

BEFORE THE INSURANCE COMMISSIONER  
OF THE  
COMMONWEALTH OF PENNSYLVANIA

In Re: : Pursuant to Sections 1401, 1402, and  
: 1403 of the Insurance Holding  
Application of Jeffrey T. Russell in : Companies Act, Article XIV of the  
Support of the Request for Approval to : Insurance Company Law of 1921,  
Acquire Control of Philanthropic : Act of May 17, 1921, P.L. 682,  
Mutual Fire Insurance Company : as amended, 40 P.S. §§991.1401,  
: 991.1402, and 991.1403  
: :  
: Order No. ID-RC-07-02

DECISION AND ORDER

AND NOW, on this 9th day of February, 2007, 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. Philanthropic Mutual Fire Insurance Company ("the Domestic Insurer") is a mutual fire insurance company organized under the laws of the Commonwealth of Pennsylvania with its principal place of business located in Plymouth Meeting, Pennsylvania.
2. Columbian Mutual Life Insurance Company ("CML") is a mutual life insurance company organized under the laws of the state of New York

with its principal place of business located in Binghamton, New York. CML is currently the sole ultimate controlling person of the Domestic Insurer.

3. Mutual Management Company, LLC (“MMC”) is a management limited liability company organized under the laws of the Commonwealth of Pennsylvania with its principal place of business located in Lancaster, Pennsylvania.
4. Jeffrey T. Russell (“Mr. Russell”) is an individual with his principal place of business located in Allentown, Pennsylvania. Mr. Russell controls 13.24% of the ownership of MMC.

#### Acquisition Filing

5. 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 control of a domestic insurer must be filed with the Commissioner for approval or disapproval.
6. On January 10, 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. Russell for approval to acquire control of the Domestic Insurer.
7. The Application was filed pursuant to Section 1402 of the Insurance Holding Companies Act.

#### Department Procedures

8. On January 27, 2007, the Department published notice in the *Pennsylvania Bulletin* that the Application was submitted by Mr. Russell and such notice invited interested persons to submit comments to the Department regarding the Application for a seven day period, ending February 3, 2007.
9. The Department received no comments regarding the Application during the seven day comment period.

### Description of the Proposed Acquisition

10. As described in the Application, on November 9, 2006, CML, the Domestic Insurer and MMC entered into a Memorandum of Understanding whereby MMC would assume control of the Domestic Insurer by way of an Insurance Administration Agreement and a change in the Board of Directors of the Domestic Insurer to individuals selected by MMC.
11. As described in the Application, because Mr. Russell is a controlling person of MMC, he and the other controlling persons of MMC would become ultimate controlling person of the Domestic Insurer.

### Standards for Review

12. Section 1402(f)(1) of the Insurance Holding Companies Act establishes the standards for approval of an application for a change in control of a domestic insurer.
13. 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

14. 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.
15. 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).
16. The minimum surplus as regards policyholders required of a mutual insurer for each class of insurance is set out in Section 206 of the Insurance Company Law (40 P.S. §386).
17. In accordance with Section 206 of the Insurance Company Law (40 P.S. §386), the Domestic Insurer is required to maintain a minimum surplus as regards policyholders of \$850,000 to write the classes of insurance for which it is presently licensed.

18. Upon completion of the transaction, the Domestic Insurer will have surplus as regards policyholders in an amount that will satisfy the statutory minimum required of a mutual fire insurance company licensed to write the classes of authority currently held by the Domestic Insurer.

Competitive Impact

19. The acquisition of control of the Domestic Insurer 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.
20. The acquisition of control of the Domestic Insurer will not lessen competition or tend to create a monopoly in the Commonwealth because the market share of MMC, as stated in the Application, does not exceed the market share levels established in Section 1403.

Financial Condition of Holdings

21. 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.
22. As stated in the Application, on the date of closing MMC would have GAAP account balances of approximately:

Assets:	\$ 1,875,000
Liabilities:	\$ 525,000
Shareholder's Equity:	\$ 1,350,000

23. The financial condition of MMC would not pose any impediments to the change in control nor jeopardize the financial condition of the Domestic Insurer.
24. The Department has reviewed the financial condition of Mr. Russell.
25. The financial condition of Mr. Russell would not pose any impediments to the change in control nor jeopardize the financial condition of the Domestic Insurer.

### Plans for the Acquired Insurer

26. 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.
27. As provided in the Application, MMC has disclosed that it intends to make no significant changes to the business plan of the Domestic Insurer in the immediate future.

### Management

28. 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.
29. Biographical affidavits for all directors and executive officers of MMC were provided as part of the Application and the Department reviewed all affidavits that were submitted.
30. The Department is satisfied that the persons who would control the operations of the Domestic Insurer have such competence, experience and integrity that the interests of policyholders and the public would not be jeopardized.
31. 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 the Domestic Insurer.
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 the Domestic Insurer.
  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 Jeffrey T. Russell of Philanthropic Mutual Fire Insurance Company is hereby approved, subject to this Order and the following condition:

1. Mutual Management Company, LLC shall provide availability to a copy 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.

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M. DIANE KOKEN  
Insurance Commissioner  
Commonwealth of Pennsylvania