



INSURANCE REGULATORY

MITCHELL | WILLIAMS

Mitchell, Williams, Selig, Gates & Woodyard, P.L.L.C. | MitchellWilliamsLaw.com
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Providing national counsel in virtually every aspect of insurance-related corporate governance, regulatory, transactional, and legislative matters, **Mitchell Williams' Insurance Regulatory Practice** brings together decades of diverse professional experience and extensive personal relationships to offer insurers, reinsurers, health care organizations, managed care entities, trade associations, state regulators and more the most comprehensive services, solutions and results possible.

Customized Services

Specializing in all areas of insurance regulation

and related issues in corporate law, our attorneys regularly counsel and represent stock and mutual insurance companies, insurance holding companies, captives, HMOs, risk purchasing groups, insurance trade associations, insurance brokers and producers with respect to all aspects of their business operations.

Mitchell Williams' insurance regulatory disciplines include:

- Compliance and Corporate Governance
- Internal Investigations
- Licensing of Insurance Companies, Producers, Brokers and TPAs

- Policy Forms and Rates Filings (including SERFF)
- Mergers, Acquisitions and Restructurings
- HMO Regulation
- Insurance and Annuity Product Development
- Surplus Lines Compliance
- Multi-State Market Conduct Examinations
- Legislative and Administrative Proceedings
- Registration of Risk Purchasing Groups
- Regulatory Compliance and Privacy Matters
- Impairments and Insolvencies
- Financial/Alternative Risk Transfer Solutions
- Financial Examinations and Investigations
- Holding Company Transactions

Extensive Relationships

The breadth of our work and expertise reaches from coast to coast. With all of the experience, relationships and knowledge you would expect from your counsel, Mitchell Williams offers clients a comprehensive selection of insurance-related regulatory strategy and compliance services delivered in a more timely and affordable manner.

Half of our 16 insurance attorneys are former insurance regulators from the states of Arkansas, Florida, and Texas. Two are former insurance commissioners, one of whom served as President of the National Association of Insurance Commissioners (NAIC). Two members of our team served as general counsel, and one as assistant general counsel, for life and health insurance companies. Another is a former general counsel of a property and casualty company. We also have lawyers who have served as legal counsel to various insurance departments and as deputy attorney general. Ten of our lawyers have over 20 years of direct experience in insurance regulation, compliance and legislation.

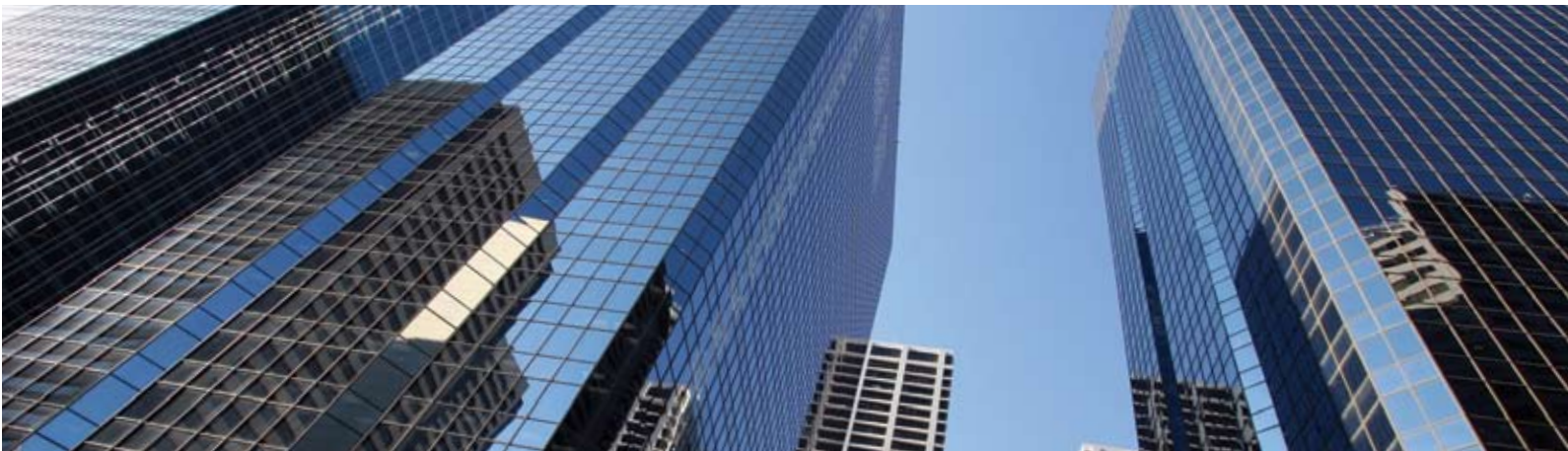
The team also has a long history of active involvement with the NAIC, with attorneys attending every quarterly meeting. Our attorneys and paralegals actively participate in other industry meetings such as American Council of Life Insurers (ACLI), America's Health Insurance Plans (AHIP), National Alliance of Life Companies (NALC), National Conference of Insurance Legislators (NCOIL), Texas Association of Life & Health Insurers (TALHI), Texas Association of Health Plans (TAHP), Life and Health Compliance Association (LHCA), National Association of State Comprehensive Health Insurance Plans (NASCHIP), Association of Insurance Compliance Professionals (AICP), Consumer Credit Insurance Association (CCIA), National Association for Variable Annuities (NAVA) and key state industry groups.

This collective experience, combined with our strong professional relationships with regulators throughout the country, allows us to navigate regulatory issues effectively on behalf of our clients.

Leadership & Results

Representative experience includes:

- Representing companies in multi-state market conduct examinations coordinated through the NAIC and before the NAIC Collaborative Action Subgroup, Financial Analysis Working Group and Market Analysis Working Group.
- Serving as special counsel to the District of Columbia Department of Insurance, Securities and Banking in relation to significant mergers and reorganizations.
- Reorganizing three insurance companies with combined assets exceeding \$12 billion, involving company sale, assumption and indemnity reinsurance, redomestication and merger.
- Serving as national insurance regulatory counsel for a large broker/dealer.
- Auditing and reviewing multi-billion dollar retail company's layers of insurance coverage and integration with self-insurance program.
- Serving as special counsel to the Receiver of a \$3 billion insolvent life insurance company.
- Testifying and presenting insurance issues before state legislatures, Congress and insurance departments.
- Drafting position papers on issues before Congress, the NAIC, the National Governors Association, NCOIL, and the National Association of Attorneys General.
- Obtaining nationwide licensure of title, property and casualty insurance companies.





Austin, Texas

Mitchell Williams Long Burner

In today's competitive business landscape, success is dictated by those who are able to come together to form collaborative partnerships of extraordinary resources and strategic leadership in order to offer their clients the most in-depth, consultative services possible. For Mitchell Williams, success is driven by the opportunities that make the best sense for our clients.

In keeping with this philosophy, Mitchell Williams partnered with the long-time Austin, Texas firm of Long, Burner, Parks & DeLargy, PC in 2008 to form what is now one of the most knowledgeable insurance, transactional and litigation counsel teams in the nation. Now known as Mitchell Williams Long Burner in the Lone Star state, this strategic union has allowed us to offer our clients an enhanced level of service shaped by decades of diverse professional experience and extensive personal relationships.

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Partners and Advocates:

Mitchell Williams' Insurance Regulatory Team



Burnie Burner, Member
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Burnie Burner brings over 30 years of legal experience to Mitchell Williams, representing clients in all aspects of regulatory and transactional matters and in matters before the Texas Department of Insurance and Texas Legislature as a registered lobbyist. Most recently, Mr. Burner served as Chair of the State Bar of Texas Insurance Trust, and previously chaired Bar committees of insurance, public services and delivery of legal services to the elderly. Additional representative experience includes service as General Counsel of Texas Title Insurance Guaranty Association since its inception in 1988; as General Counsel for Texas Association of Benefit Administrators since its inception in 1985 and as General Counsel for Facility Insurance Corporation, the privatization of the Texas Workers' Compensation Assigned Risk Pool from inception until 2001.



Rick Campbell, Member
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Rick Campbell specializes in insurance-related corporate and administrative law, insurance company insolvency, reinsurance, and life and health insurance claims administration and settlement. Prior to joining the Firm he served as Special Counsel to the Receiver of Baldwin-United insurance subsidiaries, and also assisted in the preparation and execution of rehabilitation and liquidation plans for the then-largest life insurance insolvency proceeding in the United States. Rick represents insurance companies before state regulators in product filing, licensing, acquisitions, mergers, and insurance holding company act filings. He has extensive experience in the management and resolution of sensitive regulatory issues.



Charles B. Cliett, Jr., Member
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Chuck Cliett provides counsel to insurance companies and managed care entities in the commercial sphere and in relation to contracts with the Medicare program and state Medicaid programs. He advises clients on regulatory and business issues and in regard to contracts with health care providers, employers, government entities and insurance agents. Chuck previously served as an in-house counsel, first for Texas Healthy Kids Corporation, a precursor to the Texas Children's Health Insurance Program and Human Services Commission with its implementation, and then for Community First Health Plans, a San Antonio HMO. He also served as a staff attorney for the Texas Department of Insurance from 1994 to 1998.



Betty DeLargy, Member
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Betty DeLargy has more than 30 years of experience in insurance regulatory matters before state insurance departments with respect to rate and form filings, compliance matters, enforcement actions, transactional matters and other aspects of insurance company operations. Since 1997, Betty has been the General Counsel for the Texas Health Insurance Risk Pool advising its board of directors on health insurance matters and requirements for open meetings and public information.



Doak Foster, Member
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Doak Foster provides counsel to insurance companies, agents, brokers, and other parties in regard to company formation and licensure to acquisitions, mergers, redemptions, demutualizations, reinsurance transactions and representation before insurance regulatory authorities. He also provides advice and assistance regarding regulatory compliance matters for all lines of business. Prior to entering private practice in 1983, Doak served seven years as Chief Counsel and Deputy Commissioner of the Arkansas Insurance Department. He is a member of the Federation of Regulatory Counsel and the American Society of Chartered Life Underwriters.



Regan P. Gruber, Associate
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Specializing in insurance regulatory and corporate law, administrative law, and government relations, Regan Gruber performs research on complex insurance regulatory issues in order to provide legal advice to individual and corporate clients nationwide. She represents insurance companies, trade associations, and other business entities before administrative agencies, state legislatures, and prepares and coordinates legislation.



Margaret A. Johnston, Associate
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Specializing in corporate law, banking and mortgage lending regulation, commercial lending and mergers and acquisitions, Meg Johnston performs research on complex insurance regulatory issues in order to provide legal advice to individual and corporate clients nationwide. She represents insurance companies, trade associations, and other business entities in transaction negotiations and before administrative agencies.



John K. Harriman, Associate
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Specializing in insurance regulatory and corporate law, administrative law, and government relations, John Harriman performs research on complex insurance regulatory issues in order to provide legal advice to individual and corporate clients nationwide. He represents insurance companies, trade associations, and other business entities before administrative agencies, state legislatures, and prepares and coordinates legislation.



Bruce McCandless III, Counsel
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Bruce McCandless is a former Assistant Attorney General for the State of Texas and an Enforcement Attorney for the Texas Department of Insurance. He specializes in insurance regulatory matters and has represented insurers, agents, and lenders in disputes before the Texas Department of Insurance and in the state and federal courts of Texas. Additionally, he has handled insurer acquisitions and withdrawals and recently obtained approval of a rare merger of a non-insurance related entity into an affiliated life insurance company.



T. Ark Monroe, III, Member
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Ark Monroe served as Insurance Commissioner of the State of Arkansas under Governors Dale Bumpers and David Pryor. While serving as Insurance Commissioner, he was a member of the Executive Committee of the National Association of Insurance Commissioners (NAIC) and as Chairman of the Securities Valuation Committee. He was Legislative Director for U.S. Senator Dale Bumpers in Washington, D. C. He was Senior Vice President, General Counsel and Secretary of Union Life Insurance Company in Little Rock. He is an approved Independent Assessor of Insurance Marketplace Standards Association (IMSA). He is a member of the Federation of Regulatory Counsel and the Association of Life Insurance Counsel.



Todd L. Newton, Counsel
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Todd Newton serves as team leader of the Firm's Information Management and Security practice. The practice team places an emphasis on data security and electronic discovery issues, including advising clients on security policies and procedures, crisis response plans, record retention policies, as well as planning for and responding to discovery requests for electronically stored information, Identity Theft Red Flags compliance, and executive security policies and procedures. A former Assistant Attorney General for the Arkansas Attorney General's Office from 1995 to 1999, he represented the State of Arkansas in criminal appeals in state and federal court and drafted legislation. Todd later became Assistant United States Attorney for the United States Attorney's Office for the Eastern District of Arkansas from 2000 to 2006. He prosecuted a variety of criminal cases including computer crimes, public corruption, and asset forfeiture.



Julie M. Pomerantz, Counsel
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Julie Pomerantz is a former regulator with the Georgia Insurance Department where she oversaw matters relating to life and health and property and casualty insurance. She currently maintains a broad-based corporate and regulatory practice, mostly related to insurance. Representing individuals and entities in matters related to property and casualty, as well as life and health insurance, Julie's experience includes formation and licensing of insurance entities; mergers, acquisitions, and conversions of insurance entities; rate and form filings; monitoring/handling financial exams, market conduct exams, privacy and anti-fraud policies; and many other issues related to insurance.



Barry G. Skolnick, Counsel
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Barry Skolnick brings more than 24 years of experience advising insurance companies and insurance distributors in all areas of insurance product development, administration, and distribution, including compliance with applicable federal securities laws, federal tax laws, and state insurance laws. Prior to joining Mitchell Williams, he served as Senior Vice President and General Counsel to Merrill Lynch Life Insurance Company and Merrill Lynch Insurance Group, and as Assistant General Counsel to Merrill Lynch & Co., Inc. over the last 18 years. Additionally, Barry was the Chief Compliance Officer to MLIG Variable Insurance Trust, and Roszel Advisors, LLC from 2005 to 2008.



Derrick W. Smith, Member
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Derrick Smith provides legal counsel on insurance issues and regulatory matters throughout the country, including insurance company formations, admissions, product filings, mergers and acquisitions, and producer and other insurance-related entity licensing. He represents insurance companies, trade associations, and other business entities before administrative agencies and the state legislature, including the preparation and coordination of legislation. He has also represented clients before state and federal trial and appellate courts. Prior to joining the firm, Derrick served as a law clerk to the Honorable Oilly Neal, Arkansas Court of Appeals, from 2000-2001.



Jamie Metz Sweeney, Staff Attorney
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Concentrating in insurance regulatory, administrative, and corporate law, Jamie Sweeney performs research on complex insurance regulatory issues in order to provide legal advice to individual and corporate clients nationwide. She represents insurance companies and other business entities before administrative agencies. Jamie served as an Assistant General Counsel with the Florida Office of Insurance Regulation from 2004 to 2007.



Jeffrey Thomas, Member
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Jeffrey Thomas specializes in state insurance regulatory compliance issues including: single state and multi-state market conduct and financial examinations; enforcement actions; external and internal corporate investigations; mergers and acquisitions; restructurings; and, holding company act filings. He also advises insurance companies and trade associations concerning activities of the National Association of Insurance Commissioners (NAIC) and the National Council of Insurance Legislators (NCIL).



Nicholas Thompson, Member
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Nick Thompson concentrates on insurance corporate and regulatory law and governmental affairs. He is Chair of the Firm's Governmental Affairs and Lobbying Practice Group and is a member of the Firm's Board of Directors. He is a member of the Federation of Regulatory Counsel, Inc. (FORC) and serves as General Counsel to the Arkansas Comprehensive Health Insurance Pool (CHIP) which is Arkansas' high risk pool. Nick advises insurance companies, health maintenance organizations, self-insured entities, captives and producers on all forms of insurance-related corporate and regulatory matters nationally. He also advises insurance companies concerning activities of the National Association of Insurance Commissioners (NAIC), including NAIC coordinated multi-state market conduct investigations and settlements. Nick is a former counsel to the Arkansas Insurance Department and former board member and Past Chair of the National Association of State Comprehensive Health Insurance Pools (NASCHIP).



William H. L. Woodyard, III, Member
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Bill Woodyard specializes in insurance-related corporate and administrative law, representing clients before state agencies, boards and commissions, and the legislature. Providing legal and counseling services on all forms of insurance-related corporate and regulatory matters nationally for 26 years, he assists in the design and regulatory approval of new insurance products and directs issue management for companies and trade associations. Prior to joining the Firm, Bill served as Commissioner, Deputy Commissioner and Chief Counsel of the Arkansas Insurance Department, as Vice President and President of the National Association of Insurance Commissioners (NAIC), and is a presidential appointee to the Supplemental Health Insurance Panel for the Arkansas Department of Health and Human Services. He has also served as Vice Chairman of the Public Regulation of Insurance Law Committee of the Torts and Insurance Practice Section of the American Bar Association, and was a gubernatorial appointee of the Arkansas Health Care Reform Task Force.