

BEFORE THE ACTING 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 Pine Creek Mutual Fire : May 17, 1921, P.L. 682, as amended, 40
Insurance Company of Armstrong County : P.S. §442.
for Approval to Reinsure its Entire Schedule :
of Policies : Order No. ID-RC-08-04

DECISION AND ORDER

AND NOW, on this 19th day of May, 2008, Joel Ario, Acting 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. Pine Creek Mutual Fire Insurance Company of Armstrong County (“Pine Creek”) is a mutual fire insurance company organized under the laws of the Commonwealth of Pennsylvania with its principal place of business in Dayton, Pennsylvania.
2. Apollo Mutual Fire Insurance Company (“Apollo”) is a mutual fire insurance company organized under the laws of the Commonwealth of Pennsylvania with its principal place of business in Apollo, Pennsylvania.
3. Pine Creek and Apollo each hold a certificate authorizing the transaction of fire and allied lines insurance business in this Commonwealth (“Certificate of Authority”).

Reinsurance Filing

4. On April 2, 2008, the Commissioner received an initial application (which, together with all material received subsequently, is collectively referenced as “Application”) from Pine Creek for approval to reinsure its entire schedule of policies (“Bulk Transfer”) with

Apollo.

5. The Application included an Agreement for Acquisition of Assets and Assumption of Liabilities and an Assumption Reinsurance Agreement (“the Agreements”) that provide, inter alia, for Apollo to assume the rights, duties, and obligations of all policies issued by Pine Creek in exchange for all of the assets of Pine Creek.
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.

Standards for Review

7. 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

8. When evaluating a Bulk Transfer, filed in accordance with Section 319(a) of the Insurance Company Law, the Commissioner reviews to determine that the assuming company is doing the same or a similar kind of business as the ceding company.
9. Apollo is writing the same or a similar kind of business as Pine Creek as reflected in documents on file with the Pennsylvania Insurance Department (“Department”).

License Status

10. 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 that it is licensed to transact the business of insurance in this Commonwealth or in any of the United States.
11. The 2007 Annual Statement of Pine Creek, as filed with the Department and prepared in accordance with statutory accounting principles, reports licensure and direct premiums written.
12. The 2007 Annual Statement of Apollo, as filed with the Department and prepared in accordance with statutory accounting principles, reports licensure and direct premiums written in all states that Pine Creek is licensed and has direct written premiums.

Financial Condition

13. When evaluating a Bulk Transfer, filed in accordance with Section 319(a) of the Insurance Company Law, the Commissioner reviews the solvency of the assuming insurer both before and after consummation of the proposed transaction.

14. The 2007 Annual Statement of Apollo, reports total surplus as regards policyholders of \$1,353,011.
15. As of and for the year ended December 31, 2007, Apollo' total assets were \$1,383,575, total liabilities were \$30,564, and net income was \$36,423.
16. On a pro forma basis, after the Bulk Transfer, Apollo will have:
 - a) Assets of \$ 3,198,801;
 - b) Liabilities of \$ 32,564; and
 - c) Surplus of \$ 3,166,237.
17. There are no apparent solvency issues in the financial condition of Apollo both before and after the Bulk Transfer.

Licensing Requirements

18. 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.
19. The minimum surplus 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).
20. In accordance with Section 206 of the Insurance Company Law (40 P.S. §386), Apollo is required to maintain a minimum surplus as regards policyholders of \$100,000 to write the classes of insurance for which it is presently licensed.
21. Apollo currently has sufficient surplus as regards policyholders to satisfy the requirements to write the lines of insurance for which it is presently licensed.
22. Upon completion of the Bulk Transfer, Apollo will have surplus in an amount sufficient to maintain a license to transact the business of insurance in this Commonwealth for those lines of insurance for which it is presently licensed.
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. 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 standards 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 Pine Creek'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 the laws of the Commonwealth of Pennsylvania.
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. 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 Acting Insurance Commissioner (“Commissioner”) of the Commonwealth of Pennsylvania hereby makes the following Order.

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

1. After consummation of the instant transaction, Pine Creek shall not sell or assume any insurance policies without the explicit prior written approval of the Pennsylvania Insurance Department (“Department”).
2. Not later than December 31, 2008, unless extended in writing by the Department, Pine Creek shall, with the prior written approval of the Department:
 - a. surrender its Certificate of Authority to transact the business of an insurance company;
 - b. initiate action to voluntarily dissolve the company; or
 - c. enter into an agreement to sell the company.

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

JOEL ARIO
Acting Insurance Commissioner
Commonwealth of Pennsylvania