

Insurance

Industry Contact

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The insurance industry is continually susceptible to regulatory developments and other changes that require counsel attuned to the sector. Vorys' insurance industry team has been a cornerstone of the firm since its inception. We continue to advise insurers and insurance agencies and agents throughout Ohio, and we have a network of local counsel that allows us to operate in other states. Members of our team are regularly recognized by leading legal rankings as top-tier providers in the state and are members of the Federation of Regulatory Counsel, an exclusive association made up of insurance regulatory attorneys.

We handle the organization, capitalization, and restructuring of insurance companies and agencies, as well as mergers, mutual-to-stock conversions, and conversions to mutual holding company systems. We assist in obtaining the admissions of domestic insurance companies to other states and of foreign insurance companies to Ohio, and assist clients with securing regulatory approvals of insurance policies and forms. Our lawyers also aid in the negotiation of insurance and reinsurance contracts and the licensing and management of agents and brokers. More generally, we help our clients to determine which of their products and operations may constitute the business of insurance and trigger regulatory oversight.

Our lawyers regularly appear on behalf of insurance clients in hearings, investigations, enforcement actions, and other administrative proceedings. We also defend and prosecute insurance matters for insurance companies, agencies, and agents in lawsuits in state and federal court. We also provide counsel to reinsurance companies, captive insurers, and risk retention groups, and represent insurance trade associations and organizations involved in insurance education. In addition, our lawyers often advise clients on insurance issues that arise in connection with their commercial, real estate, employment, governance, legislative, tax, intellectual property and transactional matters.

Regulatory

We routinely represent clients before the Ohio Department of Insurance. Our regulatory practice spans the life cycle of insurance companies, and includes formation, licensing, ongoing operations and

regulatory compliance, restructuring, rehabilitation, and insolvency. We also defend clients in agent disciplinary proceedings, counsel clients on interpretation of investment laws and statutory deposit questions, draft amendments to insurer articles and regulations, and assist our clients with the legislative and rule making process as it relates to insurance issues. In addition, we represent a trade association of Ohio property and casualty insurance companies.

FORMATION, OPERATION, REHABILITATIONS AND INSOLVENCIES

Our lawyers have helped to form many Ohio-domiciled stock life, property/casualty, and reinsurance companies, as well as health insuring corporations (i.e., labeled health maintenance organizations in other states). In so doing, we work closely with the Exam-Audit Division of the Ohio Department of Insurance and consult with clients on investments, agent appointments, policy form, and rate filings. We assist clients with their Form A, B, C, D and F, Corporate Governance Annual Disclosures, and all other regulatory filings, and in structuring transactions among affiliates. In addition, our firm has represented “troubled” insurers, and claimants in connection with insurer rehabilitations and insolvencies. We have helped clients interpret Ohio’s insurer insolvency laws, have negotiated workout proposals, and have litigated contested court proceedings involving insurer insolvency issues.

ADMISSIONS AND REDOMESTICATIONS

We often represent foreign insurers seeking admission into Ohio. In that capacity, we interact with the Exam-Audit and Legal Divisions of the Ohio Department of Insurance and address issues such as guarantees by corporate parents of the capital and surplus of the insurer seeking admission. In addition, our lawyers have worked on “redomestication” of foreign insurance companies to Ohio companies and from Ohio insurance companies to foreign companies. Such transactions require careful coordination with the departments of insurance and other agencies in the domiciliary state and in all other states in which the redomesticating company is admitted. Our lawyers are experienced in resolving the issues that typically arise in redomestications.

Insurance Agents and Agencies

Our lawyers have assisted clients in forming, purchasing, and selling insurance agencies and books of business and the preparation of all related regulatory filings. We also have represented clients in connection with disputes between competing insurance agencies or between insurance agencies and insurance companies. We have defended clients before the Ohio Department of Insurance in connection with consumer complaints against insurance agencies and agents, including matters related to contingent commissions and claims of bid rigging.

Mergers, Acquisitions and Conversions

We have successfully represented many applicants who have filed a Form A with the Ohio Department of Insurance in connection with their merger with, or acquisition of, domestic insurance companies. We also have counseled clients regarding takeovers and proxy filings involving Ohio insurance holding company systems. Our lawyers have significant experience with the procedure that Ohio law mandates for certain insurance company merger, consolidation, and reinsurance transactions. Under that procedure, some

transactions must be approved, after public hearing, by a Commission comprised of representatives of the Governor of Ohio, the Attorney General of Ohio, and the Ohio Superintendent of Insurance. Our lawyers often have appeared before that Commission on behalf of our insurance clients.

Conversions involve a different statutory process. Under Ohio law, the conversion of insurers from mutual-to-stock companies, or from stock-to-mutual companies, requires close scrutiny by a statutorily created appraisal committee and by the Ohio Superintendent of Insurance. Our firm has represented mutual insurers that converted to mutual holding companies and has handled the hearings before the Ohio Department of Insurance regarding those conversions. We also have helped clients form mutual insurance holding companies as part of the conversion process.

Litigation

Our firm has an active and broad insurance litigation practice. We have represented clients in lawsuits concerning sales practices, product pricing, insurance coverage, regulatory filings, claims handling practices, demutualization, covenants not to compete, and antitrust issues, among many other matters. Our lawyers have litigated novel questions involving Ohio's insurance laws, opposed certification of wide-ranging class actions in cases involving insurance issues, defended actions brought against insurance companies, agencies and agents, and prosecuted insurance-related suits on behalf of our clients.

News

[News, 11.3.2022](#)

Vorys Receives 69 Tier One Rankings on 2023 *U.S. News – Best Lawyers* "Best Law Firms" List

[News, 8.18.2022](#)

115 Vorys Attorneys Named to the 29th Edition of The Best Lawyers in America® List; 33 Vorys Attorneys Named to Best Lawyers: Ones to Watch in America List

[6.21.2022](#)

Vorys Wins 7-2 at U.S. Supreme Court in *Marietta Memorial Hospital Employee Health Benefit Plan v. DaVita Inc.*

[News, 8.23.2012](#)

126 Vorys Attorneys included in the 2013 *The Best Lawyers in America*® List

[News, 11.1.2011](#)

Vorys Ranked a "Best Law Firm" in 26 National and 47 Metropolitan Categories in *U.S. News - Best Lawyers* List

[News, 5.12.2011](#)

Bresnahan Recognized as 2011 Washington, D.C. *Super Lawyer*

[News, SUE: For Women in Litigation, 2.1.2009](#)

Pamela Bresnahan profiled in "Sweet Success" feature in premiere issue of *SUE: For Women in Litigation*

News, 9.29.2008

Bresnahan Inducted into American College of Trial Lawyers

Publications

1.13.2023

FTC Proposes Rule to Ban Non-Compete Agreements

Client alert, 4.17.2020

Ohio Department of Insurance Guidance Regarding Extension of Financial Filing Deadlines and Procedural Requirements as a Result Of COVID-19

Client alert, 4.16.2020

Ohio Department of Insurance Guidance Regarding Issuing Temporary Resident Agent Licenses During State Of Emergency

Client alert, 4.13.2020

Ohio Department of Insurance Issues Product Filing Guidance for Property and Casualty Insurers Introducing Premium Relief Initiatives During COVID-19 Emergency

Client alert, 4.1.2020

How Ohio's COVID-19 Related Legislation Impacts Insurers

Client alert, 3.31.2020

Ohio Department of Insurance Issues FAQs Regarding Bulletin 2020-03 Health Insurance Coverage Flexibility for Ohio Employees

Client alert, 3.30.2020

Ohio Governor Mike DeWine Signs COVID-19 Related Legislation

Client alert, 3.30.2020

Ohio Department of Insurance Issues Bulletin 2020-07: Property and Casualty, Life, and Long Term Care Insurance Premium Payments During State of Emergency

Client alert, 3.26.2020

First COVID-19 Business Insurance Coverage Case Filed in Louisiana

Client alert, 3.25.2020

Ohio Department of Insurance Issues Bulletin 2020-03 Health Insurance Coverage Flexibility for Ohio Employees

Client alert, 3.25.2020

Ohio Department of Insurance Issues Bulletin 2020-05 COVID-19 Testing and Treatment: Out-of-Network Coverage

Client alert, 3.25.2020

Ohio Department of Insurance Issues Bulletin 2020-06 Coverage for Individuals with Expired Driver Licenses

Client alert, 3.25.2020

Ohio Department of Insurance Issues Bulletin 2020-04 Temporary Suspension of Pharmacy Audits During Declared State of Emergency

Client alert, 3.23.2020

Overview of Ohio Department of Health "Director's Stay at Home Order"

Client alert, 3.22.2020

Ohio Department of Health Director Issues "Stay at Home Order"

Authored article, *FORC Journal of Insurance Law and Regulation*, 12.22.2017

Insurance Agents Held To Be Employees for ERISA Purposes

Client alert, 11.18.2016

Client Alert: Micro-Captive Insurance Companies - New IRS Reporting Requirements

Client alert, 9.17.2014

Client Alert: Ohio's New Captive Insurance Company Law Becomes Effective September 17th

Client alert, 7.1.2014

Client Alert: New Risk Management Tool - Ohio Captive Insurance Law

Speaking Engagements

11.15.2018

New Era of Cybersecurity – When, Not If

10.26.2017

2018 Vorys Consumer Financial Services Summit

3.5.2016

Insurance Law Coverage Conference

Hosted by the American Bar Association

2.5.2010

Preparing for the 2010 Proxy and Annual Report Season

Presented by Vorys, Sater, Seymour and Pease LLP

8.28.2009

Insurance Law Seminar

Presented by the Ohio State Bar Association