

BEFORE THE INSURANCE COMMISSIONER
OF THE
COMMONWEALTH OF PENNSYLVANIA

In Re:	:	Pursuant to Sections 1401, 1402,
	:	and 1403 of the Insurance
Application of James C. Comis III	:	Holding Companies Act, Article
Requesting Exemption from the	:	XIV of the Insurance Company
Requirements of 40 P.S. §991.1402 for the	:	Law of 1921, Act of May 17, 1921,
Restructuring of the Holding Company	:	P.L. 682, <u>as amended</u> , 40 P.S.
System which Includes American	:	§§991.1401, 991.1402, and
Independent Insurance Company, a	:	991.1403
Good2Go Auto Insurance Company,	:	
Personal Service Insurance Company, a	:	
Good2Go Auto Insurance Company and	:	
Bankers Independent Insurance Company,	:	
a Good2Go Auto Insurance Company	:	Order No. ID-RC-18-03

DECISION AND ORDER

AND NOW, on this 12th day of April 2018, Joseph DiMemmo, Deputy Insurance Commissioner of the Commonwealth of Pennsylvania ("Deputy Commissioner"), hereby makes the following Decision and Order:

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

FINDINGS OF FACT

Identity of the Parties

PA Domestic Insurers

1. Bankers Independent Insurance Company, a Good2Go Auto Insurance Company ("BIIC") is a stock casualty insurance company organized pursuant to the laws of

the Commonwealth of Pennsylvania with its principal place of business in Blue Bell, Pennsylvania.

2. Personal Service Insurance Company, a Good2Go Auto Insurance Company (“PSIC”) is a stock casualty insurance company organized pursuant to the laws of the Commonwealth of Pennsylvania with its principal place of business in Blue Bell, Pennsylvania. PSIC currently directly holds 100% of the issued and outstanding stock of BIIC.
3. American Independent Insurance Company, a Good2Go Auto Insurance Company (“AIIC” and collectively referenced together with BIIC and PSIC as the “Domestic Insurers”) is a stock casualty insurance company organized pursuant to the laws of the Commonwealth of Pennsylvania with its principal place of business in Blue Bell, Pennsylvania.
4. American Independent Companies, Inc. (“AICI”) is a business corporation organized pursuant to the laws of the State of Delaware. AICI currently directly holds 100% of the issued and outstanding stock of AIIC and PSIC.
5. Independent Insurance Investments, Inc. (“IIII”) is a business corporation organized pursuant to the laws of the State of Delaware. IIII currently directly holds 100% of the issued and outstanding stock of AICI.
6. James C. Comis III (“Mr. Comis”) is an individual with his primary business address in Stamford, Connecticut.
7. Mr. Comis is the sole ultimate controlling person of the Domestic Insurers.

To-Be-Formed Intermediate Holding Companies

8. RFH Special Purpose I, LLC (“RFH”) will be a limited liability company organized pursuant to the laws of the State of Delaware. The board of managers of RFH will at all times be comprised of representatives designated by Mr. Comis.
9. 4Is Insure Holdco, LLC (“Holdco”) will be a limited liability company organized pursuant to the laws of the State of Delaware. The board of managers of Holdco will at all times be comprised of representatives designated by RFH.
10. 4Is Insure Intermediate, LLC (“Intermediate”) will be a limited liability company organized pursuant to the laws of the State of Delaware. Intermediate will be member managed with 100% of the membership interest held by Holdco.
11. 4Is Insure Merger Sub, Inc. (“Merger Sub”) will be a business corporation organized pursuant to the laws of the State of Delaware. Merger Sub will be a direct wholly-owned subsidiary of Intermediate.

Filing of the Application

12. On April 6, 2018, the Insurance Department of the Commonwealth of Pennsylvania (“Department”) received an initial request (which together with all material received subsequently is collectively referenced as “Application”) from Mr. Comis for approval to restructure the insurance holding company system, which includes the Domestic Insurers.
13. The Insurance Holding Companies Act, Article XIV of the Insurance Company Law of 1921, Act of May 17, 1921, P.L. 682, as amended, 40 P.S. §§991.1401 et seq. (“Insurance Holding Companies Act”), provides that all transactions affecting the control of a domestic insurer must be filed with the Department for approval or disapproval.
14. The Application was filed pursuant to Section 1402 of the Insurance Holding Companies Act.
15. Section 1402(g) of the Insurance Holding Companies Act provides for the exemption from the requirements of Section 1402(b) if the transaction:
 - a. does not have the effect of changing or influencing the control of a domestic insurer, or
 - b. is otherwise not comprehended within the purposes of the section.

The Transaction

16. As described in the Application, Merger Sub will merge with and into IIII, with IIII being the surviving entity (hereinafter “the Merger”).
17. As described in the Application, upon the effective time of the Merger, each share of common stock issued and outstanding of Merger Sub shall be converted into an equivalent equity interest in IIII.
18. As described in the Application, upon the effective time of the Merger, each share of common stock issued and outstanding of IIII that existed prior to the Merger, shall be cancelled and converted into the right to receive such holder’s pro rata percentage of the Merger consideration.
19. As described in the Application, upon completion of the Merger, Intermediate will directly hold 100% of the issued and outstanding stock of IIII.
20. As described in the Application, upon completion of the Merger, Mr. Comis will remain as the sole ultimate controlling person of the Domestic Insurers.

21. The Insurance Commissioner of the Commonwealth of Pennsylvania (“Commissioner”) has delegated to the Deputy Commissioner the authority to approve an application that would not have the effect of changing or influencing the control of a domestic insurer.
22. The Deputy Commissioner finds that the transaction described in the Application would not have the effect of changing or influencing the control of a domestic insurer.
23. 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 Department has jurisdiction to review and approve the acquisition of controlling securities of a domestic insurer if, after consummation thereof, the acquiring person would be in control of the domestic insurer.
2. The Commissioner has delegated authority to approve an application that would not have the effect of changing or influencing the control of a domestic insurer to the Deputy Insurance Commissioner.
3. The Deputy Commissioner has jurisdiction over the parties and subject matter of this proceeding.
4. The Application was properly filed pursuant to and in accordance with Section 1402(g) of the Insurance Holding Companies Act.
5. The restructuring of the holding company system proposed in the Application is not being contemplated to change or influence the ultimate control of the Domestic Insurers, and, therefore, is exempt from the requirements of Section 1402(b) of the Insurance Holding Companies Act.
6. 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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a Good2Go Auto Insurance Company : Order No. ID-RC-18-03


ORDER

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

An approving determination for the application of James C. Comis III requesting exemption from the requirements of 40 P.S. §991.1402 for the restructuring of the insurance holding company system that includes American Independent Insurance Company, a Good2Go Auto Insurance Company, Personal Service Insurance Company, a Good2Go Auto Insurance Company and Bankers Independent Insurance Company, a Good2Go Auto Insurance Company, as set forth in the Application, is hereby granted.

This Order is effective immediately and valid for one year, provided there are no material changes to the representations provided in the application.





JOSEPH DIMEMMO
Deputy Insurance Commissioner
Office of Corporate and Financial Regulation