

In the Matter of the Acquisition of Control
of United National Specialty Insurance Company

FINAL DECISION

by State National Companies, Inc.,
and State National Insurance Company, Inc.

Case No. 16-C41318

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 Petitioners 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 the acquisition of control is approved. It is further ordered that:

- a) The Orders discussed in paragraphs 3(a) and 3(b) of the Proposed Findings of Facts shall be rescinded immediately upon the company's redomestication to the State of Texas.
- b) United National Specialty Insurance Company's redomestication to the State of Texas shall be effectuated no later than 30 days from the date of this 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)

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.

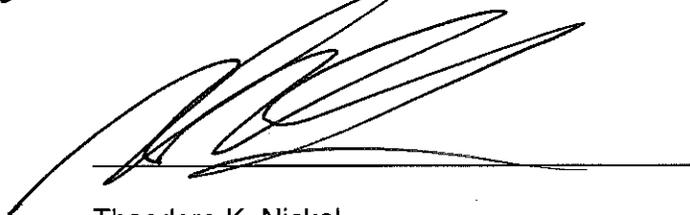
Any person aggrieved by this Final Decision has a right to petition for judicial review of this Final Decision as provided in s. 227.53, Wis. Stat. The petition must be filed in circuit court within 30 days after service of this Final Decision if there has been no petition for rehearing, or within 30 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 26th day of September, 2016.



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. .

In the Matter of the Acquisition of Control
of United National Specialty Insurance Company

PROPOSED DECISION

by State National Companies, Inc.,
and State National Insurance Company, Inc.

Case No. 16-C41318

Petitioners.

Rebecca L. Easland, Hearing Examiner, Presiding

APPEARANCES

For the Office of the
Commissioner of Insurance:

Present in person

Kristin Forsberg, Advanced Examiner
Steve Junior, Insurance Financial Exams Supervisor
125 South Webster Street
Madison, Wisconsin 53703

For the Petitioners:

Present in person

Kevin Fitzgerald, Attorney
Morgan Tilleman, Attorney
Foley & Lardner LLP
777 East Wisconsin Avenue
Milwaukee, WI 53202-5306

Present by phone

David Cleff, General Counsel
Elise Clarke, Senior Corporate Counsel
State National Companies, Inc.
1900 L. Don Dodson Drive
Bedford, TX 76021

For the Domestic Insurer:

Present by Phone

Tom McGeehan, CFO
Global Indemnity PLC
3 Bala Plz, Suite 300E
Bala Cynwyd, PA 19004-3406

PRELIMINARY

Pursuant to a Notice of Hearing dated August 23, 2016, a hearing was held at 1:05 p.m. on September 22, 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:

PROPOSED FINDINGS OF FACT

(1) State National Companies, Inc., and State National Insurance Company, Inc., located at 1900 L. Don Dodson Drive, Bedford, Texas, 76021 (the "Petitioners"), are a stock holding corporation and a stock insurance company, respectively.

(2) United National Specialty Insurance Company, located at 3 Bala Plz, Suite 300E, Bala Cynwyd, PA, 19004-3406, is a Wisconsin domestic stock insurance company.

(3) United National Specialty is subject to the following orders issued by the Wisconsin Office of the Commissioner of Insurance:

- a) Case No. 03-C28419
- b) Case No. 04-C29004

(4) The Petitioners filed with the Office of the Commissioner of Insurance (Commissioner) an application for approval of the acquisition of control of United National Specialty 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 United National Specialty Insurance Company or of the Wisconsin insureds of any participating nondomestic corporation.

(7) After the acquisition of control, United National Specialty Insurance 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 United National Specialty Insurance 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 United National Specialty Insurance 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 United National Specialty Insurance Company, and in the public interest, except for the following:

- a) After acquiring control of United National Specialty Insurance Company, the Applicants intend to redomesticate United National Specialty Insurance Company to the State of Texas.

(11) The competence and integrity of the persons who will control the operation of United National Specialty 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.

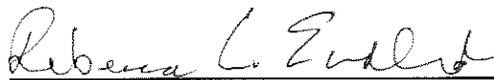
PROPOSED ORDER

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. It should be further ordered that:

- a) The Orders discussed in paragraphs 3(a) and 3(b) of the Proposed Findings of Fact shall be rescinded immediately upon the company's redomestication to the State of Texas.
- b) The proposed redomestication to the State of Texas, discussed in paragraph 10(a), shall be effectuated no later than 30 days from the date of Final Decision in this case.

Dated at Madison, Wisconsin, this 22nd day of September, 2015.



Rebecca L. Easland
Hearing Examiner