

In the Matter of the Acquisition of Control  
of Pacific Indemnity Company

FINAL DECISION

by ACE Limited, ACE Group Holdings, Inc.,  
and ACE INA Holdings Inc.

Case No. 15-C40897

Petitioners.

Theodore K. Nickel, Hearing Examiner, Presiding

APPEARANCES

For the Office of the Commissioner  
Commissioner of Insurance:

Present in person

Kristin Forsberg, Company Licensing Specialist  
Richard Wicka, Legal Supervisor  
Rebecca Easland, Director, Financial Exams Bureau  
Elena Vetrina, Supervisor, Financial Exams Bureau  
125 South Webster Street  
Madison, Wisconsin 53703

For the Petitioners:

Present in person

Ilana Hessing\* (General Counsel for Compliance, Office of  
General Counsel NA)  
ACE Group  
436 Walnut Street, WA 04J  
Philadelphia, PA 19106

William J. Toman (External Legal Counsel)  
Quarles & Brady LLP  
33 East Main Street, Suite 900  
Madison WI 53703

Robert M. Fettman\*\* (External Legal Counsel)  
Sullivan & Cromwell LLP  
125 Broad Street  
New York, NY 10004-2498

Present by telephone

John Buckley (Senior Vice President, Finance)  
ACE Group  
436 Walnut Street, WA06K  
Philadelphia, PA 19106

Marion Leydier\*\* (External Legal Counsel)  
Robert B. Fischbeck\*\* (External Legal Counsel)  
Sullivan & Cromwell LLP  
125 Broad Street  
New York, NY 10004-2498

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For the Wisconsin  
Insurer and the Seller:

Present in person

Kathleen R. Castano\* (Vice President and Associate  
Counsel)  
Chubb & Son  
15 Mountain View Road  
Warren, NJ 07059

Marshall P. Shaffer\*\* (External Legal Counsel)  
Matthew I. Danzig\*\* (External Legal Counsel)  
Wachtell, Lipton, Rosen & Katz  
51 West 52nd Street  
New York, New York 10019

Present by telephone

Nicholas Demmo\*\* (External Legal Counsel)  
Wachtell, Lipton, Rosen & Katz  
51 West 52nd Street  
New York, New York 10019

- \* Ms. Hessing and Ms. Castano are appearing at the hearing as officers of their respective companies, and not as legal counsel representing them in the hearing.
- \*\* These External Legal Counsel are appearing at the hearing with their clients, but are not representing them in the hearing.

PRELIMINARY

Pursuant to a Notice of Hearing dated October 7, 2015, a hearing was held at 3:05 p.m. on October 27, 2015, to determine whether the Petitioners' application for approval of the plan for acquisition of control should be granted. Based on the record, the Hearing Examiner makes the following:

FINDINGS OF FACT

(1) ACE Limited, located in Zurich, Switzerland, ACE Group Holdings, Inc., located in New York, New York, and ACE INA Holdings Inc., located in Philadelphia, Pennsylvania, (the "Petitioners"), are stock holding corporations.

(2) Pacific Indemnity Company, located at 15 Mountain View Road, Warren, New Jersey, is a Wisconsin domestic stock insurance company.

(3) The Petitioners filed with the Office of the Commissioner of Insurance ("Commissioner") an application for approval of the acquisition of control of Pacific Indemnity Company (the "Plan").

(4) The Petitioners were served with a Notice of Hearing.

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

(6) The plan will not violate the law or be contrary to the interest of the insureds of Pacific Indemnity Company or of the Wisconsin insureds of any participating nondomestic corporation.

(7) After the acquisition of control, Pacific Indemnity Company 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.

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

(9) The financial condition of the Petitioners is not likely to jeopardize the financial stability of Pacific Indemnity Company or to prejudice the interests of its Wisconsin policyholders.

(10) There are no plans or proposals to make significant changes to senior management or the employees of Pacific Indemnity Company, or to request an extraordinary dividend, to liquidate, to sell its assets, or to consolidate or merge with any person, or to materially change the current operations. The Petitioners' plans, after acquiring the voting shares, as described by the Petitioners, are fair and reasonable to the policyholders of Pacific Indemnity Company and in the public interest.

(11) The competence and integrity of the persons who will control the operation of Pacific Indemnity Company are such that it will be in the interest of the policyholders and the public to permit the acquisition of control.

CONCLUSION OF LAW

(12) The 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.

FINAL DECISION

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

(13) The Petitioners' request for approval of the plan for acquisition of control is approved. It is further ordered that the following notice is served on you as part of the Final Decision:

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)

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

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A copy of the relevant statutory provisions is attached.

Dated at Madison, Wisconsin, this 28<sup>th</sup> day of October, 2015.

A handwritten signature in black ink, appearing to read 'TK Nickel', is written over a horizontal line.

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. . . .