

**COMMONWEALTH OF MASSACHUSETTS**  
**Office of Consumer Affairs and Business Regulation**  
**DIVISION OF INSURANCE**

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**In the Matter of the Proposed Acquisition of Control of Electric Insurance Company by  
RiverStone International Holdings Limited, RiverStone International Limited, RiverStone  
Holdings Limited, RiverStone International Holdings Inc. and CVC Capital Partners  
Strategic Opportunities II Limited  
Docket No. F2024-01**

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**DECISION AND ORDER**

**I. Introduction**

RiverStone International Holdings Limited, RiverStone International Limited, RiverStone Holdings Limited, RiverStone International Holdings Inc. and CVC Capital Partners Strategic Opportunities II Limited (collectively, “RiverStone” or the “Applicants”) seek approval by the Massachusetts Commissioner of Insurance (“Commissioner”) of the acquisition of control of Electric Insurance Company (“Electric”), a Massachusetts domiciled property and casualty insurance company, pursuant to Massachusetts General Laws Chapter 175, §206B (“§206B”) (the “Proposed Transaction.”).

The Proposed Transaction was initiated by a Stock Purchase Agreement (“Agreement”) dated September 19, 2023, as amended, by and among RiverStone International Holdings, Inc. (“RSHI, Inc.”), a Delaware corporation, and GE Capital US Holdings (“GE Capital”), another Delaware corporation. Pursuant to that Agreement, RSHI, Inc. will acquire from GE Capital all the issued and outstanding shares of capital stock of Electric.

The Applicants’ burden in this proceeding is to present persuasive evidence demonstrating that the proposed change in control of Electric satisfies the statutory standards for approval of such transactions set out in § 206B(d)(1). The initial step in the process is to submit to the Division of Insurance (“Division”) a Form A Statement Regarding Acquisition of Control of Electric (“Form A”). Concurrent with execution of the Agreement, the Division was notified

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of the Proposed Transaction. The Commissioner directed the formation of a Working Group of Division staff (the “Working Group”) to review the proposed acquisition on behalf of Electric policyholders and the insuring public. The Working Group included representatives of the Division’s Financial Surveillance, Financial Examination and Legal Units. The completed Form A was submitted to the Division on May 3, 2024.

Pursuant to §206B(d)(1), the Commissioner must hold a public hearing on the proposed Acquisition at which, pursuant to §206B(d)(2), the companies, “any person to whom notice was sent, and any other person whose interest may be affected . . . have the right to present evidence, examine and cross-examine witnesses, offer oral and written arguments therewith, and . . . conduct discovery proceedings . . .”. The Commissioner appointed Jean F. Farrington, Esq. and Matthew Taylor, Esq., neither of whom participated in the Working Group’s analysis of the Proposed Transaction, to serve as Presiding Officers for the public hearing.

On May 3, 2024, the Working Group deemed the Applicants’ Form A complete and on May 6, 2024, the Commissioner issued a Notice of Hearing (“Notice”) regarding the Proposed Transaction. The Notice was posted on the Division’s website and published on May 8, 2024, in the Boston Globe. The Notice set May 15, 2024, as the date for a public hearing to be held virtually using TEAMS, a digital meeting program. It advised that public documents filed electronically in connection with the proposed acquisition of control were available for inspection upon request to the Division at [doidocket.mailbox@mass.gov](mailto:doidocket.mailbox@mass.gov). In compliance with statutory requirements, the Applicants provided notice to Electric at least seven days in advance of the hearing. By letter dated May 3, 2024, the Applicants waived the twenty days’ notice of the public hearing to which it was entitled under §206B(d)(2).

The Notice also stated that the purpose of the hearing was to afford persons identified in §206B(d)(2) an opportunity to participate in the hearing as prescribed by that section. It required any person seeking to participate to submit a Notice of Intent to Participate on or before May 8, 2024, setting forth the statutory ground for the requested participation, the basis for the person’s interest in the proposed Acquisition and the scope of the requested participation. The Notice also advised that all discovery must be concluded no later than May 10, 2024. No person or entity filed a Notice of Intent to Participate in this proceeding.

The public hearing took place as scheduled on May 15, 2024. Daniel W. Krane, Esq. and Todd C. Schlitz, Esq. of Faegre Drinker Biddle & Reath LLP and David A. Bakst, Esq. of Morrison Mahoney LLP represented the Applicant. Peter Rice, Esq. of DLA Piper and Jonathan Goodman, Esq. represented Electric, and Geoffrey Wood, Esq. represented the Division. Two witnesses, Michael R. Cain and Nicholas Schulson testified on behalf of the parties to the Proposed Transaction, and Mark Noller, a participant in the Working Group, testified on behalf of the Division.

## **II. Summary of Testimony**

### **A. Michael R. Cain**

Mr. Cain testified on behalf of the Applicants in support of the proposed transaction: CVC Capital Partners Strategic Opportunities II Ltd. and the members of the RiverStone Group. He is the Group General Counsel and Secretary of RiverStone International Holdings, Ltd. (“RSIH, Ltd.”), a Jersey corporation that is the ultimate holding company for the RiverStone Group, and the President, Secretary and a Director of RSIH, Inc., a Delaware corporation and wholly-owned subsidiary of RiverStone Holdings Ltd. RSIH, Inc. is the entity that will acquire all the stock of Electric from GE Capital if the Form A is approved. Mr. Cain is a member of the executive management team for the RiverStone Group. He testified that in these positions he has become familiar with each Applicant’s respective business and operations. Mr. Cain noted that of the Applicants, CVC Capital Partners Strategic Opportunities II Limited and RSIH, Ltd. are the ultimate controlling persons.

Mr. Cain characterized the Proposed Transaction as implementation of a September 19, 2023 Agreement, as amended, between RSHI, Inc. and GE Capital under which the former would acquire all the outstanding shares of capital stock of Electric and its subsidiaries. GE Capital now owns all the issued and outstanding shares of Electric, which has two direct, wholly owned subsidiaries, Elm Insurance Company, a Vermont domiciled captive insurance company, and Electric Insurance Agency, LLC, a Massachusetts resident insurance producer. Following regulatory approval from the Commissioner, at closing Electric would become a direct, wholly owned subsidiary of RSIH, Inc.

In addition to approval of the Form A by the Commissioner, the Applicants filed an application with the Vermont Department of Financial Regulation for change of control with respect to Elm Insurance Company and with the Texas Department of Insurance for change of control of Electric Insurance Agency, LLC. The Vermont Department of Financial Regulation has approved the Elm Insurance Company change of control, and the Texas Department of Insurance has non-disapproved the change of control of Electric Insurance Agency, LLC. In connection with Electric's plan to withdraw from the market and runoff of its current book of business, Electric has identified 29 states that require it to submit notices of withdrawal filings and filed a withdrawal plan in each. To date, it has received approvals or other definitive resolutions in 28 states and is waiting only for New York State to issue an approval or other resolution.

Mr. Cain stated that the total consideration for the acquisition will be \$333 million, subject to certain adjustments including an extraordinary dividend that, subject to the approval of the Commissioner, will be paid to GE Capital. The Division approved that dividend on May 6, 2024. The consideration will be funded with cash on hand and by using credit available under the RiverStone Group's existing revolving credit facilities. Electric will not use any of its shares or assets as collateral for existing credit facilities and no obligations of the RiverStone Group's revolving credit facilities will become Electric's obligations. In determining the purchase price, the Applicants performed a customary due diligence investigation reviewing, among other things, Electric's financial statements, operations, and legal documents. The nature and amount of consideration for the Proposed Transaction was determined through arm's length negotiations between unaffiliated parties.

Mr. Cain summarized RSHI, Inc.'s plans for Electric following the closing. He noted that Electric has recently initiated a plan to place its existing book of insurance business into an orderly runoff. The Applicants' plans for Electric include the following: 1) performing a timely, orderly, and economically viable runoff of its insurance business that will meet its obligations to policyholders and creditors; 2) in the future, actively pursuing opportunities to acquire portfolios of legacy and runoff insurance and reinsurance in the United States; and 3) efficiently managing capital and liquidity. Other than as described in the Form A and the acquirer's business plan, the

Applicants neither currently have nor contemplate any plans or proposals to liquidate Electric, sell any of its assets, merge or in any way consolidate Electric with any person or persons, or make any other material change in Electric's business operations, corporate structure, or management. There will be an Intragroup Services Agreement between Electric and RiverStone Management Ltd. for services, some of which will be administrative. That agreement has been filed with the Division and is subject to the Commissioner's non-disapproval or approval.

Mr. Cain further testified that immediately after the Proposed Transaction closes, the individuals listed in Exhibit 5 to the Form A will serve as Electric's directors and executive officers. Biographical affidavits of those individuals have been submitted to or are on file with the Commissioner.

Mr. Cain's testimony addressed each of the statutory standards set out in §206B(d)(1) that must be satisfied if the Commissioner is to approve a merger or acquisition of control initiated under §206B. With respect to the first standard, he stated that after the change of control Electric will remain licensed to write the lines of insurance for which it is currently licensed in Massachusetts. It will have capital and surplus in excess of the minimum required to write those lines and will continue to satisfy all requirements for the issuance of and for holding such licenses.

Considering the second standard, Mr. Cain opined that the Proposed Transaction would have no impact on competition in insurance in the Commonwealth. He stated that Electric does not write material premium in Massachusetts. Further, none of the Applicants, directly or indirectly, writes direct written premium in the state and, for that reason there will be no increase in market share and no lessening of competition in the Massachusetts insurance market. In addition, the proposed acquisition will not tend to create a monopoly in the state. Mr. Cain noted as well that a Hart-Scott-Rodino Premerger Notification Report Form ("HSR filing") was filed with the Federal Trade Commission and Department of Justice on October 24, 2023 and the waiting period for that filing expired on November 27, 2023.

Testifying about the third standard, Mr. Cain stated that the financial condition of the Applicants is such that the Proposed Transaction would not jeopardize the financial stability of Electric or prejudice the interest of its policyholders. He stated that the RiverStone Group is a

global, market leading, non-life runoff insurance group that acquires and manages portfolios that are run off profitably using efficient well-established systems that are consistent with the best interests of policyholders. Past acquisitions have provided it experience with a wide range of classes of business and legacy transactional structures. As a result of that diverse business the Applicants are aware of the risks involved in managing that array of business.

Addressing the fourth standard, Mr. Cain testified that, as shown in the Agreement, the terms of the Proposed Transaction are fair and reasonable to Electric policyholders. He stated that the amount and nature of the consideration to be paid was negotiated through arm's length negotiations between unaffiliated parties. He reiterated that the RiverStone Group runs off portfolios that it acquires using fair, reasonable systems that are consistent with the policyholders' best interests. The Proposed Transaction will be fair to Electric policyholders because their claims and benefits will be promptly and efficiently paid under the terms of their policies and contracts.

The fifth standard requires review of the Applicants' plans or proposals to liquidate the insurer, sell its assets or consolidate, merge it with any person, or to make any other material change in its business or corporate structure or management, to ensure that any such plans are not unfair or unreasonable to their policyholders and are in the public interest. Mr. Cain stated that Applicants have no plans or proposals to liquidate Electric, to sell its assets, or to consolidate or merge it with any person, or to make any material changes to the business operations, or corporate structure. He noted that, prior to finalizing the Proposed Transaction, Electric had initiated a plan to place its business into an orderly runoff. The Applicants' business plan is to run off Electric's business efficiently, fairly and reasonably and to deploy a strategic asset allocation that protects policyholder interests and achieves a sustainable investment return over the long term. Mr. Cain further testified that many members of Electric's management team are continuing their employment with the company. For all these reasons, he stated, the Applicants' plans to place Electric into an orderly runoff are fair and reasonable to Electric policyholders and in the public interest.

Addressing the sixth standard, Mr. Cain stated his opinion that the competence, experience and integrity of those persons who will control the operations of Electric are such that

it would be in the interest of Electric's policyholders and of the public to permit the proposed acquisition of control. In support of that conclusion, he stated that the competence, experience and integrity of the proposed Electric officers, identified in Exhibit 5 to the Form A, includes a blend of Applicants' and Electric's existing directors and officers. These individuals have a broad range of experience managing insurance companies, including those in runoff.

With respect to the seventh standard, Mr. Cain stated that the Proposed Transaction is not likely to be hazardous or prejudicial to the insurance buying public, supporting that conclusion with a summary of factors addressed throughout his presentation. He noted that the Applicants are highly experienced in the orderly and efficient runoff of insurance companies and the fair and reasonable payment of claims to policyholders of acquired companies such as Electric. He reiterated that the Applicants have considerable experience in the insurance and reinsurance industry, have substantial assets and are well capitalized. Based on those facts he concluded that the Proposed Transaction creates no hazard or prejudice to the interests of the insurance buying public.

**B. Nicholas Schulson**

Mr. Schulson, Electric's President and CEO, confirmed that Electric had received the Form A and timely notice of the public hearing. He testified that he was appearing on behalf of Electric and GE Capital, its ultimate parent, to describe the effect of the Proposed Transaction on Electric and to express their support for it. Mr. Schulson stated that he was informed of plans for the potential event and has been involved in the transaction process. He is also on the team planning for the ownership transition from GE Capital to RSIH, Inc. and for integration with the Electric business plan going forward. He noted as well that following the closing of the Proposed Transaction he plans to remain in his current role with the company.

Mr. Schulson stated that Electric was significantly affected by the recent restructuring of its ultimate parent, General Electric Company ("GE") into separate public companies. As of January 1, 2024, Electric no longer insured GE's commercial business. For that reason, because the Proposed Transaction offers future plans for Electric that are strategically prudent and financially sound, it represents an excellent outcome for the company, providing an orderly runoff for its personal lines of insurance and its current policyholders. RiverStone has committed

to ensuring a smooth transition from the business historically written by Electric to new business strategies. Specifically, it is committed to supporting a timely and orderly runoff of Electric's personal lines insurance to meet policyholder interests. In the long term, the transfer of ownership will provide continued financial strength for Electric. That the Applicants plan to retain Electric's current leadership team and six of its seven current directors indicates their commitment to a smooth transition to future business operations. The Applicants also plan to continue employing Electric employees to help support the transition.

Addressing the seven statutory factors that the Commissioner must consider in determining whether to approve a domestic insurer's change of control, Mr. Schulson testified that in his opinion the Proposed Transaction satisfied each of those conditions. He noted that the Applicants are particularly aware that their plans must be fair and reasonable to Electric policyholders.

**C. Mark Noller, CPA**

Mr. Noller, a consultant to the Division, participated in the Working Group and testified on its behalf. He is a principal in the consulting firm Rudmose & Noller Advisors, LLC ("RNA"), a firm that provides financial analysis and consulting services to state regulators and to the National Association of Insurance Commissioners. In that capacity, he has thirty-nine years of experience performing audits, statutory financial examinations, and financial analyses of insurance companies, including insurance company corporate restructurings, mergers and acquisitions, and has testified on behalf of state insurance regulators, including the Division, in support of proposed acquisitions of control of insurers.

As a consultant he participated, with members of the Division's Financial Surveillance, Financial Examination, and Legal Units in a Working Group to review the proposed acquisition of control of Electric by the RiverStone Group. He pointed out that Electric is a Massachusetts domestic insurance company governed by M.G.L. c. 175, and that the Form A is prescribed in §206B of that statute and 211 CMR §§ 7.05 and 7.10.

The Working Group deemed the application for the Proposed Transaction complete on May 3, 2024. Mr. Noller affirmed that the Proposed Transaction began with the September 9, 2023, Agreement between RSIH, Inc. and GE Capital. As part of its review of the Proposed



Transaction, the Working Group reviewed the Form A Application and Exhibits, financial projections, financial statements and other requested documents to evaluate compliance with the seven standards in M.G.L. c. 175, §206B (d)(1). Mr. Noller addressed each of those standards.

With respect to the first standard, he noted that Electric is domiciled in Massachusetts as an insurance company and, based on financial projections and business plans, it is expected, post-transaction, to remain qualified as a Massachusetts licensed insurer.

Addressing the second statutory standard, Mr. Noller pointed out that Electric has a very low market share of personal automobile and homeowners' insurance business. The Applicants do not operate any insurers in the United States and therefore the Proposed Transaction will have no anti-competitive effects in Massachusetts.

To determine compliance with the third statutory standard, the Working Group completed a review of the Applicants' financial position and results and concluded that the financial condition of the Applicants does not jeopardize Electric's financial stability or prejudice the interest of its policyholders.

To address the fourth statutory standard, the Working Group evaluated the Proposed Transaction under which the Applicants will pay \$333 million, subject to certain adjustments, as set forth in the Agreement, including a reduction in the price for the extraordinary dividend approved by the Division on May 6, 2024, for all the issued and outstanding shares of Electric capital stock. The Working Group concluded that the terms of the Agreement are not unfair and unreasonable to the Electric policyholders, because the purchase price was the result of an arm's-length negotiation between two unrelated and sophisticated parties.

For the fifth statutory standard, the Working Group concluded that the Form A includes no plans or proposals to liquidate Electric's assets or to consolidate or merge it with any person, or to make any other material change in its business or corporate structure or management other than as presented to the Division. Mr. Noller noted that Electric has initiated a plan to conduct an orderly runoff of its current business, and submitted a required written notice with detailed withdrawal plans to the Division in October 2023, as well as to various other state insurance regulators. Under that plan, Electric's claims staff will manage the liability insurance runoff to ensure that claimants are treated fairly, in accordance with policy terms and conditions and

applicable law. Its actuarial staff will determine and manage its reserves, with frequent monitoring and oversight provided by senior management and the board of directors. Regulatory and compliance staff will continue to conduct enterprise risk management activities to ensure that all key risks are appropriately managed.

Over the long term, Electric's strategy is to increase its insurance and reinsurance liabilities through the acquisition of legacy insurance portfolios. Electric plans to enter into an agreement with RiverStone Management Ltd. to provide support services including capital management, business planning, brand marketing and communications, investment management and reporting, oversight of third-party investment advisors, due diligence, and any other services which may be required. After the transaction closes Electric plans to file a Form D and the proposed management agreement for review and non-disapproval by the Division. Based on this information, the Working Group concluded that there are no new plans or proposals by the Applicants relative to Electric that would be considered unfair or unreasonable to Electric policyholders and not in the public interest.

In determining whether the Proposed Transaction satisfies the sixth statutory standard, the Working Group, based on the Form A and the biographical affidavits provided for the directors and management that are proposed to control Electric, determined that no concerns exist about the competence, experience and integrity of those persons who would control Electric's operations.

With respect to the seventh statutory standard, Mr. Noller stated that the Working Group did not identify any matters indicating that the acquisition would likely be hazardous or prejudicial to the insurance buying public.

In addition to addressing the statutory requirements, Mr. Noller summarized a series of commitments that the parties to the Proposed Transaction have made to the Division. These include: 1) to maintain Electric's capital and surplus at 350% of the Authorized Control Level Risk Based Capital as reported annually; 2) that Electric will not enter into any proposed transactions with the upstream affiliates of the Controlling Parties, including controlled investment companies, unless Electric has provided confidential notice in writing to the Division at least thirty days before entering into such transaction and the Division has non-disapproved

that proposed transaction; 3) that RSIH, Ltd. and Electric will provide confidential written notice to the Division about any planned acquisition of control of an insurer domiciled in the United States, or of an entity controlling that insurer, by any Controlling Party, any funds managed by such Controlling Party or any of their downstream affiliates, if RSIH Ltd. knows of such plans, with certain exceptions; and 4) to include with Electric's annual Form B Holding Company Filing annual audited financial statements of the Controlling Parties with organization charts showing the companies and the limited partnerships they manage with a list of investments in those limited partnerships. For purposes of his testimony, Mr. Noller defined the "Controlling Parties" to be RSIH Ltd., CVC Capital Partners Strategic Opportunities II Limited, and their affiliates.

Mr. Noller, in conclusion, stated that after an extensive review of the proposed transaction and all related materials, the Working Group had identified no matters that would lead to an adverse determination on any of the standards set forth in §206B relating to the acquisition of Electric by the Controlling Parties.

### **III. Analysis**

The Commissioner must approve the Proposed Transaction to acquire control of Electric, a domestic insurer, unless he or she finds that such approval would result in any of the conditions set forth in subsections (i) through (vii) of §206B(d)(1). Each of those conditions will be addressed in turn.

#### **A. The Proposed Transaction Must Satisfy the Requirements of §206B(d)(1)(i)**

Section 206B(d)(1)(i) requires the insurer, after the change of control, to be able to satisfy the requirements for a license to write the line or lines of insurance that it now holds.

Both Mr. Cain and Mr. Noller affirmatively stated that, after the Proposed Transaction closes, Electric will still qualify to be licensed in Massachusetts to sell the lines of insurance for which it is now licensed. Based on the record, we find that §206B(d)(1) does not present an obstacle to approval of the Proposed Transaction.

#### **B. The Proposed Transaction Satisfies the Requirements of §206B(d)(1)(ii)**

Section 206B(d)(1)(ii) requires that the Proposed Transaction not have the effect of substantially lessening insurance competition or tend to create a monopoly in the Massachusetts

insurance market. Mr. Cain and Mr. Noller both opined that the Proposed Transaction would neither substantially lessen competition nor tend to create a monopoly in the Massachusetts insurance market. Mr. Cain stated that it will not consolidate existing competitors, thereby reducing competition in that market, further observing that the Applicants do not currently control any insurer that writes insurance business in Massachusetts. For the reasons set forth in this record, we find that §206B(1)(ii) does not present an obstacle to approval of the Proposed Transaction.

**C. The Proposed Transaction Satisfies the Requirements of §206B(d)(1)(iii)**

Subsection (iii) of §206B(d)(1) requires that the financial condition of the Applicants is such that the Proposed Transaction will not jeopardize the financial stability of the insurer or prejudice its policyholders' interests.

Mr. Cain testified that the Applicants' financial condition, documented in the financial statements attached to the Form A, demonstrate the strength of that condition. In his opinion, Electric will be well managed and stable after the transaction closes. Mr. Noller stated that the Working Group reviewed financial statements of the Applicants and concluded that the Proposed Transaction will not, and is not expected to, jeopardize Electric's financial stability or prejudice their policyholders' interests. For these reasons, the record fully supports a finding that §206B(d)(1)(iii) does not present an obstacle to approval of the Proposed Transaction.

**D. The Proposed Transaction Satisfies the Requirements of §206B(d)(1)(iv)**

Subsection (iv) of §206B(d)(1) requires that the terms of the offer and agreement referred to in the Form A must not be unfair or unreasonable to the insurer's policyholders.

Mr. Cain testified that the terms of the Proposed Transaction are not unfair or unreasonable to Electric policyholders, pointing out that the Applicants have no plans or proposals to make any material changes to either Electric's business, corporate structure or management. Mr. Noller testified that the Working Group evaluated the amount of consideration identified in the Proposed Transaction and pointed out that the purchase price was the result of an arm's-length transaction between two unrelated and sophisticated parties. Based on the record, we find that §206B(d)(1)(iv) does not present an obstacle to approval of the Proposed Transaction.

**E. The Proposed Transaction Satisfies the Requirements of §206B(d)(1)(v)**

Subsection (v) of §206B(d)(1) requires that any plans or proposals of the acquiring entity to liquidate the insurer, sell its assets or consolidate or merge it with any person, or to make any other material change in its structure or management must not be unfair and unreasonable to the insurer's policyholders and are in the public interest.

Mr. Cain stated that, as described in the Form A, the Applicants have no plans or proposals to liquidate Electric, to sell its assets, consolidate or merge it with any person, or make any material changes to its business operations, corporate structure or management that would be unfair or unreasonable to its policyholders or not in the public interest. Mr. Noller testified that the Working Group concluded that the Applicants had no plans or proposals to take actions that would raise a question of satisfying §206B(d)(1)(v). Based on the record, we find that §206B(d)(1)(v) does not present an obstacle to approval of the Proposed Transaction.

**F. The Proposed Transaction Satisfies the Requirements of §206B(d)(1)(vi)**

Subsection (vi) of §206B(d)(1) requires that the competence, experience and integrity of those persons who would, as a result of the transaction, control the operation of the insurer are such that it would not be in the interest of the insurers' policyholders and the public to permit the merger or other acquisition of control.

Mr. Cain testified to his belief that the competence, experience and integrity of the proposed Electric officers who will control the operations of Electric after the Proposed Transaction closes are in the best interest of Electric policyholders and in the public interest. Mr. Noller stated that the Working Group, based on the Form A and the biographical information, had no concerns about the competency, experience or integrity of these individuals. Accordingly, based on the record, we find that §206B(d)(1)(vi) does not present an obstacle to approval of the Proposed Transaction.

**G. The Proposed Transaction Satisfies the Requirements of §206B(d)(1)(vii)**

Finally, subsection (vii) of §206B(d)(1) requires a finding that the transaction will not be likely to be hazardous or prejudicial to the insurance buying public.

Mr. Cain, in his direct testimony in this proceeding, testified that the Proposed Transaction is not likely to be hazardous or prejudicial to the insurance buying public. With

respect to the seventh standard, Mr. Noller testified that the Working Group did not identify any factors indicating that the acquisition would likely be hazardous or prejudicial to the insurance buying public. He stated, in summation, that the Working Group, after an extensive review of the Proposed Transaction and all related materials, did not identify any matter that would lead to an adverse determination with respect to any of the statutory standards. Accordingly, on this record, we find that §206B(d)(1)(vii) does not present an obstacle to approval of the Proposed Transaction.

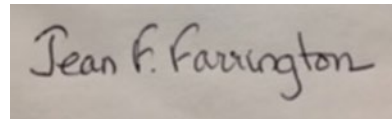
#### **IV. Conclusion**

We find that, for all of the reasons set forth above, the Proposed Transaction by which the Applicants will acquire control of Electric Insurance Company, memorialized in the Form A and the exhibits thereto that were deemed complete and filed with the Division on May 3, 2024, satisfies the standards required by M.G.L. c. 175, §206B. The Proposed Transaction is hereby approved.

SO ORDERED this 20th day of May, 2024.



Matthew Taylor  
Presiding Officer



Jean F. Farrington  
Presiding Officer

APPROVED this 20th day of May, 2024.



Rachel M. Davison  
Acting Commissioner of Insurance