

In the Matter of the Acquisition of Control
of Esurance Insurance Company
and Esurance Insurance Company of New Jersey
by The Allstate Corporation
and Allstate Insurance Holdings, LLC

NOTICE OF HEARING

Case No. 11-C33963

Petitioners.

*** PREHEARING CONFERENCE DATE: September 26, 2011, at 1:00 p.m. (C.D.S.T.)
IS SCHEDULED

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

*** HEARING IS SCHEDULED DATE: September 26, 2011, at 1:05 p.m. (C.D.S.T.)

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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 Regina M. Frank, 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 Esurance Insurance Company and Esurance Insurance Company of New Jersey by The Allstate Corporation and Allstate Insurance Holdings, LLC (the "plan").

(2) The names, addresses, and interrelationships of all affiliates and principals of the Petitioners 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.:

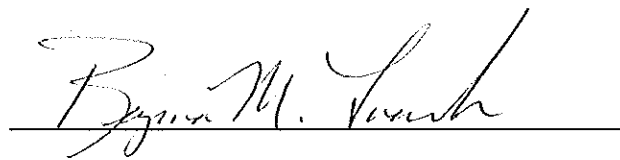
- (a) The plan would violate the law or be contrary to the interests of the insureds of Esurance Insurance Company and Esurance Insurance Company of New Jersey, participating domestic corporations, or of the Wisconsin insureds of any participating nondomestic corporation.
- (b) After the acquisition of control, Esurance Insurance Company and Esurance Insurance Company of New Jersey 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 merger is likely to jeopardize the financial stability of Esurance Insurance Company and Esurance Insurance Company of New Jersey 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 acquisition of control.

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

Dated at Madison, Wisconsin, this September 15, 2011

A handwritten signature in cursive script, appearing to read "Regina M. Frank", is written over a solid horizontal line.

Regina M. Frank, Administrator
Division of Regulation and Enforcement