

BEFORE THE DEPUTY INSURANCE COMMISSIONER
OF THE
COMMONWEALTH OF PENNSYLVANIA

In Re:	:	Pursuant to Sections 1401, 1402,
	:	and 1403 of the Insurance
Application of CNA Financial Corp. in	:	Holding Companies Act, Article
Support of the Request for Approval to	:	XIV of the Insurance Company
Merge Pacific Insurance Company With	:	Law of 1921, Act of May 17, 1921,
and Into The Continental Insurance	:	P.L. 682, <u>as amended</u> , 40 P.S.
Company With The Continental	:	§§991.1401, 991.1402, and
Insurance Company Being the Survivor	:	991.1403; Sections 1921 through
in a Transaction Exempt from the	:	1929 of the 1988 Business
Requirements of 40 P.S. §991.1402	:	Corporation Law, Act of
	:	December 21, 1988, P.L. 1444, No.
	:	177, <u>as amended</u> , 15 Pa. C.S.
	:	§§1921-1929; Sections 205 and 207
	:	of the GAA Amendments Act of
	:	1990, Act of December 19, 1990,
	:	P.L. 834, No. 198, <u>as amended</u> , 15
	:	P.S. §§21205 and 21207.
	:	
	:	Order No. ID-RC-06-34

DECISION AND ORDER

AND NOW, on this 7th day of November, 2006, Stephen J. Johnson, Deputy Insurance Commissioner of the Commonwealth of Pennsylvania (“Deputy Commissioner”), hereby makes the following Decision and Order:

Pursuant to the Insurance Holding Companies Act, the 1988 Business Corporation Law and the GAA Amendments Act of 1990, 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 Entities

1. Pacific Insurance Company (“Pacific”) is a nonadmitted stock insurance company organized under the laws of the State of Illinois with its principal place of business in Chicago, Illinois.
2. The Continental Insurance Company (“Continental”) is a domestic stock property insurance company organized under the laws of the Commonwealth of Pennsylvania with its principal place of business in Reading, Pennsylvania. Pacific is a wholly-owned subsidiary of Continental.
3. CNA Financial Corp. (“CNA”) is an insurance holding company organized under the laws of Delaware with its principal place of business in Chicago, Illinois. Continental is an indirect wholly-owned subsidiary of CNA.
4. Loews Corporation is a holding company organized under the laws of Delaware with its principal place of business in New York, New York. CNA is a subsidiary of Loews Corporation.
5. Loews Corporation is a publicly-traded company on the New York Stock Exchange. No person controls Loews Corporation.
6. Loews Corporation is the sole ultimate controlling person of the holding company system that contains Pacific and Continental.

Filing of the Application

7. 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 mergers or other acquisitions of control of domestic insurers must be filed with the Department for approval or disapproval.
8. Section 1402 (g) of the Insurance Holding Companies Act provides for exemption from the requirements of Section 1402:
 - a) if the merger does not have the effect of changing or influencing the control of a domestic insurer, or
 - b) if the transaction is otherwise not comprehended within the purposes of Section 1402.

9. The 1988 Business Corporation Law, Act of December 21, 1988, P.L. 1444, as amended, Sections 1921 through 1929, 15 Pa.C.S. §§1921 through 1929 (“1988 BCL”), and the GAA Amendments Act of 1990, P.L. 834, No. 198, as amended, 15 P.S. §§21205 and 21207 (“GAA Amendments Act”), provide that all plans of merger of domestic insurers must be filed with the Department for approval or disapproval.
10. On August 14, 2006, 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 CNA requesting approval to merge Pacific with and into Continental with Continental being the survivor.
11. The Application was filed with the Department pursuant to Section 1402(g) of the Insurance Holding Companies Act and Section 205 of the GAA Amendments Act.

Notice and Filing of Comments

12. On October 7, 2006, the Department published notice in the Pennsylvania Bulletin that the Application had been submitted by CNA and such notice invited interested persons to submit comments to the Department regarding the Application for a 30-day period, ending November 6, 2006
13. During the 30-day public comment period, the Department received no comments regarding the Application.

The Transaction

14. Pacific and Continental executed an Agreement and Plan of Merger dated as of August 11, 2006 (“Merger Agreement”), which provides for Pacific to merge with and into Continental, with Continental being the surviving corporation.
15. As described in the Application, the Merger Agreement was adopted by unanimous written consent of the sole shareholders of Pacific and Continental on July 26, 2006.
16. As described in the Application, the Merger Agreement was adopted by unanimous written consent of the board of directors of Pacific on July 26, 2006.
17. As described in the Application, the Merger Agreement was adopted by resolution of the board of directors of Continental at a meeting held on July 25, 2006.

18. As described in the Application, Continental shall acquire all of the assets of Pacific and assume all of the debts and other liabilities of Pacific.
19. As described in the Application, the articles of domestication and by-laws of Continental in effect immediately prior to the merger shall be the articles of domestication and by-laws of Continental upon the effective date of the merger.
20. As described in the Application, the members of the board of directors and the officers of Continental prior to the merger shall be the members of the board of directors and the officers of Continental after the merger.
21. As described in the Application, each share of Pacific common stock issued and outstanding immediately prior to the effective date of the merger shall be surrendered for cancellation without consideration.
22. As described in the Application, each share of Continental common stock issued and outstanding immediately prior to the effective date shall remain issued and outstanding and be unaffected by the merger.
23. As described in the Application, Loews Corporation will remain the sole ultimate controlling person of Continental upon the effective date of the merger.
24. 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 merger of Pacific and Continental.
2. Under Section 1402(g) of the Insurance Holding Companies Act, the Department shall exempt a merger from the requirements of Section 1402 if the merger does not have the effect of changing or influencing the control of a domestic insurer.
3. Pursuant to Section 1402(g) of the Insurance Holding Companies Act, the Deputy Commissioner concludes that the proposed merger does not change the ultimate controlling person of a domestic insurer and, therefore, is exempt from the requirements of the Insurance Holding Companies Act.
4. The Deputy Commissioner concludes that the preparation of the Merger Agreement, pertaining to the terms and conditions, satisfies the requirements of Section 1922 of the 1988 BCL.
5. Pursuant to Section 1924 of the 1988 BCL, the Deputy Commissioner concludes that the Merger Agreement has been adopted and consented to by the sole

shareholders of Pacific and Continental, and by the board of directors of Pacific and Continental.

6. The Deputy Commissioner concludes that the Merger Agreement satisfies the requirements of Section 1925 of the 1988 BCL because the Merger Agreement is subject to the approval of the insurance department of the state of domicile of Pacific.
7. The Deputy Commissioner concludes that the execution and contents of the Articles of Merger will satisfy the requirements of Section 1926 of the 1988 BCL.
8. The Deputy Commissioner concludes that the Merger Agreement will be effective on or after proper filing of Articles of Merger with the Department of State, pursuant to Sections 1927 and 1928 of the 1988 BCL.
9. The Deputy Commissioner concludes that, if the proposed merger is consummated, all the rights, privileges, immunities, powers and purposes of Pacific will be conveyed to the surviving entity, as a matter of law, pursuant to Section 1929 of the 1988 BCL.
10. Pursuant to Section 205(b) of the GAA Amendments Act, the Deputy Commissioner concludes that the proposed merger is in accordance with law and not injurious to the interests of policyholders and creditors of Pacific and Continental.
11. The Application satisfies the requirements of the Insurance Holding Companies Act, the 1988 BCL and the GAA Amendments Act.
12. 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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: P.S. §§21205 and 21207.
:
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ORDER

Upon consideration of the foregoing, the Deputy Insurance Commissioner of the Commonwealth of Pennsylvania (“Deputy Commissioner”) hereby approves the application of CNA Financial Corp. in support of the request for approval to merge Pacific Insurance Company with and into The Continental Insurance Company with The Continental Insurance Company being the survivor in a transaction exempt from the requirements of 40 P.S. §991.1402 subject to the following conditions:

1. An approving determination must be granted by the State of Illinois, Division of Insurance, before Articles of Merger are filed with the Pennsylvania Department of State. A certified copy of the Illinois approval shall be provided to the Deputy Commissioner within three (3) business days of receipt by Pacific Insurance

Company.

2. A copy of the Articles of Merger shall be filed with the Deputy Commissioner not later than ten (10) days after their filing with the Pennsylvania Department of State.

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

STEPHEN J. JOHNSON
Deputy Insurance Commissioner
Commonwealth of Pennsylvania