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STATE OF OHIO
DEPARTMENT OF INSURANCE
50 W. Town Street, Third Floor, Suite 300
Columbus, Ohio 43215

IN THE MATTER OF: : MARY TAYLOR
: LT. GOVERNOR/DIRECTOR
THE PETITION OF MERGER OF :
NATIONWIDE MUTUAL INSURANCE : ORDER AND JOURNAL ENTRY
COMPANY AND HARLEYSVILLE :
MUTUAL INSURANCE COMPANY :

ORDER

On March 19, 2012, Nationwide Mutual Insurance Company (“Nationwide”), an Ohio domiciled mutual property and casualty insurance company, and Harleysville Mutual Insurance Company (“Harleysville”), a Pennsylvania domiciled mutual property and casualty insurance company, filed a petition pursuant to Ohio Revised Code Section 3941.38 requesting an order approving the merger of Harleysville with and into Nationwide.

1. The proposed transaction is governed by Ohio Revised Code Sections 3941.35 to 3941.46.
2. Nationwide and Harleysville have entered into a written Agreement and Plan of Merger (“Agreement”) prescribing the terms and conditions of the merger.
3. On September 27, 2011, the Board of Directors of Nationwide approved the Agreement. On September 28, 2011, the Board of Directors of Harleysville approved the Agreement.
4. On April 9, 2012, the members of Nationwide, at a special meeting of the company, approved the Agreement by at least two-thirds of the members voting in person or by proxy, with a quorum present at the meeting.
5. On April 24, 2012, the members of Harleysville, at a special meeting of the company, approved the Agreement by at least a majority of the members voting in person or by proxy, with a quorum present at the meeting.
6. In reviewing the petition and supporting materials, it appears that there is compliance with the provisions of Ohio Revised Code Sections 3941.35 to 3941.46.
7. There are no facts before the Department to support a finding that the proposed merger will be inequitable to members of Nationwide in that the merger would result in a substantial reduction of the equity of such members without reasonably compensating benefits or advantages.

8. There are no facts before the Department to support a finding that the proposed merger will reduce service to the policyholders, or the protection of existing insurance policies, of Nationwide.
9. There are no facts before the Department to support a finding that the proposed merger may substantially lessen competition, or tend to create a monopoly.

Based on the documents filed in support of the proposed merger and each of the findings set forth above, IT IS THEREFORE ORDERED:

The petition of Nationwide Mutual Insurance Company and Harleysville Mutual Insurance Company to merge is hereby approved.

This Order made and entered into the Journal of the Ohio Department of Insurance this 25 day of April, 2012.


Mary Taylor
Lt. Governor/Director