

Locke  
Lord<sup>LLP</sup>

# Texas Insurance Practice

We've Got You Covered



Practical Wisdom, Trusted Advice.

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With insurance attorneys located in our Austin, Dallas and Houston offices, Locke Lord's longstanding and diverse insurance practice has strong roots throughout Texas as well as in the state capital where the Texas Department of Insurance is based.

Locke Lord's Texas Insurance Team practices in a broad range of insurance fields, including general corporate and corporate governance, investments, mergers and acquisitions, regulatory compliance, licensing, regulatory disputes, investigations and enforcement, commercial litigation matters, unclaimed property regulatory audits, rulemaking, open records and confidentiality issues, holding company issues, county mutual regulatory issues, negotiations on revolving credit facilities, formations of insurance holding companies, conservatorship matters, license applications, class actions and insurance coverage disputes. Our Firm provides these services to a broad range of life and health and property and casualty insurance companies, agencies, brokers, life settlement companies, HMOs and PPOs, holding companies and related financial services companies.

Although not typically regulated as insurance in Texas, Locke Lord also has considerable experience representing companies involved in the service contract industry before the Texas Real Estate Commission and the Texas Department of Licensing and Regulation.

Some of our recent representative experience includes:

#### INSURANCE CORPORATE, REGULATORY, COMPLIANCE AND LICENSING PRACTICE

- Advised insurance holding company in conversion of Texas Lloyd's plan entity into stock insurer and merger into affiliate insurer subsidiary
- Advised home warranty company in formation of Texas captive insurer
- Advised Texas surety company in merger with public insurance holding company
- Represented insurance company purchasers and sellers in Texas Form A matters, including related filings and negotiations with the Texas Department of Insurance
- Advised purchaser in the acquisition of Illinois property and casualty managing general agency assets
- Advised manufacturer in formation of captive insurer
- Advised purchaser in acquisition of Florida managing general agency assets and book of business
- Advised purchaser in acquisition of Pennsylvania managing general agency assets and book of business
- Advised insurance holding company in recapitalization transaction
- Advised private lender in strategic investment transaction with insurance agency
- Advised assuming insurer in assumption reinsurance and novation transaction
- Advised insurance holding companies and agencies, in credit facility negotiations
- Advised multiple Texas agency sellers in dispositions of Texas insurance agency assets and book of business to national platform purchasers
- Advised seller in the sale of Texas life and health insurance company
- Advised seller in the sale of Texas property and casualty managing general agency assets
- Advised insurance holding company in wholesale underwriter substitution for Texas Lloyd's plan entity
- Advised national title company in connection with acquisition of title assets in multi-state transaction
- Advised participant in the merger of Texas and Delaware property and casualty insurance holding companies
- Advised private lender in a strategic loan transaction involving Texas property and casualty commercial broker
- Advised shareholders and board of directors in formation of Texas insurance holding company
- Advised numerous carriers on FCRA-related topics, including firm offer rules and adverse actions

- Advised purchaser in the acquisition of Michigan property and casualty insurance company
- Advised purchaser in the acquisition of Texas property and casualty wholesale brokers and managing general agencies
- Advised purchaser in the acquisition of Texas life and health insurance company
- Advised Texas surety company in merger with publicly traded insurance holding company
- Advised national life insurance company on multiple numerous holding company act compliance matters, including for filing and confidentiality issues dividend approval, surplus debenture modification, bylaw amendment and holding company act filing issues
- Advised client on Guaranteed Asset Protection (GAP) regulations in Texas
- Advised clients on Texas specialty insurance licenses, including credit insurance and portable electronic vendor licenses
- Represented premium finance company in licensing and application matters involving the Texas Department of Insurance
- Represented insurance agencies and third-party administrators in change of control matters before the Texas Department of Insurance
- Represented Texas HMO and Texas PPO in a receivership proceeding and throughout the companies' conservatorship by the Texas Department of Insurance
- Represented multiple life and health insurance companies in various regulatory matters with the Texas Department of Insurance
- Assisted client with captive insurance regulatory issues and filings
- Assisted client with ORSA and enterprise risk regulatory issues
- Assisted with all filings with the Texas Department of Insurance relating to the establishment and ongoing operations of a continuing-care retirement center
- Advised client on county mutual regulatory issues under the Texas Insurance Code
- Advised numerous carriers on payment card and ACH issues, including payments by phone

#### INSURANCE REGULATORY DISPUTE PRACTICE

- Represented former board member in dispute over scope of insurance receivership injunction in Texas
- Represented major surplus lines wholesalers in disputes with the Texas Department of Insurance involving filings with the Surplus Lines Stamping Office of Texas
- Represented clients in numerous pre-suit investigations by the Texas Department of Insurance, including investigations under Chapters 38.001, 101.104 and 401 of the Texas Insurance Code
- Represented officer of life settlement company in dispute involving securities fraud claims, security registration issues and deceptive trade practice claims
- Represented life settlement company in an administrative appeal of a Texas Department of Insurance, Enforcement Division emergency cease and desist order involving unauthorized business of insurance allegations, burden of proof issues and independently procured insurance issues
- Advised insurance company on Texas regulatory and examination issues involving international insurance transactions and scope of the McCarran-Ferguson Act
- Represented electronic device company in regulatory matters with the Texas Department of Insurance and the Texas Department of Licensing and Regulation involving loss-damage waiver, service contract, and identity-theft issues
- Retained by national life insurance company to represent it in the Unclaimed Property Audits being conducted by state auditors and treasurers through its vendors

#### INSURANCE LITIGATION PRACTICE

- Represented Canadian life insurers in several class actions including cases filed by policyholders from the U.S., South America, Pacific Rim and Mexico. Devised strategy whereby Canadian government converted debentures to nonvoting common stock which allowed client to assert Foreign Sovereign Immunities Act which facilitated removal of hundreds of cases to federal court and required that they proceed non-jury
- Represented life insurer in five purported national class actions and was able to remove them to federal court under various theories of federal pre-emption, and then was able to convince the MDL Panel to consolidate and transfer the cases to the client's home venue notwithstanding the fact that no case was pending in that venue
- Represented numerous life insurance companies in class action, mass action, and multi-district litigation with policyholders over allegedly fraudulent sales practices
- Represented insurance and financial services companies with sales practice, securities, and claim litigation and arbitrations arising from a variety of insurance products and/or registered securities including: annuities, equity and debt securities, whole life insurance, universal life insurance, variable life insurance, disability insurance, AD&D insurance, homeowners insurance, automobile insurance, catastrophic loss insurance and health insurance

- Represented insurers in coverage matters involving reinsurance, CGL coverage, D&O coverage, workers compensation coverage, professional liability coverage, umbrella coverage, and excess coverage. See *Dal-Tile Corp. v. Zurich American Ins. Co.*, 2004 WL 414900 (N.D. Tex. Feb 02, 2004); *Nutmeg Ins. Co. v. Clear Lake City Water Authority*, 29 F. Supp. 2d 668 (S.D. Tex. 2002)
- Represented large insurance company in breach of contract, breach of fiduciary duty, and third party beneficiary litigation. Obtained summary judgment on all claims
- Substantial representation of national and international insurance clients in insurance coverage claims and litigation across a variety of product lines and industry sectors, including construction defect, energy, business torts, D&O risks, non-profit entity liabilities, and maritime liabilities for primary, excess and umbrella placements

#### SERVICE CONTRACT PRACTICE

- Represented obligor in enforcement matter before the Texas Department of Licensing and Regulation concerning scope of service contract
- Advised home warranty company on residential service contract regulatory issues involving the Texas Real Estate Commission
- Represented obligor in service contract licensing dispute before the Texas Department of Licensing and Regulation
- Advised client on cross-jurisdictional warranty issues involving Texas Department of Insurance, Texas Real Estate Commission, and Texas Department of Licensing and Regulation
- Advised sellers of residential service contracts on licensing and compliance issues involving the Texas Real Estate Commission

#### IT/SECURITY

- Advised both TPAs and carriers on new business and policy administration outsourcing agreements
- Assisted carriers in negotiating cyber risk provisions in various contracts with IT/cloud vendors
- Advised numerous carriers in implementing e-signature and e-delivery projects

#### KEY PRACTICE GROUP CONTACTS

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