

BEFORE THE DEPUTY INSURANCE COMMISSIONER
OF THE
COMMONWEALTH OF PENNSYLVANIA

In Re:	:	Pursuant to Sections 1401, 1402,
	:	and 1403 of the Insurance
Application of Randall & Quilter	:	Holding Companies Act, Article
Investment Holdings PLC Requesting	:	XIV of the Insurance Company
Exemption from the Requirements of 40	:	Law of 1921, Act of May 17, 1921,
P.S. §991.1402 for the Restructuring of its	:	P.L. 682, as amended, 40 P.S.
Holding Company System, which includes	:	§§991.1401, 991.1402, and
R&Q Reinsurance Company	:	991.1403
	:	
	:	
	:	Order No. ID-RC-13-03

DECISION AND ORDER

AND NOW, on this 3rd day of April, 2013, 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 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

1. R&Q Reinsurance Company (“R&Q Re”) is a domestic stock casualty insurance company organized under the laws of the Commonwealth of Pennsylvania with its principal place of business in Philadelphia, Pennsylvania.
2. Randall & Quilter Investment Holdings PLC (“R&Q Holdings”) is an alien holding company organized under the laws of England and Wales with its

- principal place of business in London, England. R&Q Holdings currently indirectly holds 100% of the issued and outstanding ordinary shares of R&Q Re.
3. Randall & Quilter Investment Holdings Ltd. (“R&Q Ltd.”) is a newly formed alien holding company organized under the laws of Bermuda with its principal place of business in Hamilton, Bermuda.
 4. Kenneth E. Randall (“Mr. Randall”) is an individual with his principal business address located in London, England. Mr. Randall currently holds 34.68% of the outstanding shares of R&Q Holdings.
 5. Mr. Randall is the sole ultimate controlling person of R&Q Re

Filing of the Application

6. On March 22, 2013, 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 R&Q Holdings for approval to effectuate a plan of reorganization of the holding company system that includes R&Q Re.
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 transactions affecting the control of a domestic insurer must be filed with the Department for approval or disapproval.
8. The Application was filed pursuant to Section 1402 of the Insurance Holding Companies Act.
9. 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

10. As described in the Application, R&Q Holdings will cause a share exchange (“The Exchange”) with its shareholders such that each current shareholder of R&Q Holdings would receive one share of R&Q Ltd. for each share of R&Q Holdings currently held.
11. As described in the Application and as part of The Exchange, the current shareholders of R&Q Holdings would contribute 100% of their shares of R&Q Holdings to R&Q Ltd.
12. As described in the Application, upon completion of the contemplated transaction, Mr. Randall will remain as the sole ultimate controlling person of R&Q Re.
13. The Deputy Commissioner finds that the transactions described in the Application would not have the effect of changing or influencing the control of a domestic insurer.
14. 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 Deputy Commissioner has jurisdiction over the parties and subject matter of this proceeding.
3. The Application was properly filed pursuant to and in accordance with Section 1402(g) of the Insurance Holding Companies Act.
4. The transaction is not being contemplated to change or influence the ultimate control of R&Q Re, and, therefore, is exempt from the requirements of Section 1402(b) of the Insurance Holding Companies Act.
5. 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 of the Commonwealth of Pennsylvania hereby makes the following Order:

An approving determination for the application of Randall & Quilter Investment Holdings PLC requesting exemption from the requirements of 40 P.S. §991.1402 for the restructuring of its holding company system, which includes R&Q Reinsurance 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.

STEPHEN J. JOHNSON
Deputy Insurance Commissioner