

In the Matter of the Acquisition of Control
of Northwestern National Insurance Company of
Milwaukee, Wisconsin by
SOBC Gamma Holding Company Limited

FINAL DECISION

Case No. 16-C41150

Petitioners.

FINAL DECISION

I adopt the Hearing Examiner's Proposed Decision, including the findings of fact and conclusions of law, which is attached to this Final Decision and which was served on the Petitioners with an opportunity for submitting written objections.

Based upon these findings of fact and conclusions of law, I order that:

(21) The Petitioners' request for approval of the plan for the acquisition of control is approved. It is further ordered that:

- a) The Intercompany Services Agreement, submitted as Appendix 6 to the Form A and referenced in Section (4) of the Proposed Findings of Fact is not disapproved.
- b) The transactions described in the Form D filing dated April 13, 2016 and referenced in Section (5) of the Proposed Findings of Fact is not disapproved.
- c) The Domestic Insurer shall consent to an order issued by the Office of the Commissioner of Insurance under s. 601.41, Wis. Stat., which shall be in a form substantially similar to Exhibit H in the record of this proceeding.
- d) The participation of the Domestic Insurer in any and all agreements with AK Steel Corporation and AK Steel Corporation's direct and indirect subsidiaries and affiliates, other than agreements entered into in connection with the Plan, shall be terminated and discharged effective upon the closing of the acquisition of control of the Domestic Insurer by Petitioner.
- e) The Domestic Insurer shall file the Intercompany Services Agreement by and between SOBC Services Company Limited and the Domestic Insurer, which shall be in a form substantially similar to Appendix 6 to the Form A, as amended by subsequent filings in this proceeding, with the Office of the Commissioner of Insurance within ten (10) days following its execution.

NOTICE OF APPEAL INFORMATION

(Notice of rights for rehearing and judicial review,
the times allowed for each, and the identification
of the party to be named as respondent)

The following notice is served on you as part of the Final Decision:

1. Rehearing.

Any person aggrieved by this Final Decision may petition for a rehearing within 20 days after the service of this Final Decision, as provided in s. 227.49, Wis. Stat. A petition for rehearing is not a prerequisite for appeal directly to circuit court through a petition for judicial review.

A petition for rehearing must be filed with the Commissioner at the address below.

2. Judicial Review.

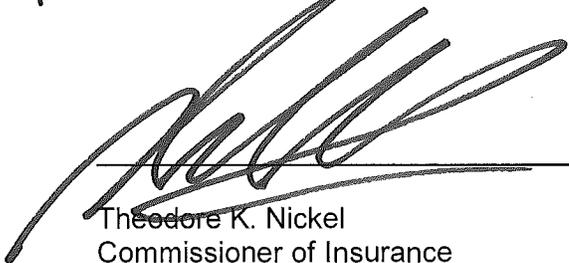
Any person aggrieved by this Final Decision has a right to petition for judicial review of this Final Decision as provided in s. 227.53, Wis. Stat. The petition must be filed in circuit court within 30 days after service of this Final Decision if there has been no petition for rehearing, or within 30 days after service of the order finally disposing of the petition for rehearing, or within 30 days after the final disposition by operation of law of any petition for rehearing.

A petition for judicial review must be served on, and name as the Respondent:

Commissioner of Insurance, Respondent
Office of the Commissioner of Insurance
P. O. Box 7873
Madison, Wisconsin 53707-7873

A copy of the relevant statutory provisions is attached.

Dated at Madison, Wisconsin, this 31st day of May, 2016.



Theodore K. Nickel
Commissioner of Insurance

WISCONSIN STATUTES

At all times material, the relevant parts of s. 227.49, Wis. Stat., read as follows:

227.49 PETITIONS FOR REHEARING IN CONTESTED CASES

(1) A petition for rehearing shall not be a prerequisite for appeal or review. Any person aggrieved by a final order may, within 20 days after service of the order, file a written petition for rehearing which shall specify in detail the grounds for the relief sought and supporting authorities. An agency may order a rehearing on its own motion within 20 days after service of a final order. . . .

(2) The filing of a petition for rehearing shall not suspend or delay the effective date of the order, and the order shall take effect on the date fixed by the agency and shall continue in effect unless the petition is granted or until the order is superseded, modified, or set aside as provided by law.

(3) Rehearing will be granted only on the basis of:

(a) Some material error of law.

(b) Some material error of fact.

(c) The discovery of new evidence sufficiently strong to reverse or modify the order, and which could not have been previously discovered by due diligence.

(4) Copies of petitions for rehearing shall be served on all parties of record. Parties may file replies to the petition.

(5) The agency may order a rehearing or enter an order with reference to the petition without a hearing, and shall dispose of the petition within 30 days after it is filed. If the agency does not enter an order disposing of the petition within the 30-day period, the petition shall be deemed to have been denied as of the expiration of the 30-day period.

(6) Upon granting a rehearing, the agency shall set the matter for further proceedings as soon as practicable. . . .

At all times material, the relevant part of s. 227.52, Wis. Stat., read as follows:

227.52 JUDICIAL REVIEW; DECISIONS REVIEWABLE.

Administrative decisions which adversely affect the substantial interests of any person, whether by action or inaction, whether affirmative or negative in form, are subject to review as provided in this chapter. . . .

At all times material, the relevant parts of s. 227.53, Wis. Stat., read as follows:

227.53 PARTIES AND PROCEEDINGS FOR REVIEW. (1)

Except as otherwise specifically provided by law, any person

aggrieved by a decision specified in s. 227.52 shall be entitled to judicial review thereof as provided in this chapter.

(a) 1. Proceedings for review shall be instituted by serving a petition therefor personally or by certified mail upon the agency or one of its officials, and filing the petition in the office of the clerk of the circuit court for the county where the judicial review proceedings are to be held. . . .

2. Unless a rehearing is requested under s. 227.49, petitions for review under this paragraph shall be served and filed within 30 days after the service of the decision of the agency upon all parties under s. 227.48. If a rehearing is requested under s. 227.49, any party desiring judicial review shall serve and file a petition for review within 30 days after service of the order finally disposing of the application for rehearing, or within 30 days after the final disposition by operation of law of any such application for rehearing. The 30-day period for serving and filing a petition under this paragraph commences on the day after personal service or mailing of the decision by the agency.
. . .

(b) The petition shall state the nature of the petitioner's interest, the facts showing that petitioner is a person aggrieved by the decision, and the grounds specified in s. 227.57 upon which petitioner contends that the decision should be reversed or modified. . . .

(c) A copy of the petition shall be served personally or by certified mail or, when service is timely admitted in writing, by first class mail, not later than 30 days after the institution of the proceeding, upon each party who appeared before the agency in the proceeding in which the decision sought to be reviewed was made or upon the party's attorney of record. . . .

(d) The agency . . . and all parties to the proceeding before it, shall have the right to participate in the proceedings for review. . . .

In the Matter of the Acquisition of Control
of Northwestern National Insurance Company of
Milwaukee, Wisconsin by
SOBC Gamma Holding Company Limited

PROPOSED DECISION

Case No. 16-C41150

Petitioner.

Rebecca L. Easland, Hearing Examiner, Presiding

APPEARANCES

For the Office of the
Commissioner of
Insurance:

Present in person

Kristin L. Forsberg, Company Licensing Specialist
Steven J. Junior, Insurance Examiner Supervisor
125 South Webster Street
Madison, Wisconsin 53703

For the Petitioner:

Present in person

Brian Johnston, Treasurer and Chief Financial Officer
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Thomas F. X. Hodson, General Counsel and Secretary*
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William J. Toman (External Legal Counsel)
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For the Wisconsin
Insurer and the Seller:

Present in person

Thomas R. Hrdlick (External Legal Counsel)
Morgan Tilleman (External Legal Counsel)
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Milwaukee, Wisconsin 53202-5306

Present by telephone

Brian Duba, Corporate Counsel*
AK Steel Corporation
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West Chester, Ohio 45069

Ernest J. Blaché, Jr., President
Northwestern National Insurance Company of Milwaukee, Wisconsin
9277 Centre Pointe Drive, Suite 140
West Chester, Ohio 45069

- * These attorneys are appearing at the hearing with their clients, but are not representing them as counsel in the hearing.

PRELIMINARY

Pursuant to a Notice of Hearing dated March 22, 2016, a hearing was held at 11:05 a.m. on April 14, 2016, to determine whether the Petitioner's application for approval of the plan for acquisition of control should be granted. Based on the record, the Hearing Examiner makes the following:

PROPOSED FINDINGS OF FACT

(1) SOBC Gamma Holding Company Limited, located in Morristown, New Jersey, (the "Petitioner"), is a Connecticut-domiciled holding company.

(2) Northwestern National Insurance Company of Milwaukee, Wisconsin, located at 9277 Centre Pointe Drive, Suite 140, West Chester, Ohio, is a Wisconsin domestic stock insurance company (the "Domestic Insurer").

(3) The Petitioner filed with the Office of the Commissioner of Insurance (Commissioner) an application for approval of the acquisition of control of the Domestic Insurer (the "Plan" or "Form A").

(4) The Petitioner filed an Intercompany Services Agreement as Appendix 6 to the Form A, as amended by subsequent filings in this proceeding, and has requested that the Intercompany Service Agreement be included in the Commissioner's Order pertaining to the Form A.

(5) Armco Insurance Group, Inc., named as the Seller in the Stock Purchase Agreement included as Appendix 1 to the Form A, has requested that the Form D dated April 13, 2016, pertaining to the Termination of the Restructuring Agreement and Assignment and Assumption Agreement, be included in the Commissioner's Order pertaining to the Form A.

(6) The Petitioner was served with a Notice of Hearing.

(7) The Petitioner fulfilled the filing requirements of s. Ins 40.02, Wis. Adm. Code.

(8) The plan will not violate the law or be contrary to the interest of the insureds of the Domestic Insurer or of the Wisconsin insureds of any participating nondomestic corporation.

(9) After the acquisition of control, the Domestic Insurer will be able to satisfy the requirements for the issuance of a license to write the lines of insurance for which it is presently licensed.

(10) The effect of the acquisition of control will not be to create a monopoly or to substantially lessen competition in any type or line of insurance in Wisconsin.

(11) The financial condition of the Petitioner is not likely to jeopardize the financial stability of the Domestic Insurer or to prejudice the interests of its Wisconsin policyholders.

(12) There are no plans or proposals to make significant changes to senior management or the employees of the Domestic Insurer except as stated in the Form A, or to request an extraordinary dividend, to liquidate it, to sell its assets, or to merge it with any person, or to materially change its business, corporate structure, or management, except as stated in the Form A. The Petitioner's plans, after acquiring the voting shares, as described by the Petitioner, are fair and reasonable to the policyholders of the Domestic Insurer and in the public interest.

(13) The competence and integrity of the persons who will control the operation of the Domestic Insurer are such that it will be in the interest of the policyholders and the public to permit the acquisition of control.

PROPOSED CONCLUSION OF LAW

(14) The proposed findings of fact set forth above establish that the requirements of s. 611.72 and chs. 227 and 617, Wis. Stat., and ch. Ins 40, Wis. Adm. Code, have been satisfied and approval of the plan should be granted.

PROPOSED ORDER

NOW, THEREFORE, based upon the findings of fact and conclusion of law, I hereby recommend that:

(15) The Petitioner's request for approval of the plan for acquisition of control be approved.

(16) The Intercompany Services Agreement, submitted as Appendix 6 to the Form A and referenced in Section (4) of the Proposed Findings of Fact not be disapproved.

(17) The transactions described in the Form D filing dated April 13, 2016 and referenced in Section (5) of the Proposed Findings of Fact not be disapproved.

(18) The Domestic Insurer shall consent to an order issued by the Office of the Commissioner of Insurance under s. 601.41, Wis. Stat., which shall be in a form substantially similar to Exhibit H in the record of this proceeding.

(19) The participation of the Domestic Insurer in any and all agreements with AK Steel Corporation and AK Steel Corporation's direct and indirect subsidiaries and affiliates, other than agreements entered into in connection with the Plan, shall be terminated and discharged effective upon the closing of the acquisition of control of the Domestic Insurer by Petitioner.

(20) The Domestic Insurer shall file the Intercompany Services Agreement by and between SOBC Services Company Limited and the Domestic Insurer, which shall be in a form substantially similar to Appendix 6 to the Form A, as amended by

Proposed Decision
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subsequent filings in this proceeding, with the Office of the Commissioner of Insurance within ten (10) days following its execution.

Dated at Madison, Wisconsin, this 25th day of May, 2016.



Rebecca L. Easland
Hearing Examiner