|    | STATE OF ARIZONA   |                        |  |
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|    | Department of Insurance and Financial Institutions<br><b>FILED</b> September 7 , 2023 by AS        |                        |  |
| 1  | STATE OF ARIZONA   |                        |  |
| 2  | DEPARTMENT OF INSURANCE AND FINANCIAL INSTITUTIONS   |                        |  |
| 3  | In the Matter of the Merger of   |                        |  |
| 4  |  | Docket No. 23A-061-INS |  |
| 5  |  | ORDER APPROVING MERGER |  |
| 6  | (NAIC No. 15344)   |                        |  |
| 7  | Insurers, )  |                        |  |
| 8  | Into ý   |                        |  |
| 9  | Prudential Arizona Reinsurance Universal   | /                      |  |
| 10 | Petitioner.  |                        |  |
| 11 | /  |                        |  |
| 12 | On July 25, 2023, pursuant to A.R.S. § 20-731, Prudential Arizona Reinsurance Universal            |                        |  |
| 13 | Company ("Petitioner") submitted an application to the Arizona Department of Insurance and         |                        |  |
| 14 | Financial Institutions ("Department") for the merger of Gibraltar Universal Life Reinsurance       |                        |  |
| 15 | Company and Prudential Universal Reinsurance Company ("Insurers") with and into Petitioner.        |                        |  |
| 16 | Based upon reliable evidence provided to the Director of Insurance and Financial                   |                        |  |
| 17 | Institutions by the Deputy Assistant Director of the Financial Affairs Division of the Department, |                        |  |
| 18 | the Director finds as follows:   |                        |  |
| 19 | FINDINGS OF FACT   |                        |  |
| 20 | 1. Insurers are duly qualified and authorized as captive insurers in the State of                  |                        |  |
| 21 | Arizona.   |                        |  |
| 22 | 2. Petitioner is duly qualified and authorized as a captive insurer in the State of                |                        |  |
| 23 | Arizona.   |                        |  |
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3. No evidence has been produced that would indicate or form the basis for a 1 finding that the Plan and Agreement of Merger previously filed with the Department: 2 Is contrary to law; 3 a. b. Is unfair in the terms and conditions of the exchange of securities; 4 C. Would substantially reduce the security of and service rendered to the 5 6 policyholders of the Insurer in this State or elsewhere. 4. Insurers have a \$100.00 deposit with the Insurance Examiners' Revolving Fund 7 ("IERF"). 8 5. 9 Petitioner has prepared a Statement of Merger that it intends to file with the Arizona Corporation Commission ("ACC"). 10 CONCLUSIONS OF LAW 11 1. The application established that none of the enumerated grounds set forth in 12 A.R.S. § 20-731 exist so as to provide a basis for disapproval or rejection of the Plan and 13 Agreement of Merger. 14 2. The evidence established that Petitioner has complied with the provisions of 15 A.R.S. § 20-731 and established by credible evidence that the Plan and Agreement of Merger 16 17 between Insurers and Petitioner should be approved. 18 ORDER 1. The Plan and Agreement of Merger between Insurers and Petitioner is approved. 19 2. 20 Petitioner may file its Statement of Merger with the ACC. 3. Insurers shall file their 2023 Annual Reports including applicable fees with the 21 Department unless Petitioner files its Statement of Merger with the ACC on or before 22 23 December 31, 2023. 24 2

| 1  | 4. Insurers shall pay its Certificate of Authority renewal fee to the Department  |  |  |
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| 2  | unless Petitioner files its Statement of Merger with the ACC on or before March 31, 2024.   |  |  |
| 3  | 5. Petitioner shall provide the Department with a copy of Petitioner's ACC filed  |  |  |
| 4  | Statement of Merger.  |  |  |
| 5  | 6. The Department shall refund to the Insurers the \$100.00 that was previously   |  |  |
| 6  | credited to the IERF, pursuant to A.R.S. § 20-159.  |  |  |
| 7  | Effective this <u>7th</u> day of <u>September</u> , 2023.   |  |  |
| 8  |   |  |  |
| 9  | Barbara D. Kichardson<br>BARBARA D. RICHARDSON, Director  |  |  |
| 10 | Arizona Department of Insurance and Financial Institutions  |  |  |
| 11 | COPY of the foregoing mailed/delivered<br>this day of, 2023, to:  |  |  |
| 12 | Amy Woltman, Vice President<br>Prudential Financial, Inc.   |  |  |
| 13 |   |  |  |
| 14 | 751 Broad Street, 4 <sup>th</sup> Floor<br>Newark, New Jersey 07102<br>amy.woltman@prudential.com   |  |  |
| 15 | Gio Espinosa, Regulatory Legal Affairs Officer  |  |  |
| 16 | Maria Ailor, Assistant Director<br>Kurt Regner, CFE, Deputy Assistant Director<br>Catherine O'Neil, Consumer Legal Affairs Officer<br>Cary Cook, Assistant Financial Compliance Officer<br>Victoria E. Fimea, Chief Captive Analyst<br>Ana Starcevic, Paralegal Project Specialist<br>Arizona Department of Insurance and Financial Institutions<br>100 N. 15 <sup>th</sup> Avenue, Suite 261 |  |  |
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| 19 |   |  |  |
| 20 | Phoenix, Arizona 85007  |  |  |
| 21 | Ana Starcevic   |  |  |
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