

STATE OF ARIZONA

FEB 6 2009

DEPARTMENT OF INSURANCE

DEPT OF INSURANCE
BY CB

In the Matter of the
Acquisition of Control of
Rockhill Insurance Company
(NAIC No. 28053),
Insurer,
By
State Automobile Mutual Insurance
Company
(NAIC No. 25135)
Petitioner.

) Docket No. 09A-011-INS

ORDER APPROVING
ACQUISITION

On December 9, 2008, State Automobile Mutual Insurance Company ("Petitioner") submitted an application for the acquisition of control of Rockhill Insurance Company ("Insurer") with the Arizona Department of Insurance (the "Department") for approval of Petitioner as the controlling person of the Insurer pursuant to the provisions of A.R.S. §§20-481 through 20-481.30 and A.A.C. R20-6-1402.

Based upon reliable evidence provided to the Director of Insurance ("Director") by the Assistant Director of the Financial Affairs Division of the Department, the Director makes the following Findings of Fact, Conclusions of Law and enters the following Order:

FINDINGS OF FACT

1. The Insurer is a domestic insurer as referred to in A.R.S. §20-481.

2. The Petitioner filed a statement as referred to in A.R.S. §§20-481.02 and 20-481.03, in the form required by A.A.C. R20-6-1402.

3. The Insurer and its security holders waived the ten (10) day advance filing notice to be given as required by A.R.S. §20-481.07.

4. No evidence has been produced that would indicate or form the basis for a finding that the Petitioner's acquisition of control of the Insurer:

a. Is contrary to law;

b. Is inequitable to the shareholders of any domestic insurer involved;

c. Would substantially reduce the security of and service to be rendered to the policyholders of the domestic insurer in this State or elsewhere;

d. After the change of control the domestic insurer, would not be able to satisfy the requirements for the reissuance of a Certificate of Authority to write the line or lines of insurance for which it is presently licensed;

e. Would have the effect of substantially lessening competition in insurance in this state, or tend to create a monopoly;

f. Might jeopardize the financial stability of the Insurer or prejudice the interest of its policyholders, based upon the financial condition of any acquiring party;

g. Is unfair and unreasonable to policyholders of the Insurer and is not in the public interest, based upon the plans or proposals that the acquiring party has to liquidate the insurer, sell its assets or consolidate or merge it with any person, or to make any other material change in its business or corporate structure or management;

h. Would not be in the public interest of policyholders of the Insurer and of the public to permit the merger or other acquisition of control based upon the

1 competence, experience and integrity of those persons who would control the operation
2 of the Insurer; or

3 i. ~~Would likely be hazardous or prejudicial to the insurance-buying public.~~

4 5. The Petitioner furnished completed fingerprint cards to the Department to
5 enable the Department to determine if Petitioner's officers or directors have been
6 charged with or convicted of a felony or misdemeanor other than minor traffic violations.
7 The results of the analysis of the fingerprint cards submitted by the Petitioner's officers
8 and directors have not been received by the Department. The Petitioner's officers and
9 directors made representations material to the issuance of the Order in this matter that
10 none of its officers or directors have been charged with or convicted of a felony or
11 misdemeanor other than minor traffic violations.

12 **CONCLUSIONS OF LAW**

13 1. The application established that none of the enumerated grounds set forth
14 in A.R.S. §20-481.07(A) exist so as to provide a basis for disapproval or rejection of
15 Petitioner's acquisition of control of the Insurer.

16 2. Petitioner presented credible evidence for approval of its acquisition of
17 control of the Insurer and the Petitioner to be a controlling person pursuant to the
18 provisions of A.R.S. §§20-481 through 20-481.30, and A.A.C. R20-6-1402.

19 **ORDER**

20 THEREFORE, I, CHRISTINA URIAS, Director of Insurance of the State of
21 Arizona, for the purpose of protecting and preserving the public health, safety and
22 welfare, and by virtue of the authority vested in me by A.R.S. §§20-142, 20-481 through
23 20-481.30, and A.A.C. R20-6-1402 hereby order that :

24 1. The acquisition of control of the Insurer by the Petitioner is approved,
25 subject to the following express condition:

1 If the completed fingerprint cards furnished to the Department of Insurance
2 reveal that Petitioner's officers or directors have been charged with or convicted of a
3 ~~felony or misdemeanor other than minor traffic violations, the individual(s) shall be~~
4 removed as an officer and/or director of the Petitioner within 30 days after notice to
5 Petitioner by the Department of Insurance and shall be replaced with an officer or
6 director acceptable to the Director. If Petitioner fails to take the prescribed action within
7 30 days, this failure will constitute an immediate danger to the public and the Director
8 may immediately suspend or revoke Insurer's certificate of authority without further
9 proceedings.

10 2. Subject to A.R.S. §20-481.21, all documents, materials and other
11 information that is in the possession or control of the Department and that was obtained
12 by or disclosed to the Director or any other person in the course of filing the application
13 is confidential and privileged, is not subject to Title 39, Chapter 1, Article 2 and is not
14 subject to subpoena.

15 3. The Petitioner shall advise the Director in writing of the effective date of
16 the change of control.

17 4. Upon consummation of this acquisition, the Insurer shall file its registration
18 statement in the form required by A.A.C. R20-6-1403.B and within the time period
19 prescribed by A.R.S. §20-481.13. If the registration statement would duplicate the
20 information previously submitted by the Petitioner in the statement filed with the
21 Department pursuant to A.R.S. §20-481.03 and there have been no material changes
22 since the filing of that statement, then the Insurer shall submit a statement to that effect
23 incorporating by reference the statement previously filed with the Department in lieu of
24 the registration statement;

1 5. The failure to adhere to one or more of the above terms and conditions
2 shall result without further proceedings in the suspension or revocation of the Insurer's
3 Certificate of Authority.

4 DATED this 6TH day of February, 2009.

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7
8 CHRISTINA URIAS
9 Director Of Insurance

10 COPY of the foregoing mailed
11 this 6TH day of FEBRUARY, 2009,

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