STATE OF ARIZONA FILED

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STATE OF ARIZONA **DEPARTMENT OF INSURANCE**

DEPT OF INSURANCE

4 In the Matter of the **Acquisition of Control of Arkansas Life Insurance Company** (NAIC No. 97551), and Modern Life Insurance Company of Arizona, Inc. 10 (NAIC No. 88226) Insurer, By Munchener Ruckversicherungs-Gesellschaft Aktiengesellschaft in Munchen, Munich-American Holding Corporation, and **Monument Corporation** Petitioner.

Docket No. 08A-015-INS

ORDER APPROVING **ACQUISITION**

On December 28, 2007, Munchener Ruckversicherungs-Gesellschaft Aktiengesellschaft in Munchen, Munich-American Holding Corporation, and Monument Corporation ("Petitioner") submitted an application for the acquisition of control of Arkansas Life Insurance Company and Modern Life Insurance Company of Arizona, Inc.

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("Insurers") with the Arizona Department of Insurance (the "Department") for approval of Petitioner as the controlling person of the Insurers pursuant to the provisions of A.R.S. §§20-481 through 20-481.30 and A.A.C. R20-6-1402.

Based upon reliable evidence provided to the Director of Insurance ("Director") by the Assistant Director of the Financial Affairs Division of the Department, the Director makes the following Findings of Fact, Conclusions of Law and enters the following Order:

FINDINGS OF FACT

- 1. The Insurers are domestic insurers as referred to in A.R.S. §20-481.
- 2. The Petitioner filed a statement as referred to in A.R.S. §§20-481.02 and 20-481.03, in the form required by A.A.C. R20-6-1402.
- 3. The Insurers and their security holders waived the ten (10) day advance filing notice to be given as required by A.R.S. §20-481.07.
- 4. No evidence has been produced that would indicate or form the basis for a finding that the Petitioner's acquisition of control of the Insurers:
 - a. Is contrary to law;
 - b. Is inequitable to the shareholders of any domestic insurers involved;
- c. Would substantially reduce the security of and service to be rendered to the policyholders of the domestic insurers in this State or elsewhere;
- d. After the change of control the domestic insurers, would not be able to satisfy the requirements for the reissuance of a Certificate of Authority to write the line or lines of insurance for which it is presently licensed;
- e. Would have the effect of substantially lessening competition in insurance in this state, or tend to create a monopoly;

- f. Might jeopardize the financial stability of the Insurers or prejudice the interest of its policyholders, based upon the financial condition of any acquiring party;
- g. Is unfair and unreasonable to policyholders of the Insurers and is not in the public interest, based upon the plans or proposals that the acquiring party has to liquidate the insurers, sell their assets or consolidate or merge them with any person, or to make any other material change in their business or corporate structure or management;
- h. Would not be in the public interest of policyholders of the Insurers and of the public to permit the merger or other acquisition of control based upon the competence, experience and integrity of those persons who would control the operation of the Insurers; or
 - i. Would likely be hazardous or prejudicial to the insurance-buying public.
- 5. The Petitioner furnished completed fingerprint cards to the Department to enable the Department to determine if Petitioner's officers or directors have been charged with or convicted of a felony or misdemeanor other than minor traffic violations. The results of the analysis of the fingerprint cards submitted by the Petitioner's officers and directors have not been received by the Department. The Petitioner's officers and directors made representations material to the issuance of the Order in this matter that none of its officers or directors have been charged with or convicted of a felony or misdemeanor other than minor traffic violations.

CONCLUSIONS OF LAW

1. The application established that none of the enumerated grounds set forth in A.R.S. §20-481.07(A) exist so as to provide a basis for disapproval or rejection of Petitioner's acquisition of control of the Insurers.

2. Petitioner presented credible evidence for approval of its acquisition of control of the Insurers and the Petitioner to be a controlling person pursuant to the provisions of A.R.S. §§20-481 through 20-481.30, and A.A.C. R20-6-1402.

ORDER

THEREFORE, I, CHRISTINA URIAS, Director of Insurance of the State of Arizona, for the purpose of protecting and preserving the public health, safety and welfare, and by virtue of the authority vested in me by A.R.S. §§20-142, 20-481 through 20-481.30, and A.A.C. R20-6-1402 hereby order that:

1. The acquisition of control of the Insurers by the Petitioner is approved, subject to the following express condition:

If the completed fingerprint cards furnished to the Department of Insurance reveal that Petitioner's officers or directors have been charged with or convicted of a felony or misdemeanor other than minor traffic violations, the individual(s) shall be removed as an officer and/or director of the Petitioner within 30 days after notice to Petitioner by the Department of Insurance and shall be replaced with an officer or director acceptable to the Director. If Petitioner fails to take the prescribed action within 30 days, this failure will constitute an immediate danger to the public and the Director may immediately suspend or revoke Insurers' certificates of authority without further proceedings.

2. Subject to A.R.S. §20-481.21, all documents, materials and other information that is in the possession or control of the Department and that was obtained by or disclosed to the Director or any other person in the course of filing the application is confidential and privileged, is not subject to Title 39, Chapter 1, Article 2 and is not subject to subpoena.

3. The Petitioner shall advise the Director in writing of the effective date of the change of control.

- 4. Upon consummation of this acquisition, the Insurers shall file its registration statement in the form prescribed by A.R.S. §20-481.10 and within the time period prescribed by A.R.S. §20-481.13. If the registration statement would duplicate the information previously submitted by the Petitioner in the statement filed with the Department pursuant to A.R.S. §20-481.03 and there have been no material changes since the filing of that statement, then the Insurers shall submit a statement to that effect incorporating by reference the statement previously filed with the Department in lieu of the registration statement;
- 5. The failure to adhere to one or more of the above terms and conditions shall result without further proceedings in the suspension or revocation of the Insurers' certificates of authority.

DATED this 15th day of Feltinary 2008.

CHRISTINA URIAS Director Of Insurance

COPY of the foregoing mailed this ______, 2008,

Gerrie Marks, Deputy Director Mary Butterfield, Assistant Director

Catherine O'Neil, Consumer Legal Affairs Officer

Steven Ferguson, Assistant Director Leslie R. Hess, Financial Affairs Legal Analyst

Leslie R. Hess, Financial Affairs Legal Analyst Kurt Regner, Chief Financial Analyst

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