



State of Wisconsin / OFFICE OF THE COMMISSIONER OF INSURANCE

Jim Doyle, Governor
Jorge Gomez, Commissioner

Wisconsin.gov

November 16, 2006

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Mr. George Stansfield
Senior Vice President and Group General Counsel
AXA
25, avenue Matignon
75008 Paris, France

Re: Case No. 06-C30499

Dear Mr. Stansfield:

Enclosed is a Notice of Hearing in the matter of the Acquisition of Control of General Casualty Company of Wisconsin, Blue Ridge Indemnity Company, Blue Ridge Insurance Company, MassWest Insurance Company, Inc., Regent Insurance Company, Southern Guaranty Insurance Company, Southern Pilot Insurance Company, and Southern Fire & Casualty Company (hereinafter Winterthur Wisconsin U.S. Holdings) by AXA, AXA Assurances Vie Mutuelle, AXA Courtage Assurance Mutuelle and AXA Assurances IARD Mutuelle (hereinafter either the "AXA Group" or the "Applicants"). If you have any questions about the Notice of Hearing, please call me at (608) 267-5297.

Sincerely,

Tim Vande Hey
Insurance Financial Examiner - Advanced
Bureau of Financial Analysis and Examinations

cc: Kevin G. Fitzgerald (via E-mail)
Brian S. Kaas (via E-mail)
Daniel A. Rabinowitz (via E-mail)

In the Matter of the Acquisition of Control
of Control of General Casualty Company of Wisconsin,
Blue Ridge Indemnity Company,
Blue Ridge Insurance Company,
MassWest Insurance Company, Inc.,
Regent Insurance Company,
Southern Guaranty Insurance Company,
Southern Pilot Insurance Company, and
Southern Fire & Casualty Company
(hereinafter Winterthur Wisconsin U.S. Holdings)
by AXA, AXA Assurances Vie Mutuelle,
AXA Courtage Assurance Mutuelle
and AXA Assurances IARD Mutuelle

NOTICE OF HEARING

Case No. 06-C30499

Petitioners.

*** PREHEARING CONFERENCE DATE: December 6, 2006, at 10:30 a.m. (C.D.S.T.)
IS SCHEDULED

PLACE: Office of the Commissioner of Insurance
125 South Webster Street
Madison, Wisconsin 53703

*** HEARING IS SCHEDULED DATE: December 6, 2006, at 10:35 a.m. (C.D.S.T.)

PLACE: Office of the Commissioner of Insurance
125 South Webster Street
Madison, Wisconsin 53703

PLEASE READ CAREFULLY

A class 1 hearing under s. 611.72 and chs. 227 and 617, Wis. Stat., will be held before Roger A. Peterson, duly appointed hearing examiner, at the time and place stated above, to be continued at any time and place the hearing examiner considers necessary, to consider the matters set forth in this Notice of Hearing.

The issues to be considered are as follows:

(1) The plan for the acquisition of control of Winterthur Wisconsin U.S. Holdings by AXA, AXA Assurances Vie Mutuelle, AXA Courtage Assurance Mutuelle and AXA Assurances IARD Mutuelle (the "plan").

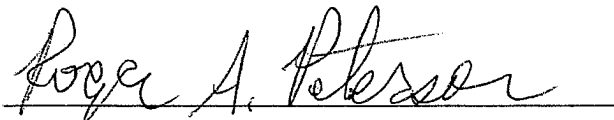
(2) The names, addresses, and interrelationships of all affiliates and principals of the Petitioners at the time of the filing and after the request is granted if the plan is approved.

(3) Whether or not, under s. 611.73, Wis. Stat.:

- (a) The plan would violate the law or be contrary to the interests of the insureds of Winterthur Wisconsin U.S. Holdings, a participating domestic corporation, or of the Wisconsin insureds of any participating nondomestic corporation.
- (b) After the acquisition of control, Winterthur Wisconsin U.S. Holdings would be able to satisfy the requirements for the issuance of a license to write the line or lines of insurance for which it is presently licensed.
- (c) The effect of the acquisition of control would be to create a monopoly or substantially to lessen competition in insurance in Wisconsin.
- (d) The merger is likely to jeopardize the financial stability of Winterthur Wisconsin U.S. Holdings or to prejudice the interests of its Wisconsin policyholders.
- (e) Any plans or proposals which the acquiring party has to liquidate the domestic stock insurance corporation or its parent insurance holding corporation, sell its assets, or consolidate or merge it with any person, or make any other material change in its business or corporate structure or management are fair and reasonable to policyholders of the domestic stock insurance corporation or in the public interest.
- (f) The competence and integrity of the persons who would control the operation of the domestic stock insurance corporation or its parent insurance holding corporation are such that it would be in the interest of the policyholders of the corporation and of the public to permit the acquisition of control.

(4) Whether the Petitioners have complied with the filing requirements of s. Ins 40.02, Wis. Adm. Code.

Dated at Madison, Wisconsin, this 16th day of November, 2006.



Roger A. Peterson, Director
Bureau of Financial Analysis & Examinations