

802639

NATIONAL CASUALTY COMPANY

8877 North Gainey Center Drive
Scottsdale, Arizona 85258

Reply to:

Post Office Box 4110
Scottsdale, AZ 85261-4110

April 24, 1998

Telephone

602-948-0505
FAX 602-483-6752

Ms. M. Hodges
Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

700002503247--8
-04/28/98--01081--002
*****96.25 *****96.25

RE: Redomestication of National Casualty Company
NAIC No.: 11991

Dear Ms. Hodges:

change of jurisdiction

Thank you for forwarding the necessary paperwork to amend our application for authorization to transact business in Florida. We are enclosing the following documentation regarding the redomestication of National Casualty Company from Michigan to Wisconsin:

- Completed application by a foreign profit corporation to amend our application
- Original certified approval documents from both Michigan and Wisconsin authorizing the redomestication
- Our check in the sum of \$96.25 to cover the filing fees for the amendment, a certified copy for transmittal to the Florida Department of Insurance and a certificate of status

Should you have any questions, please do not hesitate to contact me at 800-423-7675, Ext. 2076. Thanks for your assistance.

Sincerely,

J. Hoyt Blackhurst

J. Hoyt Blackhurst
Vice President-Legal

JHB:kjf
Enclosures

FILED
98 APR 28 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AM
[Handwritten initials]



State of Michigan
John Engler, Governor

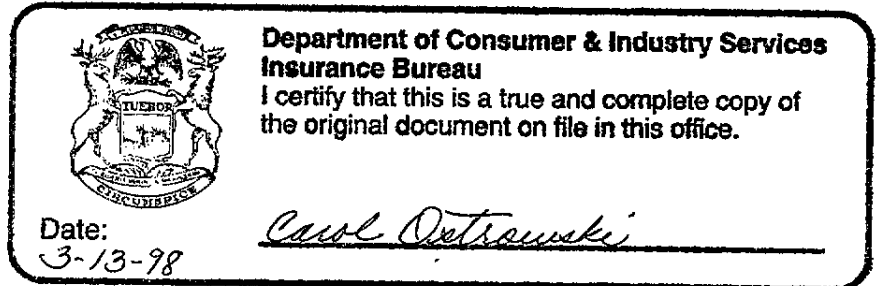
Department of Consumer & Industry Services
Kathleen M. Wilbur, Director

Insurance Bureau
D. A. Annunzio, Acting Commissioner

P.O. Box 30220
Lansing, Michigan 48909-7720
(517) 373-9273

February 24, 1998

Kent N. Simmons
Counsel
Druen, Dietrich, Reynolds & Koogler
One Nationwide Plaza
Columbus, Ohio 43216



Re: National Casualty Company, NAIC No. 11991
Redomestication from Michigan to Wisconsin
File No. 4867

Dear Mr. Simmons:

The Commissioner's Order No. 97-146-M of October 29, 1997, that approved redomestication in this matter, was specifically conditioned upon submission of certain information and final documents. Each of the conditions enumerated in that Order have now been met.

Enclosed is an amended Michigan certificate of authority, effective November 13, 1997, reflecting National Casualty Company as a stock Wisconsin insurer. The certificate also reflects the deletion of authority to transact title, credit, and worker's compensation insurance in accordance with the Commissioner's Order. Please destroy any certificate of authority previously issued by the Michigan Insurance Bureau.

Please have National Casualty's accounting personnel directly contact Ms. Sheena Severance of this Bureau by telephone at 517-335-4503. Ms. Severance will advise them of the written account and routing instructions that they need to provide to facilitate our authorization to the Michigan Department of Treasury to de-register and release National Casualty Company's statutory Michigan deposit.

If you have any questions on this matter you may contact me by telephone at 517-373-6854.

Sincerely,

Lois A. Sauers
Manager
Financial Analysis and Company Licensing Division

Enclosure

STATE OF MICHIGAN
DEPARTMENT OF CONSUMER & INDUSTRY SERVICES
INSURANCE BUREAU

Before the Commissioner of Insurance

In the matter of the redomestication of
National Casualty Company
from Michigan to Wisconsin _____/

No. 97-146-M

Issued and entered
this 29th day of October, 1997
by D. A. D'Annunzio
Acting Commissioner of Insurance

ORDER APPROVING REDOMESTICATION

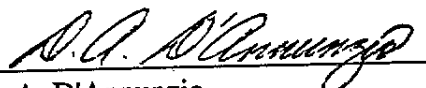
By submissions dated September 19 and October 22, 1997, National Casualty Company ("the Company") has requested approval of its redomestication from Michigan to Wisconsin, pursuant to the provisions of MCL 500.413. In conjunction with the redomestication request, the Company has requested deletion of its authority to transact title, credit, and worker's compensation insurance in Michigan. Upon review of the submissions and existing Michigan Insurance Bureau records, the Michigan Commissioner of Insurance ("Commissioner") FINDS and CONCLUDES as follows:

1. The Company is admitted to transact the business of insurance in Wisconsin.
2. The redomestication has been approved by Wisconsin, pursuant to the provisions of its redomestication statute, contingent upon Michigan's approval.
3. The Commissioner is charged with approving a proposed transfer of domicile unless he or she determines the transfer is not in the interest of the policyholders of this state.
4. There has been no evidence entered to suggest that the transfer of domicile will not be in the interest of Michigan policyholders.

5. The Company's filed financial statement as of June 30, 1997, indicates that it does not write title, credit, nor worker's compensation business.

Therefore, based upon the above Findings of Fact and Conclusions of Law, it is hereby ORDERED that:

1. The transfer of domicile of the Company to Wisconsin is approved to be effective when effective under Wisconsin statutes.
2. The deletion of authority to transact title, credit, and worker's compensation from the Company's Michigan certificate of authority is approved to be effective when the transfer of domicile is effective under Wisconsin statutes.
3. These approvals are specifically conditioned upon submission of the following final documents:
 - a. Clarification of the effective date transfer of domicile under Wisconsin statutes.
 - b. Certified copy of the amended and restated articles of incorporation, as approved by and filed with the appropriate Wisconsin authorities.
 - c. Post redomestication certified copy of the Company's certificate of authority as a Wisconsin insurer.
 - d. Post redomestication Wisconsin certificate of deposit.
 - e. Clarification of the new (statutory) home office and/or mailing address.
 - f. Completed consent to service form (830806), notary statement form (830807), and board resolution authorizing the signing of the consent.


D. A. D'Annunzio
Acting Commissioner of Insurance



State of Wisconsin
Office of the Commissioner of Insurance
P.O. Box 7873
Madison, Wisconsin 53707-7873

Certification of the Authenticity of Copy of Document on File

The Commissioner of Insurance of the State of Wisconsin certifies that the attached copy of

APPROVAL OF REDOMESTICATION LETTERS DATED OCTOBER 8, 1997 and NOVEMBER 12, 1997

for NATIONAL CASUALTY COMPANY

is a true and correct copy of the original now on file with the Office of the Commissioner of Insurance.

Dated at Madison, Wisconsin, this 24th day of March, 1998


Commissioner of Insurance



State of Wisconsin / OFFICE OF THE COMMISSIONER OF INSURANCE

Tommy G. Thompson
Governor

Josephine W. Musser
Commissioner

November 12, 1997

121 East Wilson Street
P.O. Box 7873
Madison, Wisconsin 53707-7873
(608) 266-3585

http://badger.state.wi.us/agencies/oci/oci_home.htm

MR KENT N SIMMONS, COUNSEL
DRUEN DIETRICH REYNOLDS & KOGLER
ONE NATIONWIDE PLAZA
COLUMBUS OH 43216

Re: Redomestication of National Casualty Company to Wisconsin

Dear Mr. Simmons:

This is in response to your letter of November 7, 1997, which included a copy of the State of Michigan's Order Approving Redomestication. The following refer to the applicable items in your letter:

- a. November 13, 1997, is hereby established as the effective date of redomestication.
- b. Jackie Karls of our office is the person to contact for obtaining certified Articles of Incorporation. Jackie can be contacted at (608) 266-9891, or at the address on this letterhead.
- c. Your new Certificate of Incorporation will be mailed to you early in December. Jackie Karls can be contacted with questions in this area.
- d. Deposits are handled through Wisconsin's Office of the State Treasurer, 101 East Wilson Street, Madison, Wisconsin, 53702. Questions regarding deposits should be directed to Chris Jacobsen at Treasury (608-264-6998).

Please contact me if you require any additional information.

Sincerely,

Brian Hogan, CPA
Insurance Examiner Supervisor
Financial Analysis and Examinations Bureau

cc: Mr. Thomas J. Lowry
Michigan Department of Consumer & Industry Affairs
Insurance Bureau.



OCT 14 1997

State of Wisconsin / OFFICE OF THE COMMISSIONER OF INSURANCE

Tommy G. Thompson
Governor

Josephine W. Musser
Commissioner

October 8, 1997

121 East Wilson Street
P.O. Box 7873
Madison, Wisconsin 53707-7873
(608) 266-3585
http://badger.state.wi.us/agencies/oci/oci_home.htm

MR KENT N SIMMONS, COUNSEL
DRUEN DIETRICH REYNOLDS & KOGLER
ONE NATIONWIDE PLAZA
COLUMBUS OH 43216

Re: Redomestication of National Casualty Company to Wisconsin

Dear Mr. Simmons:

We have completed our review of the application of National Casualty Company for redomestication to Wisconsin pursuant to s. 611.223, Wis. Stat., and s. Ins 6.03, Wis. Adm. Code. We approve the application and are prepared to complete the redomestication upon confirmation that the current state of domicile, Michigan, approves of the redomestication.

Please contact me if you require any additional information.

Sincerely,

Brian Hogan, CPA
Insurance Examiner Supervisor
Financial Analysis and Examinations Bureau