



FILED

NOV 04 2019

OFFICE OF
INSURANCE REGULATION

Docketed by: 1085

OFFICE OF INSURANCE REGULATION

DAVID ALTMAIER
COMMISSIONER

IN THE MATTER OF:

CASE NO.: 254100-19-CO

WILTON REINSURANCE BERMUDA LIMITED

CONSENT ORDER

THIS CAUSE came on for consideration upon the filing by WILTON REINSURANCE BERMUDA LIMITED ("APPLICANT") of an application with the FLORIDA OFFICE OF INSURANCE REGULATION ("OFFICE") for designation as a Certified Reinsurer ("Application"), pursuant to Section 624.610(3)(e), Florida Statutes, and Rule 69O-144.007, Florida Administrative Code. Following a complete review of the entire record, and upon consideration thereof, and being otherwise fully advised in the premises, the OFFICE hereby finds as follows:

1. The OFFICE has jurisdiction over the subject matter and the parties herein.
2. APPLICANT has applied for and, subject to the present and continuing satisfaction of the requirements, terms, and conditions established herein, met all of the conditions precedent to designation as a Certified Reinsurer in Florida, pursuant to the requirements set forth in Section 624.610(3)(e), Florida Statutes, and Rule 69O-144.007, Florida Administrative Code.

3. APPLICANT is a private limited company domiciled in Bermuda and incorporated on December 17, 2004. APPLICANT is owned by Wilton Re Ltd., whose ownership shares represent 96% of the aggregate economic value and 75% of voting rights associated with APPLICANT's common shares, and Wilton Re U.S. Holdings, Inc., whose ownership shares represent 4% of the APPLICANT's aggregate economic value and 25% of voting rights associated with APPLICANT's common shares.

4. The OFFICE has determined that Bermuda qualifies as an eligible jurisdiction, pursuant to Section 624.610(3)(e), Florida Statutes, and Rule 69O-144.007(9), Florida Administrative Code.

5. APPLICANT represents that its purpose in becoming a Certified Reinsurer under Section 624.610(3)(e), Florida Statutes, and Rule 69O-144.007, Florida Administrative Code, is to provide flexibility in managing collateral and liquidity requirements while improving its visibility in the reinsurance market.

6. On September 10, 2019, the OFFICE posted on its website notice of receipt of APPLICANT's Application. Interested members of the public were invited to respond to the Application over a 30-day period, pursuant to Rule 69O-144.007(8)(b), Florida Administrative Code. No public comments were received.

7. In determining APPLICANT's qualifications for designation as a Certified Reinsurer pursuant to Section 624.610(3)(e), Florida Statutes, and Rule 69O-144.007, Florida Administrative Code, the OFFICE has considered the following:

a. APPLICANT's \$1,135,153,000 United States Dollars ("USD"), as reported in its December 31, 2018 audited financial statement, done in accordance with the United States Generally Accepted Accounting Principles ("U.S. GAAP"). This exceeds the

\$250,000,000 USD surplus requirement under section 624.610(3)(e), Florida Statutes, and Rule 69O-144.007(3), Florida Administrative Code.

b. APPLICANT's secure financial strength rating from at least 2 rating agencies pursuant to Section 624.610(3)(e), Florida Statutes, and Rule 69O-144.007(3), Florida Administrative Code:

1. On May 29, 2019, Fitch Ratings assigned a financial strength rating of 'A+' (Strong).
2. On June 27, 2019, A.M. Best assigned a financial strength rating of 'A+' (Superior).

c. APPLICANT's location within a qualified jurisdiction, pursuant to Rule 69O-144.007(9), Florida Administrative Code.

d. APPLICANT's audited financial statements prepared in conformity with U.S. GAAP for the last 3 years, pursuant to Rule 69O-144.007(8)(a)1., Florida Administrative Code.

e. Other pertinent information submitted by APPLICANT, pursuant to Section 624.610(3)(e), Florida Statutes, and Rule 69O-144.007, Florida Administrative Code.

8. The minimum collateral a Certified Reinsurer is required to post for the ceding insurer to take 100% credit in its financial statements on account of such reinsurance ceded is based on the secure rating the Certified Reinsurer is assigned by the OFFICE. Pursuant to Rule 69O-144.007(8)(e)1., Florida Administrative Code:

The maximum rating that a certified reinsurer may be assigned will correspond to its financial strength rating as outlined in subsection (4), of this rule. The Office shall use the lowest financial strength rating received from a rating agency indicated in paragraphs (3)(a)-(e), of this rule, in establishing the maximum rating of a certified reinsurer.

9. Based on the secure financial strength ratings of APPLICANT, the OFFICE hereby assigns APPLICANT a rating of Secure 3 and a collateral requirement of 20%.

10. For purposes of Rule 69O-144.007(4), Florida Administrative Code, APPLICANT acknowledges that the collateral required for the ceding insurer to take 100% credit in its financial statements on account of such reinsurance ceded be no less than 20%, for agreements incepting on or after the execution date of this Consent Order, unless otherwise amended by the OFFICE.

11. APPLICANT represents that it will, for purposes of securing its U.S. liabilities to U.S. cedant insurers, post collateral security in forms compliant with Section 624.610, Florida Statutes, and Rules 69O-144.005 and 69O-144.007, Florida Administrative Code.

12. APPLICANT shall adhere to the continuing requirements for a Certified Reinsurer as described fully in Section 624.610(3)(e), Florida Statutes, and Rule 69O-144.007, Florida Administrative Code.

13. Pursuant to Rule 69O-144.007(8)(i), Florida Administrative Code, APPLICANT shall notify the OFFICE within 10 days of the following: any regulatory actions taken against the certified reinsurer; any change in the provisions of its domiciliary license; or any change in rating by an approved rating agency. Such notice shall include a statement describing such actions and the reasons therefore.

14. Pursuant to Rule 69O-144.007(8)(d)2., Florida Administrative Code, APPLICANT shall assume only the kind or kinds of reinsurance ceded by ceding insurers for which APPLICANT is authorized in its domiciliary jurisdiction. Further, APPLICANT acknowledges that its Certified Reinsurer status shall only apply to life and health reinsurance.

15. APPLICANT acknowledges that in order to maintain its Certified Reinsurer status, it is required to file annually with the OFFICE all documentation required by Rule 69O-144.007(8)(h), Florida Administrative Code, including a list of Florida cedants, on or before the anniversary date of the execution of this Consent Order.

16. APPLICANT submits to the jurisdiction of the United States' ("U.S.") courts and has appointed an agent for service of process in Florida. A copy is attached hereto and incorporated herein as Exhibit A.

17. APPLICANT agrees to post 100% collateral for its Florida liabilities if it resists enforcement of a valid and final judgment from a U.S. court, or if otherwise required by the OFFICE pursuant to Rule 69O-144.007, Florida Administrative Code.

18. APPLICANT shall pay administrative costs in the amount of \$2,500 USD within 30 days of the execution of this Consent Order. APPLICANT shall send payment for the administrative costs to the payment address on the invoice. A copy is attached hereto and incorporated herein as Exhibit B.

19. The effective date of APPLICANT's Certified Reinsurer status is the date of execution of this Consent Order. This Consent Order shall remain in effect and APPLICANT's status as a Certified Reinsurer shall continue until APPLICANT either surrenders its status, fails to meet the requirements of the Florida Insurance Code or Rule 69O-144.007, Florida Administrative Code, or has its status withdrawn pursuant to Rule 69O-144.007, Florida Administrative Code.

20. APPLICANT affirms that all information, explanations, representations, statements, and documents provided to the OFFICE in connection with this Application, including all attachments and supplements thereto, are true and correct and fully describe all

transactions, agreements, ownership structures, understandings, and control of APPLICANT. APPLICANT further agrees and affirms that said information, explanations, representations, statements, and documents, including all attachments and supplements thereto, are material to the issuance of this Consent Order and have been relied upon by the OFFICE in its determination to enter into this Consent Order.

21. APPLICANT shall report to the OFFICE, Life & Health Financial Oversight, any time that APPLICANT is named as a party defendant in a class action lawsuit within 15 days after the class is certified. APPLICANT shall include a copy of the complaint at the time it reports the class action lawsuit to the OFFICE.

22. APPLICANT shall maintain an information security program for the security and protection of confidential and proprietary information under its control that complies with all applicable laws and regulations regarding information security. APPLICANT agrees it shall continually monitor and enhance its information security program to mitigate data security breaches. APPLICANT further agrees that it shall notify the OFFICE within 5 business days of identifying a data breach.

23. Executive Order 13224 prohibits any transactions by U.S. persons involving the blocked assets and interests of terrorists and terrorist support organizations. APPLICANT shall maintain and adhere to procedures necessary to detect and prevent prohibited transactions with those individuals and entities, which have been identified at the Treasury Department's Office of Foreign Assets Control website, <http://www.treas.gov/ofac>.

24. Within 60 days from the date of the execution of this Consent Order, APPLICANT shall submit, or cause to be submitted, to the OFFICE a certification evidencing compliance with all of the requirements of this Consent Order. Any exceptions shall be so noted

and contained in the certification. Exceptions noted in the certification shall also include a timeline defining when the outstanding requirements of the Consent Order will be complete. Said certification shall be submitted to the OFFICE via electronic mail and directed to the attention of the Assistant General Counsel representing the OFFICE in this matter and as named in this Consent Order.

25. Any deadlines, reporting requirements, other provisions, or requirements set forth in this Consent Order may be altered or terminated by written approval of the OFFICE. Such written approval by the OFFICE is subject to statutory or administrative regulation limitations.

26. APPLICANT expressly waives a hearing in this matter, the making of findings of fact and conclusions of law by the OFFICE, and all further and other proceedings herein to which it may be entitled by law or rules of the OFFICE. APPLICANT hereby knowingly and voluntarily waives all rights to challenge or to contest this Consent Order in any forum available to it, now or in the future, including the right to any administrative proceeding, state or federal court action, or any appeal.

27. APPLICANT affirms that all requirements set forth herein are material to the issuance of this Consent Order.

28. APPLICANT agrees that, upon execution of this Consent Order, failure to adhere to one or more of the terms and conditions contained herein may result, without further proceedings, in the OFFICE suspending, revoking, or taking other administrative action as it deems appropriate upon APPLICANT's status as a Certified Reinsurer in this state in accordance with Sections 120.569(2)(n) and 120.60(6), Florida Statutes.

29. Except as set forth in this Consent Order, each party to this action shall bear its own costs and fees.

30. The parties agree that this Consent Order shall be deemed to be executed when the OFFICE has signed and docketed a copy of this Consent Order bearing the signature of the authorized representative of the APPLICANT, notwithstanding the fact that the copy may have been transmitted to the OFFICE electronically. Further, APPLICANT agrees that the signature of its authorized representative as affixed to this Consent Order shall be under the seal of a Notary Public.

WHEREFORE, the agreement between WILTON REINSURANCE BERMUDA LIMITED and the FLORIDA OFFICE OF INSURANCE REGULATION, the terms and conditions of which are set forth above, is APPROVED, and the Application for designation as a Certified Reinsurer ("Application"), pursuant to Section 624.610(3)(e), Florida Statutes, and Rule 69O-144.007, Florida Administrative Code, is APPROVED.

FURTHER, all terms and conditions contained herein are hereby ORDERED.

DONE and ORDERED this 4th day of November, 2019.



A handwritten signature in blue ink that reads "David Altmaier".

David Altmaier, Commissioner
Office of Insurance Regulation

By execution hereof, WILTON REINSURANCE BERMUDA LIMITED, consents to entry of this Consent Order, agrees without reservation to all of the above terms and conditions, and shall be bound by all provisions herein. The undersigned represents that he or she has the authority to bind WILTON REINSURANCE BERMUDA LIMITED to the terms and conditions of this Consent Order.



WILTON REINSURANCE BERMUDA LIMITED

By: [Signature]

Print Name: Brendan Kemp

Title: Chief Financial Officer

Date: November 1, 2019

COUNTRY OF Bermuda
PARISH OF Pembroke

The foregoing instrument was acknowledged before me this 1st day of November 2019,

by Brendan Kemp as Chief Financial Officer
(name of person) (type of authority; e.g., officer, trustee, attorney in fact)

for Wilton Reinsurance Bermuda Limited.
(company name)

[Signature]
(Signature of the Notary)

Laquita A. Zuill, Notary Public, Hamilton , Bermuda
(Print, Type or Stamp Commissioned Name of Notary)

Personally Known x OR Produced Identification

Type of Identification Produced

My Commission Expires: No expiry



COPIES FURNISHED TO:

MS. SYLVIA OLIVEIRA, CHIEF EXECUTIVE OFFICER
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Applicant Company Name: Wilton Reinsurance Bermuda Limited

NAIC No. AA-3190878

Annex J

FEIN: 98-0473393

Uniform Consent to Service of Process

☒ Original Designation

☐ Amended Designation

(must be submitted directly to states)

Applicant Company Name: Wilton Reinsurance Bermuda Limited

Previous Name (if applicable): N/A

Home Office Address: P.O. Box HM3379

City, State, Zip: Hamilton HMPX Bermuda

NAIC CoCode: AA-3190878

The Applicant Company named above, organized under the laws of **Bermuda**, for purposes of complying with the laws of the State(s) designate hereunder relating to the holding of a certificate of authority or the conduct of an insurance business within said State(s), pursuant to a resolution adopted by its board of directors or other governing body, hereby irrevocably appoints the officers of the State(s) and their successors identified in Exhibit A, or where applicable appoints the required agent so designated in Exhibit A hereunder as its attorney in such State(s) upon whom may be served any notice, process or pleading as required by law as reflected on Exhibit A in any action or proceeding against it in the State(s) so designated; and does hereby consent that any lawful action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the State(s) so designated; and agrees that any lawful process against it which is served under this appointment shall be of the same legal force and validity as if served on the entity directly. This appointment shall be binding upon any successor to the above named entity that acquires the entity's assets or assumes its liabilities by merger, consolidation or otherwise; and shall be binding as long as there is a contract in force or liability of the entity outstanding in the State. The entity hereby waives all claims of error by reason of such service. The entity named above agrees to submit an amended designation form upon a change in any of the information provided on this power of attorney.

Applicant Company Officers' Certification and Attestation

One of the two Officers (listed below) of the Applicant Company must read the following very carefully and sign:

1. I acknowledge that I am authorized to execute and am executing this document on behalf of the Applicant Company.
2. I hereby certify under penalty of perjury under the laws of the applicable jurisdictions that all of the foregoing is true and correct, executed at **Hamilton, Bermuda**.

September 5, 2019

Date



Signature of Officer
Sylvia Oliveira, CEO

Full Legal Name of Officer

September 5, 2019

Date



Signature of Secretary

Laquita Zuill

Full Legal Name of Secretary

EXHIBIT A

Uniform Consent to Service of Process

Exhibit A

Place an "X" before the names of all the States for which the person executing this form is appointing the designated agent in that State for receipt of service of process:

<input type="checkbox"/> AL	Commissioner of Insurance # and Resident Agent*	<input type="checkbox"/> MO	Director of Insurance #
<input type="checkbox"/> AK	Director of Insurance #	<input type="checkbox"/> MT	Commissioner of Securities and Insurance #
<input type="checkbox"/> AZ	Director of Insurance # ^	<input type="checkbox"/> NE	Officer of Company* or Resident Agent* (circle one)
<input type="checkbox"/> AR	Resident Agent *	<input type="checkbox"/> NH	Commissioner of Insurance #
<input type="checkbox"/> AS	Commissioner of Insurance #	<input type="checkbox"/> NV	Commissioner of Insurance Commission # ^
<input type="checkbox"/> CO	Commissioner of Insurance # or Resident Agent*	<input type="checkbox"/> NJ	Commissioner of Banking and Insurance #^
<input type="checkbox"/> CT	Commissioner of Insurance #	<input type="checkbox"/> NM	Superintendent of Insurance #
<input type="checkbox"/> DE	Commissioner of Insurance #	<input type="checkbox"/> NY	Superintendent of Financial Services #
<input type="checkbox"/> DC	Commissioner of Insurance and Securities Regulation # or Local Agent* (circle one)	<input type="checkbox"/> NC	Commissioner of Insurance
<input checked="" type="checkbox"/> FL	Chief Financial Officer # ^	<input type="checkbox"/> ND	Commissioner of Insurance # ^
<input type="checkbox"/> GA	Commissioner of Insurance and Safety Fire # and Resident Agent*	<input type="checkbox"/> OH	Resident Agent*
<input type="checkbox"/> GU	Commissioner of Insurance #	<input type="checkbox"/> OR	Resident Agent*
<input type="checkbox"/> HI	Insurance Commissioner # and Resident Agent*	<input type="checkbox"/> OK	Commissioner of Insurance #
<input type="checkbox"/> IL	Director of Insurance # ^	<input type="checkbox"/> PR	Commissioner of Insurance #
<input type="checkbox"/> IN	Director of Insurance #	<input type="checkbox"/> RI	Superintendent of Insurance ^
<input type="checkbox"/> IA	Resident Agent* ^	<input type="checkbox"/> SC	Director of Insurance #
<input type="checkbox"/> IS	Commissioner of Insurance #	<input type="checkbox"/> SD	Director of Insurance # ^
<input type="checkbox"/> KS	Commissioner of Insurance ^	<input type="checkbox"/> TN	Commissioner of Insurance #
<input type="checkbox"/> KY	Secretary of State #	<input type="checkbox"/> TX	Resident Agent*
<input type="checkbox"/> LA	Secretary of State #	<input type="checkbox"/> UT	Resident Agent* ^
<input type="checkbox"/> MD	Insurance Commissioner #	<input type="checkbox"/> VT	Secretary of State # or Resident Agent*
<input type="checkbox"/> ME	Resident Agent* ^	<input type="checkbox"/> VI	Lieutenant Governor/Commissioner#
<input type="checkbox"/> MI	Resident Agent *	<input type="checkbox"/> WA	Insurance Commissioner #
<input type="checkbox"/> MN	Commissioner of Commerce ~	<input type="checkbox"/> WV	Secretary of State # @
<input type="checkbox"/> MS	Commissioner of Insurance and Resident Agent* BOTH are required.	<input type="checkbox"/> WY	Commissioner of Insurance #

For the forwarding of Service of Process received by a State Officer complete Exhibit B listing by state the entities (one per state) with **full name and address where service of process is to be forwarded**. Use additional pages as necessary. Colorado will forward Service of Process to the Secretary of the Applicant Company and requires a resident agent for foreign entities. Exhibit not required for New Jersey, and North Carolina. Florida accepts only an individual as the entity and requires an email address. New Jersey allows but does not require a foreign insurer to designate a specific forwarding address on Exhibit B. SC will not forward to an individual by name; however, it will forward to a position, e.g., Attention; President (or Compliance Officer, etc.). Washington requires an email address on Exhibit B.

* Attach a completed Exhibit B listing the Resident Agent for the Applicant Company (one per state). Include state name, Resident Agent's **full name and street address**. Use additional pages as necessary. (DC* requires an agent within a ten mile radius of the District).

^ Initial pleadings only.

@ Form accepted only as part of a Uniform Certificate of Authority application.

MA will send the required form to the Applicant Company when the approval process reaches that point.

~ Minnesota does not forward Service of Process. To effectively serve the Commissioner of Commerce, use the process under Minn. Stat. § 45.028. Applicant Company may complete Exhibit B to provide a Service of Process address that Commerce may keep on file.

Exhibit B

Complete for each state indicated in Exhibit A:

State: Florida Name of Entity: Donna MochPhone Number: 954-473-5503

Fax Number: _____

Email Address: CLS-SOPPIATeam@wolterskluwer.comMailing Address: CT Corporation, 1200 South Pine Island Road, Plantation, Florida 33324Street Address: CT Corporation, 1200 South Pine Island Road, Plantation, Florida 33324

State: _____ Name of Entity: _____

Phone Number: _____

Fax Number: _____

Email Address: _____

Mailing Address: _____

Street Address: _____

State: _____ Name of Entity: _____

Phone Number: _____

Fax Number: _____

Email Address: _____

Mailing Address: _____

Street Address: _____

State: _____ Name of Entity: _____

Phone Number: _____

Fax Number: _____

Email Address: _____

Mailing Address: _____

Street Address: _____

State: _____ Name of Entity: _____

Phone Number: _____

Fax Number: _____

Email Address: _____

Mailing Address: _____

Street Address: _____

Resolution Authorizing Appointment of Attorney

BE IT RESOLVED by the Board of Directors or other governing body of

Wilton Reinsurance Bermuda Limited, (Applicant Company Name)

this 5th day of Sep., 20 19, that the CEO or Secretary of said entity be and are hereby authorized by the Board of Directors and directed to sign and execute the Uniform Consent to Service of Process to give irrevocable consent that actions may be commenced against said entity in the proper court of any jurisdiction in the state(s) of

Florida

in which the action shall arise, or in which plaintiff may reside, by service of process in the state(s) indicated above and irrevocably appoints the officer(s) of the state(s) and their successors in such offices or appoints the agent(s) so designated in the Uniform Consent to Service of Process and stipulate and agree that such service of process shall be taken and held in all courts to be as valid and binding as if due service had been made upon said entity according to the laws of said state.

CERTIFICATION:

I, Laquita Zuill, Secretary of

Wilton Reinsurance Bermuda Limited

(Applicant Company Name)

state that this is a true and accurate copy of the resolution adopted effective the 5th day of April, 20 19 by the Board of Directors or governing board at a meeting held on the 5th day of April, 20 19 or by written consent dated day of , 20 .

Date September 5, 2019


Secretary



OFFICE OF INSURANCE REGULATION

DAVID ALTMAIER
COMMISSIONER

INVOICE

In order to ensure that your payment is received and properly credited, please make your check payable to the Florida Department of Financial Services and **return this invoice with your payment to:**

**Department of Financial Services
Revenue Processing Section
P.O. Box 6100
Tallahassee, Florida 32314-6100**

INVOICE NO: 19-1740

REFERENCE

NAME: Wilton Reinsurance Bermuda Limited
ADDRESS: Par-la-Ville Place
CITY, STATE, ZIP: P.O. Box HM 3379, Hamilton HMPX, Bermuda
FEID:
NAIC CO CODE:
EXAM YR END:
CASE #: 254100-19-CO
ATTORNEY: Shannon Michelle Harp-Alexander, Esq.
SOURCE: Life and Health Financial Oversight

Fine Due: \$ 0.00
Costs Due: \$ 2,500.00
Total Amount Due: \$ 2,500.00

Amount Remitted:

OFFICIAL USE ONLY – PLEASE DO NOT MARK BELOW THIS LINE

<u>B/T</u>	<u>T/C</u>	<u>F/T</u>	<u>AMOUNT</u>
C	0112 – LH SOLV	J	
C	1249- Attorney's Fees	J	

EXHIBIT B