



QUARTERLY STATEMENT

AS OF JUNE 30, 2009  
OF THE CONDITION AND AFFAIRS OF THE

ACA Financial Guaranty Corporation

NAIC Group Code	0000	(Current Period)	0000	(Prior Period)	NAIC Company Code	22896	Employer's ID Number	52-1474358		
Organized under the Laws of	Maryland				State of Domicile or Port of Entry	Maryland				
Country of Domicile	United States									
Incorporated/Organized	06/25/1986				Commenced Business	10/31/1986				
Statutory Home Office	140 Broadway, 47th Floor				(Street and Number)	New York, NY 10005-1101			(City or Town, State and Zip Code)	
Main Administrative Office	140 Broadway, 47th Floor				(Street and Number)	New York, NY 10005-1101		(City or Town, State and Zip Code)	212-375-2000	(Area Code) (Telephone Number)
Mail Address	140 Broadway, 47th Floor				(Street and Number or P.O. Box)	New York, NY 10005-1101		(City or Town, State and Zip Code)		
Primary Location of Books and Records	140 Broadway, 47th Floor				(Street and Number)	New York, NY 10005-1101		(City or Town, State and Zip Code)	212-375-2017	(Area Code) (Telephone Number)
Internet Web Site Address	http://www.aca.com									
Statutory Statement Contact	John McDevitt				(Name)	212-375-2017		(Area Code) (Telephone Number)		
	JMcDevitt@ACA.com				(E-Mail Address)	212-375-2301		(Area Code) (Telephone Number) (Extension)		
								(Fax Number)		

OFFICERS

Name	Title	Name	Title
Raymond John Brooks Jr.	President and CEO	Philip Sam Sherman	Treasurer and CFO
Steven Joseph Berkowitz	Secretary and General Counsel		

OTHER OFFICERS

DIRECTORS OR TRUSTEES

Raymond John Brooks Jr	Richard Joseph Caplan	Roger Dale Cunningham	Bradley Irving Dietz
Willis Thomas King Jr	Dwight Edward Lacey	Paul Douglas McFarlane	Andrew Nathan Rothseid
John Bruce Sprung			

State of .....New York.....

ss

County of .....New York.....

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

Raymond John Brooks, Jr. President and CEO	Philip Sam Sherman Treasurer and CFO	Steven Joseph Berkowitz Secretary and General Counsel
Subscribed and sworn to before me this _____ day of _____ August, 2009		a. Is this an original filing? Yes [ X ] No [   ]
Meredith Grace Berrett,		b. If no, 1. State the amendment number _____ 2. Date filed _____ 3. Number of pages attached _____

STATEMENT AS OF JUNE 30, 2009 OF THE ACA Financial Guaranty Corporation

ASSETS

	Current Statement Date			4  December 31 Prior Year Net Admitted Assets
	1  Assets	2  Nonadmitted Assets	3  Net Admitted Assets (Cols. 1 - 2)	
1. Bonds .....	344,451,985		344,451,985	368,798,756
2. Stocks:				
2.1 Preferred stocks .....			0	0
2.2 Common stocks .....	769,825	769,825	0	0
3. Mortgage loans on real estate:				
3.1 First liens .....			0	0
3.2 Other than first liens .....			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ ..... encumbrances) .....			0	0
4.2 Properties held for the production of income (less \$ ..... encumbrances) .....			0	0
4.3 Properties held for sale (less \$ ..... encumbrances) .....			0	0
5. Cash (\$ .....2,840,571 ), cash equivalents (\$ .....0 ) and short-term investments (\$ .....64,950,146 ) .....	67,790,718		67,790,718	63,858,810
6. Contract loans (including \$ .....premium notes) .....			0	0
7. Other invested assets .....	1,090,160		1,090,160	1,090,068
8. Receivables for securities .....	1,151,258		1,151,258	0
9. Aggregate write-ins for invested assets .....	0	0	0	0
10. Subtotals, cash and invested assets (Lines 1 to 9) .....	415,253,946	769,825	414,484,121	433,747,634
11. Title plants less \$ .....charged off (for Title insurers only) .....			0	0
12. Investment income due and accrued .....	3,180,292		3,180,292	3,221,109
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in the course of collection .....			0	0
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ .....earned but unbilled premiums) .....			0	0
13.3 Accrued retrospective premiums .....			0	0
14. Reinsurance:				
14.1 Amounts recoverable from reinsurers .....			0	0
14.2 Funds held by or deposited with reinsured companies .....			0	0
14.3 Other amounts receivable under reinsurance contracts .....			0	0
15. Amounts receivable relating to uninsured plans .....			0	0
16.1 Current federal and foreign income tax recoverable and interest thereon .....			0	0
16.2 Net deferred tax asset .....	108,236,555	108,236,555	0	3,821,634
17. Guaranty funds receivable or on deposit .....			0	0
18. Electronic data processing equipment and software .....	2,364,467	2,121,393	243,074	382,156
19. Furniture and equipment, including health care delivery assets (\$ ..... ) .....	492,205	492,205	0	0
20. Net adjustment in assets and liabilities due to foreign exchange rates .....			0	0
21. Receivables from parent, subsidiaries and affiliates .....	268,310		268,310	0
22. Health care (\$ ..... ) and other amounts receivable .....			0	0
23. Aggregate write-ins for other than invested assets .....	3,038,949	3,031,462	7,487	36,879
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23) .....	532,834,724	114,651,440	418,183,284	441,209,412
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts .....			0	0
26. Total (Lines 24 and 25) .....	532,834,724	114,651,440	418,183,284	441,209,412
DETAILS OF WRITE-INS				
0901. ....				
0902. ....				
0903. ....				
0998. Summary of remaining write-ins for Line 9 from overflow page .....	0	0	0	0
0999. Totals (Lines 0901 through 0903 plus 0998)(Line 9 above) .....	0	0	0	0
2301. Security Deposit.....	2,725,122	2,725,122	0	0
2302. Other Assets.....	7,487		7,487	36,879
2303. Prepaid Tax.....	116,781	116,781	0	0
2398. Summary of remaining write-ins for Line 23 from overflow page .....	189,559	189,559	0	0
2399. Totals (Lines 2301 through 2303 plus 2398)(Line 23 above) .....	3,038,949	3,031,462	7,487	36,879

LIABILITIES, SURPLUS AND OTHER FUNDS

	1 Current Statement Date	2 December 31, Prior Year
1. Losses (current accident year \$ .....2,186,475 ) .....	25,493,576	19,781,236
2. Reinsurance payable on paid losses and loss adjustment expenses .....		0
3. Loss adjustment expenses .....	3,064,322	1,191,909
4. Commissions payable, contingent commissions and other similar charges .....		0
5. Other expenses (excluding taxes, licenses and fees) .....	2,048,343	3,434,574
6. Taxes, licenses and fees (excluding federal and foreign income taxes) .....	39	171,819
7.1 Current federal and foreign income taxes (including \$ ..... on realized capital gains (losses)) .....		0
7.2 Net deferred tax liability .....		0
8. Borrowed money \$ ..... and interest thereon \$ .....		0
9. Unearned premiums (after deducting unearned premiums for ceded reinsurance of \$ .....489,352 and including warranty reserves of \$ ..... ) .....	212,838,558	219,749,396
10. Advance premium .....		0
11. Dividends declared and unpaid:		
11.1 Stockholders .....		0
11.2 Policyholders .....		0
12. Ceded reinsurance premiums payable (net of ceding commissions) .....		0
13. Funds held by company under reinsurance treaties .....		0
14. Amounts withheld or retained by company for account of others .....		0
15. Remittances and items not allocated .....		0
16. Provision for reinsurance .....		0
17. Net adjustments in assets and liabilities due to foreign exchange rates .....		0
18. Drafts outstanding .....		0
19. Payable to parent, subsidiaries and affiliates .....		466,032
20. Payable for securities .....		20,679,861
21. Liability for amounts held under uninsured plans .....		0
22. Capital notes \$ ..... and interest thereon \$ .....		0
23. Aggregate write-ins for liabilities .....	79,997,447	74,448,191
24. Total liabilities excluding protected cell liabilities (Lines 1 through 23) .....	323,442,285	339,923,018
25. Protected cell liabilities .....		0
26. Total liabilities (Lines 24 and 25) .....	323,442,285	339,923,018
27. Aggregate write-ins for special surplus funds .....	0	0
28. Common capital stock .....	15,000,000	15,000,000
29. Preferred capital stock .....		0
30. Aggregate write-ins for other than special surplus funds .....	0	0
31. Surplus notes .....		0
32. Gross paid in and contributed surplus .....	363,974,000	372,633,700
33. Unassigned funds (surplus) .....	(284,233,003)	(286,347,306)
34. Less treasury stock, at cost:		
34.1 ..... shares common (value included in Line 28 \$ ..... ) .....		0
34.2 ..... shares preferred (value included in Line 29 \$ ..... ) .....		0
35. Surplus as regards policyholders (Lines 27 to 33, less 34) .....	94,740,997	101,286,394
36. TOTALS .....	418,183,282	441,209,412
<b>DETAILS OF WRITE-INS</b>		
2301. Contingency Reserve.....	79,997,447	74,448,191
2302. ....		
2303. ....		
2398. Summary of remaining write-ins for Line 23 from overflow page .....	0	0
2399. Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above) .....	79,997,447	74,448,191
2701. ....		
2702. ....		
2703. ....		
2798. Summary of remaining write-ins for Line 27 from overflow page .....	0	0
2799. Totals (Lines 2701 thru 2703 plus 2798) (Line 27 above) .....	0	0
3001. ....		
3002. ....		
3003. ....		
3098. Summary of remaining write-ins for Line 30 from overflow page .....	0	0
3099. Totals (Lines 3001 thru 3003 plus 3098) (Line 30 above) .....	0	0

STATEMENT OF INCOME

	1	2	3
	Current Year	Prior Year	Prior Year Ended
	to Date	to Date	December 31
UNDERWRITING INCOME			
1. Premiums earned:			
1.1 Direct (written \$ 395,485 )	7,220,206	8,167,405	24,384,980
1.2 Assumed (written \$ )	104,334	827,544	1,787,118
1.3 Ceded (written \$ )	18,217	34,524	74,285
1.4 Net (written \$ 395,485 )	7,306,323	8,960,425	26,097,813
DEDUCTIONS:			
2. Losses incurred (current accident year \$ 2,190,381 ):			
2.1 Direct	5,402,609	19,032,410	259,320,537
2.2 Assumed		(36,207)	(8,388,472)
2.3 Ceded		0	0
2.4 Net	5,402,609	18,996,203	250,932,065
3. Loss adjustment expenses incurred	3,455,859	12,381,466	19,248,408
4. Other underwriting expenses incurred	8,708,999	11,370,742	30,589,170
5. Aggregate write-ins for underwriting deductions	0	0	0
6. Total underwriting deductions (Lines 2 through 5)	17,567,467	42,748,411	300,769,643
7. Net income of protected cells		0	0
8. Net underwriting gain or (loss) (Line 1.4 minus Line 6 + Line 7)	(10,261,144)	(33,787,987)	(274,671,830)
INVESTMENT INCOME			
9. Net investment income earned	8,854,141	12,856,089	22,415,677
10. Net realized capital gains (losses) less capital gains tax of \$	(3,287,321)	(8,182,214)	(41,142,817)
11. Net investment gain (loss) (Lines 9 + 10)	5,566,820	4,673,875	(18,727,140)
OTHER INCOME			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered \$ amount charged off \$ )		0	0
13. Finance and service charges not included in premiums		0	0
14. Aggregate write-ins for miscellaneous income	4,754,495	3,000	25,223,974
15. Total other income (Lines 12 through 14)	4,754,495	3,000	25,223,974
16. Net income before dividends to policyholders after capital gains tax and before all other federal and foreign income taxes (Lines 8 + 11 + 15)	60,171	(29,111,111)	(268,174,996)
17. Dividends to policyholders		0	0
18. Net income, after dividends to policyholders after capital gains tax and before all other federal and foreign income taxes (Line 16 minus Line 17)	60,171	(29,111,111)	(268,174,996)
19. Federal and foreign income taxes incurred	(3,862,428)	0	779,877
20. Net income (Line 18 minus Line 19)(to Line 22)	3,922,599	(29,111,111)	(268,954,873)
CAPITAL AND SURPLUS ACCOUNT			
21. Surplus as regards policyholders, December 31 prior year	101,286,388	229,140,048	229,140,047
22. Net income (from Line 20)	3,922,599	(29,111,111)	(268,954,873)
23. Net transfers (to) from Protected Cell accounts		0	0
24. Change in net unrealized capital gains or (losses) less capital gains tax of \$	(1,454,733)	(835,331)	24,752,611
25. Change in net unrealized foreign exchange capital gain (loss)		0	0
26. Change in net deferred income tax	(22,760,220)	25,901,865	65,878,923
27. Change in nonadmitted assets	19,296,213	(27,429,548)	(65,070,955)
28. Change in provision for reinsurance		0	0
29. Change in surplus notes		0	(10,000,000)
30. Surplus (contributed to) withdrawn from protected cells		0	0
31. Cumulative effect of changes in accounting principles		0	0
32. Capital changes:			
32.1 Paid in		0	0
32.2 Transferred from surplus (Stock Dividend)		0	0
32.3 Transferred to surplus		0	0
33. Surplus adjustments:			
33.1 Paid in	(8,659,700)	0	14,329,850
33.2 Transferred to capital (Stock Dividend)		0	0
33.3 Transferred from capital		0	0
34. Net remittances from or (to) Home Office		0	0
35. Dividends to stockholders		0	0
36. Change in treasury stock		0	0
37. Aggregate write-ins for gains and losses in surplus	3,110,444	(39,857,468)	111,210,784
38. Change in surplus as regards policyholders (Lines 22 through 37)	(6,545,397)	(71,331,593)	(127,853,660)
39. Surplus as regards policyholders, as of statement date (Lines 21 plus 38)	94,740,991	157,808,454	101,286,388
DETAILS OF WRITE-INS			
0501.			
0502.			
0503.			
0598. Summary of remaining write-ins for Line 5 from overflow page	0	0	0
0599. Totals (Lines 0501 through 0503 plus 0598) (Line 5 above)	0	0	0
1401. Other Income	314,495	0	11,533
1402. Equity Earnings in Affiliates	4,400,000	0	25,193,441
1403. Surveillance Consent Fees	40,000	3,000	19,000
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above)	4,754,495	3,000	25,223,974
3701. Change In Contingency Reserve	(5,549,256)	(39,857,468)	111,210,784
3702. Reclass Adjustment	8,659,700	0	0
3703.			
3798. Summary of remaining write-ins for Line 37 from overflow page	0	0	0
3799. Totals (Lines 3701 through 3703 plus 3798) (Line 37 above)	3,110,444	(39,857,468)	111,210,784

CASH FLOW

	1 Current Year To Date	2 Prior Year Ended December 31
<b>Cash from Operations</b>		
1. Premiums collected net of reinsurance.....	395,485	(16,929,553)
2. Net investment income .....	9,264,355	27,065,499
3. Miscellaneous income .....	4,754,495	25,223,974
4. Total (Lines 1 to 3) .....	14,414,335	35,359,920
5. Benefit and loss related payments .....	(309,731)	238,524,097
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions .....	11,260,204	51,645,826
8. Dividends paid to policyholders .....	0	0
9. Federal and foreign income taxes paid (recovered) net of \$ ..... tax on capital gains (losses)	(3,862,428)	(6,295,730)
10. Total (Lines 5 through 9) .....	7,088,045	283,874,192
11. Net cash from operations (Line 4 minus Line 10) .....	7,326,290	(248,514,272)
<b>Cash from Investments</b>		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds .....	53,989,058	240,886,038
12.2 Stocks .....	0	0
12.3 Mortgage loans .....	0	0
12.4 Real estate .....	0	0
12.5 Other invested assets .....	0	18,250,000
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments .....	0	0
12.7 Miscellaneous proceeds .....	0	62,975,754
12.8 Total investment proceeds (Lines 12.1 to 12.7) .....	53,989,058	322,111,792
13. Cost of investments acquired (long-term only):		
13.1 Bonds .....	34,760,331	30,121,705
13.2 Stocks .....	0	0
13.3 Mortgage loans .....	0	0
13.4 Real estate .....	0	0
13.5 Other invested assets .....	0	4,329,850
13.6 Miscellaneous applications .....	21,831,119	42,280,224
13.7 Total investments acquired (Lines 13.1 to 13.6) .....	56,591,451	76,731,779
14. Net increase (or decrease) in contract loans and premium notes .....	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14) .....	(2,602,393)	245,380,012
<b>Cash from Financing and Miscellaneous Sources</b>		
16. Cash provided (applied):		
16.1 Surplus notes, capital notes .....	0	(10,000,000)
16.2 Capital and paid in surplus, less treasury stock.....	0	14,329,850
16.3 Borrowed funds .....	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities .....	0	0
16.5 Dividends to stockholders .....	0	0
16.6 Other cash provided (applied).....	(791,990)	1,125,484
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6) .....	(791,990)	5,455,334
<b>RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS</b>		
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17) .....	3,931,908	2,321,074
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year.....	63,858,810	61,537,735
19.2 End of period (Line 18 plus Line 19.1) .....	67,790,718	63,858,810

NOTES TO FINANCIAL STATEMENTS

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Accounting Practices

The accompanying financial statements have been completed in accordance with the National Association of Insurance Commissioners’ (NAIC) Accounting Practices and Procedures Manual which have been adopted by the Maryland Insurance Administration ("MIA").

B. Use of Estimates in the Preparation of the Financial Statements

The preparation of financial statements in conformity with Statutory Accounting Principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities. Actual results could differ from those estimates.

C. Accounting Policy

Premium revenue recognition

Installment premiums are earned over each installment period, which is generally one year or less. Up-front premiums are earned in proportion to the expiration of risk. Unearned premiums represent that portion of premiums which is applicable to coverage of risk to be provided in the future on policies in force. When an insured issue is retired or defeased prior to the end of the expected period or coverage, the remaining unearned premiums, less any amount credited to a refunding issue insured by the Company, are recognized as earned premium.

Expense recognition

Expense incurred in connection with acquiring new insurance business, if any, including such acquisition costs as sales commissions, are charged to operations as incurred. Expenses incurred are reduced for ceding allowance received or receivable.

- (1) Short-term investments are stated at amortized cost.
- (2) Bonds are stated at amortized cost using the effective interest rate method.
- (3) The Company carries the common stock of an offshore subsidiary, ACA Capital (Singapore) Pte. Ltd. (“ACA Singapore”) as a non-admitted asset. For additional information please see (7) below.
- (4) The Company has no preferred stocks.
- (5) The Company has no mortgage loans.
- (6) Loan-backed securities are stated at amortized cost or the lower of amortized cost or fair market value, using the effective interest rate method. The retrospective adjustment method is used to value all securities.
- (7) In June 2006, the Company established a wholly-owned subsidiary, ACA Singapore, for the purpose of expanding the Company’s structured credit business into the Asian markets. However, this business was discontinued in 2007 and the Company is currently undertaking the necessary steps to conclude ACA Singapore’s business operations. The Company expects to complete the un-wind of ACA Singapore by year-end 2009. As of June 30, 2009, the Company contributed approximately \$632 thousand of capital into ACA Singapore and did not admit its interest in the amount of \$770 thousand.
- (8) The Company has no joint ventures.
- (9) The Company has no derivatives.
- (10) The Company has no premium deficiencies.
- (11) Unpaid losses and loss adjustment expenses are established when an insured obligation defaults in payment. Such liabilities are necessarily based on assumptions and estimates and while management believes these amounts are adequate, the ultimate liability may be in excess of or less than the amount provided. Loss reserves are recorded at the net present value of expected payments. The Company's unpaid losses and loss adjustment expenses is \$28.6 million at June 30, 2009 and include three case reserves. Total unpaid losses and loss adjustment expenses at December 31, 2008 were \$21.0 million.

During the fourth quarter of 2008, COPIA: The American Center for Wine, Food and the Arts (“COPIA”) filed for bankruptcy. The Company insures bonds issued by COPIA with an accreted value of approximately \$82.0 million and ultimately expects to pay claims on this credit. However, because SSAP 60 does not allow for establishment of a loss reserve until a default in payment occurs, the Company has not accrued this loss in its 2009 financial statements. COPIA currently has a debt service reserve funded in the amount of approximately \$5.7 million. This cash reserve has been and is expected to continue to be used to make scheduled payments under the insured bond. Upon the depletion of the debt service reserve, the Company will begin making claim payments and at that time will establish a loss reserve. The Company expects that this will occur in 2011 or 2012. The bankruptcy process is expected to result in the legal ownership of the related real estate being held by a trust. The Company will evaluate the impact, if any, of the bankruptcy judgment on the establishment of a loss reserve. Based on the company’s current estimates, the claim reserve may be in the range of \$50 to \$60 million. As of June 30, 2009, the Company had a reserve for loss adjustment expenses of \$2.2 million

Losses incurred in connection with the Company’s restructuring under the Global Settlement Agreement were fully settled on August 8, 2008. See Note 20(C) for details on the restructuring transaction.

- (12) There has been no change to the Company’s capitalization policy.

- (13) The Company has no pharmaceutical rebate receivables.

2. ACCOUNTING CHANGES AND CORRECTION OF ERRORS

A. N/A

3. BUSINESS COMBINATION AND GOODWILL

The Company was not party to any business combinations and does not hold goodwill.

4. DISCONTINUED OPERATIONS

The Company had no discontinued operations as of June 30, 2009.

NOTES TO FINANCIAL STATEMENTS

5. INVESTMENTS

A. Mortgage Loans

The Company has no mortgage loans.

B. Debt Restructuring

The Company has no debt restructuring.

C. Reverse Mortgages

The Company has no reverse mortgages.

D. Loan-Backed Securities

- (1) The Company has no securities purchased prior to January 1, 1994.
- (2) Prepayment assumptions are derived from an average of those forecast by a number of Wall Street dealers as tabulated by Bloomberg L.P. and referred to as Bloomberg consensus estimates. Prices are determined by US Bank, N.A., which predominantly uses quotations received from Interactive Data Services, Inc.
- (3) The Company made no changes from the retrospective to prospective methodology in 2009 due to negative yield on specific securities.

E. Repurchase Agreements

The Company has not used repurchase agreements. If the Company was to utilize them, Treasury or Agency collateral having a market value of no less than 102% of the amount of the repurchase agreement would be required.

F. The Company has no real estate investments.

G. The Company has no low-income housing tax credit investment.

6. JOINT VENTURES, PARTNERSHIPS AND LIMITED LIABILITY COMPANIES

The Company has an investment in ACA Service L.L.C., (“ACA Service”) at June 30, 2009, which is non-admitted for statutory reporting purposes. The Company has a \$770 thousand investment in ACA Singapore (see Note 1C(7) above) at June 30, 2009. This investment is also non-admitted for statutory reporting purposes.

7. INVESTMENT INCOME

All investment income due and accrued with amounts that are over 90 days past due are considered a non-admitted asset. There was no past due investment income as of June 30, 2009.

8. DERIVATIVE INSTRUMENTS

The Company has no derivative instruments.

9. INCOME TAXES

A The components of the net deferred tax assets and deferred tax liabilities are as follows:

Description	6/30/09	12/31/08
Gross deferred tax assets	\$ 108,246,356	\$ 131,006,577
Gross deferred tax liabilities	(9,801)	(9,802)
Net deferred tax asset	108,236,555	130,996,775
Non-admitted deferred tax asset	(108,236,555)	(127,175,141)
Net admitted deferred tax asset	-	3,821,634
Decrease (increase) in nonadmitted deferred tax assets	\$ 18,938,586	\$ (69,239,239)

B N/A

C The components of federal income tax expense (benefit) are as follows:

Description	6/30/09	12/31/08
Current year expense / (benefit)	\$ -	\$ -
Prior year (over) / under accrual	(3,883,455)	120,363
Current income tax expense / (benefit)	(3,883,455)	120,363
Less: expense / (benefit) on capital gain / (loss)	-	-
Current ordinary income tax expense / (benefit)	\$ (3,883,455)	\$ 120,363

NOTES TO FINANCIAL STATEMENTS

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and liabilities are as follows:

Deferred tax assets	6/30/09	12/31/08	Change
Net operating loss carryforward	\$ 52,067,492	\$ 78,252,156	\$ (26,184,664)
Unearned premiums reserve	7,451,145	7,693,025	(241,880)
Loss reserve discounting (net of salvage)	30,030	23,277	6,753
Change in contingency reserve	27,999,108	26,056,869	1,942,239
Unamortized licenses	409,500	472,500	(63,000)
Fixed assets	1,641,872	1,641,872	-
Realized losses and impairments	13,983,210	13,983,210	-
Capital loss carryforward	3,500,606	2,350,044	1,150,562
Other temporary differences	1,163,393	533,623	629,770
Gross deferred tax asset	108,246,356	131,006,576	(22,760,220)
Non-admitted deferred tax asset	(108,236,555)	(127,175,141)	18,938,586
Gross admitted deferred tax asset	\$ 9,801	\$ 3,831,435	\$ (3,821,634)

Deferred tax liabilities	6/30/09	12/31/08	Change
Bond market discount	\$ -	\$ (123,231)	\$ 123,231
Other	(9,801)	(9,801)	-
Gross deferred tax liabilities	(9,801)	(9,801)	-
Net admitted deferred tax asset / (liability)	\$ -	\$ 3,821,634	\$ (3,821,634)

The change in net deferred income taxes is comprised of the following:

Total deferred tax assets	\$ 108,246,356	\$ 131,006,576	\$ (22,760,220)
Total deferred tax liabilities	(9,801)	(9,801)	-
Net deferred tax asset (liability)	\$ 108,236,555	\$ 130,996,775	\$ (22,760,220)

- D The actual tax expense (benefit) on income from operations differs from tax expense (benefit) calculated at the U.S. statutory tax rate. A reconciliation of the Company's income tax expense (benefit) together with the significant book to tax adjustments for June 30, 2009 is set forth below:

Description	Amount	Tax Effect @ 35%
Income / (loss) before taxes	\$ 60,171	\$ 21,060
Change in contingency reserve	(5,549,254)	(1,942,239)
Tax exempt interest, net of proration	(163,526)	(57,234)
Unrealized losses through other comprehensive income	(1,454,733)	(509,157)
Reduction for excluded cancellation of indebtedness	57,502,818	20,125,986
Prior period adjustment	(176,634)	(61,822)
Other	3,714,772	1,300,170
Total statutory taxable income	\$ 53,933,614	\$ 18,876,765

Federal income tax expense (benefit)	\$ (3,883,455)
Change in net deferred income taxes	22,760,220
Total statutory tax expense	\$ 18,876,765



NOTES TO FINANCIAL STATEMENTS

E 1)The Company generated a combined net operating loss of \$165M as of December 31, 2008, that is available to offset future net income subject to federal income tax. The net operating loss was reduced by the tax benefit of the cancellation of indebtedness income of its disregarded subsidiary, ACA Service LLC, excluded based on the insolvency exception of \$58 million. The net operating losses will expire on December 31, 2028.

2) The amount of federal income taxes incurred and available for future recoupment as a result of net operating losses for tax purposes is set forth below:

Second preceding year (1/1/07 - 11/21/07)	16,025,523
First preceding year (11/22/07 - 12/31/07)	-

The Company filed two stub period tax returns during 2007; from January 1, 2007 to November 21, 2007 and from November 22, 2007 to December 31, 2007, and two stub period returns during 2008: from January 1, 2008 to August 10, 2008 and from August 11, 2008 to December 31, 2008. The Company incurred a net operating loss in the second stub period, November 22, 2007 to December 31, 2007, tax return that was utilized against its second preceding tax year, January 1, 2006 to December 31, 2006, which it recognized a benefit of \$3.8M that it received during the first quarter of 2009. The Company expects to utilize its first stub 2008 net operating loss against its second preceding tax year in 2007, January 1, 2007 to November 21, 2007 which it anticipates to receive in 2010 or 2011. The amount reflected in both periods includes income and expenses of its disregarded subsidiaries.

3) N/A

F 1) The Company will be included in its parent's, Manifold Capital Corp's, formerly known as ACA Capital Holdings Inc. ("ACACH") prior to August 11, 2008 with the following members:

- Manifold Capital Corp.
- ACA Holding L.L.C.
- ACA Financial Products, Inc.
- ACA Assurance, Ltd.

2) A written tax sharing agreement was executed at the close of the Restructuring Transaction and was approved by the MIA. The agreement sets forth the manner in which total consolidated tax for all entities is allocated to each entity in the consolidation. Generally, the allocation is based upon separate return calculations.

10. INFORMATION CONCERNING PARENT, SUBSIDIARIES, AFFILIATES AND OTHER RELATED PARTIES

A. Effective November 9, 2006, ACACH completed its initial public offering of 6,875,000 shares of newly issued common stock and 23,541 shares of existing common stock ("IPO"). ACACH realized gross proceeds of \$13 per share on the newly issued common stock, or \$89.4 million. On November 10, 2006, ACACH commenced its listing on the New York Stock Exchange ("NYSE") and traded under the symbol "ACA". The Company received a \$10 million capital contribution from ACACH from the proceeds of the IPO in December 2006.

On January 14, 2008, ACACH's common stock was removed by the NYSE from listing and registration on the NYSE and began trading on the over-the-counter bulletin board under the symbol "ACAH.PK". On January 16, 2008, ACACH filed with the Securities and Exchange Commission a notice of termination of registration and suspension of duty to file reports under the Securities Exchange Act of 1934. This termination of registration and suspension of duty to file reports became effective on April 16, 2008 and applies retroactively to the date of notice. See Note 20(C) for a description of the events leading up to ACACH's delisting.

On August 8, 2008, the Company underwent a restructuring plan and settled its obligations with its structured credit counterparties. As a result of the restructuring, ACACH no longer controls the Company. Rather, control resides with certain former structured credit counterparties with no one counterparty having the ability to individually exert control. See Note 20(C) for additional information regarding ACACH and the Company following the Company's restructuring which took place on August 8, 2008.

B. The Company issued financial guaranty insurance policies to swap counterparties of certain of its affiliated special purpose vehicles ("SPVs"), whereby the Company guarantees timely payment of the SPVs obligations under the structured credit default swaps. Under the terms of the restructuring, all insurance contracts under structured credit defaults were settled and terminated. See Note 20(C) below.

C. N/A

D. N/A

E. The Company previously issued financial guaranty insurance policies to swap counterparties of certain of its affiliated special purpose vehicles ("SPVs"), whereby the Company guarantees timely payment of the SPVs obligations under the structured credit default swaps. As part of the August 8 restructuring transaction, the Company no longer has exposure to structure credit default swap transactions. See Note 20(C) below.

F. For the first three months of 2008, costs were allocated between the Company and its affiliates pursuant to a cost sharing, staffing and management services agreement and a funding agreement. The MIA approved these agreements on January 25, 2006. At April 1, 2008, in light of the pending restructuring transaction, the cost allocation arrangement was terminated.

G. At June 30, 2009, the majority common shareholder, ACA Holding, L.L.C. ("ACAH"), a Delaware holding company, held a 76.6% share in the common shares of the Company. The minority shareholder, KPR Ltd. ("KPR"), a Cayman Island company and a wholly-owned subsidiary of ACAH, held the remaining 23.4% share in the common shares of the Company. Each of ACAH and KPR are wholly-owned by ACACH. On August 11, 2008, KPR purchased its 23.4% interest in the Company from ACA Solutions, Ltd, a wholly owned subsidiary of ACAH. Effective at the closing of the restructuring transaction entered into on August 8, 2008, ACACH disclaimed control over the Company. This disclaimer of control was approved by the MIA. See Note 20(C) for a discussion of the restructuring transaction.

H. The Company's majority common shareholder and ultimate parent, ACAH and ACACH, respectively, are not owned directly or indirectly via any

NOTES TO FINANCIAL STATEMENTS

of the Company's downstream subsidiaries or controlled or affiliated entities. See Note 20(C) for information regarding the ownership structure of the Company following the closing of its restructuring transaction that took place on August 8, 2008.

- I. The Company holds no investment in any SCA entity that exceeds 10% of admitted assets.
- J. The Company impaired its \$26.0 million investment in ACA Service, LLC during the year ended December 31, 2008. This did not impact the Company’s total surplus because the investment was previously and continues to be recorded as a non-admitted asset.
- K. Not applicable.
11. DEBT
- The Company has no debt.
12. RETIREMENT PLANS, DEFERRED COMPENSATION, POSTEMPLOYMENT BENEFITS AND COMPENSATED ABSENCES AND OTHER POSTRETIREMENT BENEFIT PLANS
- A. The Company has no Defined Benefit Plan.
- B. The Company sponsors a defined contribution plan, which covers all full-time employees of the Company as of their start date with the Company. Eligible participants may contribute a percentage of their salary, subject to IRS limitations. The Company's contributions are based on a fixed percentage of employees' contributions subject to IRS limitations and approval by the Board of Directors. At December 31, 2008, the fair value of plan assets was \$7.4 million. The Company recognized expense in the amount of \$104.0 thousand for the defined contribution plan during the six months ended June 30, 2009
- C. The Company has no Multi-employer Plan.
- D. The Company has no Consolidated/Holding Company Plan.
- E. The Company has no Post-employment Benefits and Compensated Absences.
13. CAPITAL AND SURPLUS, DIVIDEND RESTRICTIONS AND QUASI-REORGANIZATION
- (1) The Company has 1,000,000 shares of common stocks authorized, issued and outstanding with a par value of \$15.00 per share.
- (2) The Company has no preferred stock outstanding.
- (3) Under Maryland insurance law, the Company may pay a dividend without the prior approval of the Commissioner of the MIA from earned surplus, as defined, subject to the maintenance of a minimum-capital requirement, and the dividend, which, together with all dividends declared or distributed by it during the preceding twelve months, may not exceed the lesser 10% of its policyholder surplus shown on its last filed statement, or net income, as defined, for such twelve-month period. No dividends are expected to be paid in 2009.
- (4) N/A
- (5) The Company does not have a cumulative net profit and therefore no ordinary dividends can be paid.
- (6) There are no restrictions on unassigned surplus.
- (7) N/A
- (8) The Company holds no stock for special purpose.
- (9) The Company holds no special surplus funds.
- (10) The portion of unassigned surplus represented by cumulative unrealized losses is \$2.6 million.
- (11)

Date Issued	Interest Rate	Par Value (Face Value of Notes)	Carrying Value of Note	Principal And/Or Interest Paid Current Year	Total Principal And/Or Interest Paid	Unapproved Principal And/Or Interest	Date of maturity Within 30 days after the expiration, commutation or bulk reinsurance of the last insurance policy issued by the Company
08/08/2008	no stated rate	1,000,000,000	-	-	-	-	

As part of the restructuring transaction which took place on August 8, 2008, surplus notes with a face amount of \$1 billion were issued to former structured credit counterparties. See Note 20(C) for a description of the notes. These notes were recorded in the surplus notes section of the balance sheet with an offsetting \$1 billion contra account since no cash was received from the former counterparties at note issuance and all payments to the former counterparties under the note require MIA’s advance approval. Upon the MIA’s approval of payment, the approved portion will reduce the unassigned surplus and contra account. The actual payments will reduce the surplus notes directly.

A surplus note in the amount of \$10,000,000 was issued to ACACH on December 29, 2004 in exchange for \$10,000,000 in cash and had a maturity date of December 29, 2034. As part of the Company’s restructuring which occurred on August 8, 2008, this surplus note was cancelled. The \$10 million principal balance on the note was reclassified to gross paid in and contributed capital and interest payable under the note in the amount of \$629,465 was written off. See Note 20(C).

- (11) The Company has not gone through any quasi-reorganization.
- (12) Not applicable.
14. CONTINGENCIES
- A. The Company has no contingent commitments.
- B. The Company has no assessments other than those arising in the normal course of business. Such assessments are not material.
- C. The Company has no gain contingencies.
- D. ACACH and its president and CEO Alan Roseman are named as defendants in two class action lawsuits filed in the United States District Court for the Southern District of New York: Blackmoss Investments Inc. v. ACA Capital Holdings, Inc., 1:07-cv-10528 and Rose v. ACA Capital Holdings, Inc., 1:08-cv-253. The Blackmoss lawsuit was filed on behalf of persons who invested in ACA’s initial public offering on or about

NOTES TO FINANCIAL STATEMENTS

November 10, 2006; the Rose lawsuit was filed on behalf of persons who purchased or otherwise acquired ACA common stock from November 2, 2006 through November 20, 2007. Both complaints allege that ACACH and Roseman violated sections 11 and 12(a)(2) of the Securities Act of 1933 by failing to disclose that ACACH’s transactions in collateralized debt obligations were “materially impaired and overvalued,” and that Roseman is liable for ACACH’s Securities Act violations as a “controlling person” under section 15 of the Securities Act. In addition, the Rose complaint alleges that the defendants violated Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 by allegedly deceiving the investing public and causing class members to purchase ACA securities at inflated prices. The complaint also alleges that Roseman is jointly and severally liable for ACA’s violations of the Securities Exchange Act as a “controlling person” under section 20(a) of the Securities Exchange Act. On August 11, 2008, the court consolidated the Blackmoss and Rose lawsuits and appointed co-lead counsel (Coughlin Stoia Geller Rudman & Robbins LLP and Abraham, Fruchter & Twersky LLP) and a lead plaintiff (Guido Bergamini). The lead plaintiff filed a consolidated amended complaint on November 14, 2008. ACA and Mr. Roseman moved to dismiss the consolidated amended complaint on January 27, 2009; a decision on that motion is pending.

In July 2008, the Company, along with five other bond insurance companies, was named in substantively identical suits brought by the City of Los Angeles and the City of Stockton, which assert various causes of action based on allegations that the Company (i) conspired with its co-defendants and with bond rating agencies to maintain a credit-rating system that led local governments to buy unnecessary insurance policies on their bonds; and (ii) failed to properly disclose its exposure to the sub-prime market. The Company believes it was named in error because the allegations in both suits are based on the assertion that the bond insurance defendants sold the plaintiffs AAA financial strength ratings, and the Company had never been rated AAA. As a result, management does not expect this suit to have a material impact on the statutory-basis financial statements of the Company.

The Company is one of a number of defendants in a lawsuit brought by Retirement Housing Foundation and several affiliates relating to the plaintiffs’ issuance of auction-rate securities insured by the Company. The plaintiffs allege that the Company’s insurance of securities backed by sub-prime mortgages was not financially responsible and was contrary to the Company’s statement about its investment practices, and that when the Company’s credit rating was downgraded from “A” to “CCC” after the collapse of the sub-prime market, the plaintiffs were forced to refinance their securities. While this action is in the preliminary stages, the Company believes it has substantial defenses to the claims against it.

The Company is one of four defendants in a class action lawsuit brought on behalf of all persons and entities holding a "derivative interest" in a proof of claim filed by the Company and The Bank of New York Mellon in bankruptcy proceedings for Copia: The American Center for Wine, Food and the Arts (“Copia”). The plaintiffs assert claims for violations of Section 10(b) of the Securities Exchange Act of 1934 and SEC Rule 10b-5 against all of the defendants based on the assertion that a May 1, 2007 Escrow Agreement between Copia, the California Infrastructure and Economic Development Bank and The Bank of New York Mellon contained false and misleading statements. The Complaint also asserts a cause of action for bad faith insurance against the Company, based on the assertion that the Company’s participation in the bankruptcy proceedings is in bad faith. While this action is in the preliminary stages, the Company believes the Complaint is without merit and intends on vigorously defending the claims against it.

Various lawsuits against the Company have arisen in the course of the Company’s business. Contingent liabilities arising from litigation, income taxes and other matters are not considered material in relation to the financial position or the results of operations of the Company.

15. LEASES

- A. On November 17, 2006, the Company assumed all of ACA Services’ obligations under its lease of office space at 140 Broadway, New York, New York, which lease was due to expire on August 31, 2009 (the “Existing Premises”). On October 19, 2006, the Company subleased certain additional office space at the above location, which sublease was due to expire on October 31, 2009 (the “Additional Premises”, and together with the Existing Premises, the “Premises”). Each of the lease and sublease contain provisions for escalations in real estate taxes and building operating costs, in addition to base rent. The Company’s rental expense for the period ended June 30, 2009 and December 31, 2008 was approximately \$1.2 million and \$2.3 million, respectively.

On December 7, 2006, the Company entered into a renewal lease for the Premises, which expires on April 30, 2020. This lease provides for scheduled periodic rent increases and escalations in real estate taxes and building operating costs. At December 31, 2008, future minimum rental payments under the renewal lease are as follows:

Year Ending December 31	Operating Leases
2009	\$ 2,382
2010	2,467
2011	2,655
2012	2,655
2013	2,655
Beyond 5 Years	20,812
Total	<u>\$ 33,626</u>

The Company is pursuing a sublease of all or a portion of its office space at 140 Broadway in order to reduce its monthly rental costs. However, the commercial rent market in New York City has weakened significantly due to the state of the economy and the recent financial crisis resulting in considerable job losses in the financial industry and related sectors. The loss of jobs has caused many institutions to have more office space than needed and has resulted in a growing inventory of available space which has, in turn, put downward pressure on rental rates. Because of the state of the market, the Company will almost certainly be forced to sublease its office space at a loss. On a present value basis, the Company estimates the loss would be minimally in the \$7 million to \$10 million range.

- B. Not applicable.

16. INFORMATION ABOUT FINANCIAL INSTRUMENTS WITH OFF-BALANCE SHEET RISK AND FINANCIAL INSTRUMENT WITH CONCENTRATION OF CREDIT RISK

The Company has no financial instrument with off-balance sheet risk.

17. SALES, TRANSFER AND SERVICING OF FINANCIAL ASSETS AND EXTINGUISHMENTS OF LIABILITIES

- A. The Company had no transfer of receivables reported as sales.
- B. The Company had no transfer and servicing of financial assets.
- C. The Company had no wash sales.

18. GAIN OR LOSS TO THE REPORTING ENTITY FROM UNINSURED A&H PLANS AND THE UNINSURED PORTION OF PARTIALLY INSURED PLANS.

- A. The Company has no Administrative Services Only (ASO) plan.

NOTES TO FINANCIAL STATEMENTS

- B. The Company has no Administrative Services Contract (ASC) plan.
  - C. The Company has no Medicare or other similarly structured cost based retirement contract.
19. DIRECT PREMIUM WRITTEN/PRODUCED BY MANAGING GENERAL AGENTS/THIRD PARTY ADMINISTRATION
- The Company has no direct premium written or produced by managing general agents or third party administration.
20. OTHER ITEMS

- A. The Company had no extraordinary items during 2009.
- B. The Company had no troubled debt restructuring during 2009.
- C. Assets in the amount of \$4,740,201 and \$4,817,015 at June 30, 2009 and December 31, 2008 respectively, were on deposit with state authorities or trustees as required by state licensing regulations.

In support of the Company’s lease obligations, \$2,725,122 is held by the Company’s lessor as collateral. This collateral deposit is treated as a non-admitted asset as of June 30, 2009 and December 31, 2008.

On November 9, 2007, Standard & Poor’s Ratings Services (“S&P”) placed its “A” financial strength rating of the Company on “Credit Watch with negative implications”. S&P based its rating action on its opinion that the (\$1.7) billion unrealized mark to market loss recorded by ACACH on GAAP basis for the nine months ended September 30, 2007 would likely impair the Company’s ability to generate a satisfactory level of new business. Amongst other things, S&P also cited ACACH’s inability to access its credit facility under its revised terms as a relevant factor in its rating action. See Note 10(A).

The substantial unrealized mark-to-market loss was caused by the devaluation of mortgage securities, including sub-prime mortgages and securitizations comprised of sub-prime mortgages, which occurred in the credit markets in 2007. This market stress began in the first half of 2007 and continued to deepen throughout 2007 as many financial institutions recorded significant write-downs in connection with their exposure to mortgage related securities. Mortgage defaults levels in 2007 reached historically high levels. These defaults in 2007 coupled with market predictions of additional defaults negatively impacted mortgage related securitizations, resulting in realized losses in these securities and large declines in unrealized market valuations. The value of the insured credit swaps issued by insured affiliates of ACACH continued to experience declines during 2008, which resulted in additional unrealized valuation losses based on accounting principles generally accepted in the United States of America (“GAAP”).

Based on these negative developments, on December 19, 2007, S&P downgraded the financial strength and financial enhancement ratings of the Company to “CCC” (Developing Outlook) from “A” (CreditWatch Negative). Under the terms of the Company’s insured credit swap transactions, the Company’s downgrade to a level below “A-” resulted in an obligation for the Company’s insured affiliates to post collateral based on the fair value of the insured credit swaps. Under the terms of the swaps, a failure to post collateral would have represented an event of default under the insured credit swaps, or if collateral was not posted, a mandatory termination payment in an amount approximately equal to the collateral call. This termination payment would give rise to a claim of the counterparties under the related insurance policy. Based on the fair values of the Company’s affiliates’ insured credit swap transactions, ACACH did not have the ability to post such collateral or make such termination payments. The Company estimates that the fair value of all of its insured credit swaps amounted to (\$1.7) billion, as of September 30, 2007.

In light of the insured affiliates’ inability to post collateral or make these termination payments, and in order to avoid a regulatory proceeding, the Company and its affiliates entered into multiple forbearance agreements in which their counterparties agreed not to exercise remedies and ultimately a restructuring transaction (the “Restructuring Transaction”) with its structured credit and other similarly situated counterparties. The Restructuring Transaction was consummated following a period of claim forbearance by the swap counterparties that began on December 19, 2007, culminating in a Restructuring Transaction completed on August 8, 2008.

On August 8, 2008, the Company completed its Restructuring Transaction in order to settle potential claims arising out of Company’s insured credit swap policies and certain medium term note obligations issued by a subsidiary of the Company and guaranteed by the Company. Certain other parties to which the Company had obligations were also settled. The Restructuring Transaction included three main components.

The first of the three components of the Restructuring Transaction consisted of a Global Settlement Agreement whereby insured credit swap counterparties’ claims were settled by the payment in cash of an aggregate loss amount of approximately \$209 million. In addition, the counterparties received an aggregate 95% voting interest in newly created surplus notes (the “Surplus Notes”) with a total face amount of \$1 billion. The remaining 5% or \$50 million is non-voting and was issued to ACACH.

The second component of the Restructuring Transaction involved a Medium Term Note (“MTN”) Restructuring Agreement which provided for the settlement of a \$100 million medium term note guaranteed by the Company. This obligation was settled by a cash payment of approximately \$48 million to the note holders in 2008 and the relinquishment by the Company of investments in CDO equity with an estimated value of \$2.5 million, also for the benefit of Surplus Note holders. Of the total cash settlement, approximately \$32 million was paid out of a cash collateral account supporting the issued note held by the subsidiary while the remaining amount of approximately \$16 million was funded by cash from the Company and its other subsidiaries.

The third component of the Restructuring Transaction centered on the Intercompany Agreement which treated ACACH and its non-ACA FG subsidiaries as one sub-group and ACA FG and its subsidiary as a separate sub-group. By its terms, the Intercompany Agreement provided for the cancellation of a previously issued intercompany surplus note as well as intercompany balances between the Company’s sub-group and the ACACH sub-group. It also provided for a global release of liability among the two sub-groups. In general, the release discharges the entities from any and all actions, cause of action, suits, debts, liens, contracts, rights and other legal obligations against each other, except those provided for in the Intercompany Agreement. ACACH has provided an indemnification for claims against ACA FG and its subsidiaries, including employee claims, up to a maximum of \$10 million for claims made prior to August 8, 2010.

As provided for by the Restructuring Transaction, subsequent to the closing, the Company is required to conduct its ongoing operations on a run-off basis. As such, the Company will not write any new insurance policies unless it is approved by its board of directors and the Maryland Insurance Administration (the “MIA”).

Subsequent to the closing of the Restructuring Transaction, the Company is required to and has operated under an order issued by the MIA, Case No.: MIA: 2008-08-011 dated August 7, 2008 (the “Order”). The Order provides, among other things, that the Company operate as a run-off company. In connection with the Order, following the Restructuring Transaction, the Company wound down all subsidiaries no longer necessary for the conduct of its ongoing business, including 73 special purpose entities created for the insured credit swap and CDO asset management businesses.

In addition, following the closing of the Restructuring Transaction, the Company submitted a formal request to the MIA seeking approval for the release of that portion of its contingency reserve related to insurance contracts terminated as part of the restructuring as well as certain non-municipal contracts for which the exposure has expired. The request for release was approved by the MIA on October 15, 2008 and is effective for the September 30, 2008 financial statements. The total amount of contingency reserve released at September 30, 2008 based on MIA approval was \$155.1 million.

NOTES TO FINANCIAL STATEMENTS

Following the completion of the Restructuring Transaction, S&P completed its review of the Company’s financial strength rating and concluded that the rating was “B”. At the Company’s request, S&P has since withdrawn its financial strength rating and no longer rates the Company.

- D. The Company had no uncollectible balances.
- E. Not applicable.
- F. The Company had no state transferable credits as of June 30, 2009.
- G. The Company has no investments in hybrid securities.
- H. Subprime Exposure Related Risk Exposure

(1) The Company no longer has risk in its insured exposures to subprime mortgages, except for one insured securitization of manufactured housing mortgages. Other previously insured subprime mortgage exposure was included in the Global Settlement Agreement described in Note 20(C). The one remaining exposure has a par amount of \$5.7 million at June 30, 2009 and the Company has an outstanding loss reserve against this exposure in the amount of \$4.6 million.

(2) The Company had no investments consisting of direct exposure to subprime-mortgages as of June 30, 2009.

(3) The Company has the following indirect exposures to sub-prime mortgages included in its investment portfolio as of June 30, 2009:

	1 Actual Cost	2 Book/Adjusted Carrying Value (excluding interest)	3 Fair Value	4 Other Than Temporary Impairment Losses Recognized
a. Residential mortgage backed securities	2,240,752	2,108,483	2,108,483	-
b. Commercial mortgage backed securities				
c. Collateralized debt obligations	15,679,798	15,871,621	6,230,439	-
d. Structured securities				
e. Equity investment in SCAs				
f. Other assets				
g. Total	17,920,550	17,980,104	8,338,922	-

- (4) See (1) above.

21. EVENTS SUBSEQUENT

None

22. REINSURANCE

A. Unsecured Reinsurance Recoverables

The Company does not have an unsecured aggregate recoverable for losses paid and unpaid, including IBNR, loss adjustment expenses and unearned premium with any individual reinsurers, authorized or unauthorized, that exceed 3% of the Company’s policyholder surplus.

B. Reinsurance Recoverable in Dispute

The Company has no reinsurance recoverable in dispute as of June 30, 2009.

C. Reinsurance Assumed and Ceded

	Assumed Reinsurance		Ceded Reinsurance		Net	
	Premium Reserve	Commission Equity	Premium Reserve	Commission Equity	Premium Reserve	Commission Equity
Affiliates	\$ -0-	\$ -0-	\$ 0-	\$ -0-	\$ -0-	\$ -0-
All other	6,962,564	-0-	489,352	-0-	6,473,212	-0-
Total	\$ 6,962,564	\$ -0-	\$ 489,352	\$ -0-	\$ 6,473,212	\$ -0-

Direct Unearned Premium Reserve \$206,365,346.

There are no contingent commission or profit sharing arrangements at June 30, 2009.

D. Uncollectible Reinsurance

The Company has no uncollectible reinsurance balances as of June 30, 2009.

E. Commutation of Ceded Reinsurance

On December 20, 2007, the Company terminated the portfolio excess of loss agreement with HCC which had been in place since January 1, 2007, pursuant to which the Company had the ability to cede losses, if any, on its insured, non-investment grade municipal portfolio in excess of contractually defined limits. By the terms of the contract, the Company was obligated to pay minimum premium to the reinsurer in the amount of \$4.5 million, of which \$1.5 million had been paid through December 31, 2007. This payment obligation was settled as part of the restructuring transaction described in Note 20(C) with a payment by the Company in the amount of \$150,000.

F. Retroactive Reinsurance

The Company has no retroactive reinsurance contracts.

G. The Company did not account for any reinsurance as deposits.

NOTES TO FINANCIAL STATEMENTS

23. RETROSPECTIVELY RATED CONTRACTS

The Company has not entered into any retrospectively rated contracts.

24. CHANGE IN INCURRED LOSSES AND LOSS ADJUSTMENT EXPENSES

During the first six months of 2009, the Company incurred losses and LAE of \$8.9 million, including claim payments and LAE paid in the amounts of \$0.9 million and \$1.6 million, respectively. During the six months, case reserves were increased \$5.0 million and LAE reserves were increased \$1.9 million. The increase in case reserves was primarily in connection with two insured student housing exposures and the increase in the LAE reserve was principally associated with the increased costs for COPIA. See Note 11.

As per the restructuring transaction described in Note 20(C), the Company paid claims to its insured credit swap counterparties in the amount of \$209 million at the transaction’s closing date on August 8, 2008. Additionally, a claim payment in the amount of \$15 million was made to holders of the medium term note obligation that was also settled as part of the restructuring. Expenses incurred in connection with the restructuring in the amount of approximately \$18 million were recorded as loss adjustment expenses. No further liability exists with respect to these claims.

During the first quarter of 2008, an insured asset-backed obligation defaulted with respect to an interest payment due. As a result, a case reserve was established in the amount of \$7.8 million during the period, representing the insured principal on the insured obligation. Claim payments in the amount of approximately \$.3 million were made in April 2008 and July 2008 for interest payments with respect to this obligation. As part of the restructuring, this claim was fully settled with a payment in the amount of \$3.8 million and no additional liability exists.

As of December 31, 2008, the Company increased its case reserve for an insured public finance obligation by the amount of \$14.3 million, bringing the total reserve to \$15 million. This amount represented the anticipated debt service shortfall that the Company expects is likely to occur given the facts and circumstances of the insured credit. Claim payments totaling \$1.2 million were made by the Company during 2008.

During 2007, the Company also incurred losses in the amount of approximately \$8.5 million in connection with two transactions assumed through a facultative reinsurance agreement. The reserve amount is based on the amount reported at December 31, 2008 from the ceding company; however, this reserve was also settled and satisfied as part of the \$209 million loss settlement payment of the restructuring transaction discussed in Note 20(C).

25. INTERCOMPANY POOLING ARRANGEMENTS

The Company has no intercompany pooling arrangements.

26. STRUCTURED SETTLEMENTS

The Company has no structured settlements.

27. HEALTH CARE RECEIVABLE

The Company has no health care receivable.

29. PARTICIPATING POLICIES

The Company does not write participating policy business.

30. PREMIUM DEFICIENCY RESERVE

The Company has no premium deficiency reserve.

31. HIGH DEDUCTIBLES

The Company has no high deductibles.

32. DISCOUNTING OF LIABILITIES FOR UNPAID LOSSES OR UNPAID LOSS ADJUSTMENT EXPENSES

The Company discounts unpaid losses and loss adjustment expenses using the rate that approximates yield on its investment portfolio. At June 30, 2009, the discount rate used was 4.5%. The amount of discount associated with the Company’s loss reserves at June 30, 2009 was approximately \$14.9 million.

33. ASBESTOS/ENVIRONMENTAL RESERVES

The Company does not write this line of business and therefore has no asbestos/environmental reserves at March 31, 2009.

34. SUBSCRIBER SAVINGS ACCOUNTS

The Company has no subscriber savings accounts.

35. MULTIPLE PERIL CROP INSURANCE

The Company does not write this line of business.

GENERAL INTERROGATORIES

(Responses to these interrogatories should be based on changes that have occurred since the prior year end unless otherwise noted.)

PART 1 - COMMON INTERROGATORIES  
GENERAL

- 1.1

Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? .....

Yes ☐ No ☒
- 1.2

If yes, has the report been filed with the domiciliary state? .....

Yes ☐ No ☐

- 2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? .....

Yes ☐ No ☒

- 2.2

If yes, date of change: .....

3.

Have there been any substantial changes in the organizational chart since the prior quarter end? .....

Yes ☐ No ☒

If yes, complete the Schedule Y - Part 1 - organizational chart.

- 4.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? .....

Yes ☐ No ☒

- 4.2

If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1	2	3
Name of Entity	NAIC Company Code	State of Domicile

5.

If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? .....

If yes, attach an explanation.

Yes ☐ No ☒ NA ☐

- 6.1

State as of what date the latest financial examination of the reporting entity was made or is being made. ....

12/31/2007

- 6.2

State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. ....

12/31/2007

- 6.3

State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). ....

05/07/2009

- 6.4

By what department or departments?  
Maryland Insurance Administration.....

- 6.5

Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? .....

Yes ☒ No ☐ NA ☐

- 6.6

Have all of the recommendations within the latest financial examination report been complied with?.....

Yes ☒ No ☐ NA ☐

- 7.1

Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?.....

Yes ☐ No ☒

- 7.2

If yes, give full information:  
.....

- 8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?.....

Yes ☐ No ☒

- 8.2

If response to 8.1 is yes, please identify the name of the bank holding company.  
.....

- 8.3

Is the company affiliated with one or more banks, thrifts or securities firms?.....

Yes ☐ No ☒

- 8.4

If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

1	2	3	4	5	6	7
Affiliate Name	Location (City, State)	FRB	OCC	OTS	FDIC	SEC

GENERAL INTERROGATORIES

- 9.1

Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?.....

Yes [X] No [ ]
- (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
- (c) Compliance with applicable governmental laws, rules and regulations;
- (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
- (e) Accountability for adherence to the code.
- 9.11

If the response to 9.1 is No, please explain:

.....
- 9.2

Has the code of ethics for senior managers been amended?.....

Yes [X] No [ ]
- 9.21

If the response to 9.2 is Yes, provide information related to amendment(s).

After the restructuring the Company updated its Code of Ethics & Conduct.....
- 9.3

Have any provisions of the code of ethics been waived for any of the specified officers?.....

Yes [ ] No [X]
- 9.31

If the response to 9.3 is Yes, provide the nature of any waiver(s).

.....

FINANCIAL

- 10.1

Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?.....

Yes [X] No [ ]
- 10.2

If yes, indicate any amounts receivable from parent included in the Page 2 amount:.....\$ .....

0

INVESTMENT

- 11.1

Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) .....

Yes [X] No [ ]
- 11.2

If yes, give full and complete information relating thereto:

A security deposit in the amount of \$2,726,122, which is non-admitted on the Company's balance sheet, is held as collateral against the Company's office space lease.....
12.

Amount of real estate and mortgages held in other invested assets in Schedule BA: .....

\$ .....
13.

Amount of real estate and mortgages held in short-term investments: .....

\$ .....
- 14.1

Does the reporting entity have any investments in parent, subsidiaries and affiliates? .....

Yes [X] No [ ]
- 14.2

If yes, please complete the following:

		1		2
		Prior Year-End		Current Quarter
		Book/Adjusted		Book/Adjusted
		Carrying Value		Carrying Value
14.21	Bonds .....	\$ .....	\$	.....
14.22	Preferred Stock .....	\$ .....	\$	.....
14.23	Common Stock .....	\$ .....	\$	.....
14.24	Short-Term Investments .....	\$ .....	\$	.....
14.25	Mortgage Loans on Real Estate .....	\$ .....	\$	.....
14.26	All Other .....	\$ .....	\$	.....
14.27	Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26).....	\$ .....0	\$	.....0
14.28	Total Investment in Parent included in Lines 14.21 to 14.26 above ....	\$ .....	\$	.....
- 15.1

Has the reporting entity entered into any hedging transactions reported on Schedule DB? .....

Yes [ ] No [X]
- 15.2

If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? .....

Yes [ ] No [ ]

If no, attach a description with this statement.



GENERAL INTERROGATORIES

16. Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 3, III Conducting Examinations, F - Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook?.....

Yes [X] No [ ]

16.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address
US Bank, National Association.....	1025 Connecticut Avenue, Suite 517, Washington, DC 20036.....

16.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)

16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter? .....

Yes [ ] No [X]

16.4 If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason

16.5 Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
107038.....	JPMorgan Asset Management.....	522 Fifth Avenue, New York, NY 10036.....

17.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? .....

Yes [X] No [ ]

17.2 If no, list exceptions:

.....

GENERAL INTERROGATORIES

(Responses to these interrogatories should be based on changes that have occurred since prior year end unless otherwise noted.)

PART 2

PROPERTY & CASUALTY INTERROGATORIES

1. If the reporting entity is a member of a pooling arrangement, did the agreement or the reporting entity's participation change? ..... Yes [ ] No [X] NA [ ]

If yes, attach an explanation.

2. Has the reporting entity reinsured any risk with any other entity and agreed to release such entity from liability, in whole or in part, from any loss that may occur on the risk, or portion thereof, reinsured? ..... Yes [ ] No [X]

If yes, attach an explanation.

3.1 Have any of the reporting entity's primary reinsurance contracts been canceled? ..... Yes [ ] No [X]

3.2 If yes, give full and complete information thereto.

.....

4.1 Are any of the liabilities for unpaid losses and loss adjustment expenses other than certain workers' compensation tabular reserves (see annual statement instructions pertaining to disclosure of discounting for definition of "tabular reserves") discounted at a rate of interest greater than zero? ..... Yes [X] No [ ]

4.2 If yes, complete the following schedule:

			TOTAL DISCOUNT				DISCOUNT TAKEN DURING PERIOD			
1	2	3	4	5	6	7	8	9	10	11
Line of Business	Maximum Interest	Discount Rate	Unpaid Losses	Unpaid LAE	IBNR	TOTAL	Unpaid Losses	Unpaid LAE	IBNR	TOTAL
Financial Guaranty.....			14,879,338	0	0	14,879,338	2,775,605	0	0	2,775,605
.....										
.....										
TOTAL			14,879,338	0	0	14,879,338	2,775,605	0	0	2,775,605

Schedule F  
**NONE**

SCHEDULE T - EXHIBIT OF PREMIUMS WRITTEN

Current Year to Date - Allocated by States and Territories							
States, etc.	1	Direct Premiums Written		Direct Losses Paid (Deducting Salvage)		Direct Losses Unpaid	
		2	3	4	5	6	7
	Active Status	Current Year To Date	Prior Year To Date	Current Year To Date	Prior Year To Date	Current Year To Date	Prior Year To Date
1. Alabama	AL L		0		0		0
2. Alaska	AK L		0		0		0
3. Arizona	AZ L		0		613,531		0
4. Arkansas	AR L		0		0		0
5. California	CA L		0		0		0
6. Colorado	CO L		0		0		0
7. Connecticut	CT L		0		0		0
8. Delaware	DE L		21,547		0		0
9. District of Columbia	DC L		0		0		0
10. Florida	FL L	101,460	103,350		0		0
11. Georgia	GA L		0		0		0
12. Hawaii	HI L		0		0		0
13. Idaho	ID L		0		0		0
14. Illinois	IL L		0		0		0
15. Indiana	IN L		0		0		0
16. Iowa	IA L		0		0		0
17. Kansas	KS L		0		0		0
18. Kentucky	KY L		0		0		0
19. Louisiana	LA L	5,161	5,945		0		0
20. Maine	ME L		0		0		0
21. Maryland	MD L		0		0		0
22. Massachusetts	MA L		0		0		0
23. Michigan	MI L		0		0		0
24. Minnesota	MN L	1,732	3,762	(751,734)	(1,738,021)	4,617,019	113,508
25. Mississippi	MS L	142	3,313	438,098	445,110	18,690,082	690,890
26. Missouri	MO L	9,690	10,000		0		0
27. Montana	MT L		0		0		0
28. Nebraska	NE L		0		0		0
29. Nevada	NV L		0		0		0
30. New Hampshire	NH L	16,200	17,253		0		0
31. New Jersey	NJ L		0		0		0
32. New Mexico	NM L		0		0		0
33. New York	NY L		(17,731,193)		10,084,046		0
34. North Carolina	NC L		0		0		0
35. North Dakota	ND L		0		0		0
36. Ohio	OH L		0		0		0
37. Oklahoma	OK L		0		0		0
38. Oregon	OR L		0		0		0
39. Pennsylvania	PA L	47,600	0		0		0
40. Rhode Island	RI L		0		0		0
41. South Carolina	SC L		0		0		0
42. South Dakota	SD L		0		0		0
43. Tennessee	TN L		0		0		0
44. Texas	TX L		0	3,906	0	2,186,475	0
45. Utah	UT L		0		0		0
46. Vermont	VT L		0		0		0
47. Virginia	VA L		103,763		0		0
48. Washington	WA L		0		0		0
49. West Virginia	WV L		0		0		0
50. Wisconsin	WI L		0		0		0
51. Wyoming	WY L		0		0		0
52. American Samoa	AS N		0		0		0
53. Guam	GU L		0		0		0
54. Puerto Rico	PR L		0		0		0
55. U.S. Virgin Islands	VI L		0		0		0
56. Northern Mariana Islands	MP N		0		0		0
57. Canada	CN N		0		0		0
58. Aggregate Other Alien	OT XXX	213,500	208,879	0	206,493	0	7,503,769
59. Totals	(a) 54	395,485	(17,253,381)	(309,730)	9,611,159	25,493,576	8,308,167
DETAILS OF WRITE-INS							
5801. Foreign	XXX	213,500	208,879		206,493		7,503,769
5802.	XXX						
5803.	XXX						
5898. Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0
5899. Totals (Lines 5801 through 5803 plus 5898) (Line 58 above)	XXX	213,500	208,879	0	206,493	0	7,503,769

(a) Insert the number of L responses except for Canada and Other Alien.

**SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP**  
**PART 1 - ORGANIZATIONAL CHART**

**NONE**

PART 1 - LOSS EXPERIENCE

Line of Business		Current Year to Date			4 Prior Year to Date Direct Loss Percentage
		1 Direct Premiums Earned	2 Direct Losses Incurred	3 Direct Loss Percentage	
1.	Fire .....			.0 0	.0 0
2.	Allied Lines .....			.0 0	.0 0
3.	Farmowners multiple peril .....			.0 0	.0 0
4.	Homeowners multiple peril .....			.0 0	.0 0
5.	Commercial multiple peril .....			.0 0	.0 0
6.	Mortgage guaranty .....			.0 0	.0 0
8.	Ocean marine .....			.0 0	.0 0
9.	Inland marine .....			.0 0	.0 0
10.	Financial guaranty .....	7,220,206	5,402,609	74.8	233.0
11.1	Medical professional liability - occurrence .....			.0 0	.0 0
11.2	Medical professional liability - claims-made .....			.0 0	.0 0
12.	Earthquake .....			.0 0	.0 0
13.	Group accident and health .....			.0 0	.0 0
14.	Credit accident and health .....			.0 0	.0 0
15.	Other accident and health .....			.0 0	.0 0
16.	Workers' compensation .....			.0 0	.0 0
17.1	Other liability - occurrence .....			.0 0	.0 0
17.2	Other liability - claims-made .....			.0 0	.0 0
18.1	Products liability - occurrence .....			.0 0	.0 0
18.2	Products liability - claims-made .....			.0 0	.0 0
19.1,19.2	Private passenger auto liability .....			.0 0	.0 0
19.3,19.4	Commercial auto liability .....			.0 0	.0 0
21.	Auto physical damage .....			.0 0	.0 0
22.	Aircraft (all perils) .....			.0 0	.0 0
23.	Fidelity .....			.0 0	.0 0
24.	Surety .....			.0 0	.0 0
26.	Burglary and theft .....			.0 0	.0 0
27.	Boiler and machinery .....			.0 0	.0 0
28.	Credit .....			.0 0	.0 0
29.	International .....			.0 0	.0 0
30.	Warranty .....			.0 0	.0 0
31.	Reinsurance - Nonproportional Assumed Property .....	XXX	XXX	XXX	XXX
32.	Reinsurance - Nonproportional Assumed Liability .....	XXX	XXX	XXX	XXX
33.	Reinsurance - Nonproportional Assumed Financial Lines .....	XXX	XXX	XXX	XXX
34.	Aggregate write-ins for other lines of business .....	0	0	.0 0	.0 0
35.	TOTALS .....	7,220,206	5,402,609	74.8	233.0
DETAILS OF WRITE-INS					
3401.	.....				
3402.	.....				
3403.	.....				
3498.	Summary of remaining write-ins for Line 34 from overflow page .....	0	0	.0 0	.0 0
3499.	Totals (Lines 3401 through 3403 plus 3498) (Line 34 above) .....	0	0	.0 0	.0 0

PART 2 - DIRECT PREMIUMS WRITTEN

Line of Business		1 Current Quarter	2 Current Year to Date	3 Prior Year Year to Date
1.	Fire .....	0		0
2.	Allied Lines .....	0		0
3.	Farmowners multiple peril .....	0		0
4.	Homeowners multiple peril .....	0		0
5.	Commercial multiple peril .....	0		0
6.	Mortgage guaranty .....	0		0
8.	Ocean marine .....	0		0
9.	Inland marine .....	0		0
10.	Financial guaranty .....	391,461	395,485	(17,253,383)
11.1	Medical professional liability - occurrence .....	0		0
11.2	Medical professional liability - claims-made .....	0		0
12.	Earthquake .....	0		0
13.	Group accident and health .....	0		0
14.	Credit accident and health .....	0		0
15.	Other accident and health .....	0		0
16.	Workers' compensation .....	0		0
17.1	Other liability - occurrence .....	0		0
17.2	Other liability - claims-made .....	0		0
18.1	Products liability - occurrence .....	0		0
18.2	Products liability - claims-made .....	0		0
19.1,19.2	Private passenger auto liability .....	0		0
19.3,19.4	Commercial auto liability .....	0		0
21.	Auto physical damage .....	0		0
22.	Aircraft (all perils) .....	0		0
23.	Fidelity .....	0		0
24.	Surety .....	0		0
26.	Burglary and theft .....	0		0
27.	Boiler and machinery .....	0		0
28.	Credit .....	0		0
29.	International .....	0		0
30.	Warranty .....	0		0
31.	Reinsurance - Nonproportional Assumed Property .....	XXX	XXX	XXX
32.	Reinsurance - Nonproportional Assumed Liability .....	XXX	XXX	XXX
33.	Reinsurance - Nonproportional Assumed Financial Lines .....	XXX	XXX	XXX
34.	Aggregate write-ins for other lines of business .....	0	0	0
35.	TOTALS .....	391,461	395,485	(17,253,383)
DETAILS OF WRITE-INS				
3401.	.....			
3402.	.....			
3403.	.....			
3498.	Summary of remaining write-ins for Line 34 from overflow page .....	0	0	0
3499.	Totals (Lines 3401 through 3403 plus 3498) (Line 34 above) .....	0	0	0

PART 3 (000 omitted)

LOSS AND LOSS ADJUSTMENT EXPENSE RESERVES SCHEDULE

	1	2	3	4	5	6	7	8	9	10	11	12	13	
Years in Which Losses Occurred	Prior Year-End Known Case Loss and LAE Reserves	Prior Year-End IBNR Loss and LAE Reserves	Total Prior Year-End Loss and LAE Reserves (Cols. 1 + 2)	2009 Loss and LAE Payments on Claims Reported as of Prior Year-End	2009 Loss and LAE Payments on Claims Unreported as of Prior Year-End	Total 2009 Loss and LAE Payments (Cols. 4 + 5)	Q.S. Date Known Case Loss and LAE Reserves on Claims Reported and open as of Prior Year-End	Q.S. Date Known Case Loss and LAE Reserves on Claims Reported or reopened Subsequent to Prior Year-End	Q.S. Date IBNR Loss and LAE Reserves	Total Q.S. Loss and LAE Reserves (Cols.7 + 8 + 9)	Prior Year-End Known Case Loss and LAE Reserves Developed (Savings)/ Deficiency (Cols. 4 + 7 minus Col. 1)	Prior Year-End IBNR Loss and LAE Reserves Developed (Savings)/ Deficiency (Cols. 5 + 8 + 9 minus Col. 2)	Prior Year-End Total Loss and LAE Reserve Developed (Savings)/ Deficiency (Cols. 11 + 12)	
1. 2006 + Prior	5,758		5,758	122		122	6,938			6,938	1,302	0	1,302	
2. 2007			0			0				0	0	0	0	
3. Subtotals 2007 + Prior	5,758	0	5,758	122	0	122	6,938	0	0	6,938	1,302	0	1,302	
4. 2008	15,215		15,215	1,103		1,103	18,915			18,915	4,803	0	4,803	
5. Subtotals 2008 + Prior	20,973	0	20,973	1,225	0	1,225	25,853	0	0	25,853	6,105	0	6,105	
6. 2009	XXX	XXX	XXX	XXX	48	48	XXX	2,705		2,705	XXX	XXX	XXX	
7. Totals	20,973	0	20,973	1,225	48	1,274	25,853	2,705	0	28,558	6,105	0	6,105	
8. Prior Year-End's Surplus As Regards Policyholders	101,286											Col. 11, Line 7 As % of Col. 1 Line 7	Col. 12, Line 7 As % of Col. 2 Line 7	Col. 13, Line 7 As % of Col. 3 Line 7
												1. 29.1	2. 0.0	3. 29.1
												Col. 13, Line 7 As a % of Col. 1 Line 8		
												4. 6.0		

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of **NO** to the specific interrogatory will be accepted in lieu of filing on "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory question.

	RESPONSE
1. Will the Trusteed Surplus Statement be filed with the state of domicile and the NAIC with this statement?	.....NO.....
2. Will Supplement A to Schedule T (Medical Professional Liability Supplement) be filed with this statement?	.....NO.....
3. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?	.....NO.....

Explanation:

- 1.
- 2.
- 3.

Bar Code:

1.



22896200949000002

2.



22896200945500002

3.



22896200936500002



OVERFLOW PAGE FOR WRITE-INS

PQ002 Additional Aggregate Lines for Page 02 Line 23.  
\*ASSETS

	1	2	3	4
	Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	December 31 Prior Year Net Admitted Assets
2304. Prepaid Expenses.....	189,559	189,559	0	0
2397. Summary of remaining write-ins for Line 23 from Page 02	189,559	189,559	0	0

SCHEDULE A - VERIFICATION

Real Estate

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		0
2.2 Additional investment made after acquisition		0
3. Current year change in encumbrances		0
4. Total gain (loss) on disposals		0
5. Deduct amounts received on disposals		0
6. Total foreign exchange change in book/adjusted carrying value		0
7. Deduct current year's other than temporary impairment recognized		0
8. Deduct current year's depreciation		0
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8)	0	0
10. Deduct total nonadmitted amounts	0	0
11. Statement value at end of current period (Line 9 minus Line 10)	0	0

SCHEDULE B – VERIFICATION

Mortgage Loans

	1	2
	Year to Date	Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		0
2.2 Additional investment made after acquisition		0
3. Capitalized deferred interest and other		0
4. Accrual of discount		0
5. Unrealized valuation increase (decrease)		0
6. Total gain (loss) on disposals		0
7. Deduct amounts received on disposals		0
8. Deduct amortization of premium and mortgage interest points and commitment fees		0
9. Total foreign exchange change in book value/recorded investment excluding accrued interest		0
10. Deduct current year's other than temporary impairment recognized		0
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	0	0
12. Total valuation allowance		0
13. Subtotal (Line 11 plus Line 12)	0	0
14. Deduct total nonadmitted amounts	0	0
15. Statement value at end of current period (Line 13 minus Line 14)	0	0

SCHEDULE BA – VERIFICATION

Other Long-Term Invested Assets

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	1,090,068	19,339,891
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		0
2.2 Additional investment made after acquisition		4,329,850
3. Capitalized deferred interest and other		0
4. Accrual of discount	92	177
5. Unrealized valuation increase (decrease)		25,879,020
6. Total gain (loss) on disposals		0
7. Deduct amounts received on disposals		18,250,000
8. Deduct amortization of premium and depreciation		0
9. Total foreign exchange change in book/adjusted carrying value		0
10. Deduct current year's other than temporary impairment recognized		30,208,870
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	1,090,160	1,090,068
12. Deduct total nonadmitted amounts	0	0
13. Statement value at end of current period (Line 11 minus Line 12)	1,090,160	1,090,068

SCHEDULE D – VERIFICATION

Bonds and Stocks

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	369,568,588	594,165,968
2. Cost of bonds and stocks acquired	34,760,331	30,121,705
3. Accrual of discount	253,952	445,832
4. Unrealized valuation increase (decrease)	(1,454,733)	(1,126,410)
5. Total gain (loss) on disposals	(3,287,321)	1,137,407
6. Deduct consideration for bonds and stocks disposed of	53,989,058	240,886,038
7. Deduct amortization of premium	629,944	2,218,520
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	0	12,071,357
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	345,221,816	369,568,588
11. Deduct total nonadmitted amounts	769,825	769,815
12. Statement value at end of current period (Line 10 minus Line 11)	344,451,991	368,798,773

STATEMENT AS OF JUNE 30, 2009 OF THE ACA Financial Guaranty Corporation

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity  
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
<b>BONDS</b>								
1. Class 1 (a).....	362,361,265	20,125,035	16,753,069	(7,663)	362,361,265	365,725,568	.0	392,077,833
2. Class 2 (a).....	42,072,233	.0	1,214,931	(1,109,193)	42,072,233	39,748,109	.0	33,911,218
3. Class 3 (a).....	1,374,913	.0	.0	(690,663)	1,374,913	684,250	.0	1,709,118
4. Class 4 (a).....	178,475	.0	.0	110,625	178,475	289,100	.0	.0
5. Class 5 (a).....	1,604,784	3,550	2,050,704	1,288,992	1,604,784	846,622	.0	1,658,232
6. Class 6 (a).....	2,318,131	0	0	(209,647)	2,318,131	2,108,484	0	2,500,039
7. Total Bonds	409,909,801	20,128,585	20,018,704	(617,549)	409,909,801	409,402,133	0	431,856,440
<b>PREFERRED STOCK</b>								
8. Class 1 .....	.0	.0	.0	.0	.0	.0	.0	.0
9. Class 2 .....	.0	.0	.0	.0	.0	.0	.0	.0
10. Class 3 .....	.0	.0	.0	.0	.0	.0	.0	.0
11. Class 4 .....	.0	.0	.0	.0	.0	.0	.0	.0
12. Class 5 .....	.0	.0	.0	.0	.0	.0	.0	.0
13. Class 6 .....	0	0	0	0	0	0	0	0
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds & Preferred Stock	409,909,801	20,128,585	20,018,704	(617,549)	409,909,801	409,402,133	0	431,856,440

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$.....0 ; NAIC 2 \$.....0 ; NAIC 3 \$.....0 ; NAIC 4 \$.....0 ; NAIC 5 \$.....0 ; NAIC 6 \$.....0

SCHEDULE DA - PART 1

Short-Term Investments					
	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
9199999	64,950,146	XXX	64,950,146	46,094	0

SCHEDULE DA - VERIFICATION

Short-Term Investments		
	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	63,057,683	19,439,720
2. Cost of short-term investments acquired .....	119,356,442	534,493,740
3. Accrual of discount.....	0	0
4. Unrealized valuation increase (decrease).....	0	0
5. Total gain (loss) on disposals.....	0	0
6. Deduct consideration received on disposals.....	117,463,979	490,875,777
7. Deduct amortization of premium.....	0	0
8. Total foreign exchange change in book/adjusted carrying value.....	0	0
9. Deduct current year's other than temporary impairment recognized.....	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	64,950,146	63,057,683
11. Deduct total nonadmitted amounts.....	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	64,950,146	63,057,683

Schedule DB - Part F - Section 1

NONE

Schedule DB - Part F - Section 2

NONE

Schedule E Verification

NONE

Schedule A - Part 2

NONE

Schedule A - Part 3

NONE

Schedule B - Part 2

NONE

Schedule B - Part 3

NONE

Schedule BA - Part 2

NONE

Schedule BA - Part 3

NONE

## STATEMENT AS OF JUNE 30, 2009 OF THE ACA Financial Guaranty Corporation

## SCHEDULE D - PART 3

**Show All Long-Term Bonds and Stock Acquired During the Current Quarter**

[illegible]

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues .....

E04

STATEMENT AS OF JUNE 30, 2009 OF THE ACA Financial Guaranty Corporation

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of by the Company During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identi- fication	Description	F o r e i g n	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11 + 12 - 13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Desig- nation or Market Indicator (a)
36200A-BE-8..	GNMA Pool 595037 6.000% 10/15/32.....		..06/01/2009..	Paydown.....		..805.....	..805.....	..829.....	..828.....	..0.....	..(23).....	..0.....	..(23).....	..0.....	..805.....	..0.....	..0.....	..0.....	..16.....	..10/15/2032..	..1.....
36200A-CW-7..	GNMA Pool 595085 6.000% 10/15/32.....		..06/01/2009..	Paydown.....		..9,336.....	..9,336.....	..9,614.....	..9,591.....	..0.....	..(255).....	..0.....	..(255).....	..0.....	..9,336.....	..0.....	..0.....	..0.....	..196.....	..10/15/2032..	..1.....
36200E-TY-7..	GNMA Pool 599167 6.000% 12/15/33.....		..06/01/2009..	Paydown.....		..1,257.....	..1,257.....	..1,294.....	..1,289.....	..0.....	..(33).....	..0.....	..(33).....	..0.....	..1,257.....	..0.....	..0.....	..0.....	..31.....	..12/15/2033..	..1.....
36200W-AT-0..	GNMA Pool 604018 5.500% 02/15/33.....		..06/01/2009..	Paydown.....		..19,615.....	..19,615.....	..20,184.....	..20,150.....	..0.....	..(535).....	..0.....	..(535).....	..0.....	..19,615.....	..0.....	..0.....	..0.....	..449.....	..02/15/2033..	..1.....
36200W-EN-9..	GNMA Pool 604141 6.000% 03/15/33.....		..06/01/2009..	Paydown.....		..7,416.....	..7,416.....	..7,636.....	..7,626.....	..0.....	..(210).....	..0.....	..(210).....	..0.....	..7,416.....	..0.....	..0.....	..0.....	..196.....	..03/15/2033..	..1.....
36200Q-2R-4..	GNMA Pool 569684 6.000% 02/15/32.....		..06/01/2009..	Paydown.....		..6,744.....	..6,744.....	..6,944.....	..6,932.....	..0.....	..(188).....	..0.....	..(188).....	..0.....	..6,744.....	..0.....	..0.....	..0.....	..155.....	..02/15/2032..	..1.....
36200R-LX-8..	GNMA Pool 570142 6.000% 12/15/31.....		..06/01/2009..	Paydown.....		..5,941.....	..5,941.....	..6,117.....	..6,107.....	..0.....	..(166).....	..0.....	..(166).....	..0.....	..5,941.....	..0.....	..0.....	..0.....	..151.....	..12/15/2031..	..1.....
36200R-XT-4..	GNMA Pool 570490 6.000% 12/15/31.....		..06/01/2009..	Paydown.....		..971.....	..971.....	..1,000.....	..998.....	..0.....	..(27).....	..0.....	..(27).....	..0.....	..971.....	..0.....	..0.....	..0.....	..28.....	..12/15/2031..	..1.....
36200S-US-7..	GNMA Pool 571293 6.000% 11/15/31.....		..06/01/2009..	Paydown.....		..62.....	..62.....	..64.....	..64.....	..0.....	..(2).....	..0.....	..(2).....	..0.....	..62.....	..0.....	..0.....	..0.....	..2.....	..11/15/2031..	..1.....
36201A-PF-9..	GNMA Pool 577422 6.000% 01/15/32.....		..06/01/2009..	Paydown.....		..1,390.....	..1,390.....	..1,432.....	..1,430.....	..0.....	..(40).....	..0.....	..(40).....	..0.....	..1,390.....	..0.....	..0.....	..0.....	..29.....	..01/15/2032..	..1.....
36201D-AX-0..	GNMA Pool 579722 6.000% 08/15/32.....		..06/01/2009..	Paydown.....		..11,850.....	..11,850.....	..12,202.....	..12,187.....	..0.....	..(337).....	..0.....	..(337).....	..0.....	..11,850.....	..0.....	..0.....	..0.....	..333.....	..08/15/2032..	..1.....
36201E-AG-5..	GNMA Pool 580607 6.000% 02/15/33.....		..06/01/2009..	Paydown.....		..2,561.....	..2,561.....	..2,637.....	..2,631.....	..0.....	..(70).....	..0.....	..(70).....	..0.....	..2,561.....	..0.....	..0.....	..0.....	..71.....	..02/15/2033..	..1.....
36201F-AF-4..	GNMA Pool 581506 6.000% 04/15/33.....		..06/01/2009..	Paydown.....		..393.....	..393.....	..405.....	..404.....	..0.....	..(11).....	..0.....	..(11).....	..0.....	..393.....	..0.....	..0.....	..0.....	..12.....	..04/15/2033..	..1.....
36201K-JQ-0..	GNMA Pool 585371 6.000% 04/15/32.....		..06/01/2009..	Paydown.....		..489.....	..489.....	..504.....	..503.....	..0.....	..(14).....	..0.....	..(14).....	..0.....	..489.....	..0.....	..0.....	..0.....	..12.....	..04/15/2032..	..1.....
36201Y-FD-3..	GNMA Pool 606864 6.000% 10/15/33.....		..06/01/2009..	Paydown.....		..876.....	..876.....	..902.....	..901.....	..0.....	..(25).....	..0.....	..(25).....	..0.....	..876.....	..0.....	..0.....	..0.....	..22.....	..10/15/2033..	..1.....
36207E-ND-2..	GNMA Pool 429788 6.000% 12/15/33.....		..06/01/2009..	Paydown.....		..6,482.....	..6,482.....	..6,675.....	..6,659.....	..0.....	..(177).....	..0.....	..(177).....	..0.....	..6,482.....	..0.....	..0.....	..0.....	..165.....	..12/15/2033..	..1.....
36210J-HW-1..	GNMA Pool 493545 6.000% 03/15/31.....		..06/01/2009..	Paydown.....		..41.....	..41.....	..42.....	..42.....	..0.....	..(1).....	..0.....	..(1).....	..0.....	..41.....	..0.....	..0.....	..0.....	..1.....	..03/15/2031..	..1.....
36213F-U4-3..	GNMA Pool 553303 6.000% 06/15/33.....		..06/01/2009..	Paydown.....		..13.....	..13.....	..14.....	..14.....	..0.....	..0.....	..0.....	..0.....	..0.....	..13.....	..0.....	..0.....	..0.....	..0.....	..06/15/2033..	..1.....
36213R-2A-4..	GNMA Pool 562469 5.000% 02/15/34.....		..06/01/2009..	Paydown.....		..9,061.....	..9,061.....	..9,108.....	..9,100.....	..0.....	..(39).....	..0.....	..(39).....	..0.....	..9,061.....	..0.....	..0.....	..0.....	..191.....	..02/15/2034..	..1.....
36213R-ZF-7..	GNMA Pool 562442 5.500% 01/15/34.....		..06/01/2009..	Paydown.....		..109,436.....	..109,436.....	..112,412.....	..112,300.....	..0.....	..(2,864).....	..0.....	..(2,864).....	..0.....	..109,436.....	..0.....	..0.....	..0.....	..2,983.....	..01/15/2034..	..1.....
36213T-GW-7..	GNMA Pool 563713 6.000% 01/15/33.....		..06/01/2009..	Paydown.....		..6,892.....	..6,892.....	..7,097.....	..7,085.....	..0.....	..(193).....	..0.....	..(193).....	..0.....	..6,892.....	..0.....	..0.....	..0.....	..188.....	..01/15/2033..	..1.....
36213U-EZ-9..	GNMA Pool 564552 6.000% 12/15/31.....		..06/01/2009..	Paydown.....		..81.....	..81.....	..84.....	..83.....	..0.....	..(2).....	..0.....	..(2).....	..0.....	..81.....	..0.....	..0.....	..0.....	..2.....	..12/15/2031..	..1.....
36213V-GN-2..	GNMA Pool 565505 6.000% 09/15/32.....		..06/01/2009..	Paydown.....		..40.....	..40.....	..41.....	..41.....	..0.....	..(1).....	..0.....	..(1).....	..0.....	..40.....	..0.....	..0.....	..0.....	..1.....	..09/15/2032..	..1.....
36290X-PM-6..	GNMA Pool 620628 6.000% 09/15/33.....		..06/01/2009..	Paydown.....		..22,216.....	..22,216.....	..22,876.....	..22,815.....	..0.....	..(599).....	..0.....	..(599).....	..0.....	..22,216.....	..0.....	..0.....	..0.....	..448.....	..09/15/2033..	..1.....
36290X-PT-1..	GNMA Pool 620634 6.000% 09/15/33.....		..06/01/2009..	Paydown.....		..43,102.....	..43,102.....	..44,382.....	..44,326.....	..0.....	..(1,224).....	..0.....	..(1,224).....	..0.....	..43,102.....	..0.....	..0.....	..0.....	..1,290.....	..09/15/2033..	..1.....
36290Y-TN-8..	GNMA Pool 621657 6.000% 12/15/33.....		..06/01/2009..	Paydown.....		..9.....	..9.....	..9.....	..9.....	..0.....	..0.....	..0.....	..0.....	..0.....	..9.....	..0.....	..0.....	..0.....	..0.....	..12/15/2033..	..1.....
36291C-PV-1..	GNMA Pool 624236 6.000% 12/15/33.....		..06/01/2009..	Paydown.....		..90.....	..90.....	..92.....	..92.....	..0.....	..(2).....	..0.....	..(2).....	..0.....	..90.....	..0.....	..0.....	..0.....	..2.....	..12/15/2033..	..1.....
36291E-AD-3..	GNMA Pool 625604 6.000% 12/15/33.....		..06/01/2009..	Paydown.....		..163.....	..163.....	..167.....	..167.....	..0.....	..(5).....	..0.....	..(5).....	..0.....	..163.....	..0.....	..0.....	..0.....	..4.....	..12/15/2033..	..1.....
36291E-AV-3..	GNMA Pool 625620 6.000% 12/15/33.....		..06/01/2009..	Paydown.....		..313.....	..313.....	..322.....	..322.....	..0.....	..(9).....	..0.....	..(9).....	..0.....	..313.....	..0.....	..0.....	..0.....	..6.....	..12/15/2033..	..1.....
36296X-H8-0..	GNMA POOL 704155 5.500% 01/15/39.....		..06/01/2009..	Paydown.....		..585,715.....	..585,715.....	..603,836.....	..0.....	..0.....	..(18,121).....	..0.....	..(18,121).....	..0.....	..585,715.....	..0.....	..0.....	..0.....	..11,223.....	..01/15/2039..	..1.....
0399999 -	Bonds - U.S. Governments					..853,360.....	..853,360.....	..878,921.....	..274,696.....	..0.....	..(25,173).....	..0.....	..(25,173).....	..0.....	..853,360.....	..0.....	..0.....	..0.....	..18,207.....	..XXX.....	..XXX.....
31359S-2G-4..	Fanniemae Whole Loan NW 2001-W1 AF6 6.....		..06/01/2009..	Paydown.....		..4,385.....	..4,385.....	..4,553.....	..4,700.....	..0.....	..(315).....	..0.....	..(315).....	..0.....	..4,385.....	..0.....	..0.....	..0.....	..126.....	..06/25/2031..	..1.....
31387C-M3-2..	FNMA Pool No 580078 7.000% 09/01/31.....		..06/01/2009..	Paydown.....		..108.....	..108.....	..111.....	..111.....	..0.....	..(3).....	..0.....	..(3).....	..0.....	..108.....	..0.....	..0.....	..0.....	..3.....	..09/01/2031..	..1.....

## SCHEDULE D - PART 4

**Stock Sold, Redeemed or Otherwise Disposed of by the Company**

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11 + 12 - 13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)	
31402D-F7-0	FNMA Pool 725690 6.000% 08/01/34		Paydown		1,017,259	1,017,259	1,051,194	1,049,607	0	(32,349)	0	(32,349)	0	1,017,259	0	0	0	25,377	08/01/2034	1	
31405R-AR-7	FNMA Pool 796616 5.500% 10/01/34		Paydown		1,277,327	1,277,327	1,296,986	1,295,775	0	(18,447)	0	(18,447)	0	1,277,327	0	0	0	29,896	10/01/2034	1	
31407U-EK-9	FNMA Pool 840838 5.500% 11/01/35		Paydown		647,790	647,790	639,490	639,695	0	8,094	0	8,094	0	647,790	0	0	0	14,875	11/01/2035	1	
649830-EA-3	New York St Dorm Auth Revs 5.250% 07/0		Morgan Stanley Dean Witt Fins		1,130,880	1,140,000	1,245,393	1,218,825	0	(3,895)	0	(3,895)	0	1,214,931	0	(84,051)	(84,051)	29,925	07/01/2017	2FE	
3199999 - Total - Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of...					4,077,749	4,086,869	4,237,727	4,208,713	0	(46,915)	0	(46,915)	0	4,161,800	0	(84,051)	(84,051)	100,202	XXX	XXX	
03072S-LD-5	Ameriquest Mortgage Securities 2003-1A1		Paydown		179,980	179,980	179,980	179,980	0	0	0	0	0	179,980	0	0	0	3,711	11/25/2033	1FE	
059511-AE-5	Banc of America Comm Mortgage BACM 2007-Bear Stearns Comm Mtg		Citigroup Global Markets		1,584,281	2,150,000	2,160,796	2,158,915	0	(516)	0	(516)	0	2,158,399	0	(574,118)	(574,118)	62,130	03/10/2017	1FE	
07383F-U4-8	2004-T16 4.030% Bombardier Capital		Paydown		1,486,850	1,486,850	1,495,132	1,485,938	0	912	0	912	0	1,486,850	0	0	0	29,365	10/13/2009	1FE	
09774X-AK-8	Mortgage Se 1998-B M1 Countrywide Asset-Backed		Paydown		0	0	126,104	126,104	60	(126,164)	0	(126,104)	0	0	0	0	0	14,213	03/15/2026	6FE	
126671-R4-0	Certs Series 20 Countrywide Alternative		Paydown		31,510	31,510	32,062	31,889	0	(379)	0	(379)	0	31,510	0	0	0	648	08/25/2032	1FE	
12667F-GA-7	Cwalt 2004-711 A Chase Commercial		Paydown		63,544	63,544	65,137	63,674	0	(130)	0	(130)	0	63,544	0	0	0	1,642	08/25/2009	1FE	
161505-HW-5	Mortgage Series 2001-24 Ford Motor Credit		Paydown		78,438	78,438	85,210	79,509	0	(1,070)	0	(1,070)	0	78,438	0	0	0	1,971	03/12/2010	1FE	
345397-TZ-6	7.000% 10/01/13 Greenwich Capital		Goldman Sachs		1,914,000	2,400,000	2,050,704	1,658,232	392,472	0	0	392,472	0	2,050,704	0	(136,704)	(136,704)	110,133	10/01/2013	5FE	
396789-JW-0	Commercial Series 2005 Merrill Lynch/Countrywide Comm		Goldman Sachs		1,042,500	2,000,000	2,009,972	2,005,786	0	(496)	0	(496)	0	2,005,291	0	(962,791)	(962,791)	48,590	01/10/2015	1FE	
55312T-AD-5	2007-6 A4 World Savings Bank FSB		Barclays Capital Inc - NY Fins		2,032,734	3,000,000	3,016,460	3,013,377	0	(777)	0	(777)	0	3,012,600	0	(979,865)	(979,865)	82,732	03/12/2017	1FE	
981516-AK-1	1.014% 05/08/09 Hutchison Whamp Intl Series 144A 7.450		Maturity		2,200,000	2,200,000	2,200,000	2,200,000	0	0	0	0	0	2,200,000	0	0	0	20,390	05/08/2009	1FE	
44841S-AC-3	Corporate Action				462,480	500,000	606,975	600,724	0	(771)	0	(771)	0	599,953	0	(137,473)	(137,473)	35,175	11/24/2033	1FE	
3899999 - Bonds - Industrial and Miscellaneous					11,076,317	14,090,322	14,028,532	13,604,128	392,532	(129,391)	0	263,141	0	13,867,269	0	(2,790,951)	(2,790,951)	410,700	XXX	XXX	
8399997 - Bonds - Part 4					16,007,426	19,030,551	19,145,180	18,087,537	392,532	(201,479)	0	191,053	0	18,882,429	0	(2,875,002)	(2,875,002)	529,109	XXX	XXX	
8399999 - Total - Bonds					16,007,426	19,030,551	19,145,180	18,087,537	392,532	(201,479)	0	191,053	0	18,882,429	0	(2,875,002)	(2,875,002)	529,109	XXX	XXX	
8999999 - Total - Preferred Stocks					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9799999 - Total - Common Stocks					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9899999 - Total - Preferred and Common Stocks					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues .....

## E05.1



Schedule DB - Part A - Section 1

NONE

Schedule DB - Part B - Section 1

NONE

Schedule DB - Part C - Section 1

NONE

Schedule DB - Part D - Section 1

NONE

## STATEMENT AS OF JUNE 30, 2009 OF THE ACA Financial Guaranty Corporation

## SCHEDULE E - PART 1 - CASH

[illegible]

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year
NONE							
8699999 Totals					0	0	0