

MIKE KREIDLER
STATE INSURANCE COMMISSIONER

STATE OF WASHINGTON

Phone: (360) 725-7000
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OFFICE OF
INSURANCE COMMISSIONER

FILED

2007 MAY -3 A 11: 09

May 3, 2007

Hearings Unit, DIC
Patricia D. Petersen
Chief Hearing Officer

Ms. Patricia Petersen, Chief Hearing Officer
Hearings Unit, Office of Insurance Commissioner
Insurance 5000 Building
P.O. Box 40255
Olympia, Washington 98504-0255

Re: QBE Holdings, Inc. and QBE Insurance Group Limited ("QBE") Acquisition of
Unigard Insurance Company, Unigard Indemnity Company, and Unigard Pacific
Insurance Company (subsidiaries of Winterthur US Holdings, Inc.)
Case No. L07-8

Dear Judge Petersen:

Pursuant to RCW 48.31.010, QBE has filed a Form A requesting approval of its acquisition of Unigard Insurance company, Unigard Indemnity Company, and Unigard Pacific Insurance Company (subsidiaries of Winterthur US Holdings, Inc.). You have been provided with the relevant documents related to the proposed change of control, along with the Company Supervision Division's statement that the filing is complete. Therefore, we respectfully request that a Hearing be scheduled in this matter.

Please contact me if you have any additional questions or comments. Thank you.

Sincerely,

A handwritten signature in black ink that reads "Andrea L. Philhower".

Andrea L. Philhower
Staff Attorney
Legal Affairs Division

cc: Ron Pastuch
Anne B. Smith, as Counsel for Unigard

FILED

OFFICE OF INSURANCE COMMISSIONER

MAY 4 - 2007

Hearings Unit, OIC
Patricia D. Petersen
Chief Hearing Officer

May 2, 2007

TO: Patricia Petersen, Chief Hearings Officer
FROM: Ronald Pastuch, Holding Company Manager 

SUBJECT: Form A – QBE Holdings, Inc. and QBE Insurance Group Limited ("QBE") Acquisition of Unigard Insurance Company, Unigard Indemnity Company, and Unigard Pacific Insurance Company (subsidiaries of Winterthur U.S. Holdings, Inc.)

Attached please find the Form A Statement Regarding the Acquisition of a Domestic Insurer and associated supplementary information. The Form A filing relates to the acquisition of control by QBE of Winterthur U.S Holdings, Inc. and its affiliates.

These affiliates include Unigard Insurance Company, Unigard Indemnity Company and Unigard Pacific Insurance Company, all of Bellevue, WA. Winterthur U.S. Holdings, Inc. is ultimately-owned by AXA, a French holding corporation.

The Company Supervision Division is satisfied that the filing is complete, and requests that a hearing be scheduled in this matter.

If you have any questions, please call me at 360-725-7211 or Andrea Philhower at 360-725-7063.

Enclosures

Cc: Andrea Philhower, Staff Attorney (w/o encl.)

RP/r

Nº 740

Certificate of Authority

STATE OF WASHINGTON
INSURANCE COMMISSIONER
OLYMPIA

THIS IS TO CERTIFY, That, pursuant to the Insurance Code of the State of Washington,

UNIGARD INSURANCE COMPANY (eff. 9/14/68)

~~WORTHINGTON SECURITY INSURANCE COMPANY~~

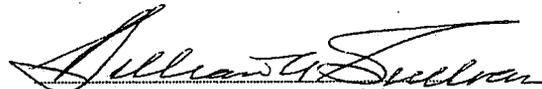
of Bellevue ~~SEATTLE~~, WASHINGTON, organized under the laws of WASHINGTON, having presented satisfactory evidence of compliance, this Certificate of Authority is hereby granted, authorizing the company to transact the following classes of insurance:

- DISABILITY
- PROPERTY
- MARINE AND TRANSPORTATION
- GENERAL CASUALTY
- SURETY
- VEHICLE

subject to all provisions of this Certificate as such classes are now or may hereafter be defined in the Insurance Laws of the State of Washington.

THIS CERTIFICATE is expressly conditioned upon the holder hereof now and hereafter being in full compliance with all, and not in violation of any, of the applicable laws and lawful requirements made under authority of the laws of the State of Washington as long as such laws or requirements are in effect and applicable, and as such laws and requirements now are, or may hereafter be changed or amended.

IN WITNESS WHEREOF, effective as of the 10th day of OCTOBER, 1960, I have hereunto set my hand and caused my official seal to be affixed this 10th day of OCTOBER, 1960.


Insurance Commissioner

10.00
R 53198

By _____
Chief Deputy

Nº 1832

Certificate of Authority

STATE OF WASHINGTON
INSURANCE COMMISSIONER
OLYMPIA

THIS IS TO CERTIFY, That, pursuant to the Insurance Code of the State of Washington,

UNIGARD INDEMNITY COMPANY

of Raleigh, North Carolina Bellevue, Washington, organized under the laws of NORTH CAROLINA WASHINGTON, having presented satisfactory evidence of compliance, this Certificate of Authority is hereby granted, authorizing the company to transact the following classes of insurance:

Property
Marine & Transportation
Vehicle
General Casualty
Surety

subject to all provisions of this Certificate as such classes are now or may hereafter be defined in the Insurance Laws of the State of Washington.

THIS CERTIFICATE is expressly conditioned upon the holder hereof now and hereafter being in full compliance with all, and not in violation of any, of the applicable laws and lawful requirements made under authority of the laws of the State of Washington as long as such laws or requirements are in effect and applicable, and as such laws and requirements now are, or may hereafter be changed or amended.

IN WITNESS WHEREOF, effective as of the 27th day of August, 19 91, I have hereunto set my hand and caused my official seal to be affixed this 5th day of September, 19 91.

Richard G. "Dick" Marquardt

Insurance Commissioner

By

David H. Rodgers

Chief Deputy

AMENDED
No. 211

Certificate of Authority

STATE OF WASHINGTON
INSURANCE COMMISSIONER
OLYMPIA

THIS IS TO CERTIFY, That

UNIGARD PACIFIC INSURANCE COMPANY
Bellevue, Washington

organized under the laws of WASHINGTON presented satisfactory evidence of compliance with the Insurance Code of the State of Washington and is therefore granted this Certificate of Authority, authorizing the company, subject to all provisions of this Certificate, to transact the following classes of insurance:

Disability
Property
Marine & Transportation
Vehicle
General Casualty
Surety

as such classes are now or may hereafter be defined in the Revised Code of Washington.

THIS CERTIFICATE is expressly conditioned upon the holder being and remaining in full compliance with, and not in violation of, all of the applicable laws and lawful requirements made under authority of the laws of the State of Washington.

THIS CERTIFICATE will be automatically revoked upon failure to annually apply for renewal or pay the statutory fee for renewal.

THIS CERTIFICATE IS NOT TRANSFERABLE WITHOUT THE PRIOR WRITTEN CONSENT OF THE COMMISSIONER.

*IN WITNESS WHEREOF, effective as of the 25th day
of March, 1959, I have hereunto set my hand
and caused my official seal to be affixed this 18th day of
December, 2002.*



Mike Kreidler
Insurance Commissioner

By [Signature]
Deputy Insurance Commissioner

Originally licensed as Federated American Insurance Company.