

AUG 27 2018

STATE OF ARIZONA

DEPARTMENT OF INSURANCE DEPT OF INSURANCE
BY MEK

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3 In the Matter of the Acquisition of Control of)
4 **Republic-Vanguard Insurance Company**)
5 **(NAIC No. 40479)**)
6 **Insurer,**)
7 By)
8 **Evergreen Parent, L.P. and Evergreen Parent GP,**)
9 **LLC,**)
10 **Petitioner.**)

Docket No. 18A-093-INS

**ORDER APPROVING
ACQUISITION**

11 On May 8, 2018, Evergreen Parent, L.P. and Evergreen Parent GP, LLC ("Petitioner")
12 submitted an application for the acquisition of control of Republic-Vanguard Insurance Company
13 ("Insurer") to the Arizona Department of Insurance (the "Department") for approval of Petitioner
14 as the controlling person of the Insurer pursuant to the provisions of Arizona Revised Statutes
15 (A.R.S.) §§20-481 through 20-481.32 and Arizona Administrative Code (A.A.C.) R20-6-1402.

16 Based upon reliable evidence provided to the Director of Insurance ("Director") by the
17 Assistant Director of the Financial Affairs Division of the Department, the Director finds as
18 follows:

FINDINGS OF FACT

- 19
- 20 1. The Insurer is a domestic insurer as referred to in A.R.S. §20-481.
 - 21 2. The Petitioner filed a statement as referred to in A.R.S. §§20-481.02 and 20-
22 481.03, in the form required by A.A.C. R20-6-1402.
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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(D).

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

5 a. Is contrary to law;

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

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

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

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

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

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

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

23 i. Would likely be hazardous or prejudicial to the insurance-buying public.
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1 Mary Kosinski, Regulatory Legal Affairs Officer
Steven Fromholtz, Assistant Director
2 Kurt A. Regner, CFE, Assistant Director
Catherine O'Neil, Consumer Legal Affairs Officer
3 Arizona Department of Insurance
100 North 15th Avenue, Suite 102
4 Phoenix, Arizona 85007-2624

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