

FEB 25 2010

STATE OF ARIZONA

DEPARTMENT OF INSURANCE

DEPT OF INSURANCE
BY *CB*

In the Matter of the Acquisition of Control of)
)
Heritage Life Insurance Company)
(NAIC No. 64394))
)
Insurer,)
)
 By)
)
HLIC Holdings, Inc.)
)
)
Petitioner.)

Docket No. 10A-032-INS

**ORDER APPROVING
ACQUISITION**

On January 11, 2010, HLIC Holdings, Inc. ("Petitioner") submitted an application for the acquisition of control of Heritage Life Insurance Company ("Insurer") to the Arizona Department of Insurance (the "Department") for approval of Petitioner as the controlling person of the Insurer 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 finds as follows:

FINDINGS OF FACT

1. The Insurer is a domestic insurer 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. R20-6-140).

1 3. The Insurer and its security holders waived the ten (10) day advance filing notice
2 to be given as required by A.R.S. §20-481.07.

3 4. The Petitioner has demonstrated that Insurer will continue to maintain the
4 requirements for a certificate of authority as required by A.R.S. §20-1070(D) subsequent to the
5 change in control.

6 5. No evidence has been produced that would indicate or form the basis for a
7 finding that the Petitioner's acquisition of control of the Insurer:

8 a. Is contrary to law;

9 b. Is inequitable to the shareholders of any domestic insurer involved;

10 c. Would substantially reduce the security of and service to be rendered to the
11 policyholders of the domestic insurer in this State or elsewhere;

12 d. After the change of control the domestic insurer, would not be able to satisfy the
13 requirements for the reissuance of a Certificate of Authority to write the line or lines of
14 insurance for which it is presently licensed;

15 e. Would have the effect of substantially lessening competition in insurance in this
16 state, or tend to create a monopoly;

17 f. Might jeopardize the financial stability of the Insurer or prejudice the interest of its
18 policyholders, based upon the financial condition of any acquiring party;

19 g. Is unfair and unreasonable to policyholders of the Insurer and is not in the public
20 interest, based upon the plans or proposals that the acquiring party has to liquidate the
21 insurer, sell its assets or consolidate or merge it with any person, or to make any other
22 material change in its business or corporate structure or management;

1 h. Would not be in the public interest of policyholders of the Insurer and of the
2 public to permit the merger or other acquisition of control based upon the competence,
3 experience and integrity of those persons who would control the operation of the Insurer; or

4 i. Would likely be hazardous or prejudicial to the insurance-buying public.

5 6. The Petitioner furnished completed fingerprint cards to the Department to enable
6 the Department to determine if Petitioner's officers or directors have been charged with or
7 convicted of a felony or misdemeanor other than minor traffic violations. The results of the
8 analysis of the fingerprint cards submitted by the Petitioner's officers and directors have not
9 been received by the Department. The Petitioner's officers and directors made
10 representations material to the issuance of the Order in this matter that none of its officers or
11 directors have been charged with or convicted of a felony or misdemeanor other than minor
12 traffic violations.

13 CONCLUSIONS OF LAW

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

17 2. Petitioner presented credible evidence for approval of its acquisition of control of
18 the Insurer and the Petitioner to be a controlling person pursuant to the provisions of A.R.S.
19 §§20-481 through 20-481.30 and A.A.C. R20-6-1402.

20 ORDER

21 THEREFORE, I, CHRISTINA URIAS, Director of Insurance of the State of Arizona, for
22 the purpose of protecting and preserving the public health, safety and welfare, and by virtue of
23

1 the authority vested in me by A.R.S. §§20-142, 20-481 through 20-481.30, and A.A.C. R20-6-
2 1402 hereby order that :

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

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

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

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

19 4. Upon consummation of this acquisition, the Insurer shall file its registration
20 statement in the form required by A.A.C. R20-6-1403.B and within the time period prescribed
21 by A.R.S. §20-481.13. If the registration statement would duplicate the information previously
22 submitted by the Petitioner in the statement filed with the Department pursuant to A.R.S. §20-
23 481.03 and there have been no material changes since the filing of that statement, then the

1 Insurer shall submit a statement to that effect incorporating by reference the statement
2 previously filed with the Department in lieu of the registration statement;

3 5. The failure to adhere to one or more of the above terms and conditions shall
4 result without further proceedings in the suspension or revocation of the Insurer's Certificate of
5 Authority.

6 Effective this 25th day of February, 2010.

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9 **CHRISTINA URIAS**
Director of Insurance

10 COPY of the foregoing mailed/delivered
11 this 25th day of February, 2010, to:

12 Michael T. Griffin
13 Edwards Angell Palmer & Dodge LLP
20 Church Street
Hartford, Connecticut 06103

14 Scott Willkomm, President
15 HLIC Holdings, Inc.
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Fort Washington, Pennsylvania 19034

16 Gerrie Marks, Deputy Director
17 Mary Butterfield, Assistant Director
18 Steve Ferguson, Assistant Director
19 Catherine O'Neil, Consumer Legal Affairs Officer
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