

BEFORE THE INSURANCE COMMISSIONER  
OF THE  
COMMONWEALTH OF PENNSYLVANIA

In Re:	:	Pursuant to Sections 4161 and
	:	4162 of the Business Corporation
Application of The Personal Service	:	Law of 1988, Act of December 21,
Insurance Company for Approval to	:	1988, P. L. 1444, <u>as amended</u> ,
Redomesticate from the State of Ohio to	:	15 Pa.C.S. §§ 4161 and 4162, and
the Commonwealth of Pennsylvania	:	Section 357 of the Insurance
	:	Company Law, Act of May 17,
	:	1921, P.L. 682, No. 284, <u>as</u>
	:	<u>amended</u> , 40 P.S. § 477e
	:	
	:	
	:	Order No. ID-RC-07-10

DECISION AND ORDER

AND NOW, on this 22<sup>nd</sup> day of May 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 Applicant

1. The Personal Service Insurance Company (“Personal Service”) is a foreign stock casualty insurance company organized pursuant to the laws of the State of Ohio with its principal place of business located in Columbus, Ohio.
2. James Carl Comis III (“Comis”) is an individual whose principal place of business is located in New York, New York.
3. William McComb Dunwoody (“Dunwoody”) is an individual whose principal place of business is located in New York, New York.
4. Comis and Dunwoody are the ultimate controlling persons of Personal Service.

### Filing of the Application

5. On November 30, 2006, the Pennsylvania Insurance Department (“Department”) received an initial application (which, together with all material received subsequently, is collectively referenced as “Application”) from Personal Service for approval to redomesticate from the State of Ohio to the Commonwealth of Pennsylvania.
6. 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

7. On December 16, 2006, the Department published notice in the *Pennsylvania Bulletin* that the Application was submitted by Personal Service, and such notice invited interested persons to submit comments to the Department regarding the Application for a 30-day period, ending January 15, 2007.
8. During the 30-day period, the Department received no comments regarding the Application.

### The Transaction

9. Personal Service currently holds a Certificate of Authority in the Commonwealth of Pennsylvania as a foreign insurer to transact inland marine and physical damage, and auto liability classes of insurance business.
10. Personal Service requests approval to redomesticate to the Commonwealth of Pennsylvania and the issuance of a Certificate of Authority as a domestic stock casualty insurance company to transact property and allied lines, inland marine and physical damage, ocean marine, fidelity and surety, accident and health, glass, other liability, burglary and theft, and auto liability classes of insurance business.
11. On December 6, 2005, the Board of Directors of Personal Service passed a resolution deeming it in the best interests of the company to redomesticate from the State of Ohio to the Commonwealth of Pennsylvania.
12. On December 6, 2005, the sole shareholder of Personal Service passed a resolution approving the redomestication of Personal Service from the State of Ohio to the Commonwealth of Pennsylvania.

13. Personal Service has indicated that its principal place of business will be located in Conshohocken, Pennsylvania.

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. Section 357 of the Insurance Company Law provides the Commissioner jurisdiction to review and approve the redomestication of Personal Service.

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

1. Personal Service shall obtain approval of the Redomestication from the State of Ohio Department of Insurance. A certified copy of the approval issued by the Director of Insurance of the State of Ohio shall be provided to the Commissioner within five (5) days of Personal Service receiving the approval.
2. Personal Service shall file Articles of Domestication with the Pennsylvania Department of State in accordance with subsection 4161(b) of the Business Corporation Law after receipt of the approval of the State of Ohio Department of Insurance.
3. Personal Service shall file a copy of the Articles of Domestication, as filed with the Pennsylvania Department of State, with the Pennsylvania Insurance

Department (“Department”) within ten (10) days of receipt from the Pennsylvania Department of State.

4. At the time the Articles of Domestication are filed with the Department, Personal Service shall file an executed copy of Amended and Restated Bylaws that comply with the requirements of Chapter 31 of the Business Corporation Law.
5. At the time the Articles of Domestication are filed with the Department, Personal Service 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 casualty insurance corporation.

This Order is effective immediately.

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Randolph L. Rohrbaugh  
Acting Insurance Commissioner  
Commonwealth of Pennsylvania