

BEFORE THE INSURANCE COMMISSIONER
OF THE
COMMONWEALTH OF PENNSYLVANIA

In Re:	:	Pursuant to Sections 1401, 1402,
	:	and 1403 of the Insurance
Application of AmTrust Financial	:	Holding Companies Act, Article
Services, Inc. Requesting Exemption from	:	XIV of the Insurance Company
the Requirements of 40 P.S. §991.1402 for	:	Law of 1921, Act of May 17, 1921,
the Restructuring of the Holding Company	:	P.L. 682, <u>as amended</u> , 40 P.S.
System which Includes ARI Insurance	:	§§991.1401, 991.1402, and
Company	:	991.1403
	:	
	:	Order No. ID-RC-19-17

DECISION AND ORDER

AND NOW, on this 26th day of November 2019, Joseph DiMemmo, 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

PA Domestic Insurer

1. ARI Insurance Company (“AIC”) is a domestic stock property insurance company organized pursuant to the laws of the Commonwealth of Pennsylvania with its principal place of business in Newtown, Pennsylvania.

2. ARI Holdco Inc. (“Holdco”) is a business corporation organized pursuant to the laws of Delaware with its principal place of business in New York, New York. Holdco currently directly holds 100% of the issued and outstanding stock of AIC.
3. Wesco Insurance Company (“Wesco”) is a foreign stock casualty insurance company organized pursuant to the laws of Delaware with its principal place of business in New York, New York.
4. AmTrust Financial Services, Inc. (“AmTrust”) is a privately held corporation organized pursuant to the laws of Delaware with its principal place of business in New York, New York. AmTrust currently directly holds 100% of the issued and outstanding stock of Holdco and Wesco.

Filing of the Application

5. On September 26, 2019, 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 AmTrust for approval to restructure the insurance holding company system, which includes AIC.
6. 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.
7. The Application was filed pursuant to Section 1402 of the Insurance Holding Companies Act.
8. 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

9. As described in the Application, Holdco will dividend 100% of the issued and outstanding stock of AIC to AmTrust.
10. As described in the Application, AmTrust will then contribute 100% of the issued and outstanding stock of AIC to Wesco.

11. As described in the Application, upon completion of the series of transactions, AIC will remain as a wholly-owned indirect subsidiary of AmTrust.
12. As described in the Application, upon completion of the series of transactions, there will be no change in the ultimate controlling persons of AIC.
13. The Insurance Commissioner of the Commonwealth of Pennsylvania (“Commissioner”) has delegated to the Deputy Commissioner the authority to approve an application that would not have the effect of changing or influencing the control of a domestic insurer.
14. The Deputy Commissioner finds that the transaction described in the Application would not have the effect of changing or influencing the control of a domestic insurer.
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.

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 Commissioner has delegated authority to approve an application that would not have the effect of changing or influencing the control of a domestic insurer to the Deputy Commissioner.
3. The Deputy Commissioner has jurisdiction over the parties and subject matter of this proceeding.
4. The Application was properly filed pursuant to and in accordance with Section 1402(g) of the Insurance Holding Companies Act.
5. The restructuring of the holding company system proposed in the Application is not being contemplated to change or influence the ultimate control of AIC, and, therefore, is exempt from the requirements of Section 1402(b) of the Insurance Holding Companies Act.
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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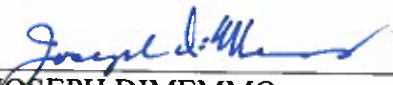
ORDER

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

An approving determination for the application of AmTrust Financial Services, Inc. requesting exemption from the requirements of 40 P.S. §991.1402 for the restructuring of the insurance holding company system that includes ARI Insurance 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.




JOSEPH DIMEMMO
Deputy Insurance Commissioner
Office of Corporate and Financial Regulation