

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

In re the application of LE MARS)	FINDINGS OF FACT,
INSURANCE COMPANY for approval)	CONCLUSIONS OF LAW,
of a Plan of Merger with ATLANTIC)	AND ORDER
STATES 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 (2019), on October 9, 2019, the undersigned Commission heard an application for approval of a Plan of Merger between LE MARS INSURANCE COMPANY ("Le Mars"), an Iowa domestic insurance company organized under Iowa Code chapter 515 and ATLANTIC STATES INSURANCE COMPANY ("Atlantic States"), a Pennsylvania foreign insurance company.

The Commission reviewed the Plan of Merger to be effective December 1, 2019 or the date the Commission approves the Plan of Merger. If the Plan of Merger is approved, Le Mars will merge with and into Atlantic States. Upon completion of the merger, Atlantic States will be the surviving corporation and Le Mars will cease to exist.

The Commission notes that Le Mars is licensed and in good standing with the Iowa Insurance Division ("Division"), and has 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 (2019).

III. FINDINGS OF FACT

Iowa Code section 521.8 (2019) 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 Le Mars will merge with and into Atlantic States on December 1, 2019 or upon receipt of the applicable regulatory approvals. The merged entity will continue to do business as Atlantic States. All policies issued by Le Mars which are outstanding on the effective date of the Plan of Merger will be assumed by Atlantic States. Atlantic States will, post-merger, possess the combined assets, liabilities and obligations held by Le Mars and Atlantic States prior to merger. Upon completion of the Plan of Merger, Atlantic States will be the surviving corporation and Le Mars will be merged into it, thereby ceasing to exist.

Under this record, the commission finds that the interests of Le Mars and Atlantic States' 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 Le Mars and Atlantic States meets the two requirements of Iowa Code section 521.8, and should be approved.

ORDER

IT IS THEREFORE ORDERED that:

Le Mars' application for approval of its Plan of Merger with Atlantic States is **APPROVED**.

This Order shall be considered final agency action for the purposes of Iowa Code chapter 17A (2019). 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 14th day of October, 2019.

DOUG OMMEN
Iowa Insurance Commissioner

THOMAS J. MILLER
Iowa Attorney General

/s/

/s/

By: JAMES N. ARMSTRONG
Deputy Commissioner of Supervision

By: JORDAN ESBROOK
Assistant Attorney General

Copy to:

Jeffrey D. Miller
EVP and Chief Financial Officer
Donegal Insurance Group
1195 River Road
P.O. Box 302
Marietta, PA 17547-0302

Robert Koppin
LOCAL