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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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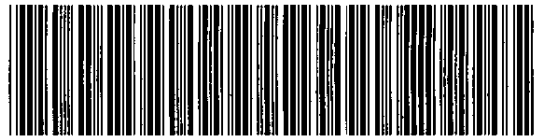
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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TC

# **Fairmont** Specialty Group

a FAIRFAX company

Carol J. Baldwin, CLA  
Corporate Paralegal  
(603) 656-2258 Direct Dial  
(603) 656-2257 Facsimile

July 30, 2009

Florida Division of Corporations  
Amendment Section  
PO Box 6327  
Tallahassee, FL 32314

RE: Fairmont Specialty Insurance Company - Redomestication  
NAIC # 24384

Dear Sir or Madam:

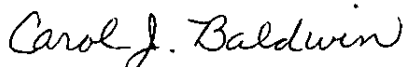
The purpose of this letter is to inform the department that effective February 19, 2009, Fairmont Specialty Insurance Company, formerly a Delaware-domiciled insurer, redomesticated to California. Accordingly, please find:

1. Application to file Amendment and Cover Letter
2. Articles of Redomestication Certified by the California Secretary of State
3. Check in the amount of \$35.00 for the filing fee

If you require further information, please contact me directly at (603) 656-2258 or via e-mail at Carol\_Baldwin@trg.com. My mailing address is:

Carol J. Baldwin, Corporate Filings Manager  
RiverStone Resources LLC  
250 Commercial Street, Suite 5000  
Manchester, NH 03101

Regards,



Carol J. Baldwin

Enclosures

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Fairmont Specialty Insurance Company  
Name of Corporation

**DOCUMENT NUMBER:** 700002909747

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Carol Baldwin

Name of Contact Person

RiverStone Resources, LLC

Firm/Company

250 Commercial Street, Suite 5000

Address

Manchester, NH 03101

City/State and Zip Code

carol\_baldwin@trg.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Carol Baldwin

Name of Contact Person

at ( 603 ) 656-2200

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &  
Certificate of Status



\$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)



\$52.50 Filing Fee.  
Certificate of Status &  
Certified Copy  
(Additional copy is  
enclosed)

**Mailing Address:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**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)**

F99000003200

(Document number of corporation (if known))

1. FAIRMONT SPECIALTY INSURANCE COMPANY  
(Name of corporation as it appears on the records of the Department of State)
2. Delaware 3. 06/16/1999  
(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)

\_\_\_\_\_  
(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

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.

California

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

\_\_\_\_\_  
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Sherryl R. Scott

(Typed or printed name of person signing)

Assistant Secretary

(Title of person signing)

09 AUG -3 AM  
FILED  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

**State of California**  
Secretary of State



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 10 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.



**IN WITNESS WHEREOF**, I execute this certificate and affix the Great Seal of the State of California this day of

**JUL 23 2009**

DEBRA BOWEN  
Secretary of State

A0689618  
1078540

**FILED** ✓  
In the Office of the Secretary of State  
of the State of California

MAR 26 2009

ARTICLES OF REDOMESTICATION  
AND INCORPORATION  
OF  
FAIRMONT SPECIALTY INSURANCE COMPANY

I.

The name of this corporation is FAIRMONT SPECIALTY INSURANCE COMPANY.

II.

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Laws of California, other than the banking business, the trust company business, or the practice of a profession permitted to be incorporated by the California Corporations Code.

III.

The total number of shares which the corporation is authorized to issue is three hundred and ten thousand (310,000) shares of ten dollar (\$10) par value stock, all of the same class, designated as "common stock".

IV.

The business of the corporation is to be an insurer.

V.

The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation and of the directors and shareholders:

(a) The Board of Directors is hereby empowered to authorize the issuance from time to time of shares of its stock, for such consideration as may be deemed advisable by the Board of Directors and without any action by the shareholders.

(b) No holder of any stock or any other securities of the Corporation, whether now or hereafter authorized, shall have any preemptive right to subscribe for or purchase any stock or any other securities of the Corporation other than such, if any, as the

Board of Directors, in its sole discretion, may determine and at such price or prices and upon such other terms as the Board of Directors, in its sole discretion, may fix.

(c) The Board of Directors of the Corporation shall, consistent with applicable law, have power in its sole discretion to determine from time to time in accordance with sound accounting practice or other reasonable valuation methods what constitutes annual or other net profits, earnings, surplus, or net assets in excess of capital; to fix and vary from time to time the amount to be reserved as working capital, or determine that retained earnings or surplus shall remain in the hands of the Corporation; to set apart out of any funds of the Corporation such reserve or reserves in such amount or amounts and for such proper purpose or purposes as it shall determine and to abolish any such reserve or any part thereof; to distribute and pay distributions or dividends in stock, cash or other securities or property, to stockholders of record on such dates as it may from time to time, determine.

## VI.

(a) The liability of directors of this Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law. If the General Corporation Law of the Corporations Code of the State of California is amended to authorize corporate action further eliminating or limiting the personal liability of the Corporation's Directors (or former Directors), then the liability of a Director (or former Director) of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the Corporations Code of the State of California as so amended without the need of any further action by the Company.

(b) The Corporation shall be permitted to indemnify its agents (as defined in Section 317 of the California Corporations Code) for breach of duty to the Corporation and its shareholders or in respect of any other matter through bylaw provisions, agreements with the agents, a vote of the shareholders or disinterested directors, or otherwise, to the fullest extent permitted under California law.

(c) The foregoing rights of indemnification shall not be exclusive of any other rights to which those seeking indemnification may be entitled.

(d) The Board of Directors may take such action as is necessary to carry out these indemnification provisions and is expressly empowered to adopt, approve and amend from time to time such Bylaws, resolutions or contracts implementing such provisions or such further indemnification arrangements as may be permitted by law.

(e) In addition to the powers granted herein, the Corporation shall be permitted to take any other action not forbidden by law to protect the interests of any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that the person is or was an agent of the corporation.

(f) No amendment, repeal, or modification of this Article VI shall limit or eliminate the right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment, repeal, or modification.

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VII.

The enumeration and definition of particular powers of the Board of Directors included in the foregoing Articles V and VI shall in no way be limited or restricted by reference to or inference from the terms of any other clause of these Articles of Incorporation or any other charter document of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any power conferred upon the Board of Directors under the General Corporation Law of the State of California now or hereafter in force.

Executed on the <sup>4th</sup> 24 day of March, 2009, at Manchester, NH.



Charles G. Ehrlich  
Senior Vice President and Secretary



BEFORE THE  
DEPARTMENT OF INSURANCE  
STATE OF DELAWARE

IN THE MATTER OF:

THE REDOMESTICATION OF FAIRMONT  
SPECIALTY INSURANCE COMPANY FROM  
THE STATE OF DELAWARE TO THE  
STATE OF CALIFORNIA

)  
)  
)  
)  
)  
)

Docket No. 1046-2008

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FINDINGS AND ORDER

WHEREAS, the Delaware Department of Insurance ("Department") received an application from Fairmont Specialty Insurance Company ("Fairmont Specialty"), a Delaware domestic property and casualty insurance company, to redomesticate from the State of Delaware to the State of California; and

WHEREAS, based on the documents submitted to the Department, representations of Fairmont Specialty and other facts, matters and information before the Insurance Commissioner of the State of Delaware ("Commissioner") and the recommendations of the Department's staff, the Commissioner FINDS that:

FINDINGS OF FACT

1. Fairmont Specialty is a property and casualty insurance company incorporated under the laws of the State of Delaware on August 1, 1923, and authorized to transact the business of insurance in Delaware on July 16, 1980.

2. Fairmont Specialty has filed an application with the Department to redomesticate to the State of California.

3. The Department received notification that the California Department of Insurance provisionally approves the redomestication, subject to approval by the Delaware Department.

4. That in accordance with 18 Del. C. Section 4946 and other applicable provisions of law, the Commissioner may approve the redomestication of a domestic insurer unless he determines that such transfer of domicile is not in the interests of the policyholders of this State. There is no evidence that any harm will inure to the policyholders of Fairmont Specialty in Delaware from the proposed redomestication. No other objections have been raised or are known to the redomestication.

#### CONCLUSIONS OF LAW

Based upon the above Findings of Fact, the Commissioner concludes that:

1. The Commissioner has jurisdiction over the parties and the subject matter involved herein.

2. The transfer of domicile of Fairmont Specialty from the State of Delaware to the State of California is not contrary to the interests of Fairmont Specialty's policyholders.

IT IS THEREFORE ORDERED THAT:

1. The redomestication of Fairmont Specialty is APPROVED subject to the following conditions:

a) Fairmont Specialty shall obtain the approval of the California Department of Insurance. This Order is conditioned upon such approval and shall have no effect until such approval is obtained.

b) A certified copy of the approval issued by the California Department of Insurance shall be provided to the Commissioner within five (5) business days of its receipt by Fairmont Specialty.

2. Upon receipt of all required documents, the Department will issue to Fairmont Specialty a Delaware Certificate of Authority as a foreign admitted insurer, effective the date the redomestication was approved in California.

SO ORDERED this 30<sup>th</sup> day of December, 2008.



A handwritten signature in black ink, appearing to read "Matthew Denn", is written over a horizontal line.

Matthew Denn  
Insurance Commissioner

Fee \$18.00

**STATE OF CALIFORNIA**  
**DEPARTMENT OF INSURANCE**  
**SAN FRANCISCO**

**Certificate of Compliance**

---

I, Pauline D'Andrea, on behalf of the Insurance Commissioner of the State of California,  
do hereby certify that the

**Fairmont Specialty Insurance Company**

of California, is duly organized under the laws of the State of California, and is licensed by this  
Department to issue policies and transact the business of

**Fire, Marine, Surety, Disability, Plate Glass, Liability, Workers' Compensation, Common  
Carrier Liability, Boiler and Machinery, Burglary, Credit, Sprinkler, Team and Vehicle,  
Automobile, Aircraft, and Miscellaneous insurance.**

The Certificate of Authority is for an indefinite term but shall expire with the expiration or  
termination of the corporate existence of the holder thereof. Notwithstanding the foregoing, the  
Certificate of Authority may be suspended, revoked, or surrendered in the manner provided by  
statute.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the official seal  
of the Insurance Commissioner to be affixed this 25th day of March, 2009.

Steve Poizner  
Insurance Commissioner

By

*Pauline D'Andrea*

Pauline D'Andrea

STATE OF CALIFORNIA  
DEPARTMENT OF INSURANCE  
SAN FRANCISCO

Nº 08628

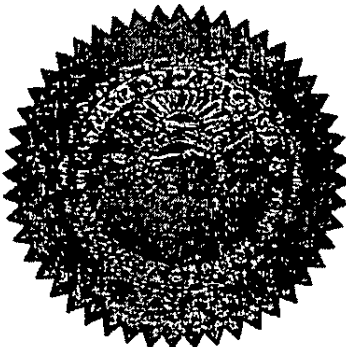
Amended  
Certificate of Authority

THIS IS TO CERTIFY THAT, Pursuant to the Insurance Code of the State of California,  
Fairmont Specialty Insurance Company

of California, organized under the  
laws of California, subject to its Articles of Incorporation or  
other fundamental organizational documents, is hereby authorized to transact within the State, subject to  
all provisions of this Certificate, the following classes of insurance: Fire, Marine,  
Surety, Disability, Plate Glass, Liability, Workers' Compensation,  
Common Carrier Liability, Boiler and Machinery, Burglary, Credit,  
Sprinkler, Team and Vehicle, Automobile, Aircraft, and Miscellaneous  
as such classes are now or may hereafter be defined in the Insurance Laws of the State of California.

THIS CERTIFICATE is expressly conditioned upon the holder hereof now and hereafter being in  
full compliance with all, and not in violation of any, of the applicable laws and lawful requirements made  
under authority of the laws of the State of California as long as such laws or requirements are in effect  
and applicable, and as such laws and requirements now are, or may hereafter be changed or amended.

IN WITNESS WHEREOF, effective as of the 19th  
day of February, 2009, I have hereunto  
set my hand and caused my official seal to be affixed this  
19th day of February, 2009.



Steve Poizner  
Insurance Commissioner

By

Valerie J. Sarfaty  
Valerie J. Sarfaty  
for Jim Richardson Deputy  
Chief Deputy

NOTICE:

Qualification with the Secretary of State must be accomplished as required by the California Corporations Code promptly  
after issuance of this Certificate of Authority. Failure to do so will be a violation of Insurance Code Section 701 and will be  
grounds for revoking this Certificate of Authority pursuant to the covenants made in the application therefor and the  
conditions contained herein.

STATE OF CALIFORNIA  
DEPARTMENT OF INSURANCE  
SAN FRANCISCO

Nº 08014

Amended  
Certificate of Authority

THIS IS TO CERTIFY THAT, Pursuant to the Insurance Code of the State of California,

Fairmont Specialty Insurance Company

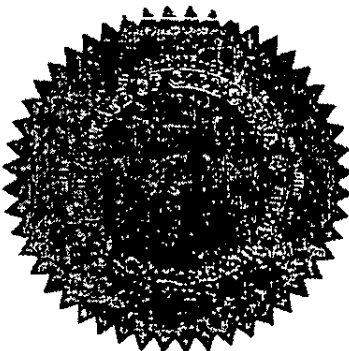
of Wilmington, Delaware, organized under the  
laws of Delaware, subject to its Articles of Incorporation or  
other fundamental organizational documents, is hereby authorized to transact within the State, subject to  
all provisions of this Certificate, the following classes of insurance: Fire, Marine,  
Surety, Disability, Plate Glass, Liability, Workers' Compensation,  
Common Carrier Liability, Boiler and Machinery, Burglary, Credit,  
Sprinkler, Team and Vehicle, Automobile, Aircraft, and Miscellaneous  
as such classes are now or may hereafter be defined in the Insurance Laws of the State of California.

THIS CERTIFICATE is expressly conditioned upon the holder hereof now and hereafter being in  
full compliance with all, and not in violation of any, of the applicable laws and lawful requirements made  
under authority of the laws of the State of California as long as such laws or requirements are in effect  
and applicable, and as such laws and requirements now are, or may hereafter be changed or amended.

IN WITNESS WHEREOF, effective as of the 3rd  
day of February, 2005, I have hereunto  
set my hand and caused my official seal to be affixed this  
3rd day of February, 2005.

John Garamendi  
Insurance Commissioner

*Connie M. Perry*  
Connie M. Perry  
for Richard D. Baum  
Chief Deputy



NOTICE:

Qualification with the Secretary of State must be accomplished as required by the California Corporations Code promptly after issuance of this Certificate of Authority. Failure to do so will be a violation of Insurance Code Section 701 and will be grounds for revoking this Certificate of Authority pursuant to the covenants made in the application therefor and the conditions contained herein.

**CERTIFICATE OF SURRENDER OF RIGHT  
TO TRANSACT INTRASTATE BUSINESS**

On behalf and by authority of:

Fairmont Specialty Insurance Company

(Name of Corporation)

, a corporation

organized under the laws of Delaware

(State or Place of Incorporation)

the undersigned officer of said corporation does hereby certify and declare:

1. Said corporation hereby surrenders its right and authority to transact intrastate business in the State of California.
2. Said corporation hereby revokes its designation of agent for service of process in California.
3. Said corporation consents that process against it in any action upon any liability or obligation incurred within the State of California prior to the filing of this Certificate of Surrender of Right to Transact Intrastate Business may be served upon the California Secretary of State.
4. The post office address to which the California Secretary of State may mail copies of any process against the corporation that is served upon the Secretary of State is

c/o RiverStone Resources LLC, 250 Commercial Street, Suite 5000, Manchester, NH 03101

5. A final franchise tax return, as described by Section 23332 of the Revenue and Taxation Code, has been or will be filed with the Franchise Tax Board, as required under Part 10.2 (commencing with Section 18401) of Division 2 of the Revenue and Taxation Code.

  
(Signature of Corporate Officer)

Charles G. Ehrlich, SVP & Secretary  
(Type or Print Name of Corporate Officer)

