

Exhibit E

Communication Plan

Insurance Business Transfer
from
Providence Washington Insurance Company
–to–
Yosemite Insurance Company

The Insurance Business Transfer Act¹ requires this Applicant² to include the following information in this proposed Insurance Business Transfer Plan³:

[P]roposal for Plan implementation and administration, including the form of notice to be provided under the Insurance Business Transfer Plan to any policyholder whose policy is part of the subject business, (and)...

[F]ull description as to how such notice shall be provided,

OKLA. STAT. TIT. 36, § 1686(A)(1)(h) – (i).

¹ OKLA. STAT. TIT. 36, § 1681, *et seq.* The Insurance Business Transfer Act is interchangeably referred to as the “Act.”

² The applicant is Providence Washington Insurance Company. It is also interchangeably referred to as the “Applicant,” “Transferring Insurer” and “PWIC.”

³ Also hereinafter interchangeably “IBT,” “IBT Plan” and “Plan.”

The description of the entities who will be provided notice by the Transferring Insurer is provided below in Section A. The process of determining the type of notice each entity is afforded under the Act is provided below in Section B. The method of notice the Transferring Insurer will transmit to each entity is provided below in Section C. The resulting status of the policyholders remaining with the Transferring Insurer, if the proposed IBT is approved and becomes effective, is provided below in Section D. Finally, the Assuming Insurer's⁴ existing policyholders are discussed in Section E.

For purposes of analyzing the appropriate method and extent of communicating notice of this proposed IBT, Policyholders are categorized as "Active Policyholders" and "Inactive Policyholders." The analysis of differentiating Active Policyholders from Inactive Policyholders is set forth below in Section B.

To determine if former insureds are Active Policyholders and will be directly notified, Transferring Insurer has considered the: (a) Age of the policies in each of the distinct blocks identified below;⁵ and (b) Associated claims activity.

Inactive Policyholders shall be notified by: "[P]ublication in a newspaper of general circulation in the state in which the applicant has its principal place of business and in such other publications that the Commissioner requires."⁶ The Notification by Publication⁷ process is described below.⁸ In addition to the analysis required of the Oklahoma Department of Insurance⁹ and the Independent Expert,¹⁰ the Inactive Policyholders' interest in evaluating the Assuming

⁴ The Assuming Insurer is Yosemite Insurance Company ("Yosemite"), which is referred to interchangeably hereinafter as "Assuming Insurer," "Yosemite" and "YIC." In 1964, Yosemite was originally formed in California. In 1998, Yosemite was re-domiciled in Indiana. In 2018, Yosemite was acquired by Enstar and then re-domiciled in Oklahoma.

⁵ See Section A.

⁶ OKLA. STAT. TIT. 36, § 1685(A)(5).

⁷ Publication pursuant to OKLA. STAT. TIT. 36, § 1685(A)(5) is referred to interchangeably hereinafter as, "Publication Notice" and "Notice by Publication."

⁸ See Sub-section C.2.e.

⁹ See OKLA. STAT. TIT. 36, § 1686(A).

¹⁰ See OKLA. STAT. TIT. 36, § 1683(10), OKLA. STAT. TIT. 36, § 1686(A)(1)(n) and (A)(2).

Insurer's reserve adequacy¹¹ will also be protected as a result of the notice provided directly to agents,¹² regulators,¹³ insurance guaranty associations¹⁴ and reinsurers.¹⁵

All policies will continue to be administered by the same administrator, Enstar.¹⁶ Therefore, all policyholders' rights to make a claim or otherwise exercise their rights under their respective policies will be fully preserved against the Assuming Insurer.

A. SUBJECT BUSINESS OF TRANSFERRING INSURER

The Subject Business of the Transferring Insurer¹⁷ is grouped into three distinct blocks of insurance policies:

- 1) PWIC Direct Business;
- 2) Seaton Business; and
- 3) Assumed Reinsurance Portfolios.

All three blocks are currently in Run-Off Status.¹⁸ The following is a brief description of each block:

¹¹ See OKLA. STAT. TIT. 36, § 1686(B)(8), "Any person, including by their legal representative, who considers himself, herself or itself to be adversely affected can present evidence or comments to the court at the approval hearing."

¹² See Sub-section C.2.a.

¹³ See Sub-section C.2.b.

¹⁴ See Sub-section C.2.c.

¹⁵ See Sub-section C.2.d.

¹⁶ For purposes of this proposed IBT Plan, the term "Enstar" refers to Enstar Group Limited and all its affiliates.

¹⁷ The Transferring Insurer or PWIC, was organized and domesticated in Rhode Island in 1799. PWIC was acquired in 2010 by Enstar.

¹⁸ "Run-Off" refers to insurance where no new policies are being written and includes resolving open as well as expected future claims, the liability for which a reserve has been or will be established.

1. PWIC Direct Business.

The first distinct block of policies held by PWIC includes those which were in fact: (a) Directly written by PWIC; or (b) Originally written by other entities, but for which PWIC now functions as the direct writer.

a. Policies Written by PWIC.

i. From 1941 through 1992, PWIC wrote assumed reinsurance.¹⁹ The assumed reinsurance includes asbestos and environmental risk.²⁰

ii. Prior to 2004, PWIC was also a direct writer of: (a) Personal lines of insurance including automobile, homeowners and miscellaneous coverage;²¹ and (b) Commercial lines of insurance including workers' compensation, commercial multi-peril and other liability containing asbestos and environmental exposures.²²

In 2004, PWIC ceased writing new policies and renewals in the aforementioned personal and commercial lines. Since 2004, PWIC has been administering the policies and associated claims in Run-Off status.

¹⁹ "Assumed Reinsurance" is an agreement where insurance is provided to an insurance company by another insurance company. In this instance, PWIC provided (re)insurance to other insurance companies in respect of their own underlying insurance policies.

²⁰ Claims made under such lines of insurance are generally and reasonably expected to be made after the end of any given policy period. Therefore, such lines of insurance are referred to hereinafter as "Long Tail."

²¹ Claims made under such lines of insurance are generally and reasonably expected to be made within the policy period or shortly thereafter. Therefore, such lines of insurance are referred to hereinafter as "Short Tail."

²² These policies are considered Long Tail.

b. Policies Written by Third Parties.

i. Capital Assurance Company, Inc.

PWIC holds a set of policies originally written by Capital Assurance Company, Inc.²³ These policies consist of multi-peril coverage for condominium associations and small commercial business. In 1996, the policies written by CAC went into Run-Off status.

In 2008, Enstar acquired CAC. In 2013, CAC merged with PWIC, from which PWIC emerged as the surviving company. PWIC now functions as the direct writer of the policies due to the merger.

ii. Reciprocal of America.

The second set of policies were originally written by Reciprocal of America in Receivership.²⁴ These 251 ROA policies are limited to workers' compensation. On January 29, 2003, ROA entered receivership in Virginia.

PWIC obtained the 251 ROA policies pursuant to a Loss Portfolio Transfer Agreement²⁵ dated July 6, 2012,²⁶ and approved by order of the Commonwealth of Virginia State Corporation Commission on June 16, 2014.²⁷ As a result, PWIC now functions as the direct writer of the ROA policies.

Pursuant to the LPTA and Court Order, only policies with open claims were transferred to PWIC. The Court Order also bars additional claims from being asserted under any of the policies transferred to PWIC.

²³ Also interchangeably referred to as "CAC."

²⁴ Also interchangeably referred to as "ROA."

²⁵ A "Loss Portfolio Transfer Agreement" is a reinsurance agreement whereby claims and liabilities are transferred from one insurance company to another by way of reinsurance.

²⁶ Also interchangeably referred to as "LPTA."

²⁷ For purposes of this proposed IBT Plan, also interchangeably referred to as the "Court Order."

2. Seaton Business.

The second distinct block of policies held by PWIC includes those previously held by Seaton Insurance Company.²⁸

In 2010, Enstar acquired Seaton. In 2015, Seaton was merged into PWIC. PWIC emerged as the surviving company. As a result of the merger, the policies held by Seaton were transferred to PWIC.

At the time of the 2015 merger with PWIC, Seaton had three (3) categories of policies. Only two (2) categories of policies are Subject Business for which transfer is being sought to the Assuming Insurer. The 2 categories consist of policies which came to Seaton from: (a) Reinsurance Assumed; and (b) Facultative and Special Risk.²⁹ The 2 categories of policies at issue are in Run-Off status.

a. Reinsurance Assumed category of policies consist of property and casualty reinsurance and retrocessional policies assumed and written from 1969 through 1974 by Seaton.

b. FASR category of policies consist of two (2) sub-categories of policies:³⁰ (a) Property and casualty reinsurance and retrocessional policies which were written by Seaton from 1969 through 1974; and (b) Casualty policies, directly written by Seaton from 1969 through 1976.

c. Unigard³¹ category of policies, as stated above and set out in the IBT Plan, do not form part of the Subject Business for which transfer is being sought to the Assuming Insurer.

²⁸ Also interchangeably referred to as "Seaton."

²⁹ Also interchangeably referred to as "FASR."

³⁰ FASR policies are considered Long Tail policies.

³¹ Unigard Policies were written by Seaton. Pursuant to agreements entered into in 1993, these policies were 100% ceded to and are administered by Unigard Insurance Company (also interchangeably referred to as "Unigard").

3. Assumed Reinsurance Portfolios.

The third distinct block of policies held by PWIC consists of Assumed Reinsurance Portfolios. The Assumed Reinsurance Portfolios may be further divided into two (2) categories of policies: (a) Certain Assigned Risk Pools; and (b) Workers' Compensation.

a. In 2008, PWIC acquired "pools" of workers' compensation policies and claims which were administered by the National Council on Compensation Insurance.³² The NCCI was administering the pools as a result of its participation in the Excess Casualty Reinsurance Association.³³ The ECRA was a group of reinsurers who experienced exposure related to asbestos, environmental and mass tort claims.

b. From 2012 to 2015, PWIC acquired other workers' compensation policies. The policies were originally written by: American Physicians Assurance Corporation;³⁴ AP Specialty Insurance Company;³⁵ and American Healthcare Indemnity Company and related entities.³⁶

PWIC assumed responsibility for the policies by way of reinsurance and administration agreements. The policies were not written by PWIC, nor were they transferred to PWIC by way of court or administrative order.

³² Also interchangeably referred to as "NCCI."

³³ Also interchangeably referred to as "ECRA."

³⁴ Also interchangeably referred to as "APAC."

³⁵ Also interchangeably referred to as "APSIC."

³⁶ Also interchangeably referred to as "AHIC."

B. POLICYHOLDER IDENTIFICATION FOR COMMUNICATION

For the purposes of analyzing the appropriate method and extent of communicating notice of this proposed IBT, Policyholders are categorized as “Active Policyholders” and “Inactive Policyholders.”

“Active Policyholders” comprise those entities with policies with open claims, or as otherwise specified below. Active Policyholders will be provided direct notice.

“Inactive Policyholders” comprise those former holders of policies which do not have open claims and the assertion of a claim in the future is extremely unlikely. Inactive Policyholders include the holders of Short Tail policies described above. Additional factors considered in determining the improbability of an Inactive Policyholder asserting a claim in the future under the particular types of policies described below include:

- Most of the Subject Business has been in Run-Off for over 15 years and in some cases for over 40 years;
- Absence of a current relationship between the Transferring Insurer and the Inactive Policyholders;
- Based on prior claims experience with the particular types of policies, the extreme and increasing unlikelihood a claim will be made in the future which occurred during the policy term; and/or
- The great and increasing likelihood any such claim will be barred by the applicable statute of limitations.

Inactive Policyholders will not incur any additional financial risk due to this proposed IBT. First, all policies will continue to be administered by the same administrator, Enstar. Second, all policyholders’ rights to make a claim or otherwise exercise their rights under their respective policies will be fully preserved against the Assuming Insurer.

Inactive Policyholders will receive notice by way Publication Notice, as authorized by OKLA. STAT. TIT. 36, § 1685. The Notification by Publication³⁷ process is described below.³⁸ In addition to the analysis required of the Oklahoma Department of Insurance³⁹ and the Independent Expert,⁴⁰ the Inactive Policyholders' interest in evaluating the Assuming Insurer's reserve adequacy⁴¹ will also be protected as a result of the notice provided directly to agents,⁴² regulators,⁴³ insurance guaranty associations⁴⁴ and reinsurers.⁴⁵

1. PWIC Direct Business.

a. Short Tail (Inactive Policyholders).

Since 2004, PWIC has not written any new policies or renewals.⁴⁶ The particular lines of business which went into Run-Off status in and immediately prior to 2004 are considered Short Tail policies.⁴⁷ Therefore, the holders of these policies are considered Inactive Policyholders.

Transferring Insurer does not knowingly possess any contact information for these Inactive Policyholders. The Transferring Insurer has assiduously investigated and otherwise exercised due diligence in an effort to accurately determine these Inactive Policyholders' identifying and contact information. Additionally, there is no objective basis to anticipate any claims will be asserted in the future by holders of any of the Transferring Insurer's Short Tail policies.

³⁷ Publication pursuant to OKLA. STAT. TIT. 36, § 1685(A)(5) is also referred to interchangeably hereinafter as, "Publication Notice" and "Notice by Publication."

³⁸ See Sub-section C.2.e.

³⁹ See OKLA. STAT. TIT. 36, § 1686(A).

⁴⁰ See OKLA. STAT. TIT. 36, § 1683(10), OKLA. STAT. TIT. 36, § 1686(A)(1)(n) and (A)(2).

⁴¹ See OKLA. STAT. TIT. 36, § 1686(B)(8), "Any person, including by their legal representative, who considers himself, herself or itself to be adversely affected can present evidence or comments to the court at the approval hearing."

⁴² See Sub-section C.2.a.

⁴³ See Sub-section C.2.b.

⁴⁴ See Sub-section C.2.c.

⁴⁵ See Sub-section C.2.d.

⁴⁶ This includes those policies both directly written by PWIC and those policies directly written by other insurance companies, but where PWIC now functions as the direct writer of the policies.

⁴⁷ The designation of these policies as Short Tail is borne out by the fact none of these policies have open claims.

Accordingly, these Inactive Policyholders are appropriately within the group Inactive Policyholders will receive notice by way Publication Notice, as authorized by OKLA. STAT. TIT. 36, § 1685. The Notification by Publication⁴⁸ process is described below.⁴⁹ In addition to the analysis required of the Oklahoma Department of Insurance⁵⁰ and the Independent Expert,⁵¹ the Inactive Policyholders' interest in evaluating the Assuming Insurer's reserve adequacy⁵² will also be protected as a result of the notice provided directly to agents,⁵³ regulators,⁵⁴ insurance guaranty associations⁵⁵ and reinsurers.⁵⁶

b. Long Tail (Active Policyholders).

Since 1958, a total of 58,037 holders were written PWIC Long Tail policies.⁵⁷ As discussed before in Sub-section A.1., the holders of these policies are considered Active Policyholders.

Of these Active Policyholders, 98 policyholders currently have 120 open claims. Notice of this proposed IBT will be provided by the Transferring Insurer by mail to their last address known to it for each of the 98 policyholders.

Of the remaining 57,939 Active Policyholders without active claims, the Transferring Insurer has assiduously investigated and otherwise exercised due diligence in an effort to accurately compile, examine and determine their identifying and contact information. Notice will be mailed to the remaining Active Policyholders at their last known address in the Transferring Insurer's records.

⁴⁸ Publication pursuant to OKLA. STAT. TIT. 36, § 1685(A)(5) is also referred to interchangeably hereinafter as, "Publication Notice" and "Notice by Publication."

⁴⁹ See Sub-section C.2.e.

⁵⁰ See OKLA. STAT. TIT. 36, § 1686(A).

⁵¹ See OKLA. STAT. TIT. 36, § 1683(10), OKLA. STAT. TIT. 36, § 1686(A)(1)(n) and (A)(2).

⁵² See OKLA. STAT. TIT. 36, § 1686(B)(8), "Any person, including by their legal representative, who considers himself, herself or itself to be adversely affected can present evidence or comments to the court at the approval hearing."

⁵³ See Sub-section C.2.a.

⁵⁴ See Sub-section C.2.b.

⁵⁵ See Sub-section C.2.c.

⁵⁶ See Sub-section C.2.d.

⁵⁷ The PWIC Long Tail policies' data continues to be scrutinized for accuracy and duplication. As the data is refined, the information provided in this sub-section will be revised.

c. Reinsurance (Active Policyholders).

Transferring Insurer also holds certain reinsurance contracts which may be considered Long Tail policies for the purposes of this IBT Plan. These Long Tail policies are held by 63 insurance companies otherwise known as “cedents.”⁵⁸ These cedents are considered Active Policyholders for the purposes of this IBT Plan.

Notice of this proposed IBT will be provided by the Transferring Insurer to the last address known to it for each of the 63 cedents. Transferring Insurer will also provide notice to cedents’: (a) Brokers; (b) Other intermediaries as reflected in the respective governing contracts; or (c) As otherwise indicated in the Transferring Insurer’s records.

d. Reciprocal of America (Active Policyholders).

PWIC will mail notice to each of the 251 holders of ROA policies with open claims which were transferred to PWIC pursuant to the Court Order in Virginia.⁵⁹ Notice of this proposed IBT will be transmitted: (a) As provided by Court Order; and (b) To those policyholders with open claims which have not either been fully settled and released, or denied pursuant to final court adjudication.

Direct notice will be limited to the holders of the 251 policies with open claims. Pursuant to the LPTA and Court Order, only policies with open claims were transferred to PWIC. The Court Order also bars additional claims from being asserted under any of the policies transferred to PWIC.

⁵⁸ The term “cedent” refers to an insurance company with policies reinsured by the Transferring Insurer.

⁵⁹ See Sub-section A.1.b.ii.

2. **Seaton Business.**

a. **Reinsurance Assumed (Active Policyholders).**

The Seaton Reinsurance Assumed contracts are considered Long Tail policies. The holders of Reinsurance Assumed policies are considered Active Policyholders.

Direct notice of this proposed IBT will be provided by the Transferring Insurer to all 322 cedents at their: (a) Last known address; or (b) Individual brokers or other intermediaries on behalf of such cedents, as reflected in respective governing contracts or as otherwise indicated in the Transferring Insurer's records.

b. **Facultative and Special Risk (Active Policyholders).**

FASR policies are considered Long Tail. As discussed before in Sub-section A.2.b, the holders of FASR policies are considered Active Policyholders.

FASR policies consist primarily of casualty policies directly written during the years 1969 through 1976. The oldest policy with any active claim was issued in 1970.

i. **Policies Issued Before 1970.**

For FASR policies issued prior to 1970, the possibility any claim will be asserted in the future under such a policy is extremely and increasingly unlikely. The implausibility of a new claim being asserted under a policy issued before 1970 is borne out by the fact Transferring Insurer has not received any claims in over 10 years. If the proposed IBT is approved and becomes effective, all policyholders' rights under their respective policies to make a claim or otherwise exercise their rights will nonetheless be fully preserved against the Assuming Insurer.

Accordingly, FASR policies issued prior to 1970 are appropriately within the group which will receive notice by way Publication Notice, as authorized by

OKLA. STAT. TIT. 36, § 1685. The Notification by Publication⁶⁰ process is described below.⁶¹ In addition to the analysis required of the Oklahoma Department of Insurance⁶² and the Independent Expert,⁶³ the pre-1970 issued FASR policies' holders' interest in evaluating the Assuming Insurer's reserve adequacy⁶⁴ will also be protected as a result of the notice provided directly to agents,⁶⁵ regulators,⁶⁶ insurance guaranty associations⁶⁷ and reinsurers.⁶⁸

ii. Policies Issued Since 1970.

Since 1970, there have been 616 holders of a FASR policy. Of the 616 policyholders, 12 policyholders have open claims.⁶⁹

Notice will be mailed to the 12 holders of FASR policies with open claims at their last known address in the Transferring Insurer's records. Notice will also be provided, as described below, to at least 531 of the remaining 604 holders of policies dating back to 1970.

Until recently, the Transferring Insurer did not have mailing addresses for any of the remaining 604 holders of FASR policies issued since 1970.⁷⁰ The Transferring Insurer instructed a private search firm to take reasonable steps to identify the address of these remaining 604 policyholders, where Transferring Insurer's research via the internet was inconclusive.

⁶⁰ Publication pursuant to OKLA. STAT. TIT. 36, § 1685(A)(5) is also referred to interchangeably hereinafter as, "Publication Notice" and "Notice by Publication."

⁶¹ See Sub-section C.2.e.

⁶² See OKLA. STAT. TIT. 36, § 1686(A).

⁶³ See OKLA. STAT. TIT. 36, § 1683(10), OKLA. STAT. TIT. 36, § 1686(A)(1)(n) and (A)(2).

⁶⁴ See OKLA. STAT. TIT. 36, § 1686(B)(8), "Any person, including by their legal representative, who considers himself, herself or itself to be adversely affected can present evidence or comments to the court at the approval hearing."

⁶⁵ See Sub-section C.2.a.

⁶⁶ See Sub-section C.2.b.

⁶⁷ See Sub-section C.2.c.

⁶⁸ See Sub-section C.2.d.

⁶⁹ The 12 policyholders have 19 open claims. The 19 open claims are associated with 15 different policies. Therefore, some of the 12 individual policyholders have multiple policies. Similarly, some of the 15 individual policies are associated with multiple open claims.

⁷⁰ These 604 policyholders do not have open claims.

As a result, the Transferring Insurer has now located principal office addresses for 531 of the 604 policyholders. The Transferring Insurer has been unable to locate an address for the remaining 73 holders of FASR policies.⁷¹

The 531 policyholders, for whom the Transferring Insurer now has principal office addresses, are corporate entities. Therefore, the accuracy of the newly acquired principal office addresses may be verified. As stated above, notice will be mailed to the newly acquired principal office addresses of the 531 entities which held at least one FASR policy issued since 1970, but have no open claims.

For the remaining FASR policyholders for which an address has not been identified by the search firm after it conducted reasonable steps to search for the policyholders, the Transferring Insurer will provide notice by way of Publication Notice as authorized by OKLA. STAT. TIT. 36, § 1685. The Notification by Publication process is described below.⁷²

In addition to the analysis required of the Oklahoma Department of Insurance⁷³ and the Independent Expert,⁷⁴ the remaining FASR policyholders' interest in evaluating the Assuming Insurer's reserve adequacy⁷⁵ will also be protected as a result of the notice provided directly to agents,⁷⁶ regulators,⁷⁷ insurance guaranty associations⁷⁸ and reinsurers.⁷⁹

3. Assumed Reinsurance Portfolios.

Notice of the IBT Plan will be provided by the Transferring Insurer to each APAC, APSIC, AHIC, NCCI and ECRA in accordance with the operative reinsurance contracts.⁸⁰

⁷¹ The private search firm was either: 1) Unable to identify the addresses of the policyholder; or 2) Determined the policyholder was an entity which has been dissolved.

⁷² See Sub-section C.2.e.

⁷³ See OKLA. STAT. TIT. 36, § 1686(A).

⁷⁴ See OKLA. STAT. TIT. 36, § 1683(10), OKLA. STAT. TIT. 36, § 1686(A)(1)(n) and (A)(2).

⁷⁵ See OKLA. STAT. TIT. 36, § 1686(B)(8), "Any person, including by their legal representative, who considers himself, herself or itself to be adversely affected can present evidence or comments to the court at the approval hearing."

⁷⁶ See Sub-section C.2.a.

⁷⁷ See Sub-section C.2.b.

⁷⁸ See Sub-section C.2.c.

⁷⁹ See Sub-section C.2.d.

⁸⁰ The entities identified by the forgoing acronyms are discussed in Sub-section A.3.

4. Summary Totals of Policyholders with Active Claims (Long Tail)

Block 1: PWIC Direct Policies:⁸¹

• Policies Written by PWIC	58,037
• Assumed Reinsurance	63
• Reciprocal of America (“ROA”)	251
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Block 1 Subtotal:	58,351

Block 2: Seaton Policies:

• Reinsurance Assumed	322
• Facultative and Special Risk (“FASR”)	531
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Block 2 Subtotal:	853

Block 3: Assumed Reinsurance Portfolios:

Block 3 Subtotal	5
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Total: 59,209

⁸¹ These includes those policies both directly written by PWIC and those policies directly written by other insurance companies, but where PWIC now functions as the direct writer of the policies.

C. IBT COMMUNICATION – STAKEHOLDERS AND PROCESS.

1. Policyholders.

Pursuant to OKLA. STAT. TIT. 36, § 1685, notices to policyholders shall, within fifteen (15) days of receipt of the court’s scheduling order setting a hearing on the petition for implementation of the proposed IBT, be transmitted by the Transferring Insurer by United States mail, first-class postage prepaid, to those policyholders described above, to either: (a) Their last-known address as indicated by the records of Transferring Insurer or to the address to which policy documents are sent; or (b) In the event such address information is not available, the principal office address for the policyholder located by the Transferring Insurer.

2. Third Parties.

At the same time, notice will also be transmitted to each of the following constituencies:

a. Agents.

By United States mail, first-class postage prepaid, to agents or brokers of record on the:

- i.** Assumed Reinsurance policies directly written by PWIC, as referenced above in Subsection A.1.a.i;⁸² and
- ii.** Seaton FASR policies, as referenced above in Subsection A.2.b., at the address for communications included in the Transferring Insurer’s records.⁸³

⁸² The latest open claim arises from a policy issued in 1958.

⁸³ The latest open claim arises from a policy issued in 1970.

b. Regulators.

By United States mail, first-class postage prepaid, to the chief insurance regulator in each jurisdiction in which the Transferring Insurer holds or has ever held a certificate of authority, and in which policies that are part of the Subject Business were issued or policyholders currently reside. As a result, notice will be transmitted to the chief insurance regulator in all 50 states and the District of Columbia.

c. Insurance Guaranty Associations.

By United States Postal mail, certified first-class postage prepaid, to the:

- i. National Conference of Insurance Guaranty Funds;
- ii. National Organization of Life and Health Insurance Guaranty Associations; and
- iii. Insurance guaranty associations for every state in which: (a) Transferring Insurer holds or has ever held a certificate of authority; and (b) Policies which are part of the Subject Business were issued or policyholders currently reside. As a result, notice will be transmitted to the state insurance guaranty associations for all 50 states and the District of Columbia.

d. Reinsurers.

Reinsurers of PWIC pursuant to:

- i. The notice provisions of the reinsurance agreements applicable to the policies which are part of the Subject Business; or
- ii. Where an agreement has no provision for method of delivery, by internationally recognized delivery service.

e. **Publication Notice.**

Transferring Insurer will provide Notice by Publication in the Providence Journal, a newspaper of general circulation in the state of Rhode Island because Transferring Insurer's principal place of business is in Rhode Island. Notice by Publication will also be provided in the Wall Street Journal because the policyholders are distributed throughout the United States. Transferring Insurer will also provide such other publications as required by the Commissioner.⁸⁴

f. **General.**

Notice will be provided in accordance with OKLA. STAT. TIT. 36, §1685. Therefore, any court or administrative orders entered pursuant to the Act shall be conclusive with respect to all intended recipients of the notice, whether or not they receive actual notice.⁸⁵

⁸⁴ See OKLA. STAT. TIT. 36, §1685(A)(5).

⁸⁵ See OKLA. STAT. TIT. 36, §1685(B), "If notice is given in accordance with this section, any orders under this act shall be conclusive with respect to all intended recipients of the notice, whether or not they receive actual notice."

D. COMMUNICATION WITH TRANSFERRING INSURER'S REMAINING POLICYHOLDERS

Once this proposed IBT is approved and becomes effective, two (2) groups of policyholders will remain with the Transferring Insurer. The 2 groups are described as follows:

1. Policyholders in States where the Assuming Insurer is unlicensed.

As of the date of this Communication Plan, only Massachusetts and New York have not issued a license to the Assuming Insurer. Therefore, holders of policies under the jurisdiction of Massachusetts and New York will maintain their current contractual relationship with Transferring Insurer.

A Reinsurance Agreement currently exists between the Transferring Insurer and Assuming Insurer.⁸⁶ Pursuant to its terms, the Assuming Insurer is currently administrating and otherwise financially responsible for every holder's policy and associated claims, if any. As a practical matter, all policyholders are currently being handled as if they have been transferred to the Assuming Insurer.

Upon the successful approval and completion of this proposed IBT, the policyholders which remain within a contractual relationship in fact with the Transferring Insurer will continue to be handled as transferring policyholders. Holders of policies under the jurisdiction of Massachusetts and New York will maintain their current contractual relationship with Transferring Insurer until the respective state issues an appropriate insurance license to the Assuming Insurer.

⁸⁶ For the purpose of this single reference, "Reinsurance Agreement" means the one hundred percent (100%) net retained lines agreement between the Transferring Insurer and Assuming Insurer, effective December 31, 2018, as approved by the Oklahoma Insurance Department on November 30, 2018.

2. Unigard Policyholders.

The Insurance Business Transfer Act, OKLA. STAT. TIT. 36, § 1681, *et seq.*, does not require notice of the proposed transaction be given to the holders of the Unigard Policies. Nonetheless, the Assuming Insurer will provide notice of this IBT Plan to the Unigard Insurance Company, which is the reinsurer and administrator of the Unigard Policies.⁸⁷

E. COMMUNICATION WITH THE ASSUMING INSURER'S EXISTING POLICYHOLDERS.

Holders of Assuming Insurer's policies will receive Notice Publication of this proposed IBT. The Insurance Business Transfer Act, OKLA. STAT. TIT. 36, § 1681, *et seq.*, does not require Direct Notice of the proposed IBT Plan be provided to existing policyholders of the Assuming Insurer for the consideration, approval or implementation of the Insurance Business Transfer.⁸⁸

⁸⁷ In 1993, Unigard Security Insurance Company (later renamed Seaton) sold all its affiliates and continuing business to Winterthur US Holdings Inc. As part of the transaction, the continuing business of USIC (also interchangeably referred to as the "Unigard Book") was transferred by way of reinsurance to one of the affiliates that was sold, Unigard Insurance Company.

Accordingly, since 1993 the Unigard Policies have been reinsured and administered by Unigard Insurance Company. Unigard Insurance Company currently possesses the books and records of the Unigard Policies.

Unigard Insurance Company is now owned by the QBE Insurance Group. QBE currently maintains an A.M. Best rating of A (Excellent).

⁸⁸ This IBT Plan does not entail any contractual change between the policyholders and the entity currently responsible for satisfying the contractual obligations of the policies. Moreover, this IBT Plan will improve the financial condition of the policyholders' existing insurer.

The Assuming Insurer's existing policyholders will share in the benefit of a new capital maintenance agreement which is part of this IBT Plan. With the approval and implementation of the proposed IBT, the new capital maintenance agreement guarantees the Assuming Insurer's financial solvency by Enstar Group Limited.

At most, this proposed IBT will affect the Assuming Insurer's existing policyholders in the same manner as a merger of insurance companies in which the Assuming Insurer is the surviving company. In such a case, no legal or regulatory requirements exist to provide notice to the policyholders of either of the merging companies.