

BEFORE THE INSURANCE COMMISSIONER AND THE ATTORNEY GENERAL OF
THE STATE OF IOWA

In re the application of FARMLAND MUTUAL) FINDINGS OF FACT,
INSURANCE COMPANY for approval of a) CONCLUSIONS OF LAW,
Plan of Merger with NATIONWIDE MUTUAL) AND ORDER
INSURANCE COMPANY) (Iowa Code chapter 521)

Now therefore, the Commissioner of Insurance and the Iowa Attorney General (collectively the "Commission"), being fully advised in the premises, issue the following findings of fact, conclusions of law and order:

I. INTRODUCTION

Pursuant to Iowa Code sections 521.5 and 521.8 (2017), on October 25, 2018, the undersigned Commission heard an application for approval of a Plan of Merger between FARMLAND MUTUAL INSURANCE COMPANY ("Farmland Mutual"), an Iowa domiciled mutual insurance company organized under Iowa Code chapter 515, and NATIONWIDE MUTUAL INSURANCE COMPANY ("Nationwide Mutual"), an Ohio domiciled mutual insurance company organized under the laws of the State of Ohio.

The Commission reviewed the Plan of Merger to be effective January 1, 2019 or the date the Commission approves the Plan of Merger. If the Plan of Merger is approved, Farmland Mutual will merge with and into Nationwide Mutual. Upon completion of the merger, Nationwide Mutual will be the surviving corporation and Farmland Mutual will cease to exist.

The Commission notes that Farmland Mutual is an affiliate of Nationwide Mutual and that Farmland Mutual and Nationwide Mutual are licensed and in good standing with the Iowa Insurance Division ("Division"), and have current financial statements on file with the Division.

II. JURISDICTION

The Commission has jurisdiction over this proceeding under Iowa Code sections 521.2, 521.3, 521.4, 521.5, and 521.8 (2017).

III. FINDINGS OF FACT

Iowa Code section 521.8 (2017) permits the Commission to approve the proposed Plan of Merger if it is satisfied that the interests of the affected policyholders are properly protected and no reasonable objection to the Plan of Merger exists.

The Plan of Merger provides that Farmland Mutual will merge with and into Nationwide Mutual on January 1, 2019 or upon receipt of the applicable regulatory approvals. The merged entity will continue to do business as Nationwide Mutual. All policies issued by Farmland Mutual which are outstanding on the effective date of the Plan of Merger will be assumed by Nationwide Mutual. Nationwide Mutual will, post-merger, possess the combined assets, liabilities and obligations held by Farmland Mutual and Nationwide Mutual prior to merger. Upon completion of the Plan of Merger, Nationwide Mutual will be the surviving corporation and Farmland Mutual will be merged into it, thereby ceasing to exist.

Under this record, the commission finds that the interests of Farmland Mutual and Nationwide Mutual's policyholders are properly protected under the Plan of Merger. The Commission further finds that no reasonable objection for approval of the Plan of Merger exists.

IV. CONCLUSIONS OF LAW

The legislature has vested discretion in the Commission not only to make factual findings, but also to interpret and apply the law. Iowa Code sections 521.3 and 521.8 permit the Commission to approve a Plan of Merger if it determines that the applicant demonstrates the two criteria listed within section 521.8 to the satisfaction of the Commission.

The Commission concludes, upon substantial evidence, that the Plan of Merger between Farmland Mutual and Nationwide Mutual meets the two requirements of Iowa Code section 521.8, and should be approved.

ORDER

IT IS THEREFORE ORDERED that:

Farmland Mutual's application for approval of its Plan of Merger with Nationwide Mutual is **APPROVED**.

This Order shall be considered final agency action for the purposes of Iowa Code chapter 17A (2017). Any action challenging this Order shall comply with the requirements of Iowa Code chapter 17A.

Any application for rehearing shall comply with the requirements of Iowa Code chapter 17A.

Dated this 25th day of October, 2018.

DOUG OMMEN
Iowa Insurance Commissioner

THOMAS J. MILLER
Iowa Attorney General

/s/

/s/

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Deputy Commissioner of Supervision

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