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SECRETARY OF STATE

BEFORE THE COMMISSIONER OF COMMERCE AND INSURANCE
FOR THE STATE OF TENNESSEE

TENNESSEE INSURANCE DIVISION,	)	
Petitioner,	)	
	)	
vs.	)	**No.: 12.01-092883-J**
	)	**06-080**
AXA RE PROPERTY & CASUALTY INSURANCE	)	
COMPANY,	)	
Respondent.	)	

AGREED ORDER

WHEREAS, Petitioner, the Tennessee Insurance Division, (hereinafter referred to as the "Division") and the Respondent, AXA Re Property & Casualty Insurance Company, hereby stipulate and agree, subject to the approval of the Commissioner of Commerce and Insurance (hereinafter referred to as the "Commissioner") as follows:

GENERAL STIPULATIONS

1. It is expressly understood that this Agreed Order is subject to the Commissioner's acceptance and has no force and effect until such acceptance is evidenced by the entry of the Commissioner.

2. The Commissioner has determined that the resolution set forth in this Consent Order is fair, reasonable, and in the best public interest.

3. This Agreed Order is executed by the Respondent for the purpose of avoiding further administrative action with respect to this cause. Furthermore, should this Agreed Order not be accepted by the Commissioner, it is agreed that presentation to and consideration of this Agreed Order by the Commissioner shall not unfairly or illegally prejudice the Commissioner from further participation or resolution of these proceedings.

4. Respondent fully understands that this Agreed Order will in no way preclude additional proceedings by the Commissioner against the Respondent for acts or omissions not specifically addressed in this Agreed Order or for facts and/or omissions that do not arise from the facts or transactions herein addressed.

5. Respondent expressly waives all further procedural steps and all rights to seek judicial review of or to otherwise challenge or contest the validity of the Agreed Order, the stipulations and imposition of discipline contained herein, and the consideration and entry of said Agreed Order by the Commissioner.

FINDINGS OF FACT

6. AXA Re Property & Casualty Insurance Company (hereinafter referred to as the "Respondent") is an insurance company domiciled in the State of Delaware.

7. Respondent has received a certificate of authority to sell property, casualty, vehicle and surety lines of insurance in the State of Tennessee, and is subject to regulation under the Tennessee Insurance Law (hereinafter referred to as the "Tennessee Law"), codified at Title 56 of the Tennessee Code.

8. The financial statement filed with the Division by the Respondent reported that, as of December 31, 2005, the Respondent reported a net loss of twenty-seven million, four hundred ninety-two thousand, six hundred ten dollars (-$27,492,610) for the year 2005. As of December 31, 2005, the Respondent's net loss represented over eighty-five percent (85%) of the remaining policyholders' surplus in excess of the minimum required, which was thirty-two million, one hundred seventy-three thousand, two hundred fifty-eight dollars ($32,173,258).

9. In order to avoid any further expenses or costs associated with litigating this matter, Respondent hereby volunteers to enter into this Agreed Order.

CONCLUSIONS OF LAW

10. Tenn. Code Ann. § 56-1-416 provides that the Commissioner shall revoke or suspend all certificates of authority granted to an insurance company if the Commissioner is of the opinion, upon examination or other evidence, that a foreign insurance company is in an unsound condition or has failed to comply with the law and, upon such a finding, no new business shall be done by the company or its agents under suspension or revocation while such default or disability continues and not until its authority to do business is restored by the Commissioner.

11. Tenn. Comp. R. & Regs. 0780-1-66-.03(1)(f) provides, in pertinent part, that the Commissioner may consider in determining whether the continued operation of any insurer transacting an insurance business in this state might be deemed to be hazardous, financially or otherwise, to the policyholders, creditors, or the general public, whether the insurer's operating loss in the last twelve-month period or any shorter period of time, including but not limited to net capital gain or loss, change in non-admitted assets, and cash dividends paid to shareholders, is greater than fifty percent (50%) of the insurer's remaining surplus as regards to policyholders in excess of the minimum required.

12. By virtue of the Respondent's failure to meet the standards set forth in Tenn. Comp. R. & Regs. 0780-1-66-.03(1)(f), the Respondent's financial condition is currently unsound, and, thus, in violation of Tenn. Code Ann. § 56-1-416(a)(1)(A), rendering the respondent as not qualified to do business in this state, as defined by Tenn. Code Ann. § 56-2-103(a)(2).

ORDER

NOW THEREFORE, on the basis of the foregoing, the waiver of the Respondent of its rights to a hearing and appeal under Tennessee Insurance Law and Tennessee's Uniform Administrative Procedures Act, Tenn. Code Ann. §§ 4-5-101, *et seq.*, and the admission by Respondent of the jurisdiction of the Commissioner, the Commissioner finds that the Respondent has voluntarily agreed to the entry of this Order, this Order is appropriate, and in the public interest.

IT IS ORDERED, pursuant to Tenn. Code Ann. § 56-1-416 of the Tennessee Insurance Law, that:

1. Respondent's Certificate of Authority is hereby suspended for a period of two (2) years. During such period, the Respondent shall continue to be licensed in Tennessee but shall cease writing any new business in the State of Tennessee, and shall renew only those policies that the law may require. Should the Commissioner determine that the Respondent's financial condition is no longer unsound, she may at any time remove the suspension of the Respondent's Certificate of Authority. The Commissioner, in her sole discretion, may also extend the suspension period should she find such extension to be in the public interest. However, in the event the Respondent's Certificate of Authority is not reinstated within two (2) years from the date of this Order, unless the Commissioner shall have extended the suspension period, the Respondent's Certificate of Authority shall automatically be revoked without further action by the Commissioner or the Division.

2. Respondent shall continue to file its annual statement, pay fees, licenses and taxes as required and applicable, and service existing policyholders and adjust losses thereunder.

This Agreed Order is in the public interest and in the best interests of the parties. This Agreed Order represents a compromise and settlement of the controversy between the parties and is for settlement purposes only. By the signature affixed below, AXA Re Property & Casualty Insurance Company affirmatively states that is has freely and voluntarily agreed to the entry of this Agreed Order, that it has been advised that it may consult legal counsel in this matter and has had the opportunity to consult with legal counsel, that it waives its right to a hearing on the matters underlying this Agreed Order and to a review of the Findings of Fact and Conclusions of Law contained herein, and that no threats or promises of any kind have been made by the Commissioner, the Division, or any agent or representative thereof. The parties, by signing this Agreed Order, affirmatively state their agreement to be bound by the terms of this Agreed Order and aver that no promises or offers relating to the circumstances described herein, other than the terms of settlement set forth in this Agreed Order, are binding upon them.

Nothing in this Agreed Order should be construed to limit the authority of the Insurance Division or the Commissioner to take further action against the Respondent should such action, in the opinion of the Insurance Division or the Commissioner, be necessary.

SO ORDERED.

ENTERED this the 3rd day of October, 2006.

Paula A. Flowers

Paula A. Flowers, Commissioner
Department of Commerce and Insurance

APPROVED FOR ENTRY:

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AXA Re Property & Casualty Insurance Company

By: Alexandre Scherer
Title: President