

USI HOLDINGS CORP  
Form SC 13G/A  
February 11, 2003

FILED BY:  
COMPANY DATA:  
CONFORMED NAME: CNA FINANCIAL CORP  
CIK: 0000021175  
ASSIGNED SIC: 6331  
IRS NUMBER: 366169860  
STATE OF INCORPORATION: DE  
FISCAL YEAR END: 1231  
FILING VALUES:  
FORM TYPE: SC 13G/A  
BUSINESS ADDRESS:  
STREET1: CNA PLZ  
STREET2: 23S  
CITY: CHICAGO  
STATE: IL  
ZIP: 60685  
PHONE: 3128225000  
MAIL ADDRESS:  
STREET1: CNA PLAZA  
STREET2: 23S  
CITY: CHICAGO  
STATE: IL  
ZIP: 60685

TYPE: SC 13G  
SEQUENCE: 1  
DESCRIPTION: SC 13G

Securities and Exchange Commission

Washington, DC 20549

Under the Securities and Exchange Act of 1934  
Schedule 13G  
Amendment No. \*

U.S.I. Holdings Corporation  
(Name of Issuer)

Common Stock  
(Title of Class of Securities )

90333H101  
(CUSIP NUMBER)

December 31, 2002  
(Date of Event Requires Filing of This Statement)

Check 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)

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\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be 'filed' for the purpose of Section 18 of the Securities Exchange Act of 1934 ('Act') or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

- 1) Name of Reporting Person: CNA Financial Corporation  
 SS or IRS Identification 36-6169860  
 Nos. of Above Persons:
- 2) Check the Appropriate Box (a) (b) X  
 If A Member of Group  
 (See Instructions)
- 3) SEC Use Only
- 4) Citizenship or Place of Organization Delaware
- Number of (5) Sole Voting Power 0  
 Shares  
 Beneficially Owned (6) Shared Voting Power 3,740,278  
 by Each Reporting  
 Person With: (7) Sole Dispositive Power 0  
 (8) Shared Dispositive Power: 3,740,278
- 9) Aggregate Amount Beneficially  
 Owned by Each Reporting Person 3,740,278
- 10) Check if the Aggregate Amount in Row (9)  
 Excludes Certain Shares (See Instructions)
- 11) Percent of Class  
 Represented By Amount in Row 9 8.4%
- 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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- 1) Name of Reporting Person: Loews Corporation  
 SS or IRS Identification 13-2646102  
 Nos. of Above Persons:
- 2) Check the Appropriate Box (a) (b) X  
 If A Member of Group  
 (See Instructions)
- 3) SEC Use Only
- 4) Citizenship or Place of Organization Delaware  
 Number of (5) Sole Voting Power 0  
 Shares  
 Beneficially Owned (6) Shared Voting Power 3,740,278  
 by Each Reporting  
 Person With: (7) Sole Dispositive Power 0  
 (8) Shared Dispositive Power: 3,740,278
- 9) Aggregate Amount Beneficially  
 Owned by Each Reporting Person 3,740,278
- 10) Check if the Aggregate Amount in Row (9)  
 Excludes Certain Shares (See Instructions)
- 11) Percent of Class  
 Represented By Amount in Row 9 8.4%
- 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.

- 1) Name of Reporting Person: Continental Casualty Company  
 SS or IRS Identification 36-2114545  
 Nos. of Above Persons:
- 2) Check the Appropriate Box (a) (b) X  
 If A Member of Group  
 (See Instructions)
- 3) SEC Use Only
- 4) Citizenship or Place of Organization Illinois

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Number of Shares	(5) Sole Voting	0
Beneficially Owned by Each Reporting Person With:	(6) Shared Voting	3,740,278
	(7) Sole Dispositive Power	0
	(8) Shared Dispositive Power:	3,740,278
9)	Aggregate Amount Beneficially Owned by Each Reporting Person	3,740,278
10)	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)	
11)	Percent of Class Represented By Amount in Row 9	8.4%
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.

Item 1(a) Name of Issuer. U.S.I. Holdings Corporation

Item 1(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 Persons Filing. CNA Financial Corporation  
Loews Corporation  
Continental Casualty Company

Item 2(b) Address of Principal Business Office:

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 10021-8087

Item 2(c) Citizenship:

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

Item 2(d) Title of Class of Securities

Common Stock

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Item 2(e) CUSIP Number. 90333H101

Item 3. The persons filing this statement pursuant to Rule 13-1(b) or 13d-2 are each:

(g) Parent Holding Company (HC) (Relevant subsidiary is Continental Casualty Company, an Illinois domiciled insurance company.) or an Insurance Company (IC).

Item 4. Ownership.

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.)

	Continental Casualty Company	CNA Financial Corp.	Loews Corporation
(a) Amount Beneficially Owned:	3,740,278	3,740,278	3,740,278
(b) Percent of Class	8.4%	8.4%	8.4%

Item 4.

	Continental Casualty Company	CNA Financial Corp.	Loews Corporation
(c) Number of shares as to which such person has:			
(i) sole power to vote or to direct the vote	0	0	0
(ii) shared power to vote or to direct vote	3,740,278	3,740,278	3,740,278
(iii) sole power to dispose or to direct disposition of	0	0	0
(iv) shared power to dispose or to direct disposition	3,740,278	3,740,278	3,740,278

Item 5. Ownership of Five Percent or Less of a Class.

Inapplicable.

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

Inapplicable.

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported On By the Parent Holding Company.

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

Item 8. Identification and Classification of Members of the Group.

Inapplicable.

Item 9. Notice of Dissolution of the Group.

Inapplicable.

Item 10. Certification of CNA Financial Corporation.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transactions having such purposes or effect.

After reasonable inquiry and to the best of my knowledge and believe, I certify that the information set forth in this statement is true, complete and correct.

February 11, 2003  
Date

/s/ Jonathan D. Kantor  
Signature

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

Item 10. Certification of Loews Corporation.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transactions having such purposes or effect.

After reasonable inquiry and to the best of my knowledge and believe, I certify that the information set forth in this statement is true, complete and correct.

February 11, 2003  
Date

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/s/ Gary W. Garson  
Signature

Gary W. Garson  
Senior Vice President, Secretary and General Counsel

Item 10. Certification of Continental Casualty Company.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transactions having such purposes or effect.

After reasonable inquiry and to the best of my knowledge and believe, I certify that the information set forth in this statement is true, complete and correct.

February 11, 2003  
Date

/s/ Jonathan D. Kantor  
Signature

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

Exhibit 1

Loews Corporation holds approximately 90.0% of the equity of CNA Financial Corporation.

CNA Financial Corporation owns 100.0% 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

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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, Secretary and General Counsel