

FORM A

**STATEMENT REGARDING THE ACQUISITION
OF CONTROL OF A DOMESTIC INSURER**

**AMGUARD INSURANCE COMPANY,
NORGUARD INSURANCE COMPANY,
EASTGUARD INSURANCE COMPANY,
& WESTGUARD INSURANCE COMPANY,
SUBSIDIARIES OF CLAL U.S. HOLDINGS, INC.**

BY

NATIONAL INDEMNITY COMPANY

Filed with the Insurance Department of the Commonwealth of Pennsylvania

Dated: August 29, 2012

Notices and correspondence concerning this Statement should be addressed to:

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ITEM 1. INSURER AND METHOD OF ACQUISITION

This application relates to:

AmGUARD Insurance Company, NAIC Code 42390, 16 South River Street,
Wilkes-Barre, PA 18702;

NorGUARD Insurance Company, NAIC Code 31470, 16 South River Street,
Wilkes-Barre, PA 18702;

EastGUARD Insurance Company, NAIC Code 14702, 16 South River Street,
Wilkes-Barre, PA 18702; and

WestGUARD Insurance Company, NAIC Code 11981, 16 South River Street, Wilkes-Barre, PA 18702.

AmGUARD Insurance Company, NorGUARD Insurance Company, EastGUARD Insurance Company, and WestGUARD Insurance Company may be referred to collectively as the "GUARD Insurers" throughout this Statement.

National Indemnity Company proposes to acquire control of AmGUARD Insurance Company, NorGUARD Insurance Company, EastGUARD Insurance Company, and WestGUARD Insurance Company. National Indemnity Company has entered a Stock Purchase Agreement dated August 16, 2012 (herein the "Stock Purchase Agreement") with Clal Insurance Enterprises Holdings Ltd., a company organized under the laws of the country of Israel, for the purchase of all of the issued and outstanding shares of common stock of Clal U.S. Holdings, Inc., a Delaware Corporation. Clal Insurance Enterprises Holdings Ltd. owns all of the outstanding shares of Clal U.S. Holdings, Inc. Clal U.S. Holdings, Inc. owns all of the outstanding shares of GUARD Financial Group, Inc. GUARD Financial Group, Inc. owns all the outstanding shares of AmGUARD Insurance Company, NorGUARD Insurance Company, and EastGUARD Insurance Company. AmGUARD Insurance Company, NorGUARD Insurance Company, and EastGUARD Insurance Company own all the outstanding shares of WestGUARD Insurance Company. Therefore, National Indemnity Company will acquire control of the GUARD Insurers through the acquisition of Clal U.S. Holdings, Inc.

The purchase price is \$221,000,000 to be paid in cash at closing. The terms of the proposed transaction are set forth more fully in the Stock Purchase Agreement which is attached hereto as Exhibit A.

An organizational chart of Clal U.S. Holdings, Inc. is attached hereto as Exhibit B.

ITEM 2. IDENTITY AND BACKGROUND OF THE APPLICANT

A. The party acquiring control is National Indemnity Company. National Indemnity Company is a wholly-owned direct subsidiary of Berkshire Hathaway Inc. National Indemnity Company and Berkshire Hathaway Inc. may be referred to collectively herein as "Applicants" or "Acquiring Parties."

National Indemnity Company is a Nebraska insurance corporation with its statutory office and executive offices located at 3024 Harney Street, Omaha, Nebraska 68131. National Indemnity Company has been licensed in Pennsylvania as a foreign insurer since 1962.

Berkshire Hathaway Inc. is a corporation duly organized, validly existing and in good standing under the laws of the State of Delaware, with executive offices at 3555 Farnam Street, Omaha, Nebraska 68131.

B. Nature of Business Operations for Past Five Years

National Indemnity Company

National Indemnity Company ("National Indemnity") was incorporated in the State of Nebraska in 1940. National Indemnity is a wholly owned subsidiary of Berkshire Hathaway Inc., a Delaware corporation whose stock is traded on the New York Stock Exchange.

National Indemnity is licensed as a property-casualty insurer in 47 states and the District of Columbia and is an eligible surplus lines insurer and an accredited reinsurer in Massachusetts, New Jersey and New York. National Indemnity is the largest member of the Berkshire Hathaway Group of insurance companies, conducting business on both a direct and reinsurance assumed basis. National Indemnity underwrites special risk and commercial insurance. It also underwrites specialized reinsurance covers for primary insurers and reinsurers.

National Indemnity owns, directly or indirectly, several insurance subsidiaries and insurance holding companies, including GEICO Corporation, one of the three largest auto insurers in the United States; Berkshire Hathaway Homestate Insurance Company; Berkshire Hathaway International Insurance Limited; Berkshire Hathaway Life Insurance Company of Nebraska; National Indemnity Company of Mid-America; National Indemnity Company of the South; Oak River Insurance Company; and Seaworthy Insurance Company.

Berkshire Hathaway Inc.

Berkshire Hathaway Inc. is a Delaware corporation with its sole executive offices located in Nebraska. The stock of Berkshire Hathaway Inc. is traded on the New York Stock Exchange.

Warren E. Buffett is the Chairman and Chief Executive Officer of Berkshire Hathaway Inc. As of June 30, 2012, Mr. Buffett owns approximately 22.23% of the outstanding shares of Berkshire Hathaway Inc. His offices are at 3555 Farnam Street, Omaha, Nebraska 68131.

Berkshire Hathaway is a holding company that owns, directly and indirectly, a number of subsidiaries that engage in a number of diverse business activities including property and casualty insurance and reinsurance, railroad, utilities and energy, finance, manufacturing, services and retailing.

a. Insurance

The group of subsidiaries that underwrite property and casualty insurance and reinsurance includes General Reinsurance Corporation and National Indemnity Company (Berkshire Hathaway Reinsurance Group®), two of the largest reinsurers in the world. Other direct subsidiaries that underwrite property and casualty

insurance include Medical Protective Company, Princeton Insurance Company, Applied Underwriters, U.S. Liability Insurance Company, Central States Indemnity Company, The Kansas Bankers Surety Company, Cypress Insurance Company, and several other subsidiaries referred to as the "Homestate Companies."

Through its subsidiaries, Berkshire Hathaway Inc. has acquired several insurance business entities in the past five years. Recent insurance acquisitions of note include the following:

In 2011, Berkshire Hathaway Inc.'s subsidiary, Medical Protective Company, acquired Princeton Insurance Company, a New Jersey domiciled insurer.

In 2011, Berkshire Hathaway Inc. acquired the outstanding 19% interests in Wesco Financial Corporation. Wesco Financial Corporation controls Wesco-Financial Insurance Company and The Kansas Bankers Surety Company.

In 2010, Berkshire Hathaway Inc.'s subsidiary, Columbia Insurance Company, acquired Stonewall Insurance Company, a Rhode Island domiciled insurer.

In 2010, Berkshire Hathaway Inc.'s subsidiary Columbia Insurance Company, acquired Sun Life Reinsurance (Ireland) Limited, an insurer domiciled in Ireland. The company was subsequently renamed Berkshire Hathaway Reinsurance (Ireland) Limited.

In 2009, National Indemnity acquired FFG Insurance Company, a Texas domiciled insurer, Citadel Insurance Company, a Texas domiciled insurer, and Atlanta International Insurance Company, a New York domiciled insurer.

In 2008, Berkshire Hathaway Inc.'s subsidiary, Columbia Insurance Company, acquired Philadelphia Reinsurance Corporation. The acquisition was approved by the Pennsylvania Insurance Department.

In 2008, Berkshire Hathaway's subsidiary, General Reinsurance Corporation, acquired American Centennial Insurance Corporation, a Delaware-domiciled insurer, Commercial Casualty Insurance Company, a California domiciled insurer, and British Insurance Company of Cayman, an insurer domiciled in the Cayman Islands.

In 2007, Berkshire Hathaway Inc.'s subsidiary, Columbia Insurance Company, acquired The Pennsylvania Reinsurance Company. Effective December 31, 2007, The Pennsylvania Reinsurance Company was merged into another affiliated insurer, National Indemnity Company of Mid-America. The acquisition and merger were both approved by the Pennsylvania Insurance Department. The Iowa Insurance Division also granted approval for the merger.

In 2007, National Indemnity Company acquired Boat America Corporation and its subsidiary, Seaworthy Insurance Company. Seaworthy is a Maryland-domiciled insurer.

b. Railroad

In 2010, National Indemnity Company acquired Burlington Northern Santa Fe Corporation ("BNSF"). Through a subsidiary company, BNSF operates one of the largest railroad systems in North America, serving the Midwest, Pacific Northwest, Western, Southwestern, and Southeastern regions and parts of the country.

c. Utilities and Energy

Berkshire Hathaway currently owns an 89.8% voting common stock interest in MidAmerican Energy Holdings Company ("MidAmerican"), an international energy holding company owning a wide variety of operating companies engaged in the generation, transmission and distribution of energy. Among MidAmerican's operating energy companies are Northern Electric and Yorkshire Electricity; MidAmerican Energy Company; Pacific Power and Rocky Mountain Power; and Kern River Gas Transmission Company and Northern Natural Gas. In addition, MidAmerican owns HomeServices of America, a real estate brokerage firm.

d. Finance

Berkshire Hathaway's finance and financial products businesses primarily engage in proprietary investing strategies (BH Finance), commercial and consumer lending (principally to finance manufactured homes produced by Clayton Homes) and transportation equipment and furniture leasing (XTRA and CORT). McLane Company is a wholesale distributor of groceries and nonfood items to convenience stores, wholesale clubs, mass merchandisers, quick service restaurants and others.

e. Manufacturing, Service, and Retailing

Numerous business activities are conducted through Berkshire Hathaway's other manufacturing, services and retailing subsidiaries. In 2008, Berkshire Hathaway acquired approximately 64% of the outstanding common stock of Marmon Holdings, Inc. ("Marmon"). Berkshire Hathaway has since increased its interest to approximately 80.2%. Marmon consists of approximately 140 manufacturing and service businesses that operate within eleven diverse, stand-alone business sectors. Benjamin Moore is a formulator, manufacturer and retailer of architectural and industrial coatings. Johns Manville is a leading manufacturer of insulation and building products. Acme Building Brands is a manufacturer of face brick and concrete masonry products. MiTek Inc. produces steel connector products and engineering software for the building components market. Fruit of the Loom, Russell, Vanity Fair, Garan, Fechheimer, H.H. Brown Shoe Group and Justin Brands manufacture, license and distribute apparel and footwear under a variety of

brand names. Shaw Industries is the world's largest manufacturer of tufted broadloom carpet.

In September 2011, Berkshire Hathaway acquired all of the outstanding shares of The Lubrizol Corporation ("Lubrizol"). Lubrizol is a specialty chemical company that produces and supplies technologies for the global transportation, industrial, and consumer markets.

FlightSafety International provides training to aircraft and ship operators. NetJets provides fractional ownership programs for general aviation aircraft. Nebraska Furniture Mart, R.C. Willey Home Furnishings, Star Furniture and Jordan's Furniture are retailers of home furnishings. Borsheims, Helzberg Diamond Shops and Ben Bridge Jeweler are retailers of fine jewelry.

In addition, other manufacturing, service and retail businesses include: The Buffalo News, a publisher of a daily and Sunday newspaper; The Omaha World-Herald Company, a publisher of daily and weekly newspapers, as well as a direct mail business; See's Candies, a manufacturer and seller of boxed chocolates and other confectionery products; Scott Fetzer, a diversified manufacturer and distributor of commercial and industrial products, the principal products are sold under the Kirby and Campbell Hausfeld brand names; Albecca, a designer, manufacturer, and distributor of high-quality picture framing products; CTB International, a manufacturer of equipment for the livestock and agricultural industries; International Dairy Queen, a licensor and service provider to about 6,000 stores that offer prepared dairy treats and food; The Pampered Chef, the premier direct seller of kitchen tools in the U.S.; Forest River, a leading manufacturer of leisure vehicles in the U.S.; Business Wire, the leading global distributor of corporate news, multimedia and regulatory filings; Iscar Metalworking Companies, an industry leader in the metal cutting tools business; TTI, Inc., a leading distributor of electronic components and Richline Group, a leading jewelry manufacturer.

In 2011, Berkshire Hathaway acquired The Omaha World-Herald Company, a publisher of daily and weekly newspapers, as well as a direct mail business.

C. A chart presenting the identities of and interrelationships between the Applicants and their affiliates is attached hereto as Exhibit C. The state or country of domicile of each affiliate is shown on Exhibit C. Control of the listed affiliates is exercised through stock ownership, unless otherwise noted on Exhibit C.

The only person owning ten percent (10%) or more of the voting securities of Berkshire Hathaway Inc. is Warren E. Buffett, an individual, who, as of June 30, 2012, owns approximately 37.7% of the outstanding Class A shares and 2.39% of the Class B shares of Berkshire Hathaway Inc. This represents approximately 22.23% of the economic interest and 33.98% of the aggregate voting power, given the differing economic and voting rights of Class A stock relative to Class B stock. Mr. Buffett is Chairman and Chief Executive Officer of Berkshire Hathaway Inc., and has a business address of 3555 Farnam Street, Omaha, Nebraska 68131.

There are no court proceedings looking toward a reorganization or liquidation pending with regard to any person referred to in Exhibit C or Mr. Buffett.

ITEM 3. IDENTITY AND BACKGROUND OF INDIVIDUALS ASSOCIATED WITH APPLICANTS

National Indemnity Company Directors and Executive Officers

The following persons are Directors of National Indemnity Company:

J. Michael Gottschalk
Marc D. Hamburg, Chairman of the Board of Directors
Ajit Jain
Daniel J. Jaksich
Forrest N. Krutter
Philip M. Wolf
Donald F. Wurster

The Executive Officers of National Indemnity Company are:

Donald F. Wurster, President
Ajit Jain, Executive Vice President
Forrest N. Krutter, Senior Vice President and Secretary
Scott R. Doerr, Senior Vice President
Sunil C. Khanna, Senior Vice President
Philip M. Wolf, Senior Vice President
Dale D. Geistkemper, Treasurer and Controller

The following information is submitted with regard to the above named individuals:

J. MICHAEL GOTTSCHALK (DIRECTOR, VICE PRESIDENT)

(a) Business Address: 3333 Farnam Street, Omaha, Nebraska 68131.

(b) Present Business Activity: Vice President, National Indemnity Company, 3333 Farnam Street, Omaha, Nebraska 68131.

(c) Prior Business Activity Over Past Five Years: Mr. Gottschalk has been employed by National Indemnity Company and has served as Vice President since May 2003. Mr. Gottschalk has been a director of National Indemnity since May 2004. Mr. Gottschalk is a licensed attorney in Nebraska. This license is in good standing and there have been no surrender, revocation, suspension or disciplinary proceedings against Mr. Gottschalk.

(d) Mr. Gottschalk has not been convicted in a criminal proceeding (excluding minor traffic violations) during the last ten years.

MARC D. HAMBURG (CHAIRMAN OF THE BOARD OF DIRECTORS)

(a) Business Address: 3555 Farnam Street, Omaha, Nebraska 68131.

(b) Present Business Activity: Senior Vice President and Chief Financial Officer, Berkshire Hathaway Inc., 3555 Farnam Street, Omaha, Nebraska 68131.

(c) Prior Business Activity Over Past Five Years: Mr. Hamburg served as Vice President and Treasurer of Berkshire Hathaway Inc. from September, 1992 through May 2008, at which time he was elected to his current positions with Berkshire Hathaway Inc. Mr. Hamburg has served as the Chairman of the Board for National Indemnity Company since 2005. Mr. Hamburg's occupation, position, office and employment do not require licensing by or registration with any Federal, State or Municipal Government Agency.

(d) Mr. Hamburg has not been convicted in a criminal proceeding (excluding minor traffic violations) during the last ten years.

AJIT JAIN (DIRECTOR, EXECUTIVE VICE PRESIDENT)

(a) Business Address: 100 First Stamford Place, Stamford, Connecticut 06902.

(b) Present Business Activity: Executive Vice President, National Liability & Fire Insurance Company, 100 First Stamford Place, Stamford, Connecticut 06902.

(c) Prior Business Activity Over Past Five Years: Mr. Jain has been engaged in the present business for the past five years. Mr. Jain was elected to the Board of Directors of National Indemnity Company on May 12, 2005. Mr. Jain's occupation, position, office and employment do not require licensing by or registration with any Federal, State or Municipal Government Agency.

(d) Mr. Jain has not convicted in a criminal proceeding (excluding minor traffic violations) during the last ten years.

DANIEL J. JAKSICH (DIRECTOR)

(a) Business Address: 3555 Farnam Street, Omaha, Nebraska, 68131.

(b) Present Business Activity: Vice President and Controller, Berkshire Hathaway Inc., 3555 Farnam Street, Omaha, Nebraska, 68131.

(c) Prior Business Activity Over Past Five Years: Mr. Jaksich has been the Vice President and Controller of Berkshire Hathaway Inc. since May 2008. From December, 1984 to May 2008, Mr. Jaksich was Controller of Berkshire Hathaway

Inc. Mr. Jaksich has been a director of National Indemnity Company since May 2005. Mr. Jaksich has been licensed as certified public accountant in the State of Nebraska, although his license is inactive. There have been no surrender, revocation, suspension or disciplinary proceedings against Mr. Jaksich.

(d) Mr. Jaksich has not been convicted in a criminal proceeding (excluding minor traffic violations) during the last ten years.

FORREST N. KRUTTER (DIRECTOR, SENIOR VICE PRESIDENT, SECRETARY)

(a) Business Address: 100 First Stamford Place, Stamford, Connecticut 06902.

(b) Present Business Activity: Senior Vice President and Secretary, National Liability & Fire Insurance Company, 100 First Stamford Place, Stamford, Connecticut 06902; Secretary, Berkshire Hathaway Inc.

(c) Prior Business Activity Over Past Five Years: Mr. Krutter has been engaged in the present business for the past five years. He has served as Secretary of Berkshire Hathaway Inc. since October 1, 1992. Mr. Krutter is a licensed attorney in New York and Nebraska and Authorized House Counsel in Connecticut. Mr. Krutter is also admitted to appear before the United States District Court for the District of Nebraska and The Supreme Court of the United States. These licenses are in good standing and there have been no surrender, revocation, suspension or disciplinary proceedings against Mr. Krutter.

(d) Mr. Krutter has not been convicted in a criminal proceeding (excluding minor traffic violations) during the last ten years.

PHILIP M. WOLF (DIRECTOR, SENIOR VICE PRESIDENT)

(a) Business Address: 3024 Harney Street, Omaha, Nebraska 68131.

(b) Present Business Activity: Senior Vice President, National Indemnity Company, 3024 Harney Street, Omaha, Nebraska 68131.

(c) Prior Business Activity Over Past Five Years: Mr. Wolf has been engaged in the present business for the past five years. Mr. Wolf's occupation, position, office and employment do not require licensing by or registration with any Federal, State or Municipal Government Agency.

(d) Mr. Wolf has not been convicted in a criminal proceeding (excluding minor traffic violations) during the last ten years.

DONALD F. WURSTER (DIRECTOR, PRESIDENT)

(a) Business Address: 3024 Harney Street, Omaha, Nebraska 68131.

(b) Present Business Activity: President, National Indemnity Company, 3024 Harney Street, Omaha, Nebraska 68131; President, National Indemnity Company.

(c) Prior Business Activity Over Past Five Years: Mr. Wurster has been engaged in the present business for the past five years. Mr. Wurster has been a director and president of National Indemnity Company since 1989. Mr. Wurster's occupation, position, office and employment do not require licensing by or registration with any Federal, State or Municipal Government Agency.

(4) Mr. Wurster has not been convicted in a criminal proceeding (excluding minor traffic violations) during the last ten years.

SCOTT R. DOERR (SENIOR VICE PRESIDENT)

(a) Business Address: 100 First Stamford Place, Stamford, Connecticut 06902.

(b) Present Business Activity: Senior Vice President, National Liability & Fire Insurance Company, 100 First Stamford Place, Stamford, Connecticut 06902; Secretary, Berkshire Hathaway Inc.

(c) Prior Business Activity Over Past Five Years: Mr. Doerr has been engaged in the present business for the past five years. Mr. Doerr's occupation, position, office and employment do not require licensing by or registration with any Federal, State or Municipal Government Agency.

(d) Mr. Doerr has not been convicted in a criminal proceeding (excluding minor traffic violations) during the last ten years.

SUNIL C. KHANNA (SENIOR VICE PRESIDENT)

(a) Business Address: 100 First Stamford Place, Stamford, Connecticut 06902.

(b) Present Business Activity: Senior Vice President, National Liability & Fire Insurance Company, 100 First Stamford Place, Stamford, Connecticut 06902; Secretary, Berkshire Hathaway Inc.

(c) Prior Business Activity Over Past Five Years: Mr. Khanna has been engaged in the present business since April 2008. Prior to that, Mr. Khanna was a Senior Advisor to Citigroup Venture Capital International from September 2007 through March 2008. Prior to that, Mr. Khanna was Managing Director and Partner of Arena Capital Partners since January, 2000. Mr. Khanna's occupation, position, office and employment do not require licensing by or registration with any Federal, State or Municipal Government Agency.

(d) Mr. Khanna has not been convicted in a criminal proceeding (excluding minor traffic violations) during the last ten years.

DALE D. GEISTKEMPER (TREASURER, CONTROLLER)

(a) Business Address: 3024 Harney Street, Omaha, Nebraska 68131.

(b) Present Business Activity: Treasurer and Controller, National Indemnity Company, 3024 Harney Street, Omaha, Nebraska 68131.

(c) Prior Business Activity Over Past Five Years: Mr. Geistkemper has been engaged in the present business for the past five years. Mr. Geistkemper has been licensed as certified public accountant in the State of Iowa, although his certificate is inactive and in good standing. There have been no surrender, revocation, suspension or disciplinary proceedings against Mr. Geistkemper.

(d) Mr. Geistkemper has not been convicted in a criminal proceeding (excluding minor traffic violations) during the last ten years.

The only person owning ten percent (10%) or more of the voting securities of Applicant's ultimate parent corporation, Berkshire Hathaway Inc., is Warren E. Buffett.

WARREN E. BUFFETT (10% SHAREHOLDER OF PARENT COMPANY)

(a) Business Address: 3555 Farnam Street, Omaha, Nebraska 68131.

(b) Present Business Activity: Chairman and Chief Executive Officer, Berkshire Hathaway Inc., 3555 Farnam Street, Omaha, Nebraska 68131.

(c) Prior Business Activity Over Past Five Years: Mr. Buffett has been a director of Berkshire Hathaway Inc. since 1965 and has been its Chairman and Chief Executive Officer since 1970. Mr. Buffett's occupation, position, office and employment do not require licensing by or registration with any Federal, State or Municipal Government Agency.

(d) Mr. Buffett has not been convicted in a criminal proceeding (excluding minor traffic violations) during the last ten years.

NAIC biographical affidavits of J. Michael Gottschalk, Marc D. Hamburg, Ajit Jain, Daniel J. Jaksich, Philip M. Wolf, Donald F. Wurster, Scott R. Doerr, and Sunil C. Khanna are attached hereto as Exhibit D. The NAIC biographical affidavits of Forrest N. Krutter, Dale D. Geistkemper and Warren E. Buffett have been submitted previously to the Department within the last three years and are on file with the Department in connection with a Uniform Certificate of Authority Amendment application filed on behalf of Stonewall Insurance Company, an affiliate of National Indemnity.

Berkshire Hathaway Inc. Directors and Executive Officers

The following persons are Directors of Berkshire Hathaway Inc.:

Warren E. Buffett
Howard G. Buffett
Stephen Burke
Susan L. Decker
William H. Gates III
David S. Gottesman
Charlotte Guyman
Donald R. Keough
Charles T. Munger
Thomas S. Murphy
Ronald L. Olson
Walter Scott, Jr.

The Executive Officers of Berkshire Hathaway Inc. are:

Warren E. Buffett, Chairman and Chief Executive Officer
Charles T. Munger, Vice Chairman

In addition, the following individuals serve as senior officers of Berkshire Hathaway Inc.:

Marc D. Hamburg, Senior Vice President and Chief Financial Officer
Daniel J. Jaksich, Vice President and Controller
Forrest N. Krutter, Secretary
Kerby S. Ham, Treasurer

The only person owning ten percent (10%) or more of the voting securities of Berkshire Hathaway Inc. is Warren E. Buffett.

Background information regarding Mr. Warren Buffett, Mr. Hamburg, Mr. Jaksich and Mr. Krutter is set forth above.

The following information is submitted with regard to each of the above named individuals:

HOWARD G. BUFFETT (DIRECTOR)

(a) Business Address: 1004 East Illinois Street, Assumption, Illinois 62510.

(b) Present Business Activity: President, Buffett Farms and President of the Howard G. Buffett Foundation.

(c) Prior Business Activity Over Past Five Years: Mr. Buffett has been engaged in the present business since 2000. Mr. Buffett was first elected a director of Berkshire Hathaway Inc. in 1993. Mr. Buffett's occupation, position, office and employment do not require licensing by or registration with any Federal, State, or Municipal Government Agency.

(d) Mr. Buffett has not been convicted in a criminal proceeding (excluding minor traffic violations) during the last ten years.

STEPHEN B. BURKE (DIRECTOR)

(a) Business Address: One Comcast Center, Philadelphia, Pennsylvania 19103-2838

(b) Present Business Activity: Chief Executive Officer of NBCUniversal and Executive Vice President of Comcast Corporation

(c) Prior Business Activity Over Past Five Years: Mr. Burke has been in his present position since January, 2011. Prior to that, he was the Chief Operating Officer of Comcast Corporation since 1998. Mr. Burke was first elected a director of Berkshire Hathaway Inc. in 2009. Mr. Burke's occupation, position, office and employment do not require licensing by or registration with any Federal, State, or Municipal Government Agency.

(d) Mr. Burke has not been convicted in a criminal proceeding (excluding minor traffic violations) during the last ten years.

SUSAN L. DECKER (DIRECTOR)

(a) Business Address: 701 First Avenue, Sunnyvale, California 94089.

(b) Present Business Activity: Director of Several Publicly Traded Corporations

(c) Prior Business Activity Over Past Five Years: Ms. Decker was the Entrepreneur-in-Residence at Harvard Business School during the 2009-2010 school year. Ms. Decker was President of Yahoo! Inc. from June 2007 to April 2009 and previously held the positions of Executive Vice President and Chief Financial Officer of Yahoo! Inc. Ms. Decker was named a director of Berkshire Hathaway Inc. in 2007. Ms. Decker has held NASD Series 7, Series 16 and Series 63 licenses, although the licenses are no longer active. There have been no surrender, revocation, suspension or disciplinary proceedings against Ms. Decker.

(d) Ms. Decker has not been convicted in a criminal proceeding (excluding minor traffic violations) during the last ten years.

WILLIAM H. GATES III (DIRECTOR)

(a) Business Address: One Microsoft Way, Redmond, Washington 98052

(b) Present Business Activity: Co-chair of the Bill & Melinda Gates Foundation. Chairman of the Board of Directors, Microsoft Corporation

(c) Prior Business Activity Over The Past Five Years: Mr. Gates has been engaged in the present business for the past five years. Mr. Gates was named a director of Berkshire Hathaway Inc. in December 2004. Mr. Gates' occupation, position, office and employment do not require licensing by or registration with any Federal, State or Municipal Government Agency.

(d) Mr. Gates has not been convicted in a criminal proceeding (excluding minor traffic violations) during the last ten years.

DAVID S. GOTTESMAN (DIRECTOR)

(a) Business Address: 437 Madison Avenue, New York, New York 10022.

(b) Present Business Activity: Managing General Partner and Senior Managing Director, First Manhattan Company

(c) Prior Business Activity Over Past Five Years: Mr. Gottesman has been engaged in his present business for the past five years. Mr. Gottesman was named a director of Berkshire Hathaway Inc. in 2003. Mr. Gottesman holds NASD Series 7, Series 24 and Series 65 licenses in good standing. There have been no surrender, revocation, suspension or disciplinary proceedings against Mr. Gottesman.

(d) Mr. Gottesman has not been convicted in a criminal proceeding (excluding minor traffic violations) during the last ten years.

CHARLOTTE GUYMAN (DIRECTOR)

(a) Business Address: 3324 78th Place NE, Medina, Washington 98039.

(b) Present Business Activity: Retired since 1999.

(c) Prior Business Activity Over Past Five Years: Director, University of Washington Medical School and associated hospitals, Seattle, Washington. Ms. Guyman was named a director of Berkshire Hathaway Inc. in 2003. Ms. Guyman's occupation, position, office and employment do not require licensing by or registration with any Federal, State or Municipal Government Agency.

(d) Ms. Guyman has not been convicted in a criminal proceeding (excluding minor traffic violations) during the last ten years.

DONALD R. KEOUGH (DIRECTOR)

(a) Business Address: 711 Fifth Avenue, New York, New York 10022.

(b) Present Business Activity: Chairman, Allen and Company, Inc.

(c) Prior Business Activity Over Past Five Years: Mr. Keough has been engaged in his present business for the past five years. Mr. Keough was named a director of Berkshire Hathaway Inc. in 2003. Mr. Keough's occupation, position, office and employment do not require licensing by or registration with any Federal, State or Municipal Government Agency.

(d) Mr. Keough has not been convicted in a criminal proceeding (excluding minor traffic violations) during the last ten years.

CHARLES T. MUNGER (DIRECTOR, VICE CHAIRMAN)

(a) Business Address: 355 South Grand Avenue, Suite 3400, Los Angeles, California 90071.

(b) Present Business Activity: Director and Vice-Chairman, Berkshire Hathaway Inc.; Chairman and Director, Daily Journal Corporation; Director of Costco Wholesale Corporation.

(c) Prior Business Activity Over Past Five Years: Mr. Munger has been a director and Vice-Chairman of Berkshire Hathaway Inc. since 1978. From 1984 to 2011, Mr. Munger was Chairman and Chief Executive Officer of Wesco Financial Corporation and President from 2005 to 2011. Mr. Munger is retired from the practice of law; he was licensed by the State Bar in California and retired in 1996. There have been no surrender, revocation, suspension or disciplinary proceedings against Mr. Munger.

(d) Mr. Munger has not been convicted in a criminal proceeding (excluding minor traffic violations) during the last ten years.

THOMAS S. MURPHY (DIRECTOR)

(a) Business Address: 77 West 66th Street, New York, New York 10023.

(b) Present Business Activity: Retired since 1996.

(c) Prior Business Activity Over Past Five Years: Mr. Murphy has been retired since 1996. Mr. Murphy was Chairman and Chief Executive Officer of Capital Cities/ABC Inc from 1966 to 1990 and from February 1994 until 1996. Mr. Murphy was named a director of Berkshire Hathaway Inc. in 2003. Mr. Murphy's occupation, position, office and employment do not require licensing by or registration with any Federal, State or Municipal Government Agency.

(d) Mr. Murphy has not been convicted in a criminal proceeding (excluding minor traffic violations) during the last ten years.

RONALD L. OLSON (DIRECTOR)

(a) Business Address: 355 South Grand Avenue, Suite 3500, Los Angeles, California 90071.

(b) Present Business Activity: Partner in the law firm of Munger, Tolles & Olson, LLP

(c) Prior Business Activity Over Past Five Years: Mr. Olson has been engaged in the present business for the past five years. Mr. Olson is a licensed attorney in the State of California. This license is in good standing. Mr. Olson was a member of the Bar of Wisconsin but no longer practices law in Wisconsin. There have been no surrender, revocation, suspension or disciplinary proceedings against Mr. Olson.

(d) Mr. Olson has not been convicted in a criminal proceeding (excluding minor traffic violations) during the last ten years.

WALTER SCOTT, JR. (DIRECTOR)

(a) Business Address: 1501 Kiewit Plaza, Omaha, Nebraska 68131.

(b) Present Business Activity: Chairman, Level 3 Communications Inc.

(c) Prior Business Activity Over Past Five Years: Mr. Scott has been engaged in the present business for the past five years. Mr. Scott has been a director of Berkshire Hathaway Inc. since 1988. Mr. Scott's occupation, position, office and employment do not require licensing by or registration with any Federal, State or Municipal Government Agency.

(d) Mr. Scott has not been convicted in a criminal proceeding (excluding minor traffic violations) during the last ten years.

KERBY S. HAM (TREASURER)

(a) Business Address: 3555 Farnam Street, Omaha, Nebraska 68131.

(b) Present Business Activity: Treasurer, Berkshire Hathaway Inc., 3555 Farnam Street, Omaha, Nebraska 68131.

(c) Prior Business Activity Over Past Five Years: Mr. Ham has been Treasurer of Berkshire Hathaway Inc. since May 2011. Prior to that, Mr. Ham was Assistant Treasurer of Berkshire Hathaway Inc. from January 1990 to May 2011.

(d) Mr. Ham has not been convicted in a criminal proceeding (excluding minor traffic violations) during the last ten years, except for one traffic offense in Nebraska in 2008 for which a fine was paid.

The NAIC biographical affidavit of Warren E. Buffett and Forrest N. Krutter were submitted previously to the Department within the last three years and are on file with the Department. The NAIC biographical affidavits of the remaining Directors and Executive Officers of Berkshire Hathaway Inc. will be submitted under separate cover.

ITEM 4. SOURCE, NATURE AND AMOUNT OF THE CONSIDERATION

A. The consideration to be paid by National Indemnity Company for all outstanding shares of Clal U.S. Holdings, Inc. will be paid in cash in the amount of \$221,000,000 as set forth in the Stock Purchase Agreement (Exhibit A hereto).

National Indemnity has sufficient cash to pay the full purchase price. Consequently, National Indemnity's internally generated funds will be used to acquire the outstanding shares of Clal U.S. Holdings, Inc. No debt or other financing of any nature will be used to acquire the GUARD Insurers.

B. The nature and amount of the consideration was determined by representatives of Applicants and representatives of Clal Insurance Enterprises Holdings Ltd. through arms-length negotiation. The \$221,000,000 purchase price that was agreed upon by the parties reflected the GAAP value of Clal U.S. Holdings, Inc. as of June 30, 2012.

C. No debt or other financing of any nature will be used to acquire Clal U.S. Holdings, Inc.

ITEM 5. FUTURE PLANS OF INSURERS

Applicant does not have any plans to declare an extraordinary dividend or make other distributions, to liquidate AmGUARD Insurance Company, NorGUARD Insurance Company, EastGUARD Insurance Company, or WestGUARD Insurance Company, or to sell AmGUARD Insurance Company, NorGUARD Insurance Company, EastGUARD Insurance Company, or WestGUARD Insurance Company assets to or merge them with any other person.

Other than as noted below, Applicant does not have any plans to make any material change in the business operations, corporate structure or management of AmGUARD Insurance Company, NorGUARD Insurance Company, EastGUARD Insurance Company, or WestGUARD Insurance Company. Applicant's plan regarding the operation of the GUARD Insurers is more fully set forth in the Business Plan submitted with this Form A.

Upon acquisition, Applicant plans to retire the full \$25,000,000 in Trust Preferred Securities which GUARD Insurance Group issued in 2003 (one issue in May 2003 in the amount of \$15,000,000 and one issue in September 2003 in the amount of \$10,000,000). No funds from the GUARD Insurers will be used to fund the repayment of the securities. The Department has advised Applicant that no additional filings would be required on this matter.

In addition, upon acquisition, Applicant plans to retire approximately \$48,000,000 in outstanding debt of Clal U.S. Holdings Inc. No funds from the GUARD Insurers will be used for this purpose.

Upon acquisition, it is anticipated that the GUARD Insurers will enter into a 50% quota share treaty with National Indemnity Company by January 1, 2013, as well as a 50% loss portfolio transfer agreement with National Indemnity Company by January 1, 2013. An appropriate Form D will be filed to seek approval of the quota share treaty and the loss portfolio transfer agreement.

Upon acquisition, National Indemnity and the current management of the GUARD Insurers intend an orderly transition without disruption of their respective operations, as detailed in the Business Plan submitted with this Form A.

The parties anticipate that the current management of the GUARD Insurers, as listed below, will continue in their current positions post-acquisition:

Sy Foguel, President and Chief Executive Officer
Ann Toole, Senior Vice President of Insurance and Support Services
Marshall I. Kornblatt, Executive Vice President of Insurance Operations
Jeffrey E. Picker, Chief Financial Officer and Treasurer
Michael J. Dulin, General Counsel
Allan Kerin, Chief Actuary and Executive Vice President
Carl J. Witkowski, Chief Operating Officer and Executive Vice President
Wayne E. McOwen, Senior Vice President of Government Affairs and Industry Relations
Eitan Ajchenbaum, Chief Risk and Financial Planning Officer and Executive Vice President
Daniel R. Brennan, Senior Vice President of Claims
Thomas A. Denis, Vice President of P&C Lines and Special Projects
Sandra Cyr Sweeney, Vice President of Underwriting
Timothy D. Morris, Vice President and Controller
James P. Thomas, Vice President of Technical Analysis

It is anticipated that upon acquisition the current directors of the GUARD Insurers will resign, except the following individuals:

Sy Foguel
Carl Witkowski
Allan Kerin

who will remain as directors.

Applicant proposes the following individuals will become directors of the GUARD Insurers:

Brian Snover
Carmel O'Sullivan
Kara Raiguel
Sunil Khanna

Mr. Foguel, Mr. Witkowski and Mr. Kerin are current officers and directors of the GUARD Insurers. Mr. Snover, Ms. O'Sullivan, Ms. Raiguel and Mr. Khanna presently serve as officers or directors or one or more of the insurer members of the Berkshire Hathaway group of insurance companies. NAIC biographical affidavits of all individuals listed in Item 5, except Kara Raiguel and Sunil Khanna, have been submitted previously to the Department within the last three years and are on file with the Department. NAIC biographical affidavits for Kara Raiguel and Sunil Khanna are attached hereto as Exhibit D.

ITEM 6. VOTING SECURITIES TO BE ACQUIRED

Clal Insurance Enterprise Holdings Ltd. owns 1,000 shares of common stock of Clal U.S. Holdings, Inc., which represents all of its issued and outstanding capital stock. Clal U.S. Holdings, Inc. is an intermediate holding company which indirectly holds all of the outstanding shares of the GUARD Insurers. As set forth in the Stock Purchase Agreement between Clal Insurance Enterprises Holdings Ltd. and National Indemnity Company, attached hereto as Exhibit A, National Indemnity Company will purchase all of the issued and outstanding shares of Clal U.S. Holdings, Inc. The purchase price of \$221,000,000 will be paid at closing in cash.

The nature and amount of the consideration was determined by representatives of Applicants and representatives of Clal Insurance Enterprises Holdings Ltd. through arms-length negotiation. The \$221,000,000 purchase price that was agreed upon by the parties reflected the GAAP value of Clal U.S. Holdings, Inc. as of June 30, 2012.

ITEM 7. OWNERSHIP OF VOTING SECURITIES

Acquiring Parties, their affiliates and the persons listed in Item 3 currently are not the holder of record or beneficial owner of any shares of AmGUARD Insurance Company, NorGUARD Insurance Company, EastGUARD Insurance Company, or WestGUARD Insurance Company. Acquiring Parties, their affiliates and the persons listed in Item 3 have no interest in any other securities of the GUARD Insurers or Clal U.S. Holdings, Inc.

ITEM 8. CONTRACTS, ARRANGEMENTS OR UNDERSTANDINGS WITH RESPECT TO VOTING SECURITIES OF THE INSURER

There have been no contracts, arrangements or understandings between Acquiring Parties, their affiliates or any person listed in Item 3 and any other person with respect to any voting securities of the GUARD Insurers or Clal U.S. Holdings, Inc.

ITEM 9. RECENT PURCHASES OF VOTING SECURITIES

There have been no transactions by the Acquiring Parties, their affiliates, or any person listed in Item 3 during the past twelve months in any securities of the GUARD Insurers or Clal U.S. Holdings, Inc.

ITEM 10. RECENT RECOMMENDATIONS TO PURCHASE

There have been no recommendations to purchase any voting securities of the GUARD Insurers or Clal U.S. Holdings, Inc. during the prior twelve months by the Acquiring Parties, their affiliates or any person listed in Item 3 or by anyone based upon interviews or the suggestions of the Acquiring Parties, their affiliates or any person listed in Item 3.

ITEM 11. AGREEMENTS WITH BROKER DEALERS

There are no agreements, contracts or understandings with or proposals to be made with any broker-dealer as to solicitation of securities of the GUARD Insurers or Clal U.S. Holdings, Inc. for tender, and no compensation is to be paid to broker-dealers.

ITEM 12. FINANCIAL STATEMENTS AND EXHIBITS

Exhibit A:

Stock Purchase Agreement by and between Clal Insurance Enterprises Holdings Ltd. and National Indemnity Company date August 16, 2012 (hardcopy attached)

Exhibit B:

Organizational Chart of Clal U.S. Holdings, Inc.. (hardcopy attached)

Exhibit C:

Organizational Chart of Berkshire Hathaway Inc. and National Indemnity Company and their Affiliates (hardcopy attached)

Exhibit D:

NAIC biographical affidavits of J. Michael Gottschalk, Marc D. Hamburg, Ajit Jain, Daniel J. Jaksich, Philip M. Wolf, Donald F. Wurster, Scott R. Doerr, Sunil C. Khanna, and Kara Raiguel (hardcopy attached)

Exhibit E:

Berkshire Hathaway Inc. Form 10-K for the years 2007 through 2011 and Form 10-Q for the first and second quarter of 2012, including Consolidated Financial Statements for Berkshire Hathaway Inc. (submitted on CD, also available at <http://www.berkshirehathaway.com/reports.html>)

Exhibit F:

Annual Report to the Stockholders of Berkshire Hathaway Inc. for 2010 and 2011 (submitted on CD, also available at <http://www.berkshirehathaway.com/reports.html>)

Exhibit G:

Annual Statement of National Indemnity Company for the years 2007 through 2011 and Quarterly Statements for the first and second quarter of 2012 (submitted on CD)

Exhibit H:

Annual Statements of AmGUARD Insurance Company, NorGUARD Insurance Company, EastGUARD Insurance Company, and WestGUARD Insurance Company for the years 2010 and 2011 and Quarterly Statements for the first and second quarter of 2012 (submitted on CD)

Exhibit I:

Letter to Pennsylvania Insurance Department regarding the subsequent submission of biographical affidavits for the Directors and remaining Executive Officers of Berkshire Hathaway Inc. (hardcopy attached)

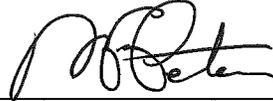
ITEM 13. SIGNATURE AND CERTIFICATION

SIGNATURE

Pursuant to the requirements of Section 1402 of the act, National Indemnity Company has caused this application to be duly signed on its behalf in the City of Omaha and State of Nebraska on the 29 day of August, 2012.

[SEAL]

National Indemnity Company



By: Nancy F. Peters
Title: Assistant Vice President

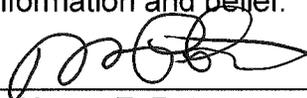
Attest:



By: Brennan S. Neville
Assistant Secretary
National Indemnity Company

CERTIFICATION

The undersigned deposes and says that she has duly executed the attached application dated August 29, 2012 for and on behalf of National Indemnity Company; that she is the Assistant Vice President of such company and that she is authorized to execute and file such instrument. Deponent further says that she is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of her knowledge, information and belief.



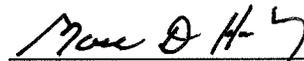
By: Nancy F. Peters
Title: Assistant Vice President
National Indemnity Company

SIGNATURE

Pursuant to the requirements of Section 1402 of the act, Berkshire Hathaway Inc. has caused this application to be duly signed on its behalf in the City of Omaha and State of Nebraska on the 29 day of August, 2012.

[SEAL]

BERKSHIRE HATHAWAY INC.



By: Marc D. Hamburg
Title: Senior Vice President and Chief
Financial Officer

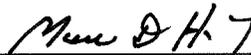
Attest:



By:
Assistant Secretary
Berkshire Hathaway Inc.

CERTIFICATION

The undersigned deposes and says that he has duly executed the attached application dated August 29, 2012 for and on behalf of Berkshire Hathaway Inc.; that he is the Senior Vice President and Chief Financial Officer of such company and that he is authorized to execute and file such instrument. Deponent further says that he is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of his knowledge, information and belief.



By: Marc D. Hamburg
Title: Senior Vice President and Chief
Financial Officer
Berkshire Hathaway Inc.