

FILED

2018 FEB -1 A 9:36

**BEFORE THE STATE OF WASHINGTON
OFFICE OF INSURANCE
COMMISSIONER**

HEARINGS UNIT
OFFICE OF
INSURANCE COMMISSIONER

In the Matter of:

The Form A and Form E Applications for the
Proposed Acquisition of Control of:

REtitle Insurance Company,

By

A10 Capital, LLC

Docket No. 17-0369

**A10 Capital, LLC's Petition for
Reconsideration**

Pursuant to the Final Order Approving Acquisition of Control entered herein on January 26, 2018 (the "Final Order"), applicant A10 Capital, LLC ("A10") hereby submits this Petition for Reconsideration (this "Petition").

Pursuant to this Petition, A10 is requesting the following amendments be made to the Conclusions of Law in the Final Order:

- 3.a. Change the deadline to infuse capital from 30 days of the date of the Final Order, to 60 days.
- 3.b. Change the deadline to submit amended articles of incorporation from 30 days of the date of the Final Order, to 60 days.
- 6. Change all deadlines in Conclusion of Law No. 6 so that they begin to run 60 days from the date of the Final Order, or on the day the Transaction¹ closes, whichever is earlier.

¹ Unless defined otherwise in this Petition, terms defined in the Final Order will be used herein without being redefined.

Good cause exists for these requested amendments because the Transaction will not close on the acquisition date, and it is uncertain when or if the Transaction will close.² The reason for the delay is that one of the conditions to close the Transaction (the resolution of the Robbins Claim [as defined in the SPA]), has not been satisfied.³

A10 has submitted a proposed extension agreement to REtitle and the Bayleys, seeking the closing date for the Transaction to be changed to March 23, 2018 (the "Amended Closing Date").⁴ The purpose of the proposed extension is to provide the parties with additional time to resolve the Robbins Claim issue.⁵ A10 anticipates the Robbins Claim issue will be resolved prior to March 23, 2018, but if the parties cannot resolve the issue, the Transaction will not close.⁶

Due to the pending uncertainty caused by the Robbins Claim, it would be impractical, and in many instances impossible, for A10 to comply with the deadlines currently set forth in the Final Order. For example, the Forms A and E cannot be filed by A10 until it acquires ownership of REtitle (prior to that point in time, A10 will not be the "insurer" or a "controlling person" of the "insurer"). *See* WAC 284-18-445 and WAC 284-18-390. Likewise, A10 will not be able to comply with the capital infusion requirement, or the requirement to amend the articles of incorporation until the Transaction closes. *See* Final Order, Conclusions of Law, §§ 3.a. and 3.b.

For these reasons, A10 respectfully requests the Final Order be amended as set forth herein.

² *See* Declaration of Ben Slaughter in Support of Petition for Reconsideration ("Slaughter Dec."), p.1, ¶2.

³ *Id.*, p.1, ¶3.

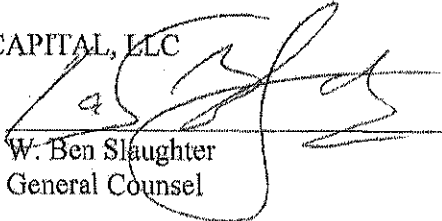
⁴ *Id.*, pp. 1-2, ¶4.

⁵ *Id.*, p. 2, ¶5.

⁶ *Id.*, p. 2, ¶6.

DATED This 1st day of February, 2018.

A10 CAPITAL, LLC



W. Ben Slaughter
General Counsel

CERTIFICATE OF SERVICE

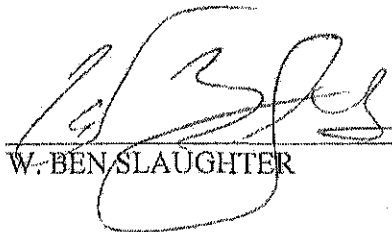
I HEREBY CERTIFY that on this 1st day of February, 2018, a true and correct copy of the above and foregoing document was forwarded addressed as follows in the manner stated below, pursuant to the Case Management Order filed herein:

Via Email to:

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W. BEN SLAUGHTER