

BEFORE THE INSURANCE DEPARTMENT
OF THE
COMMONWEALTH OF PENNSYLVANIA

In Re: : Pursuant to Sections 4161 and
: 4162 of the Business Corporation
Application of Peninsular Life Insurance : Law of 1988, Act of December 21,
Company for Approval to Redomesticate : 1988, P. L. 1444, as amended,
from the State of Florida to the : 15 Pa.C.S. §§ 4161 and 4162, and
Commonwealth of Pennsylvania : Section 357 of the Insurance
: Company Law, Act of May 17,
: 1921, P.L. 682, No. 284, as
: amended, 40 P.S. § 477e
:
: Order No. ID-RC-07-07

DECISION AND ORDER

AND NOW, on this 18th day of April, 2007, Randolph L. Rohrbaugh,
Acting Insurance Commissioner of the Commonwealth of Pennsylvania
("Commissioner"), hereby makes the following Decision and Order:

Pursuant to the Business Corporation Law and the 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 the Parties

1. Peninsular Life Insurance Company ("Peninsular") is a foreign stock life insurance company organized under the laws of the State of Florida with its principal place of business located in W. Palm Beach, Florida.
2. Peninsular is an indirect wholly-owned subsidiary of Hospital Service Association of Northeastern Pennsylvania. Hospital Service Association of Northeastern Pennsylvania is the sole ultimate controlling person of Peninsular.

Filing of the Application

3. On September 13, 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 Peninsular for approval to redomesticate from the State of Florida to the Commonwealth of Pennsylvania.
4. The Application was filed pursuant to Sections 4161 and 4162 of the Business Corporation Law, as amended, 15 Pa.C.S. §§4161 and 4162 (cited as “Business Corporation Law”), and Section 357 of the Insurance Company Law, Act of May 17, 1921, P.L. 682, No. 284, as amended, 40 P.S. §477e (cited as “Insurance Company Law”).

Notice of Filing and Comments

5. On September 30, 2006, the Department published notice in the Pennsylvania Bulletin that the Application was received and such notice invited interested persons to submit comments to the Department regarding the Application for 30 days following the date of the publication (“Comment Period”).
6. During the Comment Period, the Department received no comments regarding the Application.

The Transaction

7. Peninsular currently holds a Certificate of Authority in the Commonwealth of Pennsylvania as a foreign insurer to transact accident & health and life & annuities lines of business.
8. Peninsular desires to redomesticate to the Commonwealth of Pennsylvania as a domestic stock life insurance company.
9. On February 9, 2007, the Board of Directors of Peninsular passed a resolution to redomesticate Peninsular from the State of Florida to the Commonwealth of Pennsylvania.
10. On August 16, 2006, Universal Managed Care, Inc., passed a resolution approving the redomestication of Peninsular from the State of Florida to the Commonwealth of Pennsylvania. Universal Managed Care, Inc. is the sole shareholder of Peninsular.
11. Peninsular has indicated that its principal place of business will be located in Lancaster, Pennsylvania.
12. 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 357 of the Insurance Company Law provides the Commissioner jurisdiction to review and approve the redomestication of Peninsular.
2. A redomestication by a foreign business corporation is provided for in subsection 4161(a) of the Business Corporation Law.
3. The Application satisfies the requirements of all applicable laws and regulations.
4. 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 Acting Insurance Commissioner of the Commonwealth of Pennsylvania (“Commissioner”) hereby makes the following Order:

The Application of Peninsular Life Insurance Company (“Peninsular”) for approval to redomesticate from the State of Florida to the Commonwealth of Pennsylvania and the issuance of a Certificate of Authority as a domestic stock life insurance corporation, as set forth in the Application, is hereby granted, subject to this Order and the following conditions:

1. Peninsular shall file Articles of Domestication with the Pennsylvania Department of State in accordance with subsection 4161(b) of the Business Corporation Law.
2. Peninsular shall file a copy of the Articles of Domestication, as filed with the Pennsylvania Department of State, with the Department within ten (10) days of receipt from the Pennsylvania Department of State.
3. At the time the Articles of Domestication are filed with the Department, Peninsular shall file an executed copy of Amended

and Restated Bylaws that comply with the requirements of Chapter 31 of the Business Corporation Law.

4. At the time the Articles of Domestication are filed with the Department, Peninsular shall surrender its current Certificate of Authority as a foreign insurance corporation in exchange for the issuance of a Certificate of Authority as a domestic stock life insurance corporation.

This Order is effective immediately.

Randolph L. Rohrbaugh
Acting Insurance Commissioner
Commonwealth of Pennsylvania