

USI HOLDINGS CORP
Form SC 13G
February 09, 2004

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)

U.S.I. Holdings Corporation

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

90333H101

(CUSIP Number)

December 31, 2003

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

CUSIP No. 90333H101

1. Names of Reporting Persons.

CONTINENTAL CASUALTY COMPANY

I.R.S. Identification Nos. of above persons (entities only).

36-2114545

2. Check the Appropriate Box if a Member of a Group (See Instructions)

- (a)
- (b)

3. SEC Use Only

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4. Citizenship or Place of Organization.

Illinois insurance company

Number of Shares Beneficially Owned as of December 31, 2003 by Each Reporting Person With	5. Sole Voting Power	0
	6. Shared Voting Power	0
	7. Sole Dispositive Power	0
	8. Shared Dispositive Power	0

9. Aggregate Amount Beneficially Owned by Each Reporting Person as of December 31, 2003 0

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row 90.0%

12. Type of Reporting Person (See Instructions).

IC

Under Illinois Law, assets owned by Continental Casualty Company, an Illinois insurance company, are solely under the control of the board of directors of the insurer. The characterization of shared dispositive power with the parent holding company is made solely as a consequence of SEC interpretations regarding control of the subsidiary. CNA Financial Corporation and Loews Corporation specifically disclaim beneficial ownership of the securities identified herein.

CUSIP No. 90333H101

1. Names of Reporting Persons.

CNA FINANCIAL CORPORATION

I.R.S. Identification Nos. of above persons (entities only).

36-6169860

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2. Check the Appropriate Box if a Member of a Group (See Instructions)

- (a)
- (b)

3. SEC Use Only

4. Citizenship or Place of Organization.

DELAWARE CORPORATION

Number of Shares	5. Sole Voting Power	0
Beneficially Owned as of December 31, 2003 by Each Reporting Person With	6. Shared Voting Power	0
	7. Sole Dispositive Power	0
	8. Shared Dispositive Power	0

9. Aggregate Amount Beneficially Owned by Each Reporting Person as of
December 31, 2003 0

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See
Instructions)

11. Percent of Class Represented by Amount in Row 90.0%

12. Type of Reporting Person (See Instructions).

HC

Under Illinois Law, assets owned by Continental Casualty Company, an Illinois insurance company, are solely under the control of the board of directors of the insurer. The characterization of shared dispositive power with the parent holding company is made solely as a consequence of SEC interpretations regarding control of the subsidiary. CNA Financial Corporation and Loews Corporation specifically disclaim beneficial ownership of the securities identified herein.

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CUSIP No. 90333H101

1. Names of Reporting Persons.

LOEWS CORPORATION

I.R.S. Identification Nos. of above persons (entities only).

13-2646102

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization.

DELAWARE CORPORATION

Number of Shares Beneficially Owned as of December 31, 2003 by Each Reporting Person With

5. Sole Voting Power0

6. Shared Voting Power0

7. Sole Dispositive Power0

8. Shared Dispositive Power0

9. Aggregate Amount Beneficially Owned by Each Reporting Person as of

December 31, 20030

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row 90.0%

12. Type of Reporting Person (See Instructions).

HC

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Under Illinois Law, assets owned by Continental Casualty Company, an Illinois insurance company, are solely under the control of the board of directors of the insurer. The characterization of shared dispositive power with the parent holding company is made solely as a consequence of SEC interpretations regarding control of the subsidiary. CNA Financial Corporation and Loews Corporation specifically disclaim beneficial ownership of the securities identified herein.
.....

Item

1.

(a) Name of Issuer

U.S.I. Holdings Corporation

(b) Address of Issuer's Principal Executive Offices

U.S.I. Holdings Corporation
50 California Street
San Francisco, CA 94111

Item

2.

(a) Name of Person Filing

CONTINENTAL CASUALTY COMPANY
CNA FINANCIAL CORPORATION
LOEWS CORPORATION

(b) Address of Principal Business Office or, if none, Residence

Continental Casualty Company - CNA Plaza, Chicago, Illinois 60685
CNA Financial Corporation - CNA Plaza, Chicago, Illinois 60685
Loews Corporation - 667 Madison Avenue, New York, New York 10021

(c) Citizenship

Continental Casualty Company - State of Illinois
CNA Financial Corporation - State of Delaware
Loews Corporation - State of Delaware

(d) Title of Class of Securities

COMMON STOCK

(e) CUSIP Number

90333H101

Item 3. If this statement is filed pursuant to Section 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

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- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e) An investment adviser in accordance with Section 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with Section 240.13d-1(b)(1)(ii)(J).

Item Ownership.

4.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: 0
-----.
- (b) Percent of class: 0.0%
-----.
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote 0
-----.
 - (ii) Shared power to vote or to direct the vote 0
-----.
 - (iii) Sole power to dispose or to direct the disposition of 0
-----.
 - (iv) Shared power to dispose or to direct the disposition of 0
-----.

Under Illinois Law, assets owned by Continental Casualty Company, an Illinois insurance company, are solely under the control of the board of directors of the insurer. The characterization of shared dispositive power with the parent holding company is made solely as a consequence of SEC interpretations regarding control of the subsidiary. CNA Financial Corporation and Loews Corporation specifically disclaim beneficial ownership of the securities identified herein.

Item Ownership of Five Percent or Less of a Class

5.

If this statement is being filed to report the fact that as of

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the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [x].

Item Ownership of More than Five Percent on Behalf of Another Person.
6.

NOT APPLICABLE

Item Identification and Classification of the Subsidiary Which Acquired the
7. Security Being Reported on By the Parent Holding Company or Control Person.

Continental Casualty Company, an Illinois insurance company (IC).
(See Exhibit 1.)

Item Identification and Classification of Members of the Group
8.

NOT APPLICABLE

Item Notice of Dissolution of Group
9.

NOT APPLICABLE

Item Certification
10.

By signing below the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

February 9, 2004

Date

CONTINENTAL CASUALTY COMPANY
By: /s/Jonathan D. Kantor

Signature

Jonathan D. Kantor
Executive Vice President,
General Counsel and Secretary

Name/Title

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SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

February 9, 2004

Date

CNA FINANCIAL CORPORATION
By: /s/Jonathan D. Kantor

Signature

Jonathan D. Kantor
Executive Vice President,
General Counsel and Secretary

Name/Title

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

February 9, 2004

Date

LOEWS CORPORATION
By: /s/Gary W. Garson

Signature

Gary W. Garson
Senior Vice President
and Secretary

Name/Title

Exhibit 1

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Loews Corporation holds in excess of 92% of the equity of CNA Financial Corporation.

CNA Financial Corporation owns 100% of the relevant subsidiary, Continental Casualty Company, an Illinois domiciled insurance company (IC). Continental Casualty Company is the direct owner of the position being reported.

Exhibit 2

Each of the undersigned hereby agrees that the Schedule 13G filed herewith is filed jointly, pursuant to Rule 13d-1(f) of the Securities and Exchange Act of 1934, as amended, on behalf of each of the undersigned.

CONTINENTAL CASUALTY COMPANY

/s/ Jonathan D. Kantor
Signature

Jonathan D. Kantor
Executive Vice President, General Counsel and Secretary

CNA FINANCIAL CORPORATION

/s/ Jonathan D. Kantor
Signature

Jonathan D. Kantor
Executive Vice President, General Counsel and Secretary

LOEWS CORPORATION

/s/ Gary W. Garson
Signature

Gary W. Garson
Senior Vice President and Secretary