 percent co-participation by RSUI, in excess of a \$10.0 million net retention per risk after application of the surplus share treaties and facultative reinsurance.

CATA. Gross premiums written increased in the first quarter of 2013 from the first quarter of 2012, reflecting growth in CATA's property and casualty lines of business. The increase in net premiums earned in the first quarter of 2013 from the first quarter of 2012 primarily reflects an increase in gross premiums written in recent quarters.

The decrease in net loss and LAE in the first quarter of 2013 from the first quarter of 2012 primarily reflects the impact of prior year development. Net loss and LAE for the first quarter of 2013 reflect a \$1.0 million net increase of prior accident year loss reserves compared with a \$1.5 million net increase during the first quarter of 2012. The \$1.0 million net increase in the first quarter of 2013 relates primarily to CATA's property and workers' compensation lines of business and is related to the 2010 and 2012 accident years. The \$1.5 million increase in the first quarter of 2012 relates primarily to CATA's workers' compensation line of business and is related to the 2008-2010 accident years.

The decrease in CATA's underwriting loss in the first quarter of 2013 from the first quarter of 2012 primarily reflects an increase in net premiums earned and a decrease in net loss and LAE.

PCC. Commencing August 1, 2009, PCC ceased soliciting new or renewal business on a direct basis due to its determination that it was unable to write business at rates it deemed adequate due to the difficult state of the California workers' compensation market. After taking steps to transition to being a brokerage carrier, PCC began writing a modest amount of new business through brokers during 2011. This business increased in 2012 and in the first three months of 2013 as market conditions improved. PCC reported an underwriting loss of \$6.6 million and \$6.7 million in the first quarter of 2013 and 2012, respectively. The underwriting losses are primarily due to PCC's ongoing expenses relative to comparatively low premiums earned.

Table of Contents**Total Reinsurance and Insurance Segments Investment Results**

Following is information relating to segment investment results.

	Three Months Ended March 31,	
	2013	2012
	(in millions)	
Net investment income	\$ 93.3	\$ 40.7
Net realized capital gains	49.3	29.3
Other than temporary impairment losses	(32.3)	(1.8)

Net Investment Income. The increase in net investment income for the reinsurance and insurance segments in the first quarter of 2013 from the first quarter of 2012 is due primarily to the inclusion of operations from TransRe for the full first quarter of 2013, compared with only 25 days subsequent to the Acquisition Date for the first quarter of 2012.

Net Realized Capital Gains. Net realized capital gains in the first quarter of 2013 and 2012 relate primarily to the sales of equity securities. Net realized capital gains in the first quarter of 2012 include a gain from the sale of shares of common stock of Exxon Mobil Corporation held at the insurance segment.

Other Than Temporary Impairment Losses. OTTI losses for the first quarter of 2013 reflect \$32.3 million of unrealized losses that were deemed to be other than temporary and, as such, were required to be charged against earnings. Upon the ultimate disposition of securities for which OTTI losses have been recorded, a portion of the loss may be recoverable depending on market conditions at the time of disposition. Of the \$32.3 million, \$31.9 million related to the equity securities of a single issuer in the chemical sector, and \$0.4 million related to debt securities. The determination that unrealized losses on such securities were other than temporary was primarily based on the duration of the decline in fair value of such securities relative to their cost as of the balance sheet date.

OTTI losses for the first quarter of 2012 reflect \$1.8 million of unrealized losses that were deemed to be other than temporary and, as such, were required to be charged against earnings. Of the \$1.8 million, \$0.9 million related to an equity security in the energy sector, and \$0.9 million related to debt securities. The determination that unrealized losses on such securities were other than temporary was primarily based on the severity of the decline in fair value of such securities relative to their cost as of the balance sheet date.

After adjusting the cost basis of securities for the recognition of OTTI losses, the remaining gross unrealized investment losses for debt and equity securities as of March 31, 2013 were deemed to be temporary, based on, among other things: (i) the duration of time and the relative magnitude to which fair values of these securities have been below cost were not indicative of an OTTI loss (for example, no equity security was in a continuous unrealized loss position for 12 months or more as of March 31, 2013); (ii) the absence of compelling evidence that would cause us to call into question the financial condition or near-term prospects of the issuers of the securities; and (iii) our ability and intent to hold the securities for a period of time sufficient to allow for any anticipated recovery.

See Note 3 to the Notes to the Unaudited Consolidated Financial Statements set forth in Part I, Item 1 of this Form 10-Q for further details concerning gross unrealized investment losses for debt and equity securities as of March 31, 2013.

Table of Contents**Corporate Activities Operating Results**

The operating results of corporate activities are presented below.

	Three Months Ended March 31,	
	2013	2012
	(in millions)	
Net premiums earned	\$	\$
Net investment income	25.5	12.5
Net realized capital gains	1.6	38.7
Other than temporary impairment losses		
Gain on bargain purchase		494.9
Other income	10.5	
Total revenues	37.6	546.1
Net loss and LAE		
Commissions, brokerage and other underwriting expenses		
Other operating expenses	10.4	1.9
Corporate administration	12.4	47.3
Amortization of intangible assets		
Interest expense	9.4	4.3
Earnings before income taxes	\$ 5.4	\$ 492.6

The significant decrease in earnings before income taxes in the first quarter of 2013 from the first quarter of 2012 primarily reflects the absence of a gain on bargain purchase in the first quarter of 2013, which was significant in the first quarter of 2012, and to a lesser extent, lower net realized capital gains and higher interest expense, partially offset by lower corporate administration expense in the first quarter of 2013. Net realized capital gains in the first quarter of 2012 primarily reflect gains from the sale of shares of Exxon Mobil Corporation common stock held at the parent-level. Higher interest expense is due to the issuance of senior notes by Alleghany on June 26, 2012. The lower corporate administration expense in the first quarter of 2013 is due primarily to the absence of Transaction Costs, which amounted to \$33.8 million in the first quarter of 2012. Corporate activities results for the first quarter of 2013 also include the results of BKI, which was acquired on April 26, 2012, including an increase in both other income and other operating expenses.

Net investment income for corporate activities includes our equity share of (losses) earnings in Homesite and ORX, as follows:

	Three Months Ended March 31,	
	2013	2012
	(in millions)	
Homesite	\$ 21.4	\$ 14.6
ORX	0.7	(1.8)
Interest, dividends and other net	3.4	(0.3)
Net investment income	\$ 25.5	\$ 12.5

The Homesite gain in the first quarter of 2013 and 2012 reflects favorable tax-related adjustments and an absence of large catastrophe losses. In addition, the Homesite gain in the first quarter of 2013 reflects favorable development on Homesite's loss and LAE reserves.

Reserve Review Process

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Our reinsurance and insurance operating units analyze, at least quarterly, liabilities for unpaid loss and LAE established in prior years and adjust their expected ultimate cost, where necessary, to reflect positive or negative development in loss experience and new information, including, for certain catastrophic events, revised industry estimates of the magnitude of a catastrophe. Adjustments to previously recorded liabilities for unpaid loss and LAE, both positive and negative, are reflected in our financial results in the periods in which these adjustments are made and are referred to as prior year reserve development. The following table presents the reserves established in connection with the loss and LAE of our reinsurance and insurance operating units on a gross and net basis by line of business. These reserve amounts represent the accumulation of estimates of ultimate loss (including for incurred but not reported) and LAE.

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	As of March 31, 2013			As of December 31, 2012		
	Gross Loss and LAE Reserves	Reinsur- ance Recoverables on Unpaid Losses	Net Loss and LAE Reserves	Gross Loss and LAE Reserves	Reinsur- ance Recoverables on Unpaid Losses	Net Loss and LAE Reserves
(in millions)						
Reinsurance Segment						
Property	\$ 1,269.7	\$ (47.1)	\$ 1,222.6	\$ 1,383.9	\$ (59.5)	\$ 1,324.4
Casualty & other ⁽¹⁾	8,366.1	(385.0)	7,981.1	8,393.9	(385.5)	8,008.4
	9,635.8	(432.1)	9,203.7	9,777.8	(445.0)	9,332.8
Insurance Segment						
Property	418.7	(176.0)	242.7	449.9	(186.1)	263.8
Casualty ⁽²⁾	1,747.3	(643.6)	1,103.7	1,755.6	(654.3)	1,101.3
Workers Compensation	147.3	(8.5)	138.8	153.3	(13.0)	140.3
All other ⁽³⁾	155.6	(62.8)	92.8	152.1	(63.6)	88.5
	2,468.9	(890.9)	1,578.0	2,510.9	(917.0)	1,593.9
Eliminations	(53.2)	53.2		(48.9)	56.1	7.2
Total	\$ 12,051.5	\$ (1,269.8)	\$ 10,781.7	\$ 12,239.8	\$ (1,305.9)	\$ 10,933.9

- (1) Primarily consists of assumed: directors and officers liability; errors and omissions liability; general liability; medical malpractice; ocean marine and aviation; auto liability; accident and health; surety; asbestos-related illness and environmental impairment liability; and credit.
- (2) Primarily consists of direct: umbrella/excess; directors and officers liability; professional liability; and general liability.
- (3) Primarily consists of commercial multi-peril, surety and loss and LAE reserves for terminated lines of business and loss reserves acquired in connection with prior acquisitions for which the sellers provided loss reserve guarantees.

Changes in Gross and Net Loss and LAE Reserves between March 31, 2013 and December 31, 2012

Gross and net loss and LAE reserves as of March 31, 2013 decreased from December 31, 2012, reflecting a decrease in our reinsurance segment loss and LAE reserves, and to a lesser extent, a decrease in our insurance segment loss and LAE reserves. The decrease in gross and net loss and LAE reserves in the reinsurance segment primarily reflects changes in foreign currency exchange rates, favorable development from prior accident years and payments related to catastrophic events occurring in prior years. The decrease in gross and net loss and LAE reserves in the insurance segment primarily reflects the impact of property loss claims paid by RSUI in the first quarter of 2013 resulting from Super Storm Sandy.

Reinsurance Recoverables

As of March 31, 2013, we had total reinsurance recoverables of \$1,310.7 million, consisting of \$1,269.8 million of ceded outstanding loss and LAE and \$40.9 million of recoverables on paid losses. The reinsurance purchased by our reinsurance and insurance operating units does not relieve them from their obligations to their policyholders and cedants, and therefore, the financial strength of their reinsurers is important.

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Information regarding concentration of our reinsurance recoverables and the ratings profile of our reinsurers as of March 31, 2013 is as follows (dollars in millions):

Reinsurer ⁽¹⁾	Rating ⁽²⁾	Amount	Percentage
Swiss Reinsurance Company	A+(Superior)	\$ 165.1	12.6%
American International Group, Inc.	A (Excellent)	110.2	8.4
PartnerRe Ltd.	A+(Superior)	100.1	7.6
Platinum Underwriters Holdings, Ltd.	A (Excellent)	91.9	7.0
Syndicates at Lloyd's of London	A (Excellent)	89.2	6.8
All other reinsurers		754.2	57.6
Total reinsurance recoverables⁽³⁾		\$ 1,310.7	100.0%
Secured reinsurance recoverables ⁽⁴⁾		\$ 191.4	14.6%

- (1) Reinsurance recoverables reflect amounts due from one or more reinsurance subsidiaries of the listed company.
 - (2) Represents the A.M. Best Company, Inc. financial strength rating for the applicable reinsurance subsidiary or subsidiaries from which the reinsurance recoverable is due.
 - (3) Approximately 92.2 percent of our reinsurance recoverables balance as of March 31, 2013 was due from reinsurers having an A.M. Best Company, Inc. financial strength rating of A (Excellent) or higher.
 - (4) Represents reinsurance recoverables secured by funds held, trust agreements and letters of credit.
- We had no allowance for uncollectible reinsurance as of March 31, 2013.

Critical Accounting Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions about future events that directly affect our reported financial condition and operating performance. More specifically, these estimates and assumptions affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, as well as the reported amounts of revenues and expenses during the reporting period. We rely on historical experience and on various other assumptions that we believe to be reasonable under the circumstances to make judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ materially from reported results to the extent that estimates and assumptions prove to be inaccurate.

We believe our most critical accounting estimates are those with respect to the liability for unpaid loss and LAE reserves, fair value measurements of certain financial assets, OTTI losses on investments, goodwill and other intangible assets, and reinsurance premium revenues, as they require management's most significant exercise of judgment on both a quantitative and qualitative basis. The accounting estimates that result require the use of assumptions about certain matters that are highly uncertain at the time of estimation. To the extent actual experience differs from the assumptions used, our financial condition, results of operations, and cash flows would be affected, possibly materially.

Readers are encouraged to review our 2012 10-K for a more complete description of our critical accounting estimates.

Financial Condition*Parent Level*

General. In general, we follow a policy of maintaining a relatively liquid financial condition at the parent company. This policy has permitted us to expand our operations through internal growth at our subsidiaries and through acquisitions of, or substantial investments in, operating companies. As of March 31, 2013, we held total marketable securities and cash of \$788.0 million, compared with \$731.7 million as of December 31, 2012. The increase during the first quarter of 2013 primarily reflects the receipt of a dividend from TransRe and RSUI, partially offset by investments in non-marketable equity securities. The \$788.0 million is comprised of \$306.7 million at the parent company, \$353.3 million at AIHL and \$128.0 million at the TransRe holding company level. We believe that we have and will have adequate internally generated

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funds, cash resources and unused credit facilities to provide for the currently foreseeable needs of our business, and we had no material commitments for capital expenditures as of March 31, 2013.

Stockholders' equity was approximately \$6.6 billion as of March 31, 2013, compared with approximately \$6.4 billion as of December 31, 2012. The increase in stockholders' equity primarily reflects net earnings and an increase in unrealized appreciation on our investment portfolio in the first quarter of 2013, partially offset by repurchases of our common stock. As of March 31, 2013, we had 16,785,308 shares of our common stock outstanding, compared with 16,890,623 shares of our common stock outstanding as of December 31, 2012.

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Debt and Credit Agreement. As discussed in Note 8 to the Notes to the Consolidated Financial Statements set forth in Part II, Item 8 of our 2012 10-K, on September 20, 2010, we completed a public offering of \$300.0 million aggregate principal amount of our 5.625% senior notes due on September 15, 2020 and, on June 26, 2012, we completed a public offering of \$400.0 million aggregate principal amount of our 4.95% senior notes due on June 27, 2022. As discussed in Note 7 to the Notes to the Consolidated Financial Statements set forth in Part II, Item 8 of our 2012 10-K, on September 9, 2010, we entered into a three-year credit agreement, or the Credit Agreement, with a bank syndicate, providing commitments for a two tranche revolving credit facility in an aggregate principal amount of up to \$100.0 million. There have been no borrowings under the Credit Agreement from its inception through March 31, 2013.

Common Stock Repurchases. In October 2012, our Board of Directors, or the Board, authorized the repurchase of shares of our common stock, at such times and at prices as management determines advisable, up to an aggregate of \$300.0 million. In the first three months of 2013, we repurchased an aggregate of 89,751 shares of our common stock in the open market for \$31.6 million, at an average price per share of \$351.82.

Investments in Variable Interest Entities. In December 2012, TransRe obtained an ownership interest in Pillar Capital Holdings Limited, or Pillar Holdings, a Bermuda-based insurance asset manager focused on collateralized reinsurance and catastrophe insurance-linked securities. Additionally, TransRe invested \$175.0 million and AIHL invested \$25.0 million in limited partnership funds, or the Funds, which are managed by Pillar Holdings. In the first quarter of 2013, TransRe invested an additional \$25.0 million in the Funds. The objective of the Funds is to create portfolios with attractive risk-reward characteristics and low correlation with other asset classes, using the extensive reinsurance and capital market experience of the principals of Pillar Holdings. We have concluded that both Pillar Holdings and the Funds, which we collectively refer to as the Pillar Investments, represent variable interest entities and that we are not the primary beneficiary, as we do not have the ability to direct the activities that most significantly impact each entity's economic performance. Therefore, the Pillar Investments are not consolidated and are accounted for under the equity method of accounting. Our potential maximum loss is limited to our aggregate investment of \$225.0 million. As of March 31, 2013, our carrying value in the Pillar Investments, as determined under the equity method of accounting, was \$226.6 million, which is reported in other invested assets on our consolidated balance sheets.

Subsidiaries.

Financial strength is also a high priority of our subsidiaries, whose assets stand behind their financial commitments to their customers and vendors. We believe that our subsidiaries have and will have adequate internally generated funds, cash resources, and unused credit facilities to provide for the currently foreseeable needs of their businesses. Our subsidiaries have no material commitments for capital expenditures.

The obligations and cash outflow of our reinsurance and insurance operating units include claim settlements, commission expenses, administrative expenses, purchases of investments, and interest and principal payments on TransRe's 5.75% senior notes due on December 31, 2015 and 8.00% senior notes due on November 30, 2039. In addition to premium collections, cash inflow is obtained from interest and dividend income and maturities and sales of investments. Because cash inflow from premiums is received in advance of cash outflow required to settle claims, our reinsurance and insurance operating units accumulate funds which they invest pending the need for liquidity. As the cash needs of a reinsurance or an insurance company can be unpredictable due to the uncertainty of the claims settlement process, our reinsurance and insurance operating units' portfolios consist primarily of debt securities and short-term investments to ensure the availability of funds and maintain a sufficient amount of liquid securities.

Table of Contents*Consolidated Investment Holdings*

Investment Strategy and Holdings. Our investment strategy seeks to preserve principal and maintain liquidity while trying to maximize our risk-adjusted, after-tax rate of return. Our investment decisions are guided mainly by the nature and timing of expected liability payouts, management's forecast of cash flows and the possibility of unexpected cash demands, for example, to satisfy claims due to catastrophe losses. Our consolidated investment portfolio currently consists mainly of highly rated and liquid debt securities and equity securities listed on national securities exchanges. The overall debt securities portfolio credit quality is measured using the lower of the Standard & Poor's Ratings Services, Moody's Investors Services Inc. or Fitch's Ratings rating. In this regard, the overall weighted-average credit quality rating of our debt securities portfolio as of March 31, 2013 was AA-. Although many of our debt securities, which consist predominantly of municipal bonds, are insured by third party financial guaranty insurance companies, the impact of such insurance was not significant to the debt securities credit quality rating as of March 31, 2013. As of March 31, 2013, the ratings of our debt securities portfolio was as follows (dollars in millions):

	Ratings as of March 31, 2013					Total
	AAA /Aaa	AA / Aa	A	BBB / Baa	Below BBB / Baa or Not-Rated*	
U.S. Government obligations	\$	\$ 522.1	\$	\$	\$	\$ 522.1
Municipal bonds	835.8	4,306.4	1,053.7	70.9	55.0	6,321.8
Foreign government obligations	408.3	313.3	93.4		6.1	821.1
U.S. corporate bonds	18.4	284.5	1,547.1	921.9	70.6	2,842.5
Foreign corporate bonds	291.1	534.9	820.9	275.1	28.1	1,950.1
Mortgage and asset-backed securities:						
Residential mortgage-backed securities (RMBS)	36.9	1,445.8	38.3	1.8	88.4	1,611.2
Commercial mortgage-backed securities (CMBS)	398.0	121.7	78.6	14.4	14.9	627.6
Other asset-backed securities	371.0	13.5	28.2	1.1	0.3	414.1
Total debt securities	\$ 2,359.5	\$ 7,542.2	\$ 3,660.2	\$ 1,285.2	\$ 263.4	\$ 15,110.5
Percentage of debt securities	15.6%	49.9%	24.2%	8.5%	1.8%	100.0%

* Consists of \$62.0 million of securities rated BB / Ba, \$52.8 million of securities rated B, \$49.4 million of securities rated CCC, \$28.3 million of securities rated CC, \$5.4 million of securities rates below CC and \$65.5 million of not-rated securities.

Our debt securities portfolio has been designed to enable management to react to investment opportunities created by changing interest rates, prepayments, tax and credit considerations or other factors, or to circumstances that could result in a mismatch between the desired duration of debt securities and the duration of liabilities, and, as such, is classified as available-for-sale, or AFS.

Effective duration measures a portfolio's sensitivity to change in interest rates. In this regard, as of March 31, 2013, our debt securities portfolio had an effective duration of approximately 3.8 years compared with 3.7 years as of December 31, 2012. As of March 31, 2013, approximately \$4.9 billion, or 32.6 percent, of our debt securities portfolio represented securities with maturities of five years or less. See Note 3(b) to the Notes to Unaudited Consolidated Financial Statements set forth in Part I, Item 1 of this Form 10-Q for additional detail on the contractual maturities of our consolidated debt securities portfolio. We may modestly increase the proportion of our debt securities portfolio held in securities with maturities of more than five years should the yields of these securities provide, in our judgment, sufficient compensation for their increased risk. We do not believe that this strategy would reduce our ability to meet ongoing claim payments or to respond to significant catastrophe losses.

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In the event paid losses accelerate beyond the ability of our reinsurance and insurance operating units to fund these paid losses from current cash balances, current operating cash flow, coupon receipts and security maturities, we would need to liquidate a portion of our investment portfolio, make capital contributions to our reinsurance and insurance operating units, and/or arrange for financing. Strains on liquidity could result from: (i) the occurrence of several significant catastrophic events in a relatively short period of time; (ii) the sale of investments into a depressed marketplace to fund these paid losses; (iii) the uncollectibility of reinsurance recoverables on these paid losses; (iv) the significant decrease in the value of collateral supporting reinsurance recoverables; or (v) a significant reduction in our net premium collections.

We may, from time to time, make significant investments in the common stock of a public company, subject to limitations imposed by applicable regulations.

On a consolidated basis, our invested assets were approximately \$18.5 billion as of March 31, 2013, an increase of 1.0 percent from December 31, 2012. The increase is due primarily to positive cash flow at our reinsurance and insurance segments and net unrealized appreciation of our equity securities portfolio during the first three months of 2013.

Fair Value. The carrying values and estimated fair values of our consolidated financial instruments as of March 31, 2013 and December 31, 2012 were as follows:

	March 31, 2013		December 31, 2012	
	Carrying Value	Fair Value	Carrying Value	Fair Value
	(in millions)			
Assets				
Investments (excluding equity method investments) ⁽¹⁾	\$ 18,015.4	\$ 18,015.4	\$ 17,831.8	\$ 17,831.8
Liabilities				
Senior Notes ⁽²⁾	\$ 1,807.3	\$ 1,984.2	\$ 1,811.5	\$ 1,946.7

(1) This table includes AFS investments (debt and equity securities as well as partnership investments carried at fair value that are included in other invested assets). This table excludes investments accounted for using the equity method and certain loans receivable that are carried at cost, all of which are included in other invested assets. The fair value of short-term investments approximates amortized cost. The fair value of all other categories of investments is discussed below.

(2) See Note 8 to the Notes to the Consolidated Financial Statements set forth in Part II, Item 8 of our 2012 10-K for additional information. Fair value is defined as the price that would be received upon the sale of an asset or paid to transfer a liability in an orderly transaction between willing, able and knowledgeable market participants at the measurement date. Fair value measurements are not adjusted for transaction costs. In addition, a three-tiered hierarchy for inputs is used in management's determination of fair value of financial instruments that emphasizes the use of observable inputs over the use of unobservable inputs by requiring that the observable inputs be used when available. Observable inputs are market participant assumptions based on market data obtained from sources independent of the reporting entity. Unobservable inputs are the reporting entity's own assumptions about market participant assumptions based on the best information available under the circumstances. In assessing the appropriateness of using observable inputs in making our fair value determinations, we consider whether the market for a particular security is active or not based on all the relevant facts and circumstances. A market may be considered to be inactive if there are relatively few recent transactions or if there is a significant decrease in market volume. Furthermore, we consider whether observable transactions are orderly or not. We do not consider a transaction to be orderly if there is evidence of a forced liquidation or other distressed condition, and as such, little or no weight is given to that transaction as an indicator of fair value.

Although we are responsible for the determination of the fair value of the financial assets and the supporting methodologies and assumptions, we employ third party valuation service providers to gather, analyze and interpret market information and derive fair values based upon relevant methodologies and assumptions for individual instruments. When those providers are unable to obtain sufficient market observable information upon which to estimate the fair value for a particular security, fair value is determined either by requesting a quote, which is generally non-binding, from brokers who are knowledgeable about these securities or by employing widely accepted internal valuation models.

Valuation service providers typically obtain data about market transactions and other key valuation model inputs from multiple sources and, through the use of widely accepted internal valuation models, provide a single fair value measurement for individual securities for which a fair value has been requested under the terms of service agreements. The inputs used by the valuation service providers include, but are not limited

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to, market prices from recently completed transactions and transactions of comparable securities, interest rate yield curves, credit spreads, currency rates, and other market observable information, as applicable. The valuation models

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take into account, among other things, market observable information as of the measurement date as well as the specific attributes of the security being valued including its term, interest rate, credit rating, industry sector, and when applicable, collateral quality and other issuer or issuer specific information. When market transactions or other market observable data is limited, the extent to which judgment is applied in determining fair value is greatly increased.

The three-tiered hierarchy used in management's determination of fair value is broken down into three levels based on the reliability of inputs as follows:

Level 1 - Valuations are based on unadjusted quoted prices in active markets that we have the ability to access for identical, unrestricted assets, and do not involve any meaningful degree of judgment. An active market is defined as a market where transactions for the financial instrument occur with sufficient frequency and volume to provide pricing information on an ongoing basis. Our Level 1 assets include publicly traded common stocks and mutual funds (which are included on the balance sheet in equity securities), where our valuations are based on quoted market prices.

Level 2 - Valuations are based on direct and indirect observable inputs other than quoted market prices included in Level 1. Level 2 inputs include quoted prices for similar assets in active markets and inputs other than quoted prices that are observable for the asset, such as the terms of the security and market-based inputs. Terms of the security include coupon, maturity date, and any special provisions that may, for example, enable the investor, at its election, to redeem the security prior to its scheduled maturity date. Market-based inputs include interest rates and yield curves that are observable at commonly quoted intervals and current credit rating(s) of the security. Level 2 assets generally include short-term investments and most debt securities. Our Level 2 liabilities consist of the senior notes.

Level 3 - Valuations are based on techniques that use significant inputs that are unobservable. The valuation of Level 3 assets requires the greatest degree of judgment. These measurements may be made under circumstances in which there is little, if any, market activity for the asset. Our assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment. In making the assessment, we consider factors specific to the asset. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, the level in the fair value hierarchy within which the fair value measurement is classified is determined based on the lowest level input that is significant to the fair value measurement in its entirety. Some Level 3 valuations are based entirely on non-binding broker quotes. These securities consist primarily of mortgage and asset-backed securities where reliable pool and loan level collateral information cannot be reasonably obtained. Assets classified as Level 3 principally include certain RMBS, CMBS, other asset-backed securities, and partnership investments. See Note 1(c) to the Notes to Consolidated Financial Statements set forth in Part II, Item 8 of our 2012 10-K for our accounting policy on fair value.

We employ specific control processes to determine the reasonableness of the fair values of our financial assets and liabilities. Our processes are designed to ensure that the values received or internally estimated are accurately recorded and that the data inputs and the valuation techniques used are appropriate, consistently applied, and that the assumptions are reasonable and consistent with the objective of determining fair value. We assess the reasonableness of individual security values received from valuation service providers through various analytical techniques. In addition, we validate the reasonableness of fair values by comparing information obtained from our valuation service providers to other third party valuation sources for selected securities. We also validate prices obtained from brokers for selected securities through reviews by those who have relevant expertise and who are independent of those charged with executing investing transactions.

In addition to such procedures, we review the reasonableness of our classification of securities within the three-tiered hierarchy to ensure that the classification is consistent with GAAP.

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The estimated fair values of our financial instruments measured at fair value and the level of the fair value hierarchy of inputs used as of March 31, 2013 and December 31, 2012 were as follows:

	Level 1	Level 2 (in millions)	Level 3	Total
As of March 31, 2013				
Equity securities:				
Common stock ⁽¹⁾	\$ 2,004.9	\$	\$	\$ 2,004.9
Preferred stock				
Total equity securities	2,004.9			2,004.9
Debt securities:				
U.S. Government obligations		522.1		522.1
Municipal bonds		6,321.8		6,321.8
Foreign government obligations		821.1		821.1
U.S. corporate bonds		2,836.4	6.1	2,842.5
Foreign corporate bonds		1,950.1		1,950.1
Mortgage and asset-backed securities:				
RMBS ⁽²⁾		1,549.3	61.9	1,611.2
CMBS		553.7	73.9	627.6
Other asset-backed securities		410.0	4.1	414.1
Total debt securities		14,964.5	146.0	15,110.5
Short-term investments		757.1		757.1
Other invested assets (excluding equity method investments) ⁽³⁾			142.9	142.9
Total investments (excluding equity method investments)	\$ 2,004.9	\$ 15,721.6	\$ 288.9	\$ 18,015.4
Senior Notes	\$	\$ 1,984.2	\$	\$ 1,984.2

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	Level 1	Level 2	Level 3	Total
	(in millions)			
As of December 31, 2012				
Equity securities:				
Common stock ⁽¹⁾	\$ 1,424.0	\$	\$	\$ 1,424.0
Preferred stock				
Total equity securities	1,424.0			1,424.0
Debt securities:				
U.S. Government obligations		522.9		522.9
Municipal bonds		6,304.1		6,304.1
Foreign government obligations		816.0		816.0
U.S. corporate bonds		3,485.3	30.4	3,515.7
Foreign corporate bonds		2,198.5		2,198.5
Mortgage and asset-backed securities:				
RMBS ⁽²⁾		1,602.9	59.6	1,662.5
CMBS		434.0	76.1	510.1
Other asset-backed securities		463.8	5.9	469.7
Total debt securities		15,827.5	172.0	15,999.5
Short-term investments		366.0		366.0
Other invested assets (excluding equity method investments) ⁽³⁾			42.3	42.3
Total investments (excluding equity method investments)	\$ 1,424.0	\$ 16,193.5	\$ 214.3	\$ 17,831.8
Senior Notes	\$	\$ 1,946.7	\$	\$ 1,946.7

- (1) Of the \$2,004.9 million and \$1,424.0 million of fair value as of March 31, 2013 and December 31, 2012, respectively, \$775.0 million and \$542.2 million, respectively, related to certain energy sector businesses.
- (2) Primarily includes government agency pass-through securities guaranteed by a government agency or government sponsored enterprise, among other types of RMBS.
- (3) Includes partnership and non-marketable equity investments accounted for on an AFS basis.

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European securities. The following table provides a breakdown of the fair value, net unrealized gains (losses) and the average rating of our debt securities from governments and companies in Europe as of March 31, 2013:

	Fair Value	Net Unrealized Gains (Losses)	Average Rating
	(in millions)		
United Kingdom			
Foreign government	\$ 163.5	\$ 2.3	AA / Aa
Foreign corporate-financial	156.3	9.0	A
Foreign corporate-non-financial	166.0	5.7	A
Asset-backed	105.4	6.4	A
Total United Kingdom	\$ 591.2	\$ 23.4	
Netherlands			
Foreign government	\$ 18.1	\$ 0.3	AAA / Aaa
Foreign corporate-financial	140.0	5.7	A
Foreign corporate-non-financial	139.0	3.7	A
Asset-backed	4.1	0.1	A
Total Netherlands	\$ 301.2	\$ 9.8	
France			
Foreign government	\$ 61.9	\$ 3.0	AA / Aa
Foreign corporate-financial	49.5	2.9	A
Foreign corporate-non-financial	151.5	2.4	A
Asset-backed	1.0		AAA / Aaa
Total France	\$ 263.9	\$ 8.3	
Germany			
Foreign government	\$ 130.4	\$ 4.3	AAA / Aaa
Foreign corporate-financial	106.9	1.8	AA / Aa
Foreign corporate-non-financial	23.6	0.3	A
Asset-backed	0.9		AAA / Aaa
Total Germany	\$ 261.8	\$ 6.4	
Spain			
Foreign corporate-financial	\$ 8.9	\$ 0.1	BBB / Baa
Foreign corporate-non-financial	23.2	0.4	BBB / Baa
Total Spain	\$ 32.1	\$ 0.5	
Italy			
Foreign corporate-financial	\$ 4.9	\$ 0.1	BBB / Baa
Foreign corporate-non-financial	3.7		BBB / Baa
Total Italy	\$ 8.6	\$ 0.1	

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Ireland			
Foreign corporate-non-financial	\$ 4.7	\$	B
Other*			
Supranational	\$ 87.1	\$ 4.3	AA / Aa
Foreign government	8.3		AA / Aa
Foreign corporate-financial	136.0	5.7	AA / Aa
Foreign corporate-non-financial	124.4	2.7	A
Asset-backed	0.8		AAA / Aaa
Total Other	\$ 356.6	\$ 12.7	

* Includes Belgium, the Czech Republic, Denmark, Finland, Luxembourg, Norway, Poland, Sweden and Switzerland.

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Municipal Bonds. The following table provides the fair value of our municipal bonds as of March 31, 2013, categorized by state and revenue source. Special revenue bonds are debt securities for which the payment of principal and interest is available solely from the cash flows of the related projects. As issuers of revenue bonds do not have the ability to draw from tax revenues or levy taxes to fund obligations, revenue bonds may carry a greater risk of default than general obligation bonds.

State	Education	Hospital	Housing	Special Revenue			Utilities	All Other Sources	Total Special Revenue	Total General Obligation	Total Fair Value
				Lease Revenue	Special Tax	Transit					
(in millions)											
Texas	\$ 41.2	\$	\$ 4.8	\$	\$ 15.6	\$ 118.5	\$ 100.1	\$	\$ 280.2	\$ 334.1	\$ 614.3
California	25.7	30.1		65.1		46.8	97.0		264.7	189.7	454.4
New York	22.5		4.8		49.2	149.0	123.2	59.8	408.5	34.6	443.1
Massachusetts	17.9	25.2	4.8		30.5	60.8	16.1	6.5	161.8	136.0	297.8
Arizona	1.3	29.9			57.1	5.9	130.3		224.5		224.5
North Carolina	19.4	13.0	11.6	4.2		0.6	26.2	14.7	89.7	126.8	216.5
Florida			1.9	47.6	1.5	52.6	5.5		109.1	103.7	212.8
Missouri	4.8	61.2	4.9		15.0	33.5	35.8	28.9	184.1	7.1	191.2
Illinois	0.3	31.8	2.0		23.4	62.3	11.8	10.7	142.3	42.7	185.0
Connecticut	4.9		2.7		56.6	7.6			71.8	89.5	161.3
All other states	179.5	47.3	103.5	178.0	128.8	339.3	384.9	111.2	1,472.5	546.9	2,019.4
Total	\$ 317.5	\$ 238.5	\$ 141.0	\$ 294.9	\$ 377.7	\$ 876.9	\$ 930.9	\$ 231.8	\$ 3,409.2	\$ 1,611.1	5,020.3
Total advance refunded / escrowed maturity bonds											1,301.5
Total municipal bonds											\$ 6,321.8

Recent Accounting Standards*Recently Adopted*

In January 2013, the Financial Accounting Standards Board, or the FASB, issued guidance on the amounts reclassified out of accumulated other comprehensive income. Other comprehensive income includes gains and losses that are initially excluded from net earnings for a given period, and later reclassified out of accumulated other comprehensive income into net earnings. This guidance requires companies to disclose information about reclassifications out of accumulated other comprehensive income in one place. This guidance is effective for interim and annual periods beginning after December 15, 2012. We adopted this guidance in the first quarter of 2013, and the implementation did not have an impact on our results of operations and financial condition. See Note 6(b) to the Notes to the Unaudited Consolidated Financial Statements set forth in Part I, Item 1 of this Form 10-Q.

In December 2011, the FASB issued guidance on disclosure requirements related to offsetting arrangements. The guidance provides for additional financial statement disclosure regarding offsetting and related arrangements to enable financial statement users to understand the effect of those arrangements on an entity's financial position. This guidance is effective for interim and annual reporting periods beginning on or after January 1, 2013. We adopted this guidance in the first quarter of 2013, and the implementation did not have a material impact on our results of operations and financial condition.

Item 3. Quantitative and Qualitative Disclosures about Market Risk.

Market risk is the risk of loss from adverse changes in market prices and rates, such as interest rates, foreign currency exchange rates and commodity prices. The primary market risk related to our non-trading financial instruments is the risk of loss associated with adverse changes in interest rates. We also invest in equity securities which are subject to fluctuations in market value, and purchase debt securities with fixed maturities that expose us to risks related to adverse changes in interest rates. We hold our equity securities and debt securities as AFS. Any changes in the fair value in these securities, net of tax, would be recorded as a component of other comprehensive income. However, if a decline in fair value relative to cost is believed to be other than temporary, a loss is generally recorded on our statement of earnings. In addition, significant portions of our assets (principally investments) and liabilities (principally loss and LAE and unearned premiums) are exposed to

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changes in foreign currency exchange rates. The net change in the carrying value of assets and liabilities denominated in foreign currencies is recorded as a component of other comprehensive income.

The sensitivity analyses presented below provide only a limited, point-in-time view of the market risk of our financial instruments. The actual impact of changes in equity market prices, market interest rates and foreign currency exchange rates may differ significantly from those shown in these sensitivity analyses. The sensitivity analyses are further limited because they do not consider any actions we could take in response to actual and/or anticipated changes in equity market prices, market interest rates, or foreign currency exchange rates. In addition, these sensitivity analyses do not provide weight to risks relating to market issues such as liquidity and the credit worthiness of investments.

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Equity Securities. The table below summarizes our equity price risk and reflects the effect of a hypothetical increase or decrease in market prices as of March 31, 2013 on the estimated fair value of our consolidated equity securities portfolio. The selected hypothetical price changes do not reflect what could be the potential best or worst case scenarios (dollars in millions).

As of March 31, 2013			
Estimated Fair Value	Hypothetical Price Change	Estimated Fair Value	Hypothetical Percentage
		After Hypothetical Change in Price	Increase (Decrease) in Stockholders Equity
\$2,004.9	20% Increase	\$2,405.9	3.9%
	20% Decrease	1,603.9	-3.9%

Debt Securities and Senior Notes. The primary market risk for our and our subsidiaries' debt securities is interest rate risk at the time of refinancing. We monitor the interest rate environment to evaluate reinvestment and refinancing opportunities. We generally do not use derivatives to manage market and interest rate risks. The table below presents sensitivity analyses as of March 31, 2013 of our (i) consolidated debt securities and (ii) senior notes, which are sensitive to changes in interest rates. Sensitivity analysis is defined as the measurement of potential change in future earnings, fair values, or cash flows of market sensitive instruments resulting from one or more selected hypothetical changes in interest rates over a selected time period. In the sensitivity analysis model below, we use a +/- 300 basis point range of change in interest rates to measure the hypothetical change in fair value of the financial instruments included in the analysis. The change in fair value is determined by calculating hypothetical March 31, 2013 ending prices based on yields adjusted to reflect a +/- 300 basis point range of change in interest rates, comparing these hypothetical ending prices to actual ending prices, and multiplying the difference by the par outstanding. The selected hypothetical changes in interest rates do not reflect what could be the potential best or worst case scenarios.

As of March 31, 2013

(dollars in millions)

Interest Rate Shifts	-300	-200	-100	0	100	200	300
Assets:							
Debt securities, fair value	\$ 15,686.2	\$ 15,603.1	\$ 15,439.9	\$ 15,110.5	\$ 14,503.1	\$ 13,897.1	\$ 13,309.3
Estimated change in fair value	\$ 575.7	\$ 492.6	\$ 329.4	\$	\$ (607.4)	\$ (1,213.4)	\$ (1,801.2)
Liabilities:							
Senior Notes, fair value	\$ 2,459.6	\$ 2,278.4	\$ 2,121.3	\$ 1,984.2	\$ 1,863.5	\$ 1,756.5	\$ 1,661.0
Estimated change in fair value	\$ 475.4	\$ 294.2	\$ 137.1	\$	\$ (120.7)	\$ (227.7)	\$ (323.2)

Partnership Investments. In addition to debt and equity securities, we invest in several partnerships which are subject to fluctuations in market value. Our partnership investments are included in other invested assets and are accounted for as AFS or using the equity method, and had a carrying value of \$291.4 million as of March 31, 2013.

Foreign Currency Exchange Rate Risk. Foreign currency exchange rate risk is the potential change in value arising from changes in foreign currency exchange rates. Our reinsurance operations located in foreign countries maintain some or all of their capital in their local currency, and conduct business in their local currency, as well as the currencies of the other countries in which they operate. Prior to the merger, we did not have any material assets or liabilities denominated in foreign currencies. The table below summarizes our foreign currency exchange rate risk and shows the effect of a hypothetical increase or decrease in foreign currency exchange rates against the U.S. dollar as of March 31, 2013 on the estimated net carrying value of our foreign currency denominated assets, net of our foreign currency denominated liabilities. The selected hypothetical changes do not reflect what could be the potential best or worst case scenarios (dollars in millions).

As of March 31, 2013			
Estimated Fair Value	Hypothetical Price Change	Estimated Fair Value	Hypothetical Percentage
		After Hypothetical Change in Price	Increase (Decrease) in Stockholders Equity

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\$164.2*	20% Increase	\$197.0	0.3
	20% Decrease	131.4	(0.3)

* Denotes a net asset position as of March 31, 2013.

Table of Contents**Item 4. Controls and Procedures.***Disclosure Controls and Procedures*

We carried out an evaluation, under the supervision and with the participation of our management, including our chief executive officer, or CEO, and our chief financial officer, or CFO, of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this Form 10-Q pursuant to Rule 13a-15(e) or 15d-15(e) promulgated under the Securities Exchange Act of 1934, as amended, or the Exchange Act. Based on that evaluation, our management, including our CEO and CFO, concluded that our disclosure controls and procedures were effective as of that date to provide reasonable assurance that information required to be disclosed by us in reports that we file or submit under the Exchange Act is (i) recorded, processed, summarized, and timely reported as specified in the SEC's rules and forms and (ii) accumulated and communicated to our management, including our CEO and CFO, as appropriate to allow for timely decisions regarding required disclosure. Our disclosure controls and procedures were designed to provide such assurance; however, we note that the design of any system of controls is based in part upon certain assumptions about the likelihood of future events, and we cannot assure you that any design will succeed in achieving its stated goals under all potential future conditions, regardless of how remote.

Changes in Internal Control Over Financial Reporting

No changes occurred during the three months ended March 31, 2013 in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Part II. OTHER INFORMATION**Item 1. Legal Proceedings.**

Our subsidiaries are parties to pending litigation and claims in connection with the ordinary course of their businesses. Each such subsidiary makes provisions for estimated losses to be incurred in such litigation and claims, including legal costs. We believe such provisions are adequate and do not believe that any pending litigation will have a material adverse effect on our consolidated results of operations, financial position or cash flows. See Note 12(a) to the Notes to the Consolidated Financial Statements set forth in Part II, Item 8 of our 2012 10-K.

On November 20, 2011, Alleghany entered into an Agreement and Plan of Merger, or the Merger Agreement, with its wholly-owned subsidiary Shoreline Merger Sub, LLC (subsequently converted into a corporation), or Merger Sub, and Transatlantic Holdings, Inc, or Old TransRe. On March 6, 2012, Old TransRe was merged with and into Merger Sub, which was renamed Transatlantic Holdings, Inc., and became a wholly-owned subsidiary of Alleghany. In connection with the merger, Alleghany, Merger Sub and Old TransRe, among others, were named as defendants in three putative stockholder class action lawsuits, one consolidated lawsuit filed in the Court of Chancery of the State of Delaware, or the Court, and two lawsuits filed in the Supreme Court of the State of New York. Such lawsuits challenged the merger and alleged that Alleghany, Merger Sub and Old TransRe aided and abetted an alleged breach of fiduciary duty by Old TransRe's board of directors in connection with the merger, among other allegations.

On January 30, 2012, Alleghany and the other defendants entered into a memorandum of understanding with the plaintiffs regarding the settlement of these three putative stockholder class actions against Alleghany, Merger Sub, Old TransRe, Old TransRe's directors, and Allied World Assurance Company Holdings, AG, among others. Pursuant to the terms of the proposed settlement, certain supplemental disclosures were made related to the merger. The memorandum of understanding contemplated that the parties would enter into a stipulation of settlement. On October 12, 2012, the parties entered into a stipulation of settlement that includes customary conditions, including court approval following notice to Old TransRe's stockholders. On January 10, 2013, a hearing was held before the Court to consider the fairness, reasonableness, and adequacy of the settlement, as well as plaintiffs' counsel's petition for an award of attorneys' fees and expenses not to exceed \$0.5 million, to be paid, or cause to be paid, by TransRe. At the hearing, the Chancellor declined to approve the settlement, but granted plaintiffs' counsel an opportunity to make a supplemental submission addressing, among other things, the materiality of the supplemental disclosures made in connection with the settlement. On January 29, 2013, the plaintiffs filed such supplemental submission. On February 28, 2013, another hearing was held before the Court to consider the proposed settlement. At that hearing, the Court declined to approve the settlement and, on March 13, 2013, the Court entered an order dismissing the consolidated Delaware action without prejudice. On April 25, 2013, one of the two lawsuits filed in the Supreme Court of the State of New York was discontinued. On April 26, 2013, the remaining lawsuit was also discontinued.

Item 1A. Risk Factors.

There are no material changes from the risk factors set forth in Part I, Item 1A, Risk Factors, of our 2012 10-K. Please refer to that section for disclosures regarding what we believe are the more significant risks and uncertainties related to our businesses.

Table of Contents**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.****(c) Issuer Purchases of Equity Securities.**

The following table summarizes our common stock repurchases for the quarter ended March 31, 2013:

	Total Number of Shares Repurchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs(1)	Approximate Dollar Value of Shares That May Yet Be Purchased Under the Plans or Programs (in millions)(1)
January 1 to January 31	82,599	\$ 350.40	82,599	\$ 253.3
February 1 to February 28	4,277	364.42	4,277	\$ 251.7
March 1 to March 31	2,875	373.75	2,875	\$ 250.7
Total	89,751	\$ 351.82	89,751	

(1) In October 2012, our Board authorized the repurchase of shares of our common stock, at such times and at prices as management determines advisable, up to an aggregate of \$300.0 million.

Item 5. Other Information.

At a meeting held on April 16, 2013, our Board, upon the recommendation of the Compensation Committee of the Board, approved and adopted certain amendments to the 2010 Directors' Stock Plan, or the Prior Plan, and, as amended, the Amended and Restated Plan. Pursuant to such amendments under the Amended and Restated Plan, each year as of the first business day following the Alleghany annual meeting of stockholders, each individual who is elected, re-elected or continues as a member of the Board and who is not an employee of Alleghany or any of its subsidiaries, or the Non-Employee Directors, will automatically be granted, at the individual's election, either (i) such number of shares of restricted common stock, or Restricted Stock, or (ii) such number of restricted stock units, or Restricted Stock Units, and together with Restricted Stock, Restricted Shares, as is equal to \$130,000 divided by the 30-Day Average Value (as such term is defined in the Amended and Restated Plan) of one share of common stock on the grant date. Pursuant to the Prior Plan, each year as of the first business day following the Alleghany annual meeting of stockholders, each Non-Employee Director was automatically granted (i) a stock option to purchase 500 shares of common stock of Alleghany, and (ii) at the individual's election, either (a) 250 shares of Restricted Stock or (b) 250 Restricted Shares, each equivalent to a share of common stock.

Table of Contents**Item 6. Exhibits.**

Exhibit Number	Description
10.1	Alleghany Corporation Amended and Restated 2010 Directors Stock Plan.
31.1	Certification of the Chief Executive Officer of the Company pursuant to Rule 13a-14(a) or Rule 15(d)-14(a) of the Exchange Act.
31.2	Certification of the Chief Financial Officer of the Company pursuant to Rule 13a-14(a) or Rule 15(d)-14(a) of the Exchange Act.
32.1	Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. This exhibit shall not be deemed filed as a part of this Form 10-Q.
32.2	Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. This exhibit shall not be deemed filed as a part of this Form 10-Q.
101.1	Interactive Data Files formatted in XBRL (Extensible Business Reporting Language): (i) Consolidated Balance Sheets as of March 31, 2013 and December 31, 2012; (ii) Consolidated Statements of Earnings and Comprehensive Income for the three months ended March 31, 2013 and 2012; (iii) Consolidated Statements of Cash Flows for the three months ended March 31, 2013 and 2012; and (iv) Notes to Unaudited Consolidated Financial Statements.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ALLEGHANY CORPORATION

Registrant

Date: May 6, 2013

By: /s/ Roger B. Gorham
Roger B. Gorham
Senior Vice President and chief financial officer

(principal financial officer)

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EXHIBIT INDEX

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