

BEFORE THE INSURANCE COMMISSIONER  
OF THE  
COMMONWEALTH OF PENNSYLVANIA

In Re:	:	Pursuant to Section 357 of the Insurance
	:	Company Law of 1921, Act of May 17,
Application of CSAA Mid-Atlantic	:	1921, P.L. 682, No. 284, <u>as amended</u> , 40
Insurance Company for Approval to	:	P.S. §477e
Redomesticate from the Commonwealth	:	
of Pennsylvania to the State of Arizona	:	Order No. ID-RC-15-24
	:	
	:	
	:	

DECISION AND ORDER

AND NOW, on this 17<sup>th</sup> day of December, 2015, Stephen J. Johnson, Deputy Insurance Commissioner of the Commonwealth of Pennsylvania, 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. CSAA Mid-Atlantic Insurance Company (“CMIC”) is a domestic stock casualty insurance company organized pursuant to the laws of the Commonwealth of Pennsylvania with its principal place of business located in Harrisburg, PA.
2. CSAA Affinity Insurance Company (“CAIC”) is a domestic stock casualty insurance company organized pursuant to the laws of the Commonwealth of Pennsylvania with its principal place of business located in Harrisburg, PA. CAIC is the sole shareholder of all of the issued and outstanding capital stock of CMIC.

### Filing of Application

3. On September 29, 2015, 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 CMIC from the Commonwealth of Pennsylvania to the State of Arizona.
4. The Application included a request for licensure of CMIC as a foreign insurance company organized under the laws of the State of Arizona effective simultaneous with its redomestication.
5. Section 357 of the Insurance Company Law of 1921, Act of May 17, 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.
6. Section 357(b) of the Insurance Company Law, 40 P.S. §477e(b), 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.
7. As represented in the Application, the redomestication will have no impact on Pennsylvania employment.
8. As represented in the Application, the redomestication is being pursued in order to reduce CMIC’s premium tax expenses, with Arizona being a logical jurisdiction due to existing facilities there and an established regulatory relationship with the Arizona Department of Insurance.
9. On September 21, 2015, the Board of Directors of CMIC adopted a resolution consenting to the redomestication of CMIC from the Commonwealth of Pennsylvania to the State of Arizona.
10. On September 24, 2015, CAIC as the sole shareholder of CMIC consented to the redomestication of CMIC from the Commonwealth of Pennsylvania to the State of Arizona.

### Department Procedures

11. On December 5, 2015, the Department published notice in the *Pennsylvania Bulletin* that the Application was submitted by CMIC and such notice invited interested persons to submit comments to the Department regarding the Application for a seven (7) day period, ending December 12, 2015.

12. During the seven (7) day comment period, the Department received no comments regarding the Application.
13. 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.
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. The Insurance Company Law provides the Commissioner jurisdiction to review and approve the redomestication of CMIC.
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 CMIC policyholders.
4. In accordance with Section 357(b) of the Insurance Company Law, the Deputy Insurance Commissioner concludes that CMIC would satisfy the requirements for licensure in the Commonwealth of Pennsylvania as a foreign insurer upon its redomestication to the State of Arizona.
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 CSAA Mid-Atlantic Insurance Company (“CMIC”) to the State of Arizona and the issuance of a Certificate of Authority to CMIC as a foreign stock casualty insurance corporation as set forth in the Application, subject to this Order and the following conditions:

1. CMIC shall obtain approval of the redomestication, and simultaneous admission to the State of Arizona, from the Arizona Department of Insurance. A certified copy of the approval issued by the Arizona Department of Insurance shall be provided to the Deputy Insurance Commissioner within three (3) business days of receipt by CMIC.
2. CMIC shall file governing documents with the Arizona Department of Insurance. CMIC shall provide the Deputy Insurance Commissioner with a copy of the governing documents indicating receipt by the Arizona Department of Insurance.
3. CMIC 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 Arizona Department of Insurance.
4. CMIC shall file a Statement of Domestication with the Pennsylvania Department of State, Corporations Bureau within five (5) days of receiving all prerequisite documents.

5. CMIC 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.



A handwritten signature in black ink, appearing to read "Stephen J. Johnson", is written over a horizontal line.

Stephen J. Johnson  
Deputy Insurance Commissioner  
Office of Corporate and Financial Regulation