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BEFORE THE INSURANCE COMMISSIONER  
OF THE  
COMMONWEALTH OF PENNSYLVANIA

In Re: : Pursuant to Section 357 of the  
: Insurance Company Law of 1921,  
Application of Harleysville Life : Act of May 17, 1921, P.L. 682, No.  
Insurance Company for Approval to : 284, as amended, 40 P.S. §477e  
Redomesticate from the Commonwealth :  
of Pennsylvania to the State of Ohio : Order No. ID-RC-17-21

DECISION AND ORDER

AND NOW, on this 31<sup>st</sup> day of October, 2017, Joseph DiMemmo, Deputy Insurance Commissioner of the Commonwealth of Pennsylvania (the "Deputy Insurance Commissioner"), hereby makes the following Decision and Order:

Pursuant to the Insurance Company Law of 1921 and in consideration of the documents, presentations and reports received, as well as other inquiries and studies as permitted by law, the Deputy Insurance Commissioner hereby makes the following findings of fact:

FINDINGS OF FACT

**Identity of Applicant**

1. Harleysville Life Insurance Company ("HLIC") is a domestic stock life insurance company organized under the laws of the Commonwealth of Pennsylvania with its principal place of business in Harleysville, Pennsylvania.
2. Nationwide Mutual Insurance Company ("NMIC") is an Ohio domiciled mutual insurance company. HLIC is a direct wholly-owned subsidiary of NMIC.
3. NMIC is the ultimate controlling person of HLIC.

**Filing of Application**

4. On September 11, 2017, the Insurance Commissioner of the Commonwealth of Pennsylvania ("Commissioner") received an initial application (which, together with all material received subsequently, is collectively referenced as "Application") for approval of the redomestication of HLIC from the Commonwealth of Pennsylvania to the State of Ohio.

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5. ~~The Application included a request for the licensure of HLIC as a foreign insurance company organized under the laws of the State of Ohio effective simultaneous with its redomestication.~~
  6. Section 357 of the Insurance Company Law of 1921, Act of May 17, 1921, P.L. 682, as amended, 40 P.S. §477e (the “Insurance Company Law”), provides that any transfer of domicile to any other state by a domestic insurer must be filed with the Commissioner for approval or disapproval.
  7. Section 357(b) of the Insurance Company Law provides that, upon any transfer of domicile to any other state by a domestic insurer, said insurer shall be admitted to the Commonwealth of Pennsylvania if qualified as a foreign insurer.
  8. As represented in the Application, the redomestication will have no impact on Pennsylvania employment.
  9. As represented in the Application, the redomestication is being pursued in order to reduce the number of domestic regulators within NMIC’s insurance holding company structure and to realize an annual savings by reducing retaliatory taxes.
  10. On August 17, 2017, the Board of Directors of HLIC adopted a resolution consenting to the redomestication of HLIC from the Commonwealth of Pennsylvania to the State of Ohio.
  11. On August 16, 2017, NMIC, as the sole shareholder of HLIC, consented to the redomestication of HLIC from the Commonwealth of Pennsylvania to the State of Ohio.

#### **Department Procedures**

12. On September 23, 2017, the Department published notice in the *Pennsylvania Bulletin* that the Application was submitted by HLIC and such notice invited interested persons to submit comments to the Department regarding the Application for a thirty (30) day period, ending October 23, 2017.
13. During the thirty (30) day comment period, the Department received no comments regarding the Application.
14. The Commissioner has delegated to the Deputy Insurance Commissioner authority to approve the application of domestic insurance companies seeking to redomesticate from Pennsylvania to a foreign jurisdiction.
15. 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.

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## CONCLUSIONS OF LAW

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1. The Insurance Company Law provides the Commissioner jurisdiction to review and approve the redomestication of HLIC.
2. The Commissioner has delegated authority to approve the applications of domestic insurance companies seeking to redomesticate from Pennsylvania to a foreign jurisdiction to the Deputy Insurance Commissioner.
3. In accordance with Section 357(b) of the Insurance Company Law, the Deputy Insurance Commissioner concludes this redomestication is in accordance with law and is not injurious to the interest of all HLIC policyholders.
4. In accordance with Section 357(b) of the Insurance Company Law, the Deputy Insurance Commissioner concludes that HLIC would satisfy the requirements for licensure in the Commonwealth of Pennsylvania as a foreign insurer upon its redomestication to the State of Ohio.
5. The Application was properly filed pursuant to and in accordance with the Insurance Company Law.
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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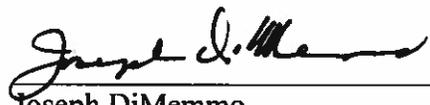
**ORDER**

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

An approving determination for the redomestication of Harleysville Life Insurance Company (“HLIC”) to the State of Ohio and the issuance of a Certificate of Authority to HLIC as a foreign stock life insurance corporation as set forth in the Application, subject to this Order and the following conditions:

1. HLIC shall obtain approval of the redomestication from the Ohio Department of Insurance. A certified copy of the approval issued by the Ohio Department of Insurance shall be provided to the Deputy Insurance Commissioner within three (3) business days of receipt by HLIC.
2. HLIC shall file governing documents with the Ohio Department of Insurance. HLIC shall provide the Deputy Insurance Commissioner with a copy of the governing documents indicating receipt by the Ohio Department of Insurance.
3. HLIC shall surrender its current Certificate of Authority as a domestic insurance corporation to the Deputy Insurance Commissioner in exchange for the issuance of a Certificate of Authority as a foreign insurance corporation within seven (7) days of filing the governing documents with the Ohio Department of Insurance.
4. HLIC shall file a Statement of Domestication with the Pennsylvania Department of State, Corporation Bureau within five (5) days of receiving all prerequisite documents.
5. HLIC shall provide a copy of the Statement of Domestication evidencing acceptance by the Pennsylvania Department of State to the Deputy Insurance Commissioner within ten (10) days of receipt.

This Order is effective immediately and is valid for one (1) year from the date of signature, provided there are no material changes to the Application.



Joseph DiMemmo  
Deputy Insurance Commissioner  
Office of Corporate and Financial Regulation

