

STATE OF NEW JERSEY  
DEPARTMENT OF BANKING AND INSURANCE

IN THE MATTER OF THE REQUEST BY )  
FIREMAN’S FUND INSURANCE )  
COMPANY FOR AN EXEMPTION FROM )  
THE FILING AND PUBLIC HEARING ) ORDER  
REQUIREMENTS OF THE INSURANCE )  
HOLDING COMPANY SYSTEMS ACT, )  
N.J.S.A. 17:27A-1 ET SEQ. )

This matter having been opened by the Commissioner of the Department of Banking and Insurance (“the Commissioner”) pursuant to N.J.S.A. 17:1C-1 et seq., and 17:27A-1 et seq., and all powers expressed or implied therein; and

IT APPEARING that N.J.S.A. 17:27A-2d provides for the Commissioner’s approval of any merger or other acquisition of control of a domestic insurer after holding a public hearing; and

IT FURTHER APPEARING that N.J.S.A. 17:27A-2f(2)(a) provides an exemption to N.J.S.A. 17:27A-2 when an offer, request, invitation, agreement or acquisition is made which the Commissioner by Order shall find as not having been made or entered into for the purpose, and not having the effect, of changing or influencing the control of a domestic insurer; and

IT FURTHER APPEARING that Fireman’s Fund Indemnity Corporation (“FF Indemnity” or “the insurer”), a New Jersey-domiciled stock insurer, is a wholly-owned subsidiary of Fireman’s Fund Insurance Company (“FFIC”), a California-domiciled insurer, which in turn is wholly-owned by Allianz Global Risks US Insurance Company (“AGRUS”), an Illinois-domiciled corporation, which in turn is wholly-owned by Allianz of America, Inc. (“AZOA”), which is ultimately indirectly wholly-owned by Allianz SE (“Allianz”); and

IT FURTHER APPEARING that Allianz also wholly-owns Allianz Global Corporate & Specialty SE (“AGCS”), a corporation domiciled in Germany, which in turn wholly-owns Allianz Risk Consultants B.V. (“ARC”), a private limited liability company organized under Dutch law; and

IT FURTHER APPEARING that, as part of an intrasystem reorganization of its holding company system, AGRUS intends to issue a new class of non-voting, non-convertible preferred shares which, after a series of distributions, ultimately will be held by ARC; and that, in addition, AZOA will transfer 20 percent of ARGUS voting common stock to ARC; and

IT FURTHER APPEARING that following these transactions, AZOA will own 80 percent of ARGUS voting common stock, and ARC will own 20 percent of ARGUS voting common stock plus 100 percent of the ARGUS preferred shares; and

IT FURTHER APPEARING that after the transaction, Allianz will continue to be the ultimate controlling entity of the insurer; and

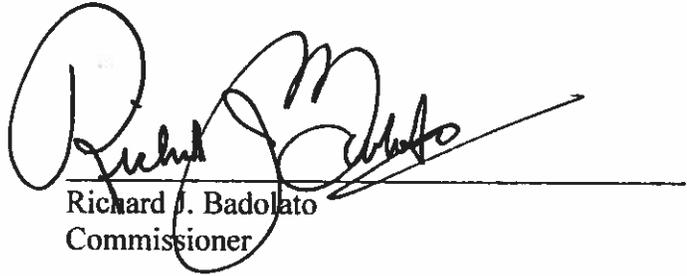
IT FURTHER APPEARING that this transaction is an intrasystem corporate restructuring that is not being made or entered into for the purpose, and will not have the effect, of changing or influencing the control of the insurer; and

IT FURTHER APPEARING that the Department of Banking and Insurance (“Department”) has reviewed the documents submitted in support of this request and, based upon that review, has determined that the parties may be exempted from the filing and public hearing requirements of N.J.S.A. 17:27A-2, upon finding that the provisions of N.J.S.A. 17:27A-2f(2) are applicable to this transaction;

THEREFORE, IT IS on this <sup>27<sup>th</sup></sup> day of December, 2016,

ORDERED that:

Based upon the finding that the proposed transaction involves an intrasystem reorganization that has no effect on the ultimate control or ownership of the insurer, this transaction is hereby exempted from the statutory filing and public hearing requirements of N.J.S.A. 17:27A-1 et seq. in accordance with N.J.S.A. 17:27A-2f(2).



Richard J. Badolato  
Commissioner

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