

OFFICE OF THE COMMISSIONER OF INSURANCE (OCI)

STATE OF WISCONSIN

In the Matter of the Acquisition of Control
of Time Insurance Company
by Haven Holdings Inc. and
Haven Insurance Company II,

FINAL DECISION
AND ORDER

Case No. 18-C42803

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 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 a plan for acquisition of control is approved, subject to the following conditions subsequent:

- a. Haven Insurance Company II shall merge with Time Insurance Company in order to facilitate the redomestication of Time Insurance Company from Wisconsin to Puerto Rico.
- b. The Petitioners agree that the books of business reinsured by each of John Hancock Life Insurance Company, Hartford Life and Annuity Insurance Company, and Integon Insurance Company shall be placed in separate protected cells as soon as possible upon the acquisition of control and that the post-acquisition Time Insurance Company, then to be known as Time Insurance Company II, and shall achieve and maintain a 300% risk-based capital under National Association of Insurance Commissioners' guidance in the preparation of such calculation.
- c. The Extraordinary Dividend Report to Levi A. Olson, OCI, from William J. Toman, Quarles & Brady LLP, dated September 28, 2018, is hereby approved.
- d. The Assignment and Assumption Agreement between Time Insurance Company and Interfinancial Inc. as filed under cover of a letter to Levi A. Olson, OCI, from William J. Toman, Quarles & Brady LLP, dated September 28, 2018, is hereby approved.

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:

TIME INSURANCE CO

18-C42803 Closed: Oct 18, 2018

Ex: Mancusi-Ungaro, Michael

Atty: Wicka, Richard

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:

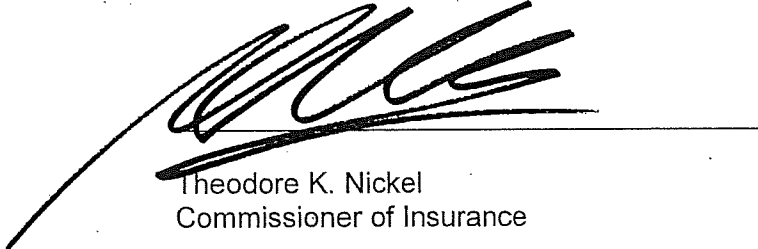
Commissioner of Insurance, Respondent
Office of the Commissioner of Insurance
P. O. Box 7873
Madison, Wisconsin 53707-7873
A copy of the relevant statutory provisions is attached.

Dated at Madison, Wisconsin, this

17th

day of

October 2018


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. (l)

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 Time Insurance Company
by Haven Holdings Inc, and
Haven Insurance Company II,

PROPOSED DECISION

Case No. 18-C42803

Petitioners.

Amy J. Malm, Hearing Examiner, Presiding

APPEARANCES

For the Office of the

Commissioner of Insurance: Michael Mancusi-Ungaro
Steven J. Junior
Zach Bemis
Levi A. Olson
125 South Webster Street
Madison, Wisconsin 53703

For the Petitioners:

Thomas R. Hrdlick
Foley & Lardner LLP
777 East Wisconsin Avenue
Milwaukee, Wisconsin 53202-5306

Max Holmes
Chairman and Chief Executive Officer
Haven Holdings Inc.
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Suite 416 – Hato Rey
San Juan, Puerto Rico 00918

Jill Allison Opell
Jonathan Goeringer
Foley & Lardner LLP
90 Park Avenue
New York, NY 10016-1314

For the Seller:

William J. Toman
Quarles & Brady LLP
33 East Main Street, Suite 900
Madison WI 53703

PRELIMINARY

Pursuant to a Notice of Hearing dated October 5, 2018, a hearing was held at 10:05 a.m. on October 15, 2018, 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:

PROPOSED FINDINGS OF FACT

(1) Time Insurance Company is a Wisconsin domestic insurance corporation.

(2) Haven Holdings Inc. and Haven Insurance Company II (together, the "Petitioners") are both Puerto Rico corporations.

(3) The Petitioners filed with the Office of the Commissioner of Insurance (the "Commissioner") an application for approval of their acquisition of control of Time Insurance 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 Time Insurance Company or Haven Insurance Company II.

(7) After the acquisition of control, both Time Insurance Company and Haven Insurance Company II will be able to satisfy the requirements for the issuance of a license to write the lines of insurance for which they are 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, Haven Holdings Inc. and Haven Insurance Company II, are not likely to jeopardize the financial stability of Time Insurance Company or to prejudice the interests of their respective Wisconsin policyholders.

(10) There are no plans or proposals to liquidate the domestic stock insurance corporation, Time Insurance Company, or sell its assets, or to consolidate or merge it with any person or make any other material change in its business or corporate structure or management other than the proposed acquisition of control, merger of Haven Insurance Company II with and into Time Insurance Company to effectuate the redomestication to Puerto Rico, and change the business plan, among other matters, as described in the plan.

(11) The competence and integrity of the persons who will control the operation of the domestic stock insurance corporation, Time Insurance Company, 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

(12) 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

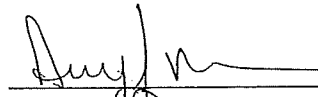
NOW, THEREFORE, based upon the findings of fact and conclusion of law, I hereby recommend that:

(13) The Petitioners' request for approval of the plan for acquisition of control should be approved, subject to the following conditions subsequent:

- a. Haven Insurance Company II shall merge with Time Insurance Company in order to facilitate the redomestication of Time Insurance Company from Wisconsin to Puerto Rico.

- b. The Petitioners agree that the books of business reinsured by each of John Hancock Life Insurance Company, Hartford Life and Annuity Insurance Company, and Integon Insurance Company shall be placed in separate protected cells as soon as possible upon the acquisition of control and that the post-acquisition Time Insurance Company, then to be known as Time Insurance Company II, and shall achieve and maintain at least a 300% risk-based capital under National Association of Insurance Commissioners' guidance in the preparation of such calculation.
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- d. The Assignment and Assumption Agreement between Time Insurance Company and Interfinancial Inc. as filed under cover of a letter to Levi A. Olson, OCI, from William J. Toman, Quarles & Brady LLP, dated September 28, 2018, is hereby approved.

Dated at Madison, Wisconsin, this 16th day of October 2018.



Amy J. Malm
Hearing Examiner