

**APPLICATION REGARDING THE ACQUISITION OF  
CONTROL OF OR MERGER WITH A DOMESTIC INSURER**

**RSUI Indemnity Company  
NAIC No. 501-22314,**

**Landmark American Insurance Company  
NAIC No. 501-33138,**

**and**

**Covington Specialty Insurance Company  
NAIC No. 501-13027**

**By**

**BERKSHIRE HATHAWAY INC.  
O&M ACQUISITION CORP.**

**and**

**Warren E. Buffett, an individual  
NAIC Group Code 0031**

**Filed with the New Hampshire Insurance Department**

**DATED: April 22, 2022**

Notices and correspondence concerning this Statement should be addressed to:

Bruce J. Byrnes  
Chief Compliance Officer, Vice President & Senior Counsel  
Berkshire Hathaway group of insurance companies  
100 First Stamford Place, Stamford, CT 06902  
(203) 391-5239  
[bbyrnes@berkre.com](mailto:bbyrnes@berkre.com)

Steven J. Lauwers and Adam C. Varley  
Rath, Young and Pignatelli, P.C.  
One Capital Plaza, Concord, NH 033302  
(603) 226-2600  
[sjl@rathlaw.com](mailto:sjl@rathlaw.com)  
[acv@rathlaw.com](mailto:acv@rathlaw.com)

**ITEM 1      INSURER AND METHOD OF ACQUISITION**

This application relates to:

RSUI Indemnity Company  
945 E. Paces Ferry Rd, Suite 1800  
Atlanta, GA 30326-1160  
NAIC Number: 501-22314  
Federal Identification Number: 16-0366830

Landmark American Insurance Company  
945 E. Paces Ferry Rd, Suite 1800  
Atlanta, GA 30326-1160  
NAIC Number: 501-33138  
Federal Identification Number: 73-0994137

Covington Specialty Insurance Company  
945 E. Paces Ferry Rd, Suite 1800  
Atlanta, GA 30326-1160  
NAIC Number: 501-13027  
Federal Identification Number: 26-1168626

Berkshire Hathaway Inc. (hereinafter "Berkshire Hathaway"), O&M Acquisition Corp., a wholly owned subsidiary of Berkshire Hathaway ("Merger Sub"), and Mr. Warren E. Buffett are submitting this application (the "Application") to request approval of the acquisition of control of RSUI Indemnity Company, Landmark American Insurance Company and Covington Specialty Insurance Company (hereinafter the "Insurers").

Berkshire Hathaway, Merger Sub and Alleghany Corporation ("Alleghany") have entered into an Agreement and Plan of Merger, dated as of March 20, 2022 (the "Acquisition Agreement").

Alleghany is a New York Stock Exchange publicly traded holding company that owns a number of insurance entities, including the Insurer.

Pursuant to the Acquisition Agreement, Berkshire Hathaway will acquire Alleghany via the merger of Merger Sub into Alleghany, with Alleghany continuing as a wholly owned subsidiary of Berkshire Hathaway. The holders of shares of common stock of Alleghany will be paid a purchase price of \$848.02 per share in cash, representing \$850.00 per share less a financial advisory fee payable to a financial advisor retained by Alleghany in connection with the transaction.

The aggregate purchase price of approximately \$11.6 billion will be paid in cash by Berkshire Hathaway from its existing assets.

Upon conclusion of the merger transaction, Alleghany will be the surviving corporation and Berkshire Hathaway will become the sole owner of Alleghany.

The terms of the proposed transaction are set forth in the Acquisition Agreement attached hereto as Exhibit A.

The Acquisition Agreement provides that the transaction is subject to the satisfaction or waiver of customary closing conditions, including approval of the Alleghany stockholders and the receipt of certain governmental approvals. Such approvals include: (i) the approval of this Application by the New Hampshire Insurance Department; (ii) the expiration or termination of any applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended; (iii) approvals of Form A or similar applications by the Delaware Insurance Commissioner, the Nebraska Department of Insurance, the New York Department of Financial Services, the Vermont Department of Financial Regulation and the Wisconsin Office of the Insurance Commissioner; and (iv) other required international regulatory approvals, including by authorities in Australia, Bermuda, Gibraltar, Luxembourg, Paraguay and the United Kingdom.

## **ITEM 2      IDENTITY AND BACKGROUND OF THE APPLICANTS**

The parties seeking to acquire control are Berkshire Hathaway, O&M Acquisition Corp. and Warren E. Buffett (hereinafter, collectively, "Applicants").

### (a) Name and Business Address of the Applicants

The name and principal business address of each Applicant is:

- (i) Warren E. Buffett  
3555 Farnam Street, Suite 1440  
Omaha, Nebraska 68131
- (ii) Berkshire Hathaway Inc.  
3555 Farnam Street, Suite 1440  
Omaha, Nebraska 68131
- (iii) O&M Acquisition Corp.  
3555 Farnam Street, Suite 1440  
Omaha, Nebraska 68131

(b) Nature of the Applicants' Business

**Warren E. Buffett**

Warren E. Buffett, with his office address at 3555 Farnam Street, Suite 1440, Omaha, Nebraska 68131. Mr. Buffett has been a director of Berkshire Hathaway since 1965 and has been its Chairman and Chief Executive Officer since 1970. As of December 31, 2021, Mr. Buffett owns shares equivalent to approximately 32% of the voting power of the outstanding shares of Berkshire Hathaway

**Berkshire Hathaway Inc.**

Berkshire Hathaway is a corporation duly organized, validly existing and in good standing under the laws of the State of Delaware, with executive offices at 3555 Farnam Street, Suite 1440, Omaha, Nebraska 68131. The stock of Berkshire Hathaway is publicly traded on the New York Stock Exchange.

The only person owning ten percent (10%) or more of the voting power of the outstanding shares of Berkshire Hathaway is Mr. Buffett. As of December 31, 2021, Mr. Buffett, Chairman and Chief Executive Officer of Berkshire Hathaway, owns shares equivalent to approximately 32% of the voting power of the outstanding shares of Berkshire Hathaway.

Berkshire Hathaway Inc. is a holding company owning subsidiaries that engage in a number of diverse business activities including insurance and reinsurance, freight rail transportation, utilities and energy, finance, manufacturing, services and retailing.

*Insurance Operations*

Included in the group of subsidiaries that underwrite insurance and reinsurance is GEICO, the second largest private passenger auto insurer in the United States and two of the largest reinsurers in the world, General Re and the Berkshire Hathaway Reinsurance Group. Other subsidiaries that underwrite insurance include National Indemnity Company, National Fire & Marine Insurance Company, National Liability & Fire Insurance Company, Berkshire Hathaway Homestate Companies, Berkshire Hathaway Specialty Insurance Company, Medical Protective Companies, the Berkshire Hathaway GUARD Insurance Companies, U.S. Liability Insurance Company, Central States Indemnity Company, and Berkshire Hathaway Life Insurance Company of Nebraska. As of December 31, 2021, Berkshire Hathaway's insurance subsidiaries held approximately \$301 billion in policyholders surplus.



## *Non-Insurance Operations*

Berkshire Hathaway, through its subsidiaries, owns a diverse group of non-insurance operating businesses in various industries. A brief summary of those operations follows.

Burlington Northern Santa Fe, LLC ("BNSF") is a holding company that, through its subsidiaries, is engaged primarily in the freight rail transportation business. BNSF's rail operations make up one of the largest railroad systems in North America. Berkshire Hathaway Energy Company ("BHE") is an international energy holding company owning a wide variety of operating companies engaged in the generation, transmission and distribution of energy. Among BHE's operating energy businesses are Northern Powergrid; MidAmerican Energy Company; PacifiCorp; NV Energy; BHE Pipeline Group; BHE Renewables; and AltaLink. In addition, BHE owns HomeServices of America, a real estate brokerage firm. McLane Company operates a wholesale distribution business that provides grocery and non-food consumer products to retailers and convenience stores and to restaurants. The Marmon Group is a global industrial organization comprising 11 diverse business groups and more than 100 autonomous manufacturing and service businesses. The Lubrizol Corporation is a specialty chemical and performance materials company that manufactures products and supplies technologies for the global transportation, industrial and consumer markets. IMC International Metalworking Companies is one of the world's three largest multinational manufacturers of consumable precision carbide metal cutting tools for applications in a broad range of industrial end markets. Precision Castparts Corp. ("PCC") is a worldwide diversified manufacturer of complex metal components and products for critical aerospace and power and energy applications.

Numerous business activities are conducted through Berkshire Hathaway's other manufacturing, services and retailing subsidiaries. Clayton Homes offers site-built homes and off-site built housing and provides related financial services. Shaw Industries is a leading manufacturer and distributor of carpet and flooring products. Benjamin Moore is one of North America's leading manufacturers of premium quality residential, commercial and industrial maintenance coatings. Johns Manville is a leading manufacturer and marketer of insulation, roofing and engineered products. Acme Brick Company manufactures and distributes clay bricks and concrete block. MiTek produces residential and commercial construction and engineering products and systems. Fruit of the Loom, Russell Athletic, Vanity Fair, Garan, Fechheimer, H.H. Brown Shoe Group, and Brooks manufacture, license and distribute apparel and footwear under a variety of brand names. FlightSafety International is an industry leading provider of professional aviation training services and flight simulation products. NetJets is the world's leading provider of shared ownership programs for general aviation aircraft. Nebraska Furniture Mart, R.C. Willey Home Furnishings, Star Furniture and Jordan's Furniture are retailers of home furnishings. Borsheims, Helzberg Diamond Shops and Ben Bridge Jeweler are retailers of fine jewelry.

In addition, other manufacturing, service and retail businesses include: See's Candies, a producer of boxed chocolates and other confectionery products; Scott Fetzer, a diversified manufacturer and distributor of products for residential, industrial and institutional use; Larson-Juhl, a designer, manufacturer and distributor of custom picture framing products; CTB International, a manufacturer of equipment and systems for the livestock and agricultural industries; International Dairy Queen, a licensor and service provider to over 7,000 quick service restaurants that offer various dairy desserts, beverages, prepared foods and blended fruit drinks; Pampered Chef, a direct seller of high quality kitchenware products with sales and operations in the United States, Canada, Germany, Austria and France; Forest River, a manufacturer of leisure vehicles in the United States; Business Wire, a global electronic distributor of news releases, regulatory filings, photos and other multimedia content; TTI, Inc., a global specialty distributor of electronic components; XTRA, a leading transportation equipment lessor; CORT, a leading national provider of rental furniture for home and office and related services; Richline Group, a jewelry manufacturer; Oriental Trading Company, a leading multi-channel retailer and online destination for fun-value-priced party supplies, seasonal products, arts and crafts, toys and novelties, school supplies, educational games and patient giveaways; Charter Brokerage, a leading non-asset based third party logistics provider to the petroleum and chemical industries; Berkshire Hathaway Automotive, which includes 82 automobile dealerships that sell new and pre-owned automobiles and offer repair services and related products; Detlev Louis Motorrad, a leading retailer of motorcycle apparel and equipment based in Germany; and Duracell, a leading manufacturer of high-performance alkaline batteries.

### **O&M Acquisition Corp.**

O&M Acquisition Corp. or Merger Sub is a Delaware corporation with its offices located at 3555 Farnam Street, Suite 1440, Omaha, NE 68131.

Merger Sub was incorporated in the State of Delaware on March 18, 2022. It is a wholly-owned subsidiary of Berkshire Hathaway. Merger Sub was incorporated as a subsidiary to facilitate the merger with Alleghany. Merger Sub has not conducted any business operations.

#### (c) Organizational Chart

A pre-acquisition organizational chart presenting the identities of and interrelationships between the Applicants and their affiliates is included as Exhibit B. The state or country of domicile of each affiliate is shown on Exhibit B. Each of the listed affiliates is a corporation or a limited liability company and control of each affiliate is exercised through stock ownership or membership. To the best of the Applicants knowledge, there are no court proceedings looking toward a reorganization or liquidation pending with regard to any person referred to in Exhibit B.

Following the completion of the acquisition, Alleghany will be a direct subsidiary of Berkshire Hathaway.

**ITEM 3      IDENTITY AND BACKGROUND OF INDIVIDUALS ASSOCIATED WITH THE APPLICANTS**

WARREN E. BUFFETT

- (a) Business Address: 3555 Farnam Street, Suite 1440, Omaha, Nebraska 68131.
- (b) Present Business Activity: Chairman & Chief Executive Officer, Berkshire Hathaway.
- (c) Prior Business Activity: Mr. Buffett has been a director of Berkshire Hathaway since 1965 and has been its Chairman and Chief Executive Officer since 1970. Mr. Buffett's occupation, position, office or employment did not require licensing by or registration with any Federal, State or Municipal Government Agency.
- (d) Mr. Buffett has never been convicted in a criminal proceeding (excluding minor traffic violations).

**BERKSHIRE HATHAWAY INC. DIRECTORS AND EXECUTIVE OFFICERS**

The following persons are Directors of Berkshire Hathaway:

Gregory E. Abel  
Warren E. Buffett  
Howard G. Buffett  
Susan A. Buffett  
Stephen B. Burke  
Kenneth I. Chenault  
Christopher C. Davis  
Susan L. Decker  
David S. Gottesman  
Charlotte Guyman  
Ajit Jain  
Charles T. Munger  
Ronald L. Olson  
Wallace R. Weitz  
Meryl B. Witmer

The Executive Officers of Berkshire Hathaway are:

Warren E. Buffett, Chairman and Chief Executive Officer  
Charles T. Munger, Vice Chairman  
Gregory E. Abel, Vice Chairman – Non Insurance Operations  
Ajit Jain, Vice Chairman – Insurance Operations  
Marc D. Hamburg, Senior Vice President and Chief Financial Officer

The following information is submitted with regard to each of the above named individuals (with the exception of Mr. Buffett, whose information is provided above).

GREGORY E. ABEL

- (a) Business Address: 666 Grand Ave, Suite 500, Des Moines, Iowa 50309.
- (b) Present Business Activity: Mr. Abel was elected a director of Berkshire Hathaway and as its Vice Chairman – Non Insurance Operations on January 9, 2018 and serves as Executive Chairman of Berkshire Hathaway Energy Company.
- (c) Prior Business Activity: Between 2008 and January 9, 2018, Mr. Abel served as the Chief Executive Officer of BHE, a 91.1% owned subsidiary of Berkshire Hathaway. In 2011, Mr. Abel was elected as BHE's Chairman and was elected its Executive Chairman on January 10, 2018. Mr. Abel also serves as a director of The Kraft Heinz Company and AEGIS Insurance Services Inc., a provider of property and liability insurance for the energy industry. Mr. Abel's occupation, position, office or employment did not require licensing by or registration with any federal, state or municipal government agency.
- (d) Mr. Abel has never been convicted in a criminal proceeding (excluding minor traffic violations).

HOWARD G. BUFFETT

- (a) Business Address: 407 Southmoreland Avenue, Decatur, Illinois 62521.
- (b) Present Business Activity: ; Chairman and Chief Executive Officer of the Howard G. Buffett Foundation.
- (c) Prior Business Activity: Mr. Buffett was named a director of Berkshire Hathaway in 1993. Mr. Buffett's occupation, position, office or employment

did not require licensing by or registration with any Federal, State, or Municipal Government Agency.

- (d) Mr. Buffett has never been convicted in a criminal proceeding (excluding minor traffic violations).

#### SUSAN A. BUFFETT

- (a) Business Address: 808 Conagra Drive, Omaha, Nebraska 68102
- (b) Present Business Activity: Chair of The Sherwood Foundation since January 2000.
- (c) Prior Business Activity: Ms. Buffett was named a Director of Berkshire Hathaway in October, 2021. Ms. Buffett's occupation, position, office or employment did not require licensing by or registration with any Federal, State or Municipal Government Agency.
- (d) Ms. Buffett has never been convicted in a criminal proceeding (excluding minor traffic violations).

#### STEPHEN B. BURKE

- (a) Business Address: 3300 Anderson Lane, Dillon MT 59725.
- (b) Present Business Activity: Retired.
- (c) Prior Business Activity: Chairman of NBCUniversal between January 2020 and August 2020. He was Chief Executive Officer of NBCUniversal and Senior Executive Vice President of Comcast Corporation between January 2011 and January 2020 and Chief Operating Officer of Comcast Corporation from 1998 until January 2011. Mr. Burke was named a director of Berkshire Hathaway in 2009. Mr. Burke's occupation, position, office or employment did not require licensing by or registration with any Federal, State, or Municipal Government Agency.
- (d) Mr. Burke has never been convicted in a criminal proceeding (excluding minor traffic violations).

#### KENNETH I. CHENAULT

- (a) Business Address: 434 Broadway, 6<sup>th</sup> Floor, New York, New York 10013.

- (b) Present Business Activity: Chairman and Managing Director of General Catalyst, a venture capital and finance operation, since February 2018.
- (c) Prior Business Activity: Mr. Chenault served as a director of American Express Company from January 2001 to January 2018 and as Chairman of the Board from April 2001 to January 2018. Mr. Chenault also served as Chief Executive Officer of American Express Company from January 2001 to January 2018 and as President and Chief Operating Officer from March 1997 to January 2001. Mr. Chenault was elected as a director of Berkshire Hathaway on May 2, 2020. Mr. Chenault's occupation, position, office or employment did not require licensing by or registration with any Federal, State, or Municipal Government Agency.
- (d) Mr. Chenault has never been convicted in a criminal proceeding (excluding minor traffic violations).

#### CHRISTOPHER C. DAVIS

- (a) Business Address: 620 5<sup>th</sup> Avenue, New York, New York 10020.
- (b) Present Business Activity: Chairman of Davis Advisers, an investment management and counseling firm, since September 1998.
- (c) Prior Business Activity: Mr. Davis serves as a Director of Graham Holdings Company from February 2006 to present and The Coca Cola Company from April 2018 to present. Mr. Davis was named a director of Berkshire Hathaway in October 2021. Mr. Davis' occupation, position, office or employment did not require licensing by or registration with any Federal, State, or Municipal Government Agency.
- (d) Mr. Davis has never been convicted in a criminal proceeding (excluding minor traffic violations).

#### SUSAN L. DECKER

- (a) Business Address: 13 Presidio Terrace, San Francisco, CA 94118
- (b) Present Business Activity: Director of several publicly traded corporations. CEO and co-founder of Rafter, a community-building and insights platform for university students and administrators.

- (c) Prior Business Activity: Ms. Decker was President of Yahoo! Inc. from 2007 through 2009. Ms. Decker was named a director of Berkshire Hathaway in 2007. Ms. Decker has held NASD Series 7, Series 16, and Series 63 licenses, although the licenses are no longer active. There have been no surrender, revocation, suspension or disciplinary proceedings against Ms. Decker.
- (d) Ms. Decker has never been convicted in a criminal proceeding (excluding minor traffic violations).

#### DAVID S. GOTTESMAN

- (a) Business Address: 399 Park Avenue, 27<sup>th</sup> Floor, New York, New York 10022.
- (b) Present Business Activity: Principal, First Manhattan Company.
- (c) Prior Business Activity: Mr. Gottesman has been engaged in his present business since 1964. Mr. Gottesman was named a Director of Berkshire Hathaway in 2003. Mr. Gottesman holds NASD Series 7, Series 24, Series 63, and Series 65 licenses in good standing. There have been no surrender, revocation, suspension or disciplinary proceedings against Mr. Gottesman.
- (d) Mr. Gottesman has never been convicted in a criminal proceeding (excluding minor traffic violations).

#### CHARLOTTE GUYMAN

- (a) Business Address: 1127 Evergreen Point Road, Medina, Washington 98039.
- (b) Present Business Activity: Retired since 1999.
- (c) Prior Business Activity: Director, University of Washington Medical School and associated hospitals, Seattle, WA. Ms. Guyman was named a Director of Berkshire Hathaway in 2003. Ms. Guyman's occupation, position, office or employment did not require licensing by or registration with any Federal, State or Municipal Government Agency.
- (d) Ms. Guyman has never been convicted in a criminal proceeding (excluding minor traffic violations).



MARC D. HAMBURG

- (a) Business Address: 3555 Farnam Street, Suite 1440, Omaha, Nebraska 68131.
- (b) Present Business Activity: Senior Vice President & Chief Financial Officer, Berkshire Hathaway.
- (c) Prior Business Activity: Mr. Hamburg has been engaged in the present business since 1987. Mr. Hamburg's occupation, position, office or employment did not require licensing by or registration with any Federal, State or Municipal Government Agency.
- (d) Mr. Hamburg has never been convicted in a criminal proceeding (excluding minor traffic violations).

AJIT JAIN

- (a) Business Address: 100 First Stamford Place, Stamford, Connecticut 06902.
- (b) Present Business Activity: President, Berkshire Hathaway Reinsurance Division; Vice Chairman – Insurance Operations, Berkshire Hathaway.
- (c) Prior Business Activity: Mr. Jain has been employed by the Berkshire Hathaway insurance group since 1986. Mr. Jain's occupation, position, office or employment did not require licensing by or registration with any Federal, State or Municipal Government Agency.
- (d) Mr. Jain has never been convicted in a criminal proceeding (excluding minor traffic violations).

CHARLES T. MUNGER

- (a) Business Address: 351 N. June Street, Los Angeles CA 90055-2007.
- (b) Present Business Activity: Director & Vice-Chairman, Berkshire Hathaway.
- (c) Prior Business Activity: Mr. Munger has been a Director and Vice-Chairman of Berkshire Hathaway since 1978. Mr. Munger is retired from the practice of law; he was licensed by the State Bar in California and retired in 1996. There have been no surrender, revocation, suspension or disciplinary proceedings against Mr. Munger.



- (d) Mr. Munger has never been convicted in a criminal proceeding (excluding minor traffic violations).

RONALD L. OLSON

- (a) Business Address: 350 South Grand Avenue, 50<sup>th</sup> Floor, Los Angeles, California 90071.
- (b) Present Business Activity: Partner in the law firm of Munger, Tolles & Olson, LLP.
- (c) Prior Business Activity: Mr. Olson has been engaged in the present business since 1968. Mr. Olson was named a director of Berkshire Hathaway in 1997. Mr. Olson is a licensed attorney in the State of California. This license is in good standing. Mr. Olson was a member of the Bar of Wisconsin but no longer practices law in Wisconsin. There have been no surrender, revocation, suspension or disciplinary proceedings against Mr. Olson.
- (d) Mr. Olson has never been convicted in a criminal proceeding (excluding minor traffic violations).

WALLACE R. WEITZ

- (a) Business Address: 1125 S. 103<sup>rd</sup> Street, Omaha, NE 68124
- (b) Present Business Activity: Chairman and Chief Executive Officer of Weitz Investment Management.
- (c) Prior Business Activity: Mr. Weitz has been engaged in the present business since 1983. Mr. Weitz holds FINRA license types 51, 57, 524, and 563. These licenses are in good standing. There have been no surrender, revocation, suspension or disciplinary proceedings against Mr. Weitz. Mr. Weitz was named a director of Berkshire Hathaway on April 30, 2022.<sup>1</sup>
- (d) Mr. Weitz has never been convicted in a criminal proceeding (excluding minor traffic violations).

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<sup>1</sup> Mr. Weitz has been nominated and is expected to be elected a director at Berkshire Hathaway's annual meeting on April 30, 2022.

MERYL B. WITMER

- (a) Business Address: 655 Third Avenue, 11th Floor, New York, New York 10017.
- (b) Present Business Activity: Managing member of the General Partner of Eagle Capital Partners, L.P., an investment partnership.
- (c) Prior Business Activity: Ms. Witmer has been engaged in her current position since 2001. Ms. Witmer was named a director of Berkshire Hathaway in 2013. Ms. Witmer's occupation, position, office or employment did not require licensing by or registration with any Federal, State or Municipal Government Agency.
- (d) Ms. Witmer has never been convicted in a criminal proceeding (excluding minor traffic violations).

O&M ACQUISITION CORP. DIRECTORS AND EXECUTIVE OFFICERS

The following person is Director of O&M Acquisition Corp.:

Marc D. Hamburg

The Executive Officers of O&M Acquisition Corp. are:

Marc D. Hamburg, President & Secretary  
Daniel J. Jaksich, Vice President & Treasurer

The only person owning ten percent (10%) or more of the voting securities of Merger Sub is Berkshire Hathaway.

Mr. Hamburg information is provided above.

DANIEL J. JAKSICH

- (a) Business Address: 3555 Farnam Street, Suite 1440, Omaha, Nebraska, 68131.
- (b) Present Business Activity: Vice President and Controller, Berkshire Hathaway.
- (c) Prior Business Activity: Mr. Jaksich has been employed by Berkshire Hathaway since 1984. Mr. Jaksich has been licensed as a certified public accountant in the State of Nebraska, although his license is inactive. There

have been no surrender, revocation, suspension or disciplinary proceedings against Mr. Jaksich.

- (d) Mr. Jaksich has never been convicted in a criminal proceeding (excluding minor traffic violations).

NAIC biographical affidavits, including third party criminal background check authorizations, of the foregoing individuals are attached hereto as Exhibit C.

#### **ITEM 4 NATURE, SOURCE AND AMOUNT OF CONSIDERATION**

At the closing of the proposed transaction, Berkshire Hathaway will pay the merger consideration equal to approximately \$11.6 billion for 100% of the outstanding shares of Alleghany. The consideration will be paid in cash from Berkshire Hathaway's existing assets. No debt will be incurred in connection with the proposed transaction. The amount of the consideration was determined based on Berkshire Hathaway's assessment of the economic value of Alleghany and an arm's length negotiation between Berkshire Hathaway and Alleghany's management and board of directors.

#### **ITEM 5 FUTURE PLANS OF INSURER**

Following the closing of the proposed transaction the Insurers will continue to be managed by its existing board of directors and officers in substantially the same manner as its pre-merger operations. The Applicants have no plans to declare an extraordinary dividend, liquidate the Insurer, sell the Insurer's assets or merge or consolidate it with any person or to make any other material change in the Insurer's business operations or corporate structure or management.

Given Berkshire Hathaway's size, strength and expertise in managing the investment portfolios of casualty insurance companies like the Insurers, Berkshire Hathaway is qualified and well suited to manage the Insurers' investment portfolios in accordance with appropriate guidelines and applicable legal standards, after the transaction closes. The Insurers will make a Form D filing for approval (or non-disapproval) of an investment management agreement between Berkshire Hathaway and the Insurers subsequent to the closing.

After the closing of the proposed transaction, the Applicants intend that Insurers and their affiliates will enter into a tax sharing agreement with Berkshire Hathaway and its affiliates. The Insurers will make a Form D filing for approval (or non-disapproval) of such new agreement subsequent to the closing.

Applicants are submitting as Exhibit F to this Application a detailed plan of operations of the Insurers, which plan includes three year statutory financial projections

**ITEM 6 VOTING SECURITIES TO BE ACQUIRED**

As described in more detail above (see Item 1 and Item 4) and in the Acquisition Agreement attached hereto as Exhibit A, Berkshire Hathaway will be acquiring 100% of the voting securities of Alleghany as a result of the proposed transaction.

**ITEM 7 OWNERSHIP OF VOTING SECURITIES**

- (a) Applicants and their affiliates are currently not the holders of record or beneficial owners of any shares of the Insurers or of Alleghany.
- (b) Applicants and their affiliates have no interest in any other securities of the Insurers or Alleghany.
- (c) There have been no transactions by the Applicants, their affiliates, or their executive officers and directors during the past six months in any securities of the Insurers or Alleghany.

**ITEM 8 CONTRACTS, ARRANGEMENTS, OR UNDERSTANDINGS WITH RESPECT TO VOTING SECURITIES OF THE INSURER**

Other than the Acquisition Agreement attached as Exhibit A, there have been no contracts, arrangements or understandings between Applicants, their affiliates, their executive officer and directors, or any other person with respect to any securities of Alleghany or the Insurer.

**ITEM 9 RECENT PURCHASES OF VOTING SECURITIES**

The Applicants and their affiliates have not made any purchases of any voting securities of Alleghany or the Insurers during the 12 calendar months preceding the filing of this statement

**ITEM 10 RECENT RECOMMENDATIONS TO PURCHASE**

The Applicants and their affiliates have not made any recommendations to purchase any voting security of Alleghany or the Insurers during the 12 calendar months preceding the filing of this statement

**ITEM 11      AGREEMENTS WITH BROKER-DEALERS**

The Applicants have no agreements with broker-dealers.

**ITEM 12      FINANCIAL STATEMENTS AND EXHIBITS**

(a), (b), (c) Merger Sub is newly incorporated for purposes of the proposed transaction and therefore financial statements with respect to Merger Sub do not currently exist. The financial statements and exhibits attached are as follows:

Exhibit A: Agreement and Plan of Merger by and among Berkshire Hathaway Inc., O&M Acquisition Corp. and Alleghany Corporation dated as of March 20, 2022.

Exhibit B: Organizational Chart for year ending December 31, 2021 for Berkshire Hathaway

Exhibit C: NAIC biographical affidavits (to be provided under separate cover letter)

Exhibit D: Berkshire Hathaway Inc. Forms 10-K for 2021 and 2020, each as filed with the U.S. Securities and Exchange Commission.<sup>2</sup>

Exhibit E: Berkshire Hathaway Inc. Annual Reports for 2021 and 2020, which includes audited financial statements.

Exhibit F: Plans of Operations and Financial Projections for the Insurer (to be provided under separate cover letter)

(d) In connection with the proposed transaction, there are no employment or consultation agreements proposed by the Applicants. As noted previously in Item 5, the Applicants intend for the Insurers to enter into an investment management agreement with Berkshire Hathaway, subject to the receipt of any required regulatory approvals.

**ITEM 13      AGREEMENT REQUIREMENTS FOR ENTERPRISE RISK  
MANAGEMENT**

Applicants agree to provide, to the best of its knowledge and belief, the information required by Form F within fifteen (15) days after the end of the month in which the acquisition of control occurs.

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<sup>2</sup> Berkshire Hathaway's Annual Reports and Forms 10-K for all prior years are available at <https://www.berkshirehathaway.com/reports.html>


**ITEM 14      SIGNATURE AND CERTIFICATION**

**SIGNATURE**


Pursuant to the requirements of N.H. Rev. Stat. Ann. §401-B:3 and amendments thereto Berkshire Hathaway Inc. has caused this application to be duly signed on its behalf in the City of Omaha and State of Nebraska on the 22<sup>nd</sup> day of April, 2022.

(SEAL)

BERKSHIRE HATHAWAY INC.


  
By: \_\_\_\_\_  
Marc D. Hamburg  
Senior Vice President &  
Chief Financial Officer

Attest:

  
By: \_\_\_\_\_  
Assistant Secretary

**CERTIFICATION**


The undersigned deposes and says that he has duly executed the attached application dated 22<sup>nd</sup> day of April, 2022, for and on behalf of Berkshire Hathaway Inc.; that he is the Senior Vice President and Chief Financial Officer of such company and that he is authorized to execute and file such instrument. Deponent further says that he is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of his knowledge, information and belief.

  
By: \_\_\_\_\_  
Marc D. Hamburg,  
Senior Vice President &  
Chief Financial Officer

Pursuant to the requirements of N.H. Rev. Stat. Ann. §401-B:3 and amendments thereto O&M Acquisition Corp. has caused this application to be duly signed on its behalf in the City of Omaha and State of Nebraska on the 22<sup>nd</sup> day of April, 2022.

(SEAL)

O&M Acquisition Corp.


  
\_\_\_\_\_  
By: Marc D. Hamburg  
President

Attest:

  
\_\_\_\_\_  
By: Daniel Jaksich  
Vice President

**CERTIFICATION**

The undersigned deposes and says that he has duly executed the attached application dated 22<sup>nd</sup> day of April, 2022, for and on behalf of O&M Acquisition Corp.; that he is the President and Secretary of such company and that he is authorized to execute and file such instrument. Deponent further says that he is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of his knowledge, information and belief.

  
\_\_\_\_\_  
By: Marc D. Hamburg,  
President & Secretary

**CERTIFICATION**

**SIGNATURE**

The undersigned deposes and says that he has duly executed the attached application dated the 22<sup>nd</sup> day of April, 2022 personally. Deponent further says that he is familiar with such instrument and the contents thereof, and that the facts set forth are true to the best of his knowledge, information and belief.

By:   
Warren E. Buffett  
Chairman and Chief Executive Officer,  
Berkshire Hathaway Inc.