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Ambac Responds to Conclusion of ISDA Credit Derivatives Determinations Committee for the Americas

Press Release

Ambac Establishes Segregated Account for Certain Policies Wisconsin Insurance Department to Oversee Rehabilitation of the Segregated Account Ambac in Settlement Negotiations with CDO of ABS Counterparties

NEW YORK, March 25, 2010 -- **Ambac Financial Group, Inc.** (NYSE: ABK) ("Ambac" or the "Company") announced today that, at the direction of the Office of the Commissioner of Insurance of the State of Wisconsin ("OCI"), Ambac Assurance Corporation ("AAC"), Ambac's principal operating subsidiary, has established a segregated account for certain of AAC's liabilities, primarily policies related to credit derivatives, residential mortgage-backed securities ("RMBS") and other structured finance transactions. This action derives from OCI's view that immediate action is necessary to address AAC's financial position. In conjunction with the establishment of the segregated account, OCI has commenced rehabilitation proceedings with respect to liabilities contained in the segregated account in order to facilitate an orderly run-off and/or settlement of those specific liabilities. In addition, Ambac announced that it has reached a non-binding agreement on the terms of a proposed settlement agreement with several counterparties to commute substantially all of its remaining collateralized debt obligations of asset-backed securities ("CDOs of ABS").

The segregated account established by AAC at OCI's direction will contain: (i) certain policies insuring or relating to credit default swaps; (ii) all of its RMBS obligations (some of which will be allocated to the segregated account after it is established); (iii) certain other identified policies insuring troubled credits; (iv) certain student loan policies; and (v) certain other contingent liabilities including, but not limited to all of AAC's liabilities as reinsurer under certain reinsurance agreements. The segregated account is supported by a \$2 billion secured note issued by AAC and an aggregate excess of loss reinsurance agreement provided by AAC.

Pursuant to the verified petition filed on March 24, 2010 by OCI in connection with the rehabilitation proceedings with respect to the segregated account, OCI has stated that within approximately six months it will seek the rehabilitation court's approval for a plan of rehabilitation in connection with the segregated account. The verified petition states that the plan of rehabilitation will provide, among other things, that policies in the segregated account shall receive in respect of claims made, a combination of cash and surplus notes. Prior to approval of the plan of rehabilitation, claims in respect of segregated account liabilities will not be paid.

Policy obligations not transferred to the segregated account remain in the general account of AAC, and such policies are not subject to and, therefore, not directly impacted by, the segregated account rehabilitation plan. AAC is not, itself, in rehabilitation proceedings.

Michael Callen, Chairman of the Board of Directors, commented, "The Board has worked diligently over the past two years to forge the best possible outcome for Ambac and its various stakeholders. In light of OCI's determination to take some sort of rehabilitative action with respect to Ambac Assurance, the Board has determined, after thoughtful and careful consideration, that compliance with the direction of OCI to establish the segregated account of Ambac Assurance and to consent to the terms of the proposed settlement agreement of our CDO of ABS portfolio is the best alternative available. The actions taken today, together with the proposed settlement if effected, commute substantially all of our CDO of ABS exposure at a substantial discount to the expected present value of potential claims."

Mr. Callen commented further, "While certain structured finance asset classes and other credits have been segregated for rehabilitation, virtually the entire insured municipal portfolio remains outside the rehabilitation proceedings. The Ambac Board and management team are committed to continuing to work hard to manage our resources effectively in the service of all constituents."

The proposed settlement agreement with CDO of ABS counterparties provides that AAC will pay in the aggregate (i) \$2.6 billion in cash and (ii) \$2.0 billion of newly issued surplus notes of AAC. The surplus notes will have a maturity date of ten years from the date of the closing. Interest on the surplus notes will be payable at the annual rate of 5.1%. All payments of principal and interest on the surplus notes will be subject to the prior approval of OCI. If OCI does not approve the payment of interest on the surplus notes, such interest will accrue and compound annually until paid. The terms of the proposed settlement agreement, as negotiated to date, may change prior to the closing or the transactions as contemplated by the proposed settlement agreement may not close at all.

Counterparties to credit default swaps insured by AAC representing a significant portion of the net notional amount outstanding as of December 31, 2009, have agreed to temporarily forebear from accelerating the obligations of AAC under such credit default swaps or asserting any claims against AAC or any affiliate of AAC based upon the segregated account rehabilitation proceedings.

Additional Information

Management believes that it will have sufficient liquidity to satisfy its needs through the second quarter of 2011. However, as a result of the rehabilitation actions taken by OCI, it is highly unlikely that AAC will be able to make dividend payments to Ambac for the foreseeable future. While Ambac does not believe the segregated account rehabilitation constitutes an event of default under its bond indenture, Ambac may consider, among other things, a negotiated restructuring of its debt through a prepackaged bankruptcy proceeding or may seek bankruptcy protection without agreement concerning a plan of reorganization with major creditor groups.

Further information about topics covered in this press release can be found in the Form 8-K to be filed by Ambac at www.sec.gov or on Ambac's web site at www.ambac.com.

About Ambac

Ambac Financial Group, Inc., headquartered in New York City, is a holding company whose affiliates provide financial guarantees and financial services to clients in both the public and private sectors around the world. Ambac's principal operating subsidiary, Ambac Assurance Corporation, a guarantor of public finance and structured finance obligations, has a Caa2 rating (developing outlook) from Moody's Investors Service, Inc. and a CC rating (outlook developing) from Standard & Poor's Ratings Services. Ambac Financial Group, Inc. common stock is listed on the New York Stock Exchange (ticker symbol ABK).

Contact Information for Policyholders and Investors

Investors can call Ambac's information line:
from within the U.S.: 866 933-3063
from outside the U.S.: 212 502-1206

Additionally, OCI has established resources for policyholders at the following web address:
www.ambacpolicyholders.com

Contact Information for Media

Members of the media can contact the Company or its Public Relations representatives via email by sending requests or questions to: media@ambac.com

Forward-Looking Statements

This release contains statements that may constitute "forward-looking statements" within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Any or all of management's forward-looking statements here or in other publications may turn out to be wrong and are based on Ambac's management current belief or opinions. Ambac's actual results may vary materially, and there are no guarantees about the performance of Ambac's securities. Among events, risks, uncertainties or factors that could cause actual results to differ materially are: (1) Ambac's liquidity is currently insufficient to fund its needs beyond the near term and failure to successfully execute on its current strategies could result in it running out of liquidity; (2) as a result of Ambac Assurance's deteriorating financial condition, regulators could commence delinquency proceedings; (3) difficult economic conditions, which may not improve in the near future, and adverse changes in the economic, credit, foreign currency or interest rate environment in the United States and abroad; (4) the actions of the U. S. Government, Federal Reserve and other government and regulatory bodies to stabilize the financial markets; (5) the risk that market risks impact assets in our investment portfolio or the value of our assets posted as collateral in respect of investment agreements and interest rate swap and currency swap transactions; (6) market spreads and pricing on insured CDOs and other derivative products insured or issued by Ambac; (7) the risk that holders of debt securities or counterparties on credit default swaps or other similar agreements seek to declare events of default or seek judicial relief or bring claims alleging violation or breach of covenants by Ambac or one of its subsidiaries; (8) default by one or more of Ambac Assurance's portfolio investments, insured issuers, counterparties or reinsurers; (9) inadequacy of reserves established for losses and loss expenses; (10) changes in capital requirements whether resulting from downgrades in our insured portfolio or changes in rating agencies' rating criteria or other reasons; (11) the risk that we may be required to raise additional capital, which could have a dilutive effect on our outstanding equity capital and/or future earnings; (12) our ability or inability to raise additional capital, including the risks that regulatory or other approvals for any plan to raise capital are not obtained, or that various conditions to such a plan, either imposed by third parties or imposed by Ambac or its Board of Directors, are not satisfied and thus potentially necessary capital raising transactions do not occur, or the risk that for other reasons the Company cannot accomplish any potentially necessary capital raising transactions; (13) credit risk throughout our business, including credit risk related to residential mortgage-backed securities and collateralized debt obligations ("CDOs") and large single exposures to reinsurers; (14) changes in Ambac's and/or Ambac Assurance's credit or financial strength ratings; (15) risks relating to the re-launch of Connie Lee as Everspan Financial Guarantee Corp.; (16) competitive conditions, pricing levels and reduction in demand for financial guarantee products; (17) credit and liquidity risks due to unscheduled and unanticipated withdrawals on investment agreements; (18) legislative and regulatory developments, including the Troubled Asset Relief Program and other programs under the Emergency Economic Stabilization Act and other similar programs; (19) changes in accounting principles or practices relating to the financial guarantee industry or that may impact Ambac's reported financial results; (20) the risk of volatility in income and earnings, including volatility due to the application of fair value accounting, required under ASC Topic 815, to the portion of our credit enhancement business which is executed in credit derivative form, and due to the adoption of ASC Topic 944, which, among other things, introduces volatility in the recognition of premium earnings and losses; (21) the risk that our underwriting and risk management policies and practices do not anticipate certain risks and/or the magnitude of potential for loss as a result of unforeseen risks; (22) operational risks, including with respect to internal processes, risk models, systems and employees; (23) factors that may influence the amount of installment premiums paid to Ambac; (24) the risk of litigation and regulatory inquiries or investigations, and the risk of adverse outcomes in connection therewith, which could have a material adverse effect on our business, operations, financial position, profitability or cash flows; (25) the risk that reinsurers may dispute amounts owed us under our reinsurance agreements; (26) changes in tax laws; (27) other factors described in the Risk Factors section in Part I, Item 1A of our Annual Report on Form 10-K for the fiscal year ended December 31, 2008 and also disclosed from time to time by Ambac in its subsequent reports on Form 10-Q and Form 8-K, which are or will be available on the Ambac website at www.ambac.com and at the SEC's website, www.sec.gov; and (28) other risks and uncertainties that have not been identified at this time. Readers are cautioned that forward-looking statements speak only as of the date they are made and that Ambac does not undertake to update forward-looking statements to reflect circumstances or events that arise after the date the statements are made. You are therefore advised to consult any further disclosures we make on related subjects in Ambac's reports to the SEC.

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Legal Information