



A PROFESSIONAL CORPORATION

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February 7, 2013

VIA UPS NEXT DAY AIR

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RECEIVED
Corporate & Financial Regulation

FEB 08 2013

Pennsylvania
Insurance Department

Mr. Robert E. Brackbill
Chief, Company Licensing Division
Commonwealth of Pennsylvania
Insurance Department
Office of Regulation of Companies
1345 Strawberry Square
Harrisburg, PA 17120

Re: Change of Control of Domestic Insurers OneBeacon Insurance Company and Potomac Insurance Company

Dear Mr. Brackbill:

We are pleased to file today with the Pennsylvania Insurance Department a Form A Statement Regarding the Acquisition of Control of a Domestic Insurer in connection with the proposed acquisition of control by Armour Group Holdings Limited, through its subsidiary, Trebuchet US Holdings, Inc. (the "Applicant") of OneBeacon Insurance Company and Potomac Insurance Company (the "Acquired Companies"). Also included with the filing is a check payable to the Commonwealth of Pennsylvania in the amount of \$5,000 representing the non-refundable filing fee. The Form A includes the exhibits for which the Applicant is not seeking confidential treatment.

We are filing under separate cover, or have previously provided, those exhibits and other information for which the Applicant is seeking confidential treatment pursuant to the Department's protocol and practice on confidentiality and pursuant to the Department's instructions regarding "Public Availability of Filed Documents" submitted with respect to Form A filings. Treatment of this information as confidential is consistent with the Pennsylvania Insurance Department's recognition that public disclosure of such materials would be detrimental to the company that prepared and/or filed those materials because (1) the documents/information contain personal, commercial or financial information maintained as confidential or privileged which consists of the types of information referenced in the various Department Protocols, statutes and regulations including the Insurance Holding Companies Act, 40 P.S. § § 991.1401 et seq., the regulations under 31 Pa. Code Chapter 25, as well as the provisions of 65 P.S. § 67.101, et seq., including but not limited to § 67.102 and § 67.708,

including but not limited to, subsections (b)(6)(i) and b(11), as containing personally sensitive information or being of a confidential, proprietary and/or trade secret nature, the disclosure of which would cause material harm to the competitive position of the Applicant and the Acquired Companies and (2) the information falls within the definition of "trade secret" of 12 Pa.C.S. § 5302, including information in the form of one or more complications, techniques or processes that derive independent economic value from not being generally known and not being readily ascertainable by proper means by other persons who can obtain economic value from disclosure or use and which is subject of reasonable efforts to maintain secrecy/confidentiality. In addition to the personal financial information of Messrs. Huntington and Williams which is already on file with the Department, these documents include the following:

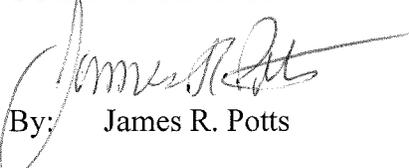
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|----------------|---|
| Exhibit SCH | Schedules to the SPA. |
| Exhibit EXS | Exhibits to the SPA. |
| Exhibit BIO | NAIC Biographical Affidavits of the Directors and Executive Officers of Armour Group |
| Exhibit PLAN | Business Plan for Acquired Companies. |
| Exhibit A-2007 | Unaudited financial statement of Armour Group for 2007. |
| Exhibit A-2008 | Unaudited financial statement of Armour Group for 2008. |
| Exhibit A-2009 | Unaudited financial statement of Armour Group for 2009. |
| Exhibit A-2010 | Unaudited financial statement of Armour Group for 2010. |
| Exhibit A-2011 | Unaudited financial statement of Armour Group for 2011. |
| Exhibit E | Form E, Pre-Acquisition Notification Statement of the Potential Competitive Impact of a Proposed Merger or Acquisition. |

The information should be maintained as confidential information and should not be made available for public inspection or copying. We request that the Department provide written notification in advance of any release of any of the above listed confidential information due to either a determination by the Department that this information should not be accorded confidential treatment or receipt by the Department of any request for access to this information from any third party. Any communications relating to such a determination or request should be directed as follows: James R. Potts, Esquire, Cozen O'Connor, 1900 Market Street, Philadelphia, PA 19103.

Compliance with 40 P.S. § 991.1405(c)(3) & (4) is addressed in the Form A. The Applicant will provide the identities of the proposed independent directors once they are selected. Compliance with the competitive standard of 40 P.S. § 991.1403(d) is addressed in the Form E filing that is being submitted under separate cover.

Sincerely,

COZEN O'CONNOR


By: James R. Potts