

BEFORE THE INSURANCE COMMISSIONER
OF THE
COMMONWEALTH OF PENNSYLVANIA

In Re: : Pursuant to Section 319, Article III of the
: Insurance Company Law of 1921, Act of
Application of Bakerstown Mutual Fire : May 17, 1921, P.L. 682, as amended, 40
Insurance Company for Approval to : P.S. §442
Reinsure its Entire Schedule of Policies :
: Order No. ID-RC-03-05

DECISION AND ORDER

AND NOW, on this 19th day of February, 2003, M. Diane Koken, Insurance Commissioner of the Commonwealth of Pennsylvania (“Commissioner”), hereby makes the following Decision and Order:

Pursuant to Section 319 of the Insurance Company Law of May 17, 1921, as amended, (40 P.S. §442) (“Insurance Company Law”) 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 Involved Companies

1. Bakerstown Mutual Fire Insurance Company (“Bakerstown Mutual”) is a mutual fire insurance company organized under the laws of the Commonwealth of Pennsylvania with its principal place of business in Lower Burrell, Pennsylvania.
2. Reamstown Mutual Insurance Company (“Reamstown Mutual”) is a mutual fire insurance company organized under the laws of the Commonwealth of Pennsylvania with its principal place of business in Reamstown, Pennsylvania.
3. Bakerstown Mutual and Reamstown Mutual each hold a certificate authorizing the transaction of the business of insurance in this Commonwealth (“Certificate of Authority”).

Reinsurance Filing

4. On February 7, 2003, the Commissioner received an initial application (which, together with all material received subsequently, is collectively referenced as “Application”) from Bakerstown Mutual for approval to reinsure its entire schedule of policies (“Bulk Transfer”) with Reamstown Mutual.
5. The Application included an Assumption Reinsurance Agreement and Agreement for Acquisition of Assets and Assumption of Liabilities (“the Agreements”) that provide, inter alia, for Reamstown Mutual to assume the rights, duties, and obligations of all policies issued by Bakerstown Mutual in exchange for select assets of Bakerstown Mutual.
6. Such reinsurance and assumption of the entire schedule of policies of a domestic insurer requires the prior approval of the Commissioner in accordance with the provisions of Section 319(a) of the Insurance Company Law.
7. The Agreements provide that at the closing of the transaction referenced by the Agreements (“the Closing”), Bakerstown Mutual shall surrender its Certificate of Authority to the Commissioner.
8. The Agreements provide that subsequent to the surrender of Bakerstown Mutual’s Certificate of Authority, the then current Bakerstown Mutual directors shall resign effective immediately and the Reamstown Mutual director nominees elected by Bakerstown Mutual shall thereafter serve as directors of Bakerstown Mutual.
9. The Agreements provide that after the Closing, Reamstown Mutual shall take such steps and actions as required by law to wind-up and legally dissolve Bakerstown Mutual.

Standards for Review

10. The standards set forth in Section 319(b) of the Insurance Company Law are used by the Commissioner in reviewing an application for approval submitted in accordance with Section 319(a) of the Insurance Company Law.

Business Written

11. When evaluating a Bulk Transfer, filed in accordance with Section 319(a) of the Insurance Company Law, the Commissioner reviews whether the assuming company is doing the same or a similar kind of business as the ceding company.
12. Reamstown Mutual is writing the same or a similar kind of business as Bakerstown Mutual as reflected in documents on file with the Pennsylvania Insurance Department (“Department”).

License Status

13. When evaluating a Bulk Transfer, filed in accordance with Section 319(a) of the Insurance Company Law, the Commissioner reviews the license status of the assuming insurer to determine whether it is licensed to transact the business of insurance in this Commonwealth or in any of the United States.
14. The 2001 Annual Statement of Bakerstown Mutual, as filed with the Department and prepared in accordance with statutory accounting principles, reports licensure and direct premiums written in Pennsylvania.
15. The 2001 Annual Statement of Reamstown Mutual, as filed with the Department and prepared in accordance with statutory accounting principles, reports licensure and direct premiums written in Pennsylvania.

Financial Condition

16. When evaluating a Bulk Transfer, filed in accordance with Section 319(a) of the Insurance Company Law, the Commissioner reviews whether the assuming insurer is and remains of the same standard of solvency both before and after consummation of the proposed transaction.
17. The 2001 Annual Statement of Reamstown Mutual reports total surplus of \$973,337.
18. As of and for the year ended December 31, 2001, Reamstown Mutual's total assets were \$3,071,681, total liabilities were \$2,098,344, and net loss was \$253,217.
19. As of and for the nine (9) months ended September 30, 2002, Reamstown Mutual's total assets were \$2,850,306, total liabilities were \$1,831,983, total surplus was \$1,018,323, and net income was \$143,537.
20. On a pro forma basis, after the Bulk Transfer, Reamstown Mutual will have:
 - a) Assets of \$3,110,716;
 - b) Liabilities of \$1,938,397; and
 - c) Surplus of \$1,172,319.
21. Based on the representations in its pro forma financial statements, Reamstown Mutual is and will remain of the same standard of solvency both before and after the Bulk Transfer.

Licensing Requirements

22. When evaluating a Bulk Transfer, filed in accordance with Section 319(a) of the Insurance Company Law, the Commissioner reviews the requirements for continued licensure of the assuming insurer.
23. Section 206 of the Insurance Company Law sets out the minimum surplus required of a mutual insurance company for each line of insurance for which it is incorporated.
24. In accordance with Section 206 of the Insurance Company Law, Reamstown Mutual is required to maintain a minimum surplus of \$950,000 to transact the business of insurance in this Commonwealth for those lines of insurance for which it is licensed.
25. Reamstown Mutual currently has sufficient surplus to satisfy the requirements to write the lines of insurance for which it is presently licensed.
26. Upon completion of the Bulk Transfer, Reamstown Mutual will have surplus in an amount required to maintain a license to transact the business of insurance in this Commonwealth for those lines of insurance for which it is presently licensed.
27. 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. Section 319(a) of the Insurance Company Law provides that no stock or mutual insurance company shall reinsure its entire schedule of policies except by approval of the Commissioner.
2. Section 319(b) of the Insurance Company Law provides the following standards for use by the Commissioner in reviewing an application for approval submitted in accordance with Section 319(a) of the Insurance Company Law:
 - a) the assuming insurer is doing the same or a similar kind of business;
 - b) the assuming insurer is licensed to transact business in this Commonwealth or licensed to transact business in any of the United States;
 - c) the assuming insurer is and remains of the same standard of solvency; and
 - d) the assuming insurer continues to meet all other requirements fixed by the laws of this Commonwealth for companies, associations, or exchanges transacting the same

classes of business within this Commonwealth.

3. The standards of Section 319(b) of the Insurance Company Law were applied by the Commissioner in reviewing the Bulk Transfer of Bakerstown Mutual's entire schedule of policies.
4. Based on all the information and analysis received and the Department's independent review, the Commissioner finds that the sections of the Agreements that are relevant to the Application are in accordance with law.
5. A company organized under the laws of the Commonwealth of Pennsylvania may transact the business of insurance if it has been issued a Certificate of Authority from the Commissioner.
6. After Bakerstown Mutual surrenders its Certificate of Authority, it will no longer be authorized to transact the business of insurance in this Commonwealth.
7. If any of the above Conclusions of Law are determined to be Findings of Fact, they shall be deemed incorporated in the Findings Fact as if fully set forth therein.

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ORDER

Upon consideration of the foregoing, the Insurance Commissioner (“Commissioner”) of the Commonwealth of Pennsylvania hereby makes the following Order:

An approving determination for the Assumption Reinsurance Agreement between Bakerstown Mutual Fire Insurance Company (“Bakerstown Mutual”) and Reamstown Mutual Insurance Company (“Reamstown Mutual”), as set forth in the Application, is hereby granted, subject to this Order and the following conditions:

1. Bakerstown Mutual shall surrender its Certificate of Authority to the Commissioner immediately following the closing of the Assumption Reinsurance Agreement.
2. Any election by the current Bakerstown Mutual directors of Reamstown Mutual nominees as directors may not be effective until Bakerstown Mutual has surrendered its Certificate of Authority to the Commissioner and the Pennsylvania Insurance Department has given written acknowledgement of receipt of the Certificate of Authority.
3. This transaction may be recorded as effective for accounting purpose on the first day of the calendar quarter in which the transaction is closed.

This Order is effective immediately and is valid for one year from the date of signature.

M. Diane Koken
Insurance Commissioner
Commonwealth of Pennsylvania