



State of Wisconsin / OFFICE OF THE COMMISSIONER OF INSURANCE

Tony Evers, Governor  
Mark V. Afable, Commissioner

Wisconsin.gov

February 8, 2019

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Madison, Wisconsin 53707-7873  
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CERTIFIED MAIL - RETURN RECEIPT REQUESTED

Ms. Noreen J. Parrett  
Parrett & O'Connell, LLP  
10 East Doty Street, Suite 615  
Madison, Wisconsin 53703

Re: Case No. 19-C42958 – In the Matter of the Acquisition of Control of National Insurance Company of Wisconsin, Inc. by Wilmington Holdings Corporation and Merger of Wilmington Insurance Company with and into National Insurance Company of Wisconsin, Inc. by Wilmington Holdings Corporation and Wilmington Insurance Company

Dear Ms. Parrett:

Enclosed is a copy of the Final Decision in the above-referenced matter.

Any appeal to circuit court for review of this Final Decision must be served on the Commissioner of Insurance, 125 South Webster Street, Madison, Wisconsin 53703.

Sincerely,

Steven J. Junior, Deputy Director  
Bureau of Financial Analysis and Examinations

Enclosure

cc: David N. Gearhart (via e-mail only)  
Jed A. Roher (via e-mail only)  
David M. Norton (via e-mail only)  
Kathryn Westfall (via e-mail only)

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In the Matter of Acquisition of Control of National Insurance  
Company of Wisconsin, Inc. by Wilmington Holdings Corporation  
and Merger of Wilmington Insurance Company with and into  
National Insurance Company of Wisconsin, Inc. by Wilmington  
Holdings Corporation and Wilmington Insurance Company,

FINAL DECISION

Case No. 19-C42958

Petitioners.  
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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 Petitioner with an opportunity for submitting written objections.

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

(14) The Petitioners' request for approval of the Plan for Acquisition of Control and Merger is approved, subject to the following conditions subsequent:

- a. The payment by National Insurance Company of Wisconsin, Inc. of an extraordinary dividend in the amount of \$5,500,000 to National Services, Inc. immediately prior to the consummation of the Plan for Acquisition of Control and Merger is hereby approved. National Insurance Company of Wisconsin, Inc. shall provide the OCI with written notice of the amount and payment date of this extraordinary dividend within three (3) business days of the actual payment. Should the Plan for Acquisition of Control and Merger not be consummated, the entire amount of this dividend must be repaid to National Insurance Company of Wisconsin, Inc. within three (3) business days following termination of the Plan for Acquisition of Control and Merger.
- b. Amended and Restated Articles of Incorporation and Amended and Restated Bylaws, which change the name of National Insurance Company of Wisconsin, Inc. to Wilmington Insurance Company, shall be filed within ten (10) calendar days of the consummation of the Plan for Acquisition of Control and Merger.
- c. The redomestication of National Insurance Company of Wisconsin, Inc., renamed Wilmington Insurance Company, from Wisconsin to Delaware is hereby approved. The redomestication shall be recorded in Wisconsin as of the effective date in Delaware upon (i) receipt of a copy of the Delaware Department of Insurance's approval of the redomestication certified by the corporation's Secretary or Assistant Secretary; (ii) receipt of amended and restated articles of incorporation, reflecting the

redomestication as recorded by Delaware, certified by the corporation's Secretary or Assistant Secretary; and (iii) receipt of amended and restated bylaws, reflecting the redomestication as recorded by Delaware, certified by the corporation's Secretary or Assistant Secretary.

- d. Upon the recording of the redomestication of National Insurance Company of Wisconsin, Inc., renamed Wilmington Insurance Company, to Delaware, the OCI shall issue a nondomestic certificate of authority, as of the effective date of the redomestication in Delaware, which includes all the lines of authority that the corporation has upon the effective date of this order.

#### 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.

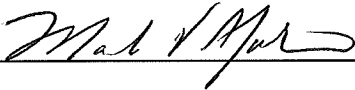
Any person aggrieved by this Final Decision has a right to petition for judicial review of this Final Decision as provided in s. 227.53, Wis. Stat. The petition must be filed in circuit court within 30 days after service of this Final Decision if there has been no petition for rehearing, or within 30 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 8<sup>TH</sup> day of February, 2019.



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Mark V. Afable  
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. . . .