

STATE OF INDIANA)
) SS: BEFORE THE INDIANA
COUNTY OF MARION) COMMISSIONER OF INSURANCE

IN THE MATTER OF:)
)
Indiana Truckers Exchange)
9223 Broadway, Suite A)
Merrillville, IN 46410)

Examination of: **Indiana Truckers Exchange**


NOTICE OF ENTRY OF ORDER

Enclosed is the Final Order entered by Stephen W. Robertson, Commissioner of the Indiana Department of Insurance, after fully considering and reviewing the Verified Report of Examination of Indiana Truckers Exchange, any relevant examination work papers, and any written submissions or rebuttals. The Verified Report of Examination, as sent to you on May 27, 2020, has been adopted by the Commissioner.

Pursuant to Ind. Code § 27-1-3.1-12(b), within thirty (30) days of receipt of the Final Order, each director of Indiana Truckers Exchange shall file an affidavit with the Indiana Department of Insurance stating that he/she has received a copy of the Verified Report of Examination and the Final Order.

The Final Order is a final administrative decision that may be appealed pursuant to Ind. Code § 4-21.5-5.

June 29, 2020
Date


Roy Eft
Chief Financial Examiner

CERTIFIED MAIL NUMBER: 7017 3040 0000 9294 9391

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Examination of: **Indiana Truckers Exchange**

FINDINGS AND FINAL ORDER

The Indiana Department of Insurance conducted an examination into the affairs of the Indiana Truckers Exchange (hereinafter “Company”) for the time period January 1, 2014 through December 31, 2018.

The Verified Report of Examination was filed with the Commissioner of the Department of Insurance (hereinafter “Commissioner”) by the Examiner on April 30, 2020.

A copy of the Verified Report of Examination, along with a Notice of Opportunity to Make Written Submission or Rebuttal, was mailed to the Company via Certified Mail on May 27, 2020 and was received by the Company on June 1, 2020.

The Company did not file any objections.


NOW THEREFORE, based on the Verified Report of Examination, I hereby make the following **FINDINGS**:

1. That the Verified Report of Examination is a true and accurate report of the financial condition and affairs of the Indiana Truckers Exchange as of December 31, 2018.
2. That the Examiner’s Recommendations are reasonable and necessary in order for the Indiana Truckers Exchange to comply with the laws of the State of Indiana.

Based on the FINDINGS, the Commissioner does hereby ORDER:

1. Pursuant to Ind. Code § 27-1-3.1-11(a)(1), the Verified Report of Examination is adopted and shall be filed. Hereafter the Verified Report of Examination, may constitute prima facie evidence of the facts contained therein in any action or proceeding taken by the Indiana Department of Insurance against the Company, its officers, directors, or agents.
2. The Company shall comply with the Examiner's Recommendations enumerated in summary form and throughout the text of the Verified Report of Examination. A written response to these recommendations should be provided to the Department within 30 days of receipt of this order.
3. Compliance with the Examiner's recommendations shall be completed on or before the filing of the subsequent annual statement. In the event it is not feasible to comply with a recommendation before the filing of the subsequent annual statement, the Company shall submit a written explanation as to why it was not feasible with the filing of the annual statement.

Signed this 29 day of
June, 2020.

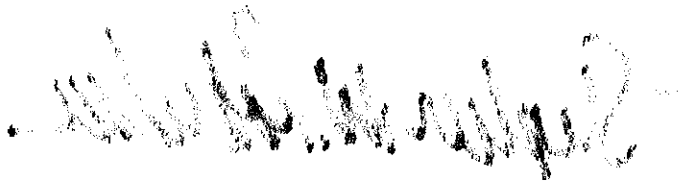

Stephen W. Robertson
Insurance Commissioner
Indiana Department of Insurance

ABOUT AFFIRMATIONS

The following pages for affirmations need to be signed by each Board Member and returned to the Indiana Department of Insurance within thirty (30) days in accordance with I.C. §27-1-3.1-12(b).

If your affirmations list individuals that are no longer on your Board of Directors, you may simply retype the form on plain white paper with the correct names and a line to the right for signature. If the names are misspelled, you may do the same, simply re-type the corrected form with a line to the right for signature.

Should you have any questions or difficulties with these forms or you require additional time past the thirty (30) day requirement, please do not hesitate to contact this department at (317) 232-2390.

A large, dark, handwritten signature in cursive script, appearing to be a name like "John J. ...".A smaller, dark, handwritten signature in cursive script, appearing to be a name like "John J. ...".

STATE OF INDIANA
Department of Insurance
REPORT OF EXAMINATION
OF
INDIANA TRUCKERS EXCHANGE
NAIC COMPANY CODE 29777

As of

December 31, 2018

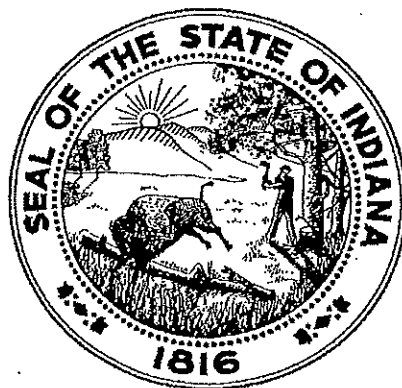


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STATE OF INDIANA

ERIC J. HOLCOMB, GOVERNOR

Indiana Department of Insurance

Stephen W. Robertson, Commissioner
311 W. Washington Street, Suite 103
Indianapolis, Indiana 46204-2787
Telephone: 317-232-2385
Fax: 317-232-5251
Website: in.gov/doi

April 30, 2020

Honorable Stephen W. Robertson
Commissioner
Indiana Department of Insurance
311 West Washington Street, Suite 300
Indianapolis, Indiana 46204-2787

Dear Commissioner:

Pursuant to the authority vested in Appointment Number 3840, an examination has been made of the affairs and financial condition of:

Indiana Truckers Exchange
9223 Broadway, Suite A
Merrillville, IN 46410

an Indiana domestic reciprocal inter-insurance exchange, hereinafter referred to as the "Company." The examination was conducted at the offices of the Company's Attorney-In-Fact, American Inter-Fidelity Corporation (AIFC), located at 9223 Broadway, Suite A, Merrillville, Indiana 46410.

The Report of Examination, showing the status of the Company as of December 31, 2018, is hereby respectfully submitted.

ACCREDITED BY THE NATIONAL ASSOCIATION OF INSURANCE COMMISSIONERS

AGENCY SERVICES 317-232-2389	COMPANY COMPLIANCE 317-232-3495	CONSUMER SERVICES 317-232-2395/1-800-622-4461	FINANCIAL SERVICES 317-232-2390	MEDICAL MALPRACTICE 317-232-2402	COMPANY RECORDS 317-232-5692	STATE HEALTH INSURANCE PROGRAM 1-800-452-4800
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SCOPE OF EXAMINATION

The Company was last examined by representatives of the Indiana Department of Insurance (INDOI) as of December 31, 2013. The present risk-focused examination was conducted by The Thomas Consulting Group, Inc. (Thomas Consulting) and covered the period from January 1, 2014 through December 31, 2018, and included any material transactions and/or events occurring subsequent to the examination date and noted during the course of this examination.

In conducting the risk-focused examination, the INDOI, by its representatives, relied upon the independent audit reports and opinions contained therein rendered by BDO USA, LLP for each year of the examination period. Such reports were prepared on a statutory basis and reconciled to the financial statements contained in the respective Annual Statements.

No actuarial review of the Company's Loss Reserves and Loss Adjustment Expenses was performed because the Company was inactive as of December 31, 2018.

In accordance with the 2018 NAIC *Financial Condition Examiners Handbook*, Thomas Consulting planned and performed the risk-focused examination to evaluate the financial condition of the Company and to identify prospective risks related to its operations. The examination process included an evaluation of corporate governance, identification and assessment of inherent risks, and documentation of system controls and procedures used to mitigate the identified risks. In addition, Thomas Consulting performed an assessment of the principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. The examination also included a review of the Company's compliance with Statutory Accounting Principles, Annual Statement Instructions, and the Indiana Insurance Code (IC). All accounts and activities of the Company were considered in accordance with the risk-focused examination process.

HISTORY

On July 8, 1987, the Company was formally chartered as an Indiana domiciled reciprocal to write primary physical damage coverage. The Company is an affiliate of American Inter-Fidelity Exchange (AIFE) and was formed after AIFE was reformed from an Indiana domiciled reciprocal to a risk retention group. The Company served as a vehicle whereby property coverage could be offered to AIFE's subscribers.

On March 23, 1994, AIFE was directed into rehabilitation by the INDOI, at which time AIFE reverted back to a reciprocal insurer. Although the Company was never insolvent, it was also brought into rehabilitation because it was a guarantor of AIFE's obligations. The INDOI issued an order terminating rehabilitation effective March 2, 2002. With the permission of the INDOI, the surplus of the Company was pledged to AIFE and the Company is carried on AIFE's books as a wholly-owned asset.

In the fourth quarter of 2007, the last outstanding claim for the Company was settled and it is now being maintained as a shell company.

CAPITAL AND SURPLUS

The Company has been in an inactive status since 1994. However, it maintains the required capital and surplus pursuant to the requirements of IC 27-6-6-6. As of December 31, 2018, the Company's total capital and surplus was \$1,486,385 which included: aggregate write-ins for other than special surplus funds (accumulated equity distributions) of (\$2,421,525), gross paid in and contributed surplus of \$815,641, and unassigned funds (surplus) of \$3,092,269.

TERRITORY AND PLAN OF OPERATION

The Company is licensed to transact business within the State of Indiana.

GROWTH OF THE COMPANY

Due to its inactive status, the only changes in the Company's account balances since 2001 related primarily to investment income.

LOSS EXPERIENCE

Due to the inactive status, the Company has no loss experience.

MANAGEMENT AND CONTROL

Directors

The Company's Articles of Incorporation provide for a Board of Directors (Board). Members shall be elected annually by a majority of shares represented at the annual meeting of the shareholders. Such directors shall hold office until the next annual meeting. The following is a listing of the persons serving as directors as of December 31, 2018.

<u>Name and Residence</u>	<u>Principal Business Affiliation</u>
Harold E. Antonson Valparaiso, Indiana	Chief Financial Officer US 1 Industries, Inc.
Gage M. Blue Mount Pleasant, South Carolina	General Manager Carolina National Transportation, Inc.
Michael E. Kibler Valparaiso, Indiana	Chief Executive Officer US 1 Industries, Inc.
Richard A. Penney Sarasota, Florida	Independent Insurance Agent Exceter Insurance, Inc.
Robert I. Scissors Chesterfield, Missouri	Director US 1 Industries, Inc.
Lex L. Venditti Crown Point, Indiana	President and Treasurer American Inter-Fidelity Corporation

Officers

The Company's Bylaws state that the officers of the Company shall be a President, one (1) or more Vice Presidents, a Secretary, a Treasurer, and such other officers as may be appointed in accordance with the provisions of Article 3.1. The following is a list of key officers and their respective titles as of December 31, 2018:

<u>Name</u>	<u>Position</u>
Lex L. Venditti	President and Treasurer
Harold E. Antonson	Secretary
Scott A. Loitz	Vice President

Corporate Governance

The Company has established an Audit Committee and an Investment Committee. The members serving as of December 31, 2018 were as follows:

Audit Committee:

Harold E. Antonson
Robert I. Scissors
Lex L. Venditti

Investment Committee:

Harold E. Antonson
Robert I. Scissors
Lex L. Venditti

CONFLICT OF INTEREST

The Company has established a conflict of interest policy through its Code of Ethics and Business Conduct for the disclosure of any material interest or affiliation by any one (1) director or officer, which is likely to conflict with their official duties.

OATH OF OFFICE

IC 27-1-7-10(i) stipulates that every director, when elected, shall take and subscribe to an oath stating that he or she will faithfully, honestly, and diligently administer the affairs of the corporation and will not knowingly violate any of the laws applicable to such corporation. During the period covered by this examination, directors did not take and subscribe to an Oath of Office statement when re-elected as required by IC 27-1-7-10(i). (Please see the "Other Significant Findings" section of this report regarding this issue.)

CORPORATE RECORDS

Articles of Incorporation

There were no amendments made to the Company's Articles of Incorporation during the period under examination.

Bylaws

The Company amended its Bylaws, effective April 10, 2018, to state that the Annual Meeting of the Shareholders for the election of directors and for the transaction of such other business, as may properly come before the meeting, shall be held within five (5) months after the close of each fiscal year.

The shareholders of the Attorney-in-Fact did hold an Annual Shareholders meeting for the election of its directors on December 20, 2018. This is a violation of IC 27-1-7-7(b), which requires the Annual Shareholders Meeting to be held within five (5) months of the fiscal close of December 31. Additionally, the Attorney-in-Fact has not complied with the requirements of its Bylaws. The Bylaws state in Section 2, the annual meeting may be held at any time but no later than five (5) months after the close of each fiscal year of the corporation. **(Please see the "Other Significant Findings" section of this report regarding this issue.)**

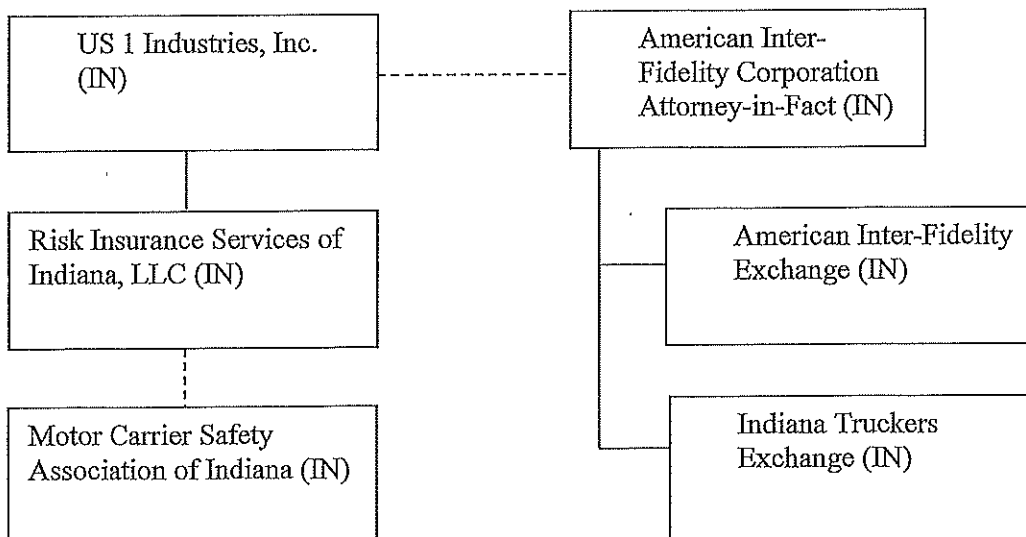
Minutes

The Board and Annual Meeting minutes were reviewed for the period under examination through the fieldwork date and significant actions taken during each meeting were noted.

AFFILIATED COMPANIES

Organizational Structure

The Company is a member of an insurance holding company system as defined within IC 27-1-23 and Regulation of Insurance Holding Company Systems. The following organizational chart depicts the Company's relationship with the other affiliated companies within the group:



AIFC is the Attorney-in-Fact for the Company's affiliate, AIFE which was organized to provide services to AIFE and the Company. AIFC is owned by three (3) individuals, Harold E. Antonson, Lex L. Venditti, and Michael E. Kibler who serve as Board members of the Company, two (2) of which serve as officers. Management fees are paid to AIFC for operating expenses as outlined in the Subscriber Agreement. These fees are 7.5% of the gross premium and 25% of the net profit. Due to the inactive status of the Company, no fees were incurred under the terms of this agreement during the period covered by this examination.

The Company is a reciprocal inter-insurance exchange whose surplus has been pledged to AIFE by its members. AIFE reports its interest in the Company on an equity basis as an other invested asset. The Company is an affiliate of US 1 Industries, Inc., a privately held company controlled by the same management team as AIFE.

FIDELITY BOND AND OTHER INSURANCE

The Company protects itself against loss from any fraudulent or dishonest acts by a fidelity bond issued by Hartford Fire Insurance Company. The bond has blanket coverage of \$1,000,000 with a \$25,000 deductible. The fidelity bond exceeds the prescribed minimum coverage specified by the NAIC.

The Company had additional types of coverage in-force as of December 31, 2018, including but not limited to directors and officers liability, and commercial business owners policy coverage.

STATUTORY AND SPECIAL DEPOSITS

The Company reported the following statutory deposit as of December 31, 2018:

<u>State</u>	<u>Fair Value</u>	<u>Fair Value</u>
Deposits for the benefit of all Policyholders:		
Indiana	\$ 131,395	\$ 131,395
Total Deposits for the benefit of all Policyholders	<u>\$ 131,395</u>	<u>\$ 131,395</u>

REINSURANCE

Due to the inactive status, the Company has no reinsurance.

RESERVES

Due to the inactive status, the Company has no reserves.

ACCOUNTS AND RECORDS

The Company's accounting procedures, practices, account records, and supporting information were reviewed and tested to the extent deemed necessary. The Annual Statement totals for Admitted Assets, Liabilities, Surplus, and Net Income for the years ending December 31, 2014 through December 31, 2018, were agreed to each year's trial balance with no exceptions noted. The Company maintains adequate supporting work papers, which were reviewed during the examination.

Overall, Thomas Consulting determined the Company's accounting procedures, practices, and account records were satisfactory.

FINANCIAL EXHIBITS

Comparative Exhibit – Statutory Statement of Assets
Comparative Exhibit – Statutory Statement of Liabilities, Surplus, and Other Funds
Comparative Exhibit - Statutory Statement of Income
Comparative Exhibit – Statutory Capital and Surplus Account

NOTE: Amounts are shown in whole dollars and columns may not total due to rounding.

INDIANA TRUCKERS EXCHANGE

FINANCIAL STATEMENTS

Assets

As of December 31, 2018

	Per Annual Statement	Examination Adjustments	Per Examination	December 31, Prior Year
Assets:				
Common stocks	\$ 1,133,522	\$ -	\$ 1,133,522	\$ 1,206,356
Cash \$332,045, cash equivalents \$75,493 and short-term investments \$0	<u>\$ 407,538</u>	<u>\$ -</u>	<u>\$ 407,538</u>	<u>\$ 384,895</u>
Subtotals, cash and invested assets	<u>\$ 1,541,060</u>	<u>\$ -</u>	<u>\$ 1,541,060</u>	<u>\$ 1,591,251</u>
Investment income due and accrued	\$ 260	\$ -	\$ 260	\$ 246
Receivable from parent, subsidiaries and affiliates	-	-	-	11,553
Aggregate write-ins for other than invested assets	<u>\$ 900</u>	<u>\$ -</u>	<u>\$ 900</u>	<u>\$ -</u>
Total Assets	<u><u>\$ 1,542,220</u></u>	<u><u>\$ -</u></u>	<u><u>\$ 1,542,220</u></u>	<u><u>\$ 1,603,050</u></u>

INDIANA TRUCKERS EXCHANGE

FINANCIAL STATEMENTS

Liabilities, Surplus, and Other Funds

As of December 31, 2018

	Per Annual Statement	Examination Adjustments	Per Examination	December 31, Prior Year
Liabilities:				
Taxes, licenses and fees	\$ 1,677	\$ -	\$ 1,677	\$ 67
Current federal and foreign income taxes	4,158	-	4,158	154
Payable to parent, subsidiaries and affiliates	50,000	-	50,000	50,000
Aggregate write-ins for liabilities	-	-	-	899
Total Liabilities	<u>\$ 55,835</u>	<u>\$ -</u>	<u>\$ 55,835</u>	<u>\$ 51,120</u>
Capital and Surplus:				
Aggregate write-ins for other than special surplus funds	\$ (2,421,525)	\$ -	\$ (2,421,525)	\$ (2,421,525)
Gross paid in and contributed surplus	815,641	-	815,641	815,641
Unassigned funds (surplus)	3,092,269	-	3,092,269	3,157,814
Surplus as regards policyholders	<u>\$ 1,486,385</u>	<u>\$ -</u>	<u>\$ 1,486,385</u>	<u>\$ 1,551,930</u>
Total Liabilities, Capital and Surplus	<u>\$ 1,542,220</u>	<u>\$ -</u>	<u>\$ 1,542,220</u>	<u>\$ 1,603,050</u>

INDIANA TRUCKERS EXCHANGE

FINANCIAL STATEMENTS

Statement of Income

As of December 31, 2018

	Per Annual Statement	Exam Adjustments	Per Examination	December 31, Prior Year
Underwriting Income:				
Premiums earned	\$ -	\$ -	\$ -	\$ -
Other underwriting expenses incurred	\$ 10,696	\$ -	\$ 10,696	\$ 10,933
Total underwriting deductions	\$ 10,696	\$ -	\$ 10,696	\$ 10,933
Net underwriting gain (loss)	\$ (10,696)	\$ -	\$ (10,696)	\$ (10,933)
Investment Income:				
Net investment income earned	\$ 64,856	\$ -	\$ 64,856	\$ 43,650
Net investment gain (loss)	\$ 64,856	\$ -	\$ 64,856	\$ 43,650
Other Income:				
Net income before dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes	\$ 54,160	\$ -	\$ 54,160	\$ 32,717
Dividends to policyholders	-	-	-	-
Net income, after dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes	\$ 54,160	\$ -	\$ 54,160	\$ 32,717
Federal and foreign income taxes incurred	\$ 6,871	\$ -	\$ 6,871	\$ 154
Net Income	\$ 47,289	\$ -	\$ 47,289	\$ 32,563

INDIANA TRUCKERS EXCHANGE

FINANCIAL STATEMENTS

Capital and Surplus Account

	<u>2018</u>	<u>2017</u>	<u>2016</u>	<u>2015</u>	<u>2014</u>
Capital and Surplus Account:					
Capital and surplus, December 31, prior year	\$ 1,551,930	\$ 1,361,541	\$ 1,287,792	\$ 1,362,354	\$ 1,324,875
Net income	\$ 47,289	\$ 32,563	\$ 22,648	\$ 119,121	\$ 43,037
Change in net unrealized capital gains or losses	(112,833)	157,825	51,101	(193,683)	(5,559)
Change in surplus as regards policyholders for the year	\$ (65,544)	\$ 190,388	\$ 73,749	\$ (74,562)	\$ 37,479
Surplus as regards policyholders, December 31, current year	<u>\$ 1,486,385</u>	<u>\$ 1,551,930</u>	<u>\$ 1,361,541</u>	<u>\$ 1,287,792</u>	<u>\$ 1,362,354</u>

COMMENTS ON THE FINANCIAL STATEMENTS

There were no recommended adjustments to surplus as of December 31, 2018, based on the results of this examination.

OTHER SIGNIFICANT FINDINGS

Oath of Office Statements

During the period covered by this examination, directors did not take and subscribe to an Oath of Office statement when re-elected.

It is recommended that the Directors sign an Oath of Office statement each time they are elected in accordance with IC 27-1-7-10(i).

Annual Shareholders Meeting

The shareholders of the Attorney-in-Fact did hold an Annual Shareholders meeting for the election of its directors on December 20, 2018. This is a violation of IC 27-1-7-7(b), which requires the Annual Shareholders Meeting to be held within five (5) months of the fiscal close of December 31. Additionally, the Attorney-in-Fact has not complied with the requirements of its Bylaws. The Bylaws state in Section 2, the annual meeting may be held at any time but no later than five (5) months after the close of each fiscal year of the corporation.

It is recommended that the Attorney-in-Fact hold its Annual Shareholders meeting within five (5) months of the fiscal close of December 31 for the purpose of electing its directors in accordance with IC 27-1-7-7(b).

SUBSEQUENT EVENTS

Pandemic Risk

On March 11, 2020, the World Health Organization declared the outbreak of a coronavirus (COVID-19) pandemic. The extent of the impact of COVID-19 on Company operational and financial performance will depend on certain developments, including the duration and spread of the outbreak, regulatory decisions, and the impact on the financial markets, all of which are uncertain and cannot be predicted. Due to the timing of the examination and field work, the effects of the pandemic on this entity are not fully addressed within this examination report.

MANAGEMENT REPRESENTATION

In support of contingencies and accuracy of information provided during the course of the examination, Thomas Consulting obtained a management representation letter in the standard NAIC format. This letter was executed by key financial personnel of the Company and provided to Thomas Consulting.

AFFIDAVIT

This is to certify that the undersigned is a duly qualified Examiner-In-Charge appointed by the Indiana Department of Insurance and that he, in coordination with staff assistance from The Thomas Consulting Group, Inc., performed an examination of the **Indiana Truckers Exchange** as of **December 31, 2018**.

The Indiana Department of Insurance is accredited under the National Association of Insurance Commissioners Financial Regulation Accreditation Standards.

The examination was performed in accordance with those procedures required by the 2018 NAIC *Financial Condition Examiners Handbook* and other procedures tailored for this examination. Such procedures performed on this examination do not constitute an audit made in accordance with generally accepted auditing standard and no audit opinion is expressed on the financial statements contained in this report.

The attached Report of Examination is a true and complete report of the condition of the **Indiana Truckers Exchange** as of **December 31, 2018**, as determined by the undersigned.



David L. Daulton, CFE
The Thomas Consulting Group, Inc.



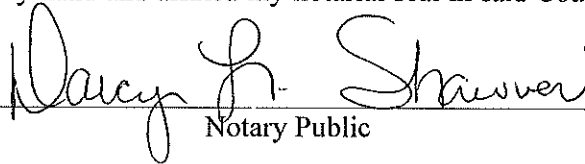
Jerry Ehlers, CFE, CPA
Indiana Department of Insurance

State of:
County of:

On this 6th day of June, 2020, before me personally appeared, David L. Daulton and Jerry Ehlers to sign this documents

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal in said County and State, the day and year last above written.

My commission expires Oct. 4, 2025


Notary Public

DARCY L. SHAWVER
NOTARY PUBLIC
SEAL
MARION COUNTY, STATE OF INDIANA
MY COMMISSION EXPIRES OCTOBER 4, 2025
COMMISSION NO 706063

