

In the Matter of the Acquisition of State Auto
Insurance Company of Wisconsin by Liberty
Mutual Holding Company Inc., LMHC
Massachusetts Holding Inc., and Liberty
Mutual Group Inc.

NOTICE OF HEARING

Petitioner.

Case No. 21-C44135

*** HEARING IS SCHEDULED

DATE: November 23, 2021, at 9:00 a.m. (CDST)

PLACE: A Teleconference of the Office of the Commissioner
of Insurance
Call-in Number: 1-608-571-2209
Passcode: 506 326 58#

PLEASE READ THIS NOTICE 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 State Auto Insurance Company of Wisconsin by Liberty Mutual Holding Company Inc., LMHC Massachusetts Holding Inc., and Liberty Mutual Group Inc.

(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.:

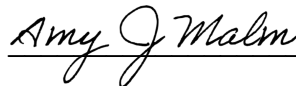
- (a) The plan would violate the law or be contrary to the interests of the insureds of State Auto Insurance Company of Wisconsin, a participating domestic corporation, or of the Wisconsin insureds of any participating nondomestic corporation.
- (b) After the acquisition of control, the domestic insurance 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.

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- (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 4th day of November 2021.



Amy J. Malm
Hearing Examiner