

P22537

ALLSTATE INSURANCE COMPANY

LAW AND REGULATION
2775 Sanders Road
Suite A4
Northbrook, Illinois 60062
(847) 402-3508
FAX (847) 326-7523

June Des Parte, CPCU
Assistant State Filings Director

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*****96.25 *****96.25

June 16, 1997

PERSONAL AND CONFIDENTIAL

Ms. Susan Payne
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

RE: DEERBROOK INSURANCE COMPANY
Application by Foreign Profit Corporation
To File Amendment to Application for
Authorization to Transact Business in Florida

FILED STATE
SECRETARY OF CORPORATIONS
97 JUN 18 PM 2:47

Dear Ms. Payne:

In accordance with our May 16, 1997 telephone conversation, we are submitting the captioned application to amend the January 12, 1989 Deerbrook Insurance Company qualification. The application reflects the redomestication of Deerbrook Insurance Company from Delaware to Illinois. We are enclosing copies of the Revised Order from Delaware and a letter from Illinois indicating the redomestication, and our check number 00454681 in the amount of \$96.25 to cover the \$35.00 filing fee, \$52.50 Certified Copy and \$8.75 Certificate of Status.

As we agreed, we are also submitting the Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida. Since Deerbrook Insurance Company has been authorized to do business in Florida since January 12, 1989 and is still in existence, we will withdraw the duplicate authorization filed with Mr. Hart Collins on October 16, 1996 under document number F96000005369. You may remember, we applied for a Certificate of Authority with the Florida Department of Insurance, and this qualification was a requirement for license renewal.

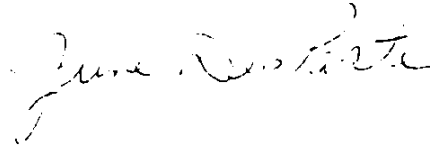
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OVERPAYMENT

Ms. Susan Payne
June 16, 1997
Page 2

Please note on the attached Consent and Agreement in Re Service of Process Under the Laws of Florida that we have appointed the Treasurer and Insurance Commissioner as the Florida registered agent. Additionally, the attached Application by Foreign Corporation for Authorization to Transact Business in Florida exhibits the Insurance Commissioner as the Florida registered agent.

It is our hope that this information will resolve the issues of the existence of two corporations. If you have any questions, please feel free to contact me. Thank you for your assistance.

Sincerely,

A handwritten signature in cursive script, appearing to read "June R. Smith".

Encl.: As stated

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. DEERBROOK INSURANCE COMPANY
Name of corporation as it appears on the records of the Department of State.
2. DELAWARE 3. 1/12/39
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? _____
5. _____
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
- _____
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Illinois
New Jurisdiction


Signature

June 16, 1997
Date

Steven L. Groot
Typed or printed name

President
Title

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 18 PM 2:47

BEFORE THE
INSURANCE COMMISSIONER
OF THE STATE OF DELAWARE

IN THE MATTER OF:

REDOMESTICATION OF DEERBROOK
INSURANCE COMPANY FROM
THE STATE OF DELAWARE TO THE
STATE OF ILLINOIS

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)
)
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Docket No. 95-33

REVISED ORDER

Upon application of Deerbrook Insurance Company ("Deerbrook") to be redomesticated from the State of Delaware to the State of Illinois, the Commissioner of Insurance for the State of Delaware ("Commissioner") finds as follows:

FINDINGS OF FACT

1. That Deerbrook is a Delaware domiciled insurance company, incorporated under laws of the State of Delaware on August 20, 1979, and authorized to do business as an insurer on January 11, 1980.
2. That Deerbrook holds a Certificate of Authority to conduct the business of insurance as a domestic insurer in the State of Delaware, and a foreign admitted insurer in Illinois.
3. That in accordance with 18 Del. C. Section 4946 and other applicable provisions of the law, the Commissioner is authorized to permit a corporation organized under laws of Delaware and admitted to do business as a foreign admitted insurer in another state to redomesticate to the foreign state and thereafter be authorized to transact the business of insurance in that State as a domestic insurer.
4. That Deerbrook has filed all documents required by the Commissioner with regard to the proposed redomestication and all of such documents have found to be satisfactory by the Commissioner.

5. That the Insurance Commissioner for the State of Illinois has approved the redomestication of Deerbrook to the State of Illinois from the State of Delaware.

NOW THEREFORE, based upon the above Findings of Fact, it is hereby ORDERED that the redomestication of Deerbrook to the State of Illinois from the State of Delaware is approved. The redomestication shall become effective on December 1, 1995. Deerbrook has filed a request with the Delaware Insurance Department to retain a license as a foreign insurer. Deerbrook has also requested release of its statutory deposit which shall be approved following statutory mandated advertising.

All of which is ADOPTED, ORDERED and SIGNED this 27th day of November, 1995.


Donna Lee H. Williams
Insurance Commissioner



STATE OF ILLINOIS
DEPARTMENT OF INSURANCE
320 WEST WASHINGTON STREET
SPRINGFIELD, ILLINOIS 62767-0001

MARK BOOZELL
DIRECTOR

November 29, 1995

JIM EDGAR
GOVERNOR

Mr. Raul F. Heredia
Allstate Insurance Company
2775 Sanders Road
Suite A-8
Northbrook, IL 60062

Re: Redomestication - Deerbrook Insurance Company

Dear Mr. Heredia:

This letter is to advise that Illinois will be approving the redomestication effective December 1, 1995 so long as the Delaware approval is effective this same date.

Very truly yours,

A handwritten signature in cursive script that reads "Etta Mae Credi".

Etta Mae Credi (Mrs.)
Corporate Regulation Section

EMC:kmh