

BEFORE THE INSURANCE COMMISSIONER
OF THE
COMMONWEALTH OF PENNSYLVANIA

In Re: : Pursuant to Sections 1401, 1402, and
: 1403 of the Insurance Holding
Application of Alan J. Kaufman in : Companies Act, Article XIV of the
Support of the Request for Approval to : Insurance Company Law of 1921,
Acquire Control of USF Insurance : Act of May 17, 1921, P.L. 682,
Company : as amended, 40 P.S. §§991.1401,
: 991.1402, and 991.1403
:
: Order No. ID-RC-01-32

DECISION AND ORDER

AND NOW, on this 27th day of September, 2001, M. Diane Koken, Insurance Commissioner of the Commonwealth of Pennsylvania ("Commissioner"), hereby makes the following Decision and Order:

Pursuant to the Insurance Company Law and the Insurance Holding Company Act and in consideration of the documents, presentations and reports received, as well as other inquiries and studies as permitted by law, the Commissioner hereby makes the following findings of fact:

FINDINGS OF FACT

Identity of Parties

1. USF Insurance Company ("USF") is a stock fire insurance company organized under the laws of the Commonwealth of Pennsylvania with its principal place of business located in Livingston, New Jersey.
2. U.S. Holdings, Inc. ("Parent") is an insurance holding company organized under the laws of the State of Delaware, with its principal place of

business is located Costa Mesa, California. Parent controls 100% of the issued and outstanding voting stock of USF.

3. AJK Holdings, Inc. ("AJK Holdings") is a business corporation organized under the laws of the state of Michigan with its principal place of business located Farmington Hills, Michigan.
4. AJK Enterprises, Inc. ("AJK Enterprises") is a business corporation organized under the laws of the state of Michigan with its principal place of business located Farmington Hills, Michigan. AJK Enterprises primary business is as a holding company for insurance agencies and surplus lines brokerages.
5. Alan Jay Kaufman ("Mr. Kaufman") is an individual with his principal place of business located in Farmington Hills, Michigan. Mr. Kaufman indirectly controls 100% of the stock of AJK Holdings and AJK Enterprises.

Acquisition Filing

6. The Insurance Holding Companies Act, Article XIV of the Insurance Company Law of 1921, Act of May 17, 1992, P.L. 682, as amended, 40 P.S. §§991.1401 et seq. ("Insurance Holding Companies Act"), provides that any transaction involving the control of a domestic insurer must be filed with the Commissioner for approval or disapproval.
7. On July 16, 2001, the Insurance Department of the Commonwealth of Pennsylvania ("Department") received an initial application (which together with all material received subsequently is collectively referenced as "Application") from Mr. Kaufman for approval to acquire control of the Domestic Insurer.
8. The Application was filed pursuant to Section 1402 of the Insurance Holding Companies Act.

Department Procedures

9. On July 28, 2001, the Department published notice in the Pennsylvania Bulletin that the Application was submitted by Mr. Kaufman and such notice invited interested persons to submit comments to the Department regarding the Application for a fifteen (15) day period, ending August 12, 2001.

10. The Department received no comments regarding the Application during the fifteen (15) day comment period.

Description of the Proposed Acquisition

11. As described in the Application, on June 28, 2001, AJK Holdings and Parent signed a Stock Purchase Agreement ("Agreement"), whereby AJK Holdings will purchase 100% of the issued and outstanding voting stock of USF from Parent.
12. As described in the Application and pursuant to the Agreement, the total consideration to be paid is approximately \$17 million in cash.
13. As described in the Application, Mr. Kaufman will fund the transaction with existing capital and a loan by AJK Enterprises from a nonaffiliated bank ("bank loan").
14. As described in the Application, neither USF nor AJK Holdings will be required to provide funds to service the bank loan.

Standards for Review

15. Section 1402(f) of the Insurance Holding Companies Act establishes the standards for approval of an application for a change in control of a domestic insurer.
16. The application for a change in control must be approved unless the Commissioner finds any one of certain enumerated conditions to be present.

Licensing Requirements

17. When analyzing an application for change in control under Section 1402 of the Insurance Holding Companies Act, the Commissioner reviews the requirements for continued licensure of the domestic insurer being acquired.
18. The classes of insurance for which an insurance company may be incorporated and become licensed to write are set out in Section 202 of the Insurance Company Law (40 P.S. §382).
19. The minimum paid up capital stock and paid in surplus required of a stock insurer for each class of insurance is set out in Section 206 of the

Insurance Company Law (40 P.S. §386).

20. In accordance with Section 206 of the Insurance Company Law (40 P.S. §386), USF is required to maintain a minimum paid up capital stock of \$2,350,000 to write the classes of insurance for which it is presently licensed.
21. In accordance with Section 206 of the Insurance Company Law (40 P.S. §386), USF is required to maintain a minimum paid in surplus of \$1,175,000 to write the classes of insurance for which it is presently licensed.
22. Upon completion of the transaction, USF will have paid up capital in an amount that will satisfy the statutory minimum required of a fire insurance company licensed to write the classes of authority currently held by USF.
23. Upon completion of the transaction, USF will have paid in surplus in an amount that will satisfy the statutory minimum required of a fire insurance company licensed to write the classes of authority currently held by USF.

Competitive Impact

24. The acquisition of control of the Domestic Insurers is subject to review and analysis under Section 1403 of the Insurance Holding Companies Act to determine whether the effect of the acquisition of control would be to substantially lessen competition or tend to create a monopoly in the Commonwealth.
25. The acquisition of control of the USF will not lessen competition or tend to create a monopoly in the Commonwealth because the market share of Mr. Kaufman's affiliated companies, as stated in the Application, does not exceed the market share levels established in Section 1403.

Financial Condition of Mr. Kaufman

26. When analyzing an application for an acquisition of control under Section 1402 of the Insurance Holding Companies Act, the Department reviews the financial condition of the acquiring persons.
27. Mr. Kaufman's personal financial statement has been reviewed by the Department, and the Department has determined that Mr. Kaufman's

financial condition would not pose any impediments to the change in control nor jeopardize the financial condition of the USF.

Plans for the Acquired Insurer

28. When analyzing an application for an acquisition of control under Section 1402 of the Insurance Holding Companies Act, the Department reviews the plans or proposals which the acquiring party has for the insurer.
29. As provided in the Application, Mr. Kaufman has disclosed that he intends to make no significant changes to the business plan of USF.

Management

30. When analyzing an application for an acquisition of control under Section 1402 of the Insurance Holding Companies Act, the Department reviews the competence, experience and integrity of the persons who will control the operations of the acquired insurers.
31. Biographical affidavits for all directors and executive officers of AJK Holdings were provided as part of the Application and the Department reviewed all affidavits that were submitted.
32. The Department is satisfied that the persons who would control the operations of the Domestic Insurers have such competence, experience and integrity that the interests of policyholders and the public would not be jeopardized.
33. If any of the above Findings of Fact are determined to be Conclusions of Law, they shall be incorporated in the Conclusions of Law as if fully set forth therein.

CONCLUSIONS OF LAW

1. Under Section 1402 of the Insurance Holding Companies Act, the Commissioner has jurisdiction to review and approve the change in control of USF.
2. Under Section 1402 of the Insurance Holding Companies Act, the Commissioner must approve an application for a change in control unless

the Department has found that:

- a) The insurer will not be able to satisfy the requirements for the issuance of a license to operate the line or lines of business for which it is presently licensed;
 - b) The change in control will substantially lessen competition in insurance in this Commonwealth or tend to create a monopoly therein;
 - c) The financial condition of the acquiring company is such as might jeopardize the financial stability of the insurer or prejudice the interests of its policyholders;
 - d) Any plans to liquidate the insurer, sell its assets or consolidate or merge it with any person, or to make material changes in its business or corporate structure or management are unfair and unreasonable to policyholders of the insurers and not in the public interest;
 - e) The competence, experience and integrity of those persons who would control the operation of the insurer are such that it would not be in the interest of policyholders and the general public to permit the acquisition of control;
 - f) The acquisition is likely to be hazardous or prejudicial to the insurance buying public; or,
 - g) The acquisition of control is not in compliance with the laws of this Commonwealth, including Article VIII-A, Insurance Company Mutual-to-Stock Conversion Act.
3. Under Section 1402 of the Insurance Holding Companies Act, the Commissioner has not found that any of the above conditions are present with respect to the change in control of USF.
 4. If any of the above Conclusions of Law are determined to be Findings of Fact, they shall be incorporated in the Findings of Fact as if fully set forth therein.

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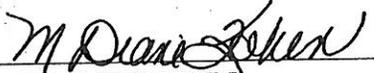
ORDER

Upon consideration of the foregoing, the Insurance Commissioner of the Commonwealth of Pennsylvania hereby makes the following Order:

The acquisition of control by Alan Jay Kaufman of all the issued and outstanding shares of voting stock of USF Insurance Company is hereby approved, subject to this Order and the following condition:

1. Alan J. Kaufman shall provide copies of the closing documents to the Insurance Department within five (5) days of consummation of the subject transaction.

This Order is effective immediately and valid for one year, provided no material changes are made to the transaction prior to consummation.


M. DIANE KOKEN
Insurance Commissioner
Commonwealth of Pennsylvania

