

MAY 18 2015

FILED

BEFORE THE DEPARTMENT OF INSURANCE
STATE OF NEBRASKA

IN THE MATTER OF THE)	CAUSE NO.: C-2140
REDOMESTICATION OF AMERICAN)	
CENTENNIAL INSURANCE COMPANY)	ORDER APPROVING
FROM DELAWARE TO NEBRASKA)	REDOMESTICATION,
)	NAME CHANGE, and
)	FORM A EXEMPTION
)	

American Centennial Insurance Company (“ACIC”) is a Delaware domiciled property and casualty insurance company that has applied to the Director of Insurance of the State of Nebraska (“Director”) for approval to change its domicile from Delaware to Nebraska and to change its name to Berkshire Hathaway Direct Insurance Company. At the same time, Columbia Insurance Company filed a Form A exemption pursuant to Neb. Rev. Stat. § 44-2128 to allow a restructuring of ACIC within the group, Berkshire Hathaway, Inc. After reviewing the filings, correspondence, and all pertinent information provided to the Nebraska Department of Insurance (“Department”), the Director hereby approves the application and finds, concludes, and orders as follows:

FINDINGS OF FACT

1. On or about April 22, 2015, ACIC filed an application and a plan to redomesticate from Delaware to Nebraska pursuant to Neb. Rev. Stat. § 44-161 through 44-164 and the provisions of the Nebraska Business Corporations Act. Said application and plan was supplemented as necessary throughout the Department’s review process.

2. ACIC is a Delaware domiciled property and casualty insurance company. ACIC first received a certificate of authority to transact the business of insurance in the State of Nebraska on April 15, 1976.

3. ACIC desires to change its domicile from Delaware to Nebraska and the Board of Directors of ACIC has determined that it is in the best interest of ACIC, its policyholders, and its shareholder for ACIC to become a domestic company in the State of Nebraska. Further, as part of the redomestication, ACIC's name will be changed to Berkshire Hathaway Direct Insurance Company. Railsplitter Holdings Corporation, ACIC's sole shareholder, approved the redomestication and name change on May 12, 2015.

4. ACIC requested the redomestication be effective as soon as possible. The Delaware Department of Insurance issued a letter received May 1, 2015, indicating no objection to the proposed redomestication.

5. The Board of Directors of ACIC has approved this redomestication and has caused ACIC to file Amended and Restated Articles of Incorporation and By-laws for ACIC to effect the transfer of domicile to Nebraska and name change.

6. On or about April 22, 2015, Columbia Insurance Company filed a Form A exemption request pursuant to Neb. Rev. Stat. §44-2128 in order to exempt Columbia Insurance Company from the provisions of Neb. Rev. Stat. §44-2126 with respect to its acquisition of 100% of the common capital stock of ACIC on the grounds that such proposed acquisition is not being made for the purpose and not having the effect of changing or influencing control of a domestic insurance company.

7. At the time of redomestication, the stock of ACIC will be transferred from its current sole shareholder, Railsplitter Holdings Corporation, which is a wholly owned subsidiary

of General Reinsurance Corporation, which is an indirect subsidiary of General Re Corporation, which is an indirect subsidiary of Berkshire Hathaway, Inc., to Columbia Insurance Company, a wholly own subsidiary of BH Columbia, Inc., which is a wholly owned subsidiary of Berkshire Hathaway, Inc. The stock will be transferred for a price equal to the statutory surplus of ACIC as of March 31, 2015. ACIC, to be known as Berkshire Hathaway Direct Insurance Company, will remain an indirect subsidiary of the ultimate parent, Berkshire Hathaway, Inc.

8. ACIC and Columbia Insurance Company have submitted all documents, information and filings required by Nebraska law and the Department, including the application, plan, Amended and Restated Articles of Incorporation and By-laws, and evidence of the statutory trust deposit.

CONCLUSIONS OF LAW

1. The State of Nebraska Department of Insurance has jurisdiction over the subject matter and the parties to this transaction pursuant to Neb. Rev. Stat. §§ 44-101.01 and 44-161.

2. The approval of this application, Amended and Restated Articles of Incorporation, and By-laws will not, in any manner, impair the rights, remedies, or security of any existing policyholders of ACIC.

3. The Amended and Restated Articles of Incorporation and By-laws comply with the applicable Nebraska laws and should be approved.

4. After the redomestication, ACIC, to be known as Berkshire Hathaway Direct Insurance Company, will meet all requirements for holding a Certificate of Authority as a Nebraska domestic property and casualty insurer.

5. The application complies with all requirements and Nebraska law and it should be approved.

ORDER

IT IS THEREFORE ORDERED that the application of American Centennial Insurance Company to transfer its domicile from Delaware to Nebraska is hereby approved.

FURTHER, the name change from American Centennial Insurance Company to Berkshire Hathaway Direct Insurance Company is hereby approved.

FURTHER, the exemption from filing a Form A, Statement Regarding the Acquisition of Control of or Merger with a Domestic Insurer, is hereby granted. Said insurer will remain an indirect subsidiary of the ultimate parent, Berkshire Hathaway, Inc.

The Nebraska Department of Insurance will issue Berkshire Hathaway Direct Insurance Company a certificate of authority to do the business of insurance as a domestic property and casualty insurer in the State of Nebraska.

Dated this 18 day of May, 2015.

STATE OF NEBRASKA
DEPARTMENT OF INSURANCE



BRUCE R. RAMGE
Director of Insurance

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the above Order was served upon American Centennial Insurance Company, 3024 Harney Street, Omaha, NE 68131 on this 18 day of May, 2015, by electronic mail and U.S. Mail, postage prepaid.


