

GENWORTH FINANCIAL INC

FORM 8-K

(Current report filing)

Filed 11/10/09 for the Period Ending 11/10/09

Address	6620 WEST BROAD STREET RICHMOND, VA 23230
Telephone	804-281-6000
CIK	0001276520
Symbol	GNW
SIC Code	6311 - Life Insurance
Industry	Insurance (Life)
Sector	Financial
Fiscal Year	12/31

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

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

November 10, 2009
Date of Report
(Date of earliest event reported)



GENWORTH FINANCIAL, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-32195
(Commission File Number)

33-1073076
(I.R.S. Employer
Identification No.)

6620 West Broad Street, Richmond, VA
(Address of principal executive offices)

23230
(Zip Code)

(804) 281-6000
(Registrant's telephone number, including area code)

N/A
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.02 Results of Operations and Financial Condition.

The condensed consolidated financial statements of Genworth Financial Mortgage Insurance Pty Limited, an indirect subsidiary of Genworth Financial, Inc., as of September 30, 2009 and December 31, 2008, and for the three and nine months ended September 30, 2009 and 2008, are included in Exhibit 99.1 to Item 9.01 of this Current Report on Form 8-K.

The information contained in this Current Report on Form 8-K (including the exhibit) is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended (the “Securities Act”), or the Exchange Act, except as otherwise expressly stated in such filing. This information may be included or incorporated by reference in registration statements or reports filed under the Securities Act, or the Exchange Act, in connection with the issuance of asset-backed securities by one or more third parties.

Item 9.01 Financial Statements and Exhibits.

The following material is furnished as an exhibit to this Current Report on Form 8-K:

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
99.1	Genworth Financial Mortgage Insurance Pty Limited Condensed Consolidated Financial Statements as of September 30, 2009 and December 31, 2008, and for the three and nine months ended September 30, 2009 and 2008

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

GENWORTH FINANCIAL, INC.

DATE: November 10, 2009

By: _____ /s/ Amy R. Corbin
Amy R. Corbin
Vice President and Controller
(Principal Accounting Officer)

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Genworth Financial Mortgage Insurance Pty Limited**Condensed Consolidated Statements of Income****(U.S. dollar amounts in thousands)****(Unaudited)**

The unaudited interim financial information has not been reviewed by an independent registered public accounting firm.

	Three months ended September 30,		Nine months ended September 30,	
	2009	2008	2009	2008
Revenues:				
Premiums	\$ 77,360	\$ 76,598	\$215,676	\$243,593
Net investment income	33,713	37,276	88,740	110,623
Net investment gains (losses)	(1,279)	(3,979)	1,687	(4,593)
Other income	509	1,050	919	3,649
Total revenues	<u>110,303</u>	<u>110,945</u>	<u>307,022</u>	<u>353,272</u>
Losses and expenses:				
Net losses and loss adjustment expenses	35,675	37,481	115,253	107,640
Acquisition and operating expenses, net of deferrals	13,927	12,573	37,793	49,204
Amortization of deferred acquisition costs and intangibles	6,046	5,652	17,766	19,051
Total losses and expenses	<u>55,648</u>	<u>55,706</u>	<u>170,812</u>	<u>175,895</u>
Income before income taxes	54,655	55,239	136,210	177,377
Provision for income taxes	18,073	16,975	45,577	55,721
Net income	<u>\$ 36,582</u>	<u>\$ 38,264</u>	<u>\$ 90,633</u>	<u>\$121,656</u>
Supplemental disclosures:				
Total other-than-temporary impairments	\$ —	\$ (4,079)	\$ —	\$ (4,778)
Portion of other-than-temporary impairments included in other comprehensive income (loss)	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
Net other-than-temporary impairments	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
Other investment gains (losses)	(1,279)	100	1,687	185
Total net investment gains (losses)	<u>\$ (1,279)</u>	<u>\$ (3,979)</u>	<u>\$ 1,687</u>	<u>\$ (4,593)</u>

See Notes to Condensed Consolidated Financial Statements

Genworth Financial Mortgage Insurance Pty Limited

Condensed Consolidated Balance Sheets

(U.S. dollar amounts in thousands, except share amounts)

The unaudited interim financial information has not been reviewed by an independent registered public accounting firm.

	September 30,	December 31,
	<u>2009</u>	<u>2008</u>
	(unaudited)	
Assets		
Investments:		
Fixed maturity securities available-for-sale, at fair value	\$2,180,152	\$1,445,802
Short-term investments	12,506	40,595
Total investments	<u>2,192,658</u>	<u>1,486,397</u>
Cash and cash equivalents	379,594	408,182
Accrued investment income	38,089	21,406
Prepaid reinsurance premium	681	715
Deferred acquisition costs	87,554	58,141
Goodwill	6,610	5,222
Related party receivables	5,607	4,251
Other assets	27,741	26,399
Total assets	<u>\$2,738,534</u>	<u>\$2,010,713</u>
Liabilities and stockholder's equity		
Liabilities:		
Reserve for losses and loss adjustment expenses	\$ 186,023	\$ 137,522
Unearned premiums	1,010,443	732,132
Deferred tax liability	1,873	10,689
Related party payables	42,415	43,626
Other liabilities and accrued expenses	43,825	34,434
Total liabilities	<u>1,284,579</u>	<u>958,403</u>
Stockholder's equity:		
Ordinary shares – No par value; 1,401,558,500 and 1,356,558,500 shares authorized and issued as of September 30, 2009 and December 31, 2008	—	—
Additional paid-in capital	594,811	558,925
Accumulated other comprehensive income (loss), net of tax:		
Net unrealized investment gains (losses):		
Net unrealized gains on securities not other-than-temporarily impaired	7,092	26,872
Net unrealized gains on other-than-temporarily impaired securities	—	—
Net unrealized investment gains (losses)	<u>7,092</u>	<u>26,872</u>
Foreign currency translation adjustments	222,496	(71,545)
Total accumulated other comprehensive income (loss)	229,588	(44,673)
Retained earnings	629,556	538,058
Total stockholder's equity	<u>1,453,955</u>	<u>1,052,310</u>
Total liabilities and stockholder's equity	<u>\$2,738,534</u>	<u>\$2,010,713</u>

See Notes to Condensed Consolidated Financial Statements

Genworth Financial Mortgage Insurance Pty Limited

Condensed Consolidated Statements of Changes in Stockholder's Equity

(U.S. dollar amounts in thousands)

The unaudited interim financial information has not been reviewed by an independent registered public accounting firm.

	<u>Additional paid-in capital</u>	<u>Accumulated other comprehensive income (loss)</u>	<u>Retained earnings</u>	<u>Total stockholder's equity</u>
Balances as of January 1, 2008	\$548,953	\$ 152,172	\$384,341	\$1,085,466
Comprehensive income (loss):				
Net income	—	—	121,656	121,656
Net unrealized losses on investment securities	—	25,691	—	25,691
Foreign currency translation adjustments	—	(131,388)	—	(131,388)
Total comprehensive income (loss)				15,959
Capital contribution	9,508	—	—	9,508
Balances as of September 30, 2008	<u>\$558,461</u>	<u>\$ 46,475</u>	<u>\$505,997</u>	<u>\$1,110,933</u>
	<u>Additional paid-in capital</u>	<u>Accumulated other comprehensive income (loss)</u>	<u>Retained earnings</u>	<u>Total stockholder's equity</u>
Balances as of January 1, 2009	\$558,925	\$ (44,673)	\$538,058	\$1,052,310
Cumulative effect of change in accounting	—	(865)	865	—
Comprehensive income (loss):				
Net income	—	—	90,633	90,633
Net unrealized losses on investment securities	—	(18,915)	—	(18,915)
Foreign currency translation adjustments	—	294,041	—	294,041
Total comprehensive income (loss)				365,759
Capital contribution	35,886	—	—	35,886
Balances as of September 30, 2009	<u>\$594,811</u>	<u>\$ 229,588</u>	<u>\$629,556</u>	<u>\$1,453,955</u>

Genworth Financial Mortgage Insurance Pty Limited**Condensed Consolidated Statements of Cash Flows****(U.S. dollar amounts in thousands)****(Unaudited)**

The unaudited interim financial information has not been reviewed by an independent registered public accounting firm.

	Nine months ended September 30,	
	2009	2008
Cash flows from operating activities:		
Net income	\$ 90,633	\$ 121,656
Adjustments to reconcile net income to net cash from operating activities:		
Amortization of investment discounts and premiums	(1,608)	(1,885)
Net investment (gains) losses	(1,687)	4,593
Acquisition costs deferred	(29,282)	(25,389)
Amortization of deferred acquisition costs and intangibles	17,766	19,051
Deferred income taxes	(1,944)	—
Corporate overhead allocation	12,545	17,177
Change in certain assets and liabilities:		
Accrued investment income and other assets	(19,552)	(4,468)
Reserve for losses and loss adjustment expenses	6,124	1,991
Unearned premiums	71,747	17,472
Other liabilities	22,273	(26,544)
Net cash from operating activities	<u>167,015</u>	<u>123,654</u>
Cash flows from investing activities:		
Proceeds from maturities and repayments of fixed maturity securities and short-investments	442,606	387,492
Purchases of fixed maturity securities and short-term investments	(731,329)	(444,400)
Net cash from investing activities	<u>(288,723)</u>	<u>(56,908)</u>
Cash flows from financing activities:		
Capital contribution received	—	4,083
Net cash from financing activities	<u>—</u>	<u>4,083</u>
Effect of exchange rate changes on cash and cash equivalents	93,120	(38,365)
Net change in cash and cash equivalents	<u>(28,588)</u>	<u>32,464</u>
Cash and cash equivalents at beginning of period	<u>408,182</u>	<u>311,720</u>
Cash and cash equivalents at end of period	<u>\$ 379,594</u>	<u>\$ 344,184</u>

See Notes to Condensed Consolidated Financial Statements

Genworth Financial Mortgage Insurance Pty Limited
Notes to Condensed Consolidated Financial Statements
Nine Months Ended September 30, 2009 and 2008
(Unaudited)

(1) Nature of Business, Formation of Genworth Mortgage and Basis of Presentation

Genworth Financial Mortgage Insurance Pty Limited (“Genworth Mortgage” or the “Company” as appropriate) offers mortgage insurance products in Australia and New Zealand and is headquartered in Sydney, Australia. In particular, the Company offers primary mortgage insurance, known as “lenders mortgage insurance,” or LMI, and portfolio credit enhancement policies. The principal product is LMI, which is generally single premium business and provides 100% coverage of the loan amount in the event of a mortgage default.

The Company’s condensed consolidated financial statements are unaudited and have been prepared in accordance with U.S. generally accepted accounting principles (“U.S. GAAP”) and rules and regulations of the United States Securities and Exchange Commission (“SEC”) disclosure requirements for interim financial information. Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete consolidated financial statements. These condensed consolidated financial statements include all adjustments considered necessary by management to present a fair statement of the financial position, results of operations and cash flow for the periods presented. The results reported in these condensed consolidated financial statements should not be regarded as necessarily indicative of results that may be expected for the entire year. Certain prior year amounts have been reclassified to conform to the current year presentation. The condensed consolidated financial statements included herein should be read in conjunction with the audited consolidated financial statements and related notes contained in our 2008 year end financial statements on Form 8-K furnished on March 30, 2009.

The Company’s management has determined that the Company has one reportable operating segment, mortgage insurance.

Genworth Mortgage, formerly GE Mortgage Insurance Company Pty Limited, is a wholly-owned subsidiary of Genworth Financial Mortgage Insurance Holdings Pty Limited and was incorporated in Australia on November 10, 2003. The ultimate parent company of Genworth Mortgage is Genworth Financial, Inc. (“Genworth”). Genworth was incorporated in Delaware on October 23, 2003. GE Mortgage Insurance Company Pty Limited changed its name to Genworth Financial Mortgage Insurance Pty Limited on November 28, 2005.

The condensed consolidated financial statements are presented in U.S. dollars. The accompanying financial statements include Genworth Financial Mortgage Indemnity Limited and are prepared on a consolidated basis. All intercompany transactions have been eliminated in the consolidated financial statements. Any material subsequent events have been considered for disclosure through November 10, 2009.

Genworth Financial Mortgage Insurance Pty Limited
Notes to Condensed Consolidated Financial Statements—(Continued)
Nine Months Ended September 30, 2009 and 2008
(Unaudited)

(2) Accounting Pronouncements

Recently adopted

The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles

On July 1, 2009, we adopted new accounting guidance related to the codification of accounting standards and the hierarchy of U.S. GAAP established by the Financial Accounting Standards Board (the “FASB”). This accounting guidance established two levels of U.S. GAAP, authoritative and nonauthoritative. The FASB Accounting Standards Codification (the “Codification”) is the source of authoritative, nongovernmental U.S. GAAP, except for rules and interpretive releases of the SEC, which are also sources of authoritative U.S. GAAP for SEC registrants. All other accounting literature is nonauthoritative. The adoption of this new accounting guidance did not have a material impact on our consolidated financial statements.

Subsequent Events

On June 30, 2009, we adopted new accounting guidance related to accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued or are available to be issued. This accounting guidance required the disclosure of the date through which an entity has evaluated subsequent events and the basis for that date. The adoption of this new accounting guidance did not have a material impact on our consolidated financial statements.

Recognition and Presentation of Other-Than-Temporary Impairments

On April 1, 2009, we adopted new accounting guidance related to the recognition and presentation of other-than-temporary impairments. This accounting guidance amended the other-than-temporary impairment guidance for debt securities and modified the presentation and disclosure requirements for other-than-temporary impairment disclosures for debt and equity securities. This accounting guidance also amended the requirement for management to positively assert the ability and intent to hold a debt security to recovery to determine whether an other-than-temporary impairment exists and replaced this provision with the assertion that we do not intend to sell or it is not more likely than not that we will be required to sell a security prior to recovery. Additionally, this accounting guidance modified the presentation of other-than-temporary impairments for certain debt securities to only present the impairment loss in net income (loss) that represents the credit loss associated with the other-than-temporary impairment with the remaining impairment loss being presented in other comprehensive income (loss) (“OCI”). On April 1, 2009, we recorded a net cumulative effect adjustment of \$865,332 to retained earnings with an offset to accumulated other comprehensive income (loss).

Interim Disclosures About Fair Value of Financial Instruments

On April 1, 2009, we adopted new accounting guidance related to interim disclosures about fair value of financial instruments. This accounting guidance amended the fair value disclosure requirements for certain financial instruments to require disclosures during interim reporting periods of publicly traded entities in addition to requiring them in annual financial statements. The adoption of this new accounting guidance did not have a material impact on our consolidated financial statements.

Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly

On April 1, 2009, we adopted new accounting guidance related to determining fair value when the volume and level of activity for the asset or liability have significantly decreased and identifying transactions that are not orderly. This accounting guidance provided additional guidance for determining fair value when the volume or level of activity for an asset or liability has significantly decreased and identified circumstances that indicate a transaction is not orderly. The adoption of this new accounting guidance did not have a material impact on our consolidated financial statements.

Genworth Financial Mortgage Insurance Pty Limited
Notes to Condensed Consolidated Financial Statements—(Continued)
Nine Months Ended September 30, 2009 and 2008
(Unaudited)

Fair Value Measurements of Certain Nonfinancial Assets and Liabilities

On January 1, 2009, we adopted new accounting guidance related to fair value measurements of certain nonfinancial assets and liabilities, such as impairment testing of goodwill and indefinite-lived intangible assets. The adoption of this new accounting guidance did not have a material impact on our consolidated financial statements.

Disclosures about Derivative Instruments and Hedging Activities

On January 1, 2009, we adopted new accounting guidance related to disclosures about derivative instruments and hedging activities. This statement required enhanced disclosures about an entity's derivative and hedging activities. The adoption of this new accounting guidance did not have a material impact on our consolidated financial statements.

Business Combinations

On January 1, 2009, we adopted new accounting guidance related to business combinations. This accounting guidance established principles and requirements for how an acquirer recognizes and measures certain items in a business combination, as well as disclosures about the nature and financial effects of a business combination. The adoption of this new accounting guidance did not have a material impact on our consolidated financial statements.

Noncontrolling Interest in Consolidated Financial Statements

On January 1, 2009, we adopted new accounting guidance related to noncontrolling interests in consolidated financial statements. This accounting guidance established accounting and reporting standards for noncontrolling interests in a subsidiary and for deconsolidation of a subsidiary. The adoption of this new accounting guidance did not have a material impact on our consolidated financial statements.

Not yet adopted

In September 2009, the FASB issued new accounting guidance related to fair value measurements and disclosures that will provide guidance on the fair value measurement in certain entities that calculate net asset value per share. This accounting guidance will be effective for us on October 1, 2009. We do not expect the adoption of this new accounting guidance to have a material impact on our consolidated financial statements.

In August 2009, the FASB issued new accounting guidance related to measuring liabilities at fair value. This accounting guidance clarifies techniques for measuring the fair value of liabilities when quoted market prices for the identical liability are not available. This accounting guidance will be effective for us on October 1, 2009. We do not expect the adoption of this new accounting guidance to have a material impact on our consolidated financial statements.

In June 2009, the FASB issued new accounting guidance related to accounting for transfers of financial assets. This accounting guidance amends the current guidance on transfers of financial assets by eliminating the qualifying special-purpose entity concept, providing certain conditions that must be met to qualify for sale accounting, changing the amount of gain or loss recognized on certain transfers and requiring additional disclosures. This accounting guidance will be effective for us on January 1, 2010. We have not yet determined the impact this accounting guidance, once adopted, will have on our consolidated financial statements.

In June 2009, the FASB issued new accounting guidance that provides guidance for determining which enterprise, if any, has a controlling financial interest in a variable interest entity and requires additional disclosures about involvement in variable interest entities. This accounting guidance will be effective for us on January 1, 2010. We have not yet determined the impact this accounting guidance, once adopted, will have on our consolidated financial statements.

Genworth Financial Mortgage Insurance Pty Limited
Notes to Condensed Consolidated Financial Statements—(Continued)
Nine Months Ended September 30, 2009 and 2008
(Unaudited)

(3) Investments

Other-Than-Temporary Impairments On Available-For-Sale Securities

As of each balance sheet date, we evaluate securities in an unrealized loss position for other-than-temporary impairments. For debt securities, we consider all available information relevant to the collectability of the security, including information about past events, current conditions, and reasonable and supportable forecasts, when developing the estimate of cash flows expected to be collected. Estimating the cash flows expected to be collected is a quantitative and qualitative process that incorporates information received from third-party sources along with certain internal assumptions and judgments regarding the future performance of the underlying collateral. Where possible, this data is benchmarked against third-party sources.

Prior to adoption of new accounting guidance related to the recognition and presentation of other-than-temporary impairments on April 1, 2009, we generally recognized an other-than-temporary impairment on debt securities in an unrealized loss position when we did not expect full recovery of value or did not have the intent and ability to hold such securities until they had fully recovered their amortized cost. The recognition of other-than-temporary impairments prior to April 1, 2009 represented the entire difference between the amortized cost and fair value with this difference being recorded in net income (loss) as an adjustment to the amortized cost of the security.

Beginning on April 1, 2009, we recognize other-than-temporary impairments on debt securities in an unrealized loss position when one of the following circumstances exists:

- we do not expect full recovery of our amortized cost based on the estimate of cash flows expected to be collected,
- we intend to sell a security or
- it is more likely than not that we will be required to sell a security prior to recovery.

For other-than-temporary impairments recognized during the period, we present the total other-than-temporary impairments, the portion of other-than-temporary impairments included in OCI and the net other-than-temporary impairments as supplemental disclosure presented on the face of our consolidated statements of income.

Total other-than-temporary impairments are calculated as the difference between the amortized cost and fair value that emerged in the current period. For other-than-temporarily impaired securities where we do not intend to sell the security and it is not more likely than not that we will be required to sell the security prior to recovery, total other-than-temporary impairments are adjusted by the portion of other-than-temporary impairments recorded in OCI (“non-credit”). Net other-than-temporary impairments recorded in net income (loss) represent the credit loss on the other-than-temporarily impaired securities with the offset recorded as an adjustment to the amortized cost to determine the new amortized cost basis of the securities.

For securities that were deemed to be other-than-temporarily impaired and a non-credit loss was recorded in OCI, the amount recorded as an unrealized gain (loss) represents the difference between the current fair value and the new amortized cost for each period presented. The unrealized gain (loss) on an other-than-temporarily impaired security is recorded in OCI.

To estimate the amount of other-than-temporary impairment attributed to credit losses on debt securities where we do not intend to sell the security and it is not more likely than not that we will be required to sell the security prior to recovery, we determine our best estimate of the present value of the cash flows expected to be collected from a security by discounting these cash flows by the current effective yield on the security prior to recording any other-than-temporary impairment. If the present value of the discounted cash flows is lower than the amortized cost of the security, the difference between the present value and amortized cost represents the credit loss associated with the security with the remaining difference between fair value and amortized cost recorded as a non-credit other-than-temporary impairment in OCI.

Genworth Financial Mortgage Insurance Pty Limited
Notes to Condensed Consolidated Financial Statements—(Continued)
Nine Months Ended September 30, 2009 and 2008
(Unaudited)

The evaluation of other-than-temporary impairments is subject to risks and uncertainties and is intended to determine the appropriate amount and timing for recognizing an impairment charge. The assessment of whether such impairment has occurred is based on management's best estimate of the cash flows expected to be collected at the individual security level. We regularly monitor our investment portfolio to ensure that securities that may be other-than-temporarily impaired are identified in a timely manner and that any impairment charge is recognized in the proper period.

Net Investment Income

Sources of net investment income for the periods presented were as follows:

<u>(U.S. dollar amounts in thousands)</u>	<u>Three months ended</u> <u>September 30,</u>		<u>Nine months ended</u> <u>September 30,</u>	
	<u>2009</u>	<u>2008</u>	<u>2009</u>	<u>2008</u>
Fixed maturity securities	\$31,575	\$32,469	\$80,213	\$ 91,677
Cash and cash equivalents	2,864	5,405	10,260	21,189
Gross investment income before expenses and fees	34,439	37,874	90,473	112,866
Expenses and fees	(726)	(598)	(1,733)	(2,243)
Net investment income	<u>\$33,713</u>	<u>\$37,276</u>	<u>\$88,740</u>	<u>\$110,623</u>

Net Investment Gains (Losses)

The following table sets forth net investment gains (losses) for the periods indicated:

<u>(U.S. dollar amounts in thousands)</u>	<u>Three months ended</u> <u>September 30,</u>		<u>Nine months ended</u> <u>September 30,</u>	
	<u>2009</u>	<u>2008</u>	<u>2009</u>	<u>2008</u>
Available-for-sale investment securities:				
Realized gains on sale	\$ 2,952	\$ 545	\$ 6,008	\$ 1,135
Realized losses on sale	(4,231)	(445)	(4,321)	(950)
Impairments:				
Total other-than-temporary impairments	—	(4,079)	—	(4,778)
Portion of other-than-temporary impairments included in OCI	—	—	—	—
Net other-than-temporary impairments	<u>—</u>	<u>(4,079)</u>	<u>—</u>	<u>(4,778)</u>
Net investment gains (losses)	<u>\$(1,279)</u>	<u>\$(3,979)</u>	<u>\$ 1,687</u>	<u>\$(4,593)</u>

The aggregate fair value of securities sold at a loss during the three months ended September 30, 2009 and 2008 was \$20 million and \$43 million, respectively, which was approximately 82% and 99%, respectively, of book value. The aggregate fair value of securities sold at a loss during the nine months ended September 30, 2009 and 2008 was \$23 million and \$82 million, respectively, which was approximately 84% and 99%, respectively, of book value.

Genworth Financial Mortgage Insurance Pty Limited
Notes to Condensed Consolidated Financial Statements—(Continued)
Nine Months Ended September 30, 2009 and 2008
(Unaudited)

Unrealized Investment Gains (Losses)

Net unrealized gains and losses on investment securities classified as available-for-sale are reduced by deferred income taxes that would have resulted had such gains and losses been realized. Net unrealized gains and losses on available-for-sale investment securities reflected as a separate component of accumulated other comprehensive income (loss) as of the dates indicated were as follows:

<u>(U.S. dollar amounts in thousands)</u>	<u>September 30,</u> <u>2009</u>	<u>December 31,</u> <u>2008</u>
Net unrealized gains (losses) on available-for-sale investment securities:		
Fixed maturity securities	\$ 10,144	\$ 38,398
Deferred income taxes	(3,052)	(11,526)
Net unrealized investment gains (losses)	<u>\$ 7,092</u>	<u>\$ 26,872</u>

The change in net unrealized gains (losses) on available-for-sale investment securities reported in accumulated other comprehensive income (loss) for the periods indicated was as follows:

<u>(U.S. dollar amounts in thousands)</u>	<u>As of or for the three</u> <u>months ended</u> <u>September 30, 2009</u>	<u>As of or for the nine</u> <u>months ended</u> <u>September 30, 2009</u>
Beginning balance	\$ 4,565	\$ 26,872
Cumulative effect of change in accounting	—	(865)
Activity during the period:		
Unrealized gains (losses) on investment securities	2,336	(25,702)
Provision for deferred taxes	(704)	7,968
Change in unrealized gains (losses)	1,632	(17,734)
Reclassification adjustments to net investment gains (losses), net of taxes of \$(384) and \$506	895	(1,181)
Ending balance	<u>\$ 7,092</u>	<u>\$ 7,092</u>

Fixed Maturity Securities

As of September 30, 2009, the amortized cost or cost, gross unrealized gains and losses and fair value of the fixed maturity securities classified as available-for-sale were as follows:

<u>(U.S. dollar amounts in thousands)</u>	<u>Amortized</u> <u>cost or</u> <u>cost</u>	<u>Gross unrealized gains on securities</u>		<u>Gross unrealized losses on securities</u>		<u>Fair</u> <u>value</u>
		<u>Not other-than-</u> <u>temporarily</u> <u>impaired</u>	<u>Other-than-</u> <u>temporarily</u> <u>impaired</u>	<u>Not other-than-</u> <u>temporarily</u> <u>impaired</u>	<u>Other-than-</u> <u>temporarily</u> <u>impaired</u>	
Fixed maturity securities:						
Government—non-U.S.	\$ 215,047	\$ 2,493	\$ —	\$ (1,955)	\$ —	\$ 215,585
Corporate—U.S.	127,829	512	—	(885)	—	127,456
Corporate—non-U.S.	1,827,132	23,916	—	(13,937)	—	1,837,111
Total available-for-sale securities	<u>\$2,170,008</u>	<u>\$ 26,921</u>	<u>\$ —</u>	<u>\$ (16,777)</u>	<u>\$ —</u>	<u>\$2,180,152</u>

Genworth Financial Mortgage Insurance Pty Limited
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As of December 31, 2008, the amortized cost or cost, gross unrealized gains and losses and fair value of the fixed maturity securities classified as available-for-sale were as follows:

<u>(U.S. dollar amounts in thousands)</u>	<u>Amortized cost or cost</u>	<u>Gross unrealized gains</u>	<u>Gross unrealized losses</u>	<u>Fair value</u>
Fixed maturity securities:				
Government—non-U.S.	\$ 66,972	\$ 6,416	\$ —	\$ 73,388
Corporate—U.S.	136,121	67	(4,837)	131,351
Corporate—non-U.S. ⁽¹⁾	1,204,311	43,307	(6,555)	1,241,063
Total available-for-sale securities ⁽¹⁾	<u>\$1,407,404</u>	<u>\$49,790</u>	<u>\$(11,392)</u>	<u>\$1,445,802</u>

⁽¹⁾ Amounts have been revised to exclude short-term investments.

The following table presents the gross unrealized losses and fair values of investment securities, aggregated by investment type and length of time that individual investment securities have been in a continuous unrealized loss position, as of September 30, 2009:

<u>(U.S. dollar amounts in thousands)</u>	<u>Less than 12 months</u>			<u>12 months or more</u>		
	<u>Fair value</u>	<u>Gross unrealized losses</u>	<u>Number of securities</u>	<u>Fair value</u>	<u>Gross unrealized losses</u>	<u>Number of securities</u>
Description of Securities						
Fixed maturity securities:						
Government—non-U.S.	\$112,453	\$ (1,955)	5	\$ —	\$ —	—
Corporate—U.S.	—	—	—	33,857	(885)	6
Corporate—non-U.S.	605,349	(11,338)	43	88,863	(2,599)	17
Total for securities in an unrealized loss position	<u>\$717,802</u>	<u>\$(13,293)</u>	<u>48</u>	<u>\$122,720</u>	<u>\$(3,484)</u>	<u>23</u>
% Below cost—fixed maturity securities:						
<20% Below cost	\$717,802	\$(13,293)	48	\$122,720	\$(3,484)	23
20-50% Below cost	—	—	—	—	—	—
>50% Below cost	—	—	—	—	—	—
Total for securities in an unrealized loss position	<u>\$717,802</u>	<u>\$(13,293)</u>	<u>48</u>	<u>\$122,720</u>	<u>\$(3,484)</u>	<u>23</u>
Investment grade	\$717,802	\$(13,293)	48	\$122,720	\$(3,484)	23
Below investment grade	—	—	—	—	—	—
Not rated—fixed maturity securities	—	—	—	—	—	—
Total for securities in an unrealized loss position	<u>\$717,802</u>	<u>\$(13,293)</u>	<u>48</u>	<u>\$122,720</u>	<u>\$(3,484)</u>	<u>23</u>

The investment securities in an unrealized loss position as of September 30, 2009 consisted of 71 securities and accounted for unrealized losses of \$17 million. Of these unrealized losses of \$17 million, 100% were investment grade (rated AAA through BBB). The unrealized losses on these securities have decreased during 2009 mainly due to tightening of credit spreads. No unrealized losses on other-than-temporarily impaired securities were included in these unrealized losses as of September 30, 2009.

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Notes to Condensed Consolidated Financial Statements—(Continued)
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Of the investment securities in an unrealized loss position for 12 months or more as of September 30, 2009, there were no securities 20% or more below cost and there were no securities below investment grade (rated BB+ and below). There were no other-than-temporarily impaired securities with a non-credit loss recorded in OCI.

The following table presents the gross unrealized losses and fair values of investment securities, aggregated by investment type and length of time that individual investment securities have been in a continuous unrealized loss position, as of December 31, 2008:

(U.S. dollar amounts in thousands)	Less than 12 months			12 months or more		
	Fair value	Gross unrealized losses	Number of securities	Fair value	Gross unrealized losses	Number of securities
Description of Securities						
Fixed maturity securities:						
Government—non-U.S.	\$ —	\$ —	—	\$ —	\$ —	—
Corporate—U.S.	3,563	(202)	1	110,463	(4,635)	14
Corporate—non-U.S.	41,842	(1,342)	11	179,206	(5,213)	28
Total for securities in an unrealized loss position	<u>\$45,405</u>	<u>\$ (1,544)</u>	<u>12</u>	<u>\$289,669</u>	<u>\$ (9,848)</u>	<u>42</u>
% Below cost—fixed maturity securities:						
<20% Below cost	\$43,002	\$ (672)	11	\$288,107	\$ (9,216)	41
20-50% Below cost	2,403	(872)	1	1,562	(632)	1
>50% Below cost	—	—	—	—	—	—
Total for securities in an unrealized loss position	<u>\$45,405</u>	<u>\$ (1,544)</u>	<u>12</u>	<u>\$289,669</u>	<u>\$ (9,848)</u>	<u>42</u>
Investment grade	\$45,405	\$ (1,544)	12	\$289,669	\$ (9,848)	42
Below investment grade	—	—	—	—	—	—
Not rated—fixed maturity securities	—	—	—	—	—	—
Total for securities in an unrealized loss position	<u>\$45,405</u>	<u>\$ (1,544)</u>	<u>12</u>	<u>\$289,669</u>	<u>\$ (9,848)</u>	<u>42</u>

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Notes to Condensed Consolidated Financial Statements—(Continued)
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The scheduled maturity distribution of fixed maturity securities as of September 30, 2009 is set forth below. Actual maturities may differ from contractual maturities because issuers of securities may have the right to call or prepay obligations with or without call or prepayment penalties .

<u>(U.S. dollar amounts in thousands)</u>	<u>Amortized cost or cost</u>	<u>Fair value</u>
Due one year or less	\$ 318,324	\$ 320,912
Due after one year through five years	1,672,822	1,679,290
Due after five years through ten years	178,862	179,950
Total	<u>\$2,170,008</u>	<u>\$2,180,152</u>

As of September 30, 2009, \$146 million of investments were subject to certain call provisions. Typically, call provisions provide the issuer the ability to redeem a security, prior to its stated maturity, at or above par.

Investment Concentrations

As of September 30, 2009, securities issued by finance and insurance industry groups and foreign state government represented approximately 43% and 40%, respectively, of the corporate fixed maturity securities portfolio held by the Company.

As of September 30, 2009, the Company held \$370 million in corporate fixed maturity securities issued by the New South Wales Treasury Corporation, which comprised of 25% of total stockholder's equity. Additionally, the Company held \$301 million in corporate fixed maturity securities issued by Queensland Treasury Corp and \$190 million in corporate fixed maturity securities issued by Westpac Banking Corporation, which comprised 21% and 13%, respectively, of total stockholder's equity. No other single issuer exceeded 10% of total stockholder's equity.

(4) Fair Value Measurements

We hold fixed maturity securities which are carried at fair value. The vast majority of our fixed maturity securities use Level 2 inputs for the determination of fair value. These fair values are obtained primarily from industry-standard pricing methodologies based on market observable information. We also utilize internally developed pricing models to produce estimates of fair value primarily utilizing Level 2 inputs along with certain Level 3 inputs. The internally developed models include matrix pricing where we discount expected cash flows utilizing market interest rates obtained from market sources based on the credit quality and duration of the instrument to determine fair value. For securities that may not be reliably priced using internally developed pricing models, we estimate fair value using indicative market prices. These prices are indicative of an exit price, but the assumptions used to establish the fair value may not be observable, or corroborated by market observable information, and represent Level 3 inputs.

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The following tables set forth our assets that are measured at fair value on a recurring basis as of the dates indicated:

(U.S. dollar amounts in thousands)	September 30, 2009			
	Total	Level 1	Level 2	Level 3
Assets				
Investments:				
Fixed maturity securities:				
Government—non-U.S.	\$ 215,585	\$ —	\$ 214,808	\$ 777
U.S. corporate	127,456	—	127,456	—
Corporate—non-U.S.	1,837,111	—	1,832,177	4,934
Total fixed maturity securities	\$2,180,152	\$ —	\$2,174,441	\$5,711

(U.S. dollar amounts in thousands)	December 31, 2008			
	Total	Level 1	Level 2	Level 3
Assets				
Investments:				
Fixed maturity securities:				
Government—non-U.S.	\$ 73,388	\$ —	\$ 73,388	\$ —
U.S. corporate	131,351	—	131,351	—
Corporate—non-U.S.	1,241,063	—	1,241,063	—
Total fixed maturity securities	\$1,445,802	\$ —	\$1,445,802	\$ —

The following tables present additional information about assets measured at fair value on a recurring basis and for which we have utilized significant unobservable (Level 3) inputs to determine fair value as of or for the dates indicated:

(U.S. dollar amounts in thousands)	Total realized and unrealized gains (losses)						Ending balance as of September 30, 2009	Total gains (losses) included in net income attributable to assets still held
	Beginning	Included		Purchases, sales		Transfer		
	balance as of July 1, 2009	in net income	Included in OCI	issuances and settlements, net	Transfer in Level 3	out of Level 3		
Fixed maturity securities:								
Government—non-U.S.	\$ —	\$ —	\$ 92	\$ —	\$ 685	\$ —	\$ 777	\$ —
Corporate—non-U.S.	4,557	4	373	—	—	—	4,934	4
Total Level 3 assets	\$ 4,557	\$ 4	\$ 465	\$ —	\$ 685	\$ —	\$ 5,711	\$ 4

Genworth Financial Mortgage Insurance Pty Limited
Notes to Condensed Consolidated Financial Statements—(Continued)
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	Beginning balance as of January 1, 2009	Total realized and unrealized gains (losses)		Purchases, sales issuances and settlements, net	Transfer in Level 3	Transfer out of Level 3	Ending balance as of September 30, 2009	Total gains (losses) included in net income attributable to assets still held
		Included in net income	Included in OCI					
<u>(U.S. dollar amounts in thousands)</u>								
Fixed maturity securities:								
Government—non-U.S.	\$ —	\$ —	\$ 92	\$ —	\$ 685	\$ —	\$ 777	\$ —
Corporate—non-U.S.	4,055	617	262	—	—	—	4,934	617
Total Level 3 assets	<u>\$ 4,055</u>	<u>\$ 617</u>	<u>\$ 354</u>	<u>\$ —</u>	<u>\$ 685</u>	<u>\$ —</u>	<u>\$ 5,711</u>	<u>\$ 617</u>

Realized and unrealized gains (losses) on Level 3 assets and liabilities are primarily reported in either net investment gains (losses) within the condensed consolidated statements of income or OCI within stockholder's equity based on the appropriate accounting treatment for the instrument.

Purchases, sales, issuances and settlements, net, represent the activity that occurred during the period that results in a change of the asset or liability but does not represent changes in fair value for the instruments held at the beginning of the period. Such activity consists of purchases and sales of fixed maturity securities.

The amount presented for unrealized gains (losses) for assets still held as of the reporting date primarily represents accretion on certain fixed maturity securities which were recorded in net investment gains (losses).

(5) Supplemental Cash Flow Information

A tax sharing liability of \$36 million payable to Genworth Financial Mortgage Insurance Holdings Pty Limited, our immediate parent company, was recorded as a contribution of capital as of September 30, 2009.

Genworth Financial Mortgage Insurance Pty Limited
Notes to Condensed Consolidated Financial Statements—(Continued)
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(6) Statutory Accounting

Genworth Mortgage prepares financial statements for its regulator, the Australian Prudential Regulation Authority (“APRA”) in accordance with the accounting practices prescribed by the regulator, which is a comprehensive basis of accounting other than U.S. GAAP. The main differences were as follows:

- Premium is recognized on a cash receipts basis.
- Deferred acquisition costs are not recognized.
- A premium liability is recognized representing the unexpired risk portion of insurance policies written. The premium liability is valued as the present value of the expected future claim payments.
- Loss and loss adjustment expense reserves include a risk margin and are discounted to present value.

The Company’s APRA net income after tax, capital base, minimum capital requirement and solvency ratio as of and for the year ended December 31 were as follows:

<u>(U.S. dollar amounts in thousands)</u>	<u>2008</u>
APRA net income after tax	\$ 153,009
APRA capital base	\$1,248,772
APRA minimum capital requirement	\$ 915,054
APRA solvency ratio	1.37

The APRA solvency ratio is the combined amounts of Genworth Financial Mortgage Insurance Pty Limited and its wholly-owned subsidiary, Genworth Financial Mortgage Indemnity Limited.

Under the prudential regulation framework in Australia, mortgage insurers are required to establish a catastrophic risk charge defined as a 1 in 250 year event. The Company is required to maintain adequate capital to fund this charge, in addition to normal insurance liabilities, by ensuring that its capital base exceeds its minimum capital requirement at all times.

As of September 30, 2009, the APRA solvency ratio was 1.30.

The Company’s ability to pay dividends to Genworth Financial Mortgage Insurance Holdings Pty Limited is restricted to the extent the payment of dividends exceeds current year income. Any dividend above this level requires prior approval from APRA. In addition, any dividend payment must result in the Company continuing to meet the APRA minimum capital requirement.