

GOVERNMENT OF THE DISTRICT OF COLUMBIA  
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS  
INSURANCE ADMINISTRATION

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In the Matter of: :  
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: :  
Freeman International Insurance Company :  
Washington, D.C. :  
Insurer : ORDER 86-105  
: :  
Growth Holding Enterprises, Inc. :  
Acquirer :  
: :  
Pursuant to Section 35-2003, D.C. Code, :  
1981 Edition (as amended). :  
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Upon consideration of the written representations filed with the Insurance Administration on behalf Growth Holding Enterprises, Inc., Edward M. Mezvinsky, Robert T. Freeman Jr., and other parties, the Superintendent of Insurance for the District of Columbia (hereinafter "Superintendent"), makes the following:

FINDINGS OF FACT

1. Freeman International Insurance Company, Washington, D.C. (hereinafter "Insurer"), is a domestic fire and casualty insurance company with principle offices located at 1140 Connecticut Avenue, N.W., Washington, D.C. 20036.
2. Growth Holding Enterprises, Inc., (hereinafter "Acquirer"), is a duly authorized corporation of the Commonwealth of Pennsylvania. Acquirer is a newly formed holding company organized for the purpose of being a vehicle to acquire insurer. One hundred (100%) percent of the voting securities of the acquirer are owned by Edward M. Mezvinsky, an attorney whose business address is 4 Penn Center Plaza, 12th Floor, Philadelphia, Pennsylvania, 19103.
3. The outstanding shares of Insurer's stock consist of 14,030 Class A and 15,000 Class B shares of which 10,360 Class A and all of the Class B shares are owned by Robert T. Freeman, Jr. There are a total of six (6) shareholders of Insurer, including Mr. Freeman. All of the remaining shareholders have on file with the Insurance Administration Authorizations and Waivers giving Mr. Freeman the authority to sell the company.

4. On or about October 22, 1986, Acquirer filed a statement pursuant to Section 35-2003, D.C. Code, 1981 Edition, as amended, wherein Acquirer proposes to purchase Insurer subject to the provisions of a stock purchase agreement dated October 15, 1986, between Acquirer and Insurer.

5. Insurer has not issued any policies since commencing business and, therefore, has no policyholders whose rights could be affected by this proposed acquisition.

#### CONCLUSIONS OF LAW

D.C. Code, Section 35-2003 (d)(1) A-F, provides that any merger or other acquisition of control referred to in subsection (a) shall be approved unless, after a public hearing thereon it is found that any of the six conditions specified therein are in existence. Since Insurer has no policyholders and since all of the stockholders have given their written consent to the sale, no purpose would be served by holding a public hearing. Based upon the written representations filed with the Insurance Administration by Acquirer and Insurer, there was no evidence that any of the six conditions in D.C. Code, Section 35-2003 (d) (1) A-F did or would exist so as to bar approval of the proposed acquisition.

#### DECISION AND ORDER

It is the decision of the Superintendent of Insurance and it is hereby ORDERED that:

the proposal of Acquirer to acquire control of Insurer be approved.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of this Administration at the City of Washington, D.C., this 7th day of November, 1986.