



State of Wisconsin / OFFICE OF THE COMMISSIONER OF INSURANCE

Scott Walker, Governor
Theodore K. Nickel, Commissioner

Wisconsin.gov

November 22, 2017

125 South Webster Street • P.O. Box 7873
Madison, Wisconsin 53707-7873
Phone: (608) 266-3585 • Fax: (608) 266-9935
E-Mail: oclinformation@wisconsin.gov
Web Address: ocl.wi.gov

CERTIFIED MAIL - RETURN RECEIPT REQUESTED

Mr. Thomas R. Hrdlick
Foley & Lardner LLP
777 East Wisconsin Avenue
Milwaukee, Wisconsin 53202

Re: Case No. 17-C42186

Dear Mr. Hrdlick:

Enclosed is a Notice of Hearing in the matter of the acquisition of control of The Omaha Indemnity Company. If you have any questions about the Notice of Hearing, please call me at (608) 267-4388.

Sincerely,

Steven J. Junior
Insurance Examiner Supervisor
Bureau of Financial Analysis and Examinations

Enclosure

cc: Patrick P. Fee (via e-mail only)
Mark R. Boetel (via e-mail only)

OFFICE OF THE COMMISSIONER OF INSURANCE (OCI)

STATE OF WISCONSIN

In the matter of the acquisition of control of
The Omaha Indemnity Company,
by Hannover Finance, Inc.,

NOTICE OF HEARING

Case No. 17-C42186

Petitioner.

*** PREHEARING CONFERENCE
IS SCHEDULED

DATE: December 11, 2017, at 9:00 a.m.

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

*** HEARING IS SCHEDULED

DATE: December 11, 2017, at 9:15 a.m.

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 Amy J. Malm, 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.

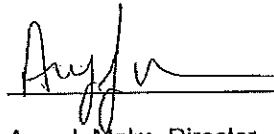
The issues to be considered are as follows:

- (1) The plan for the acquisition of control of The Omaha Indemnity Company by the Petitioner.
- (2) The names, addresses, and interrelationships of all affiliates and principals of Petitioner at the time of the filing and after the request is granted if the plan is approved.
- (3) Whether or not, under s. 611.72, Wis. Stat.:
 - (a) The plan would violate the law or be contrary to the interests of the insureds of The Omaha Indemnity Company, a participating domestic corporation, or of the Wisconsin insureds of any participating nondomestic corporation.
 - (b) After the acquisition of control, the domestic stock insurance corporation or any domestic stock insurance corporation controlled by the insurance holding corporation 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 financial condition of any acquiring party is likely to jeopardize the financial stability of the domestic stock insurance corporation or its parent insurance holding corporation, 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 merger or acquisition of control.

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

Dated at Madison, Wisconsin, this 22nd day of November.



Amy J. Malm, Director
Bureau of Financial Analysis and Examinations

AJM:SJJ