

JAN 10 2007

STATE OF ARIZONA
DEPARTMENT OF INSURANCE

DEPT OF INSURANCE
BY [Signature]

In the Matter of the
Merger of
Banc One Life Reinsurance Company
(NAIC No. 77534),
Insurer,
Into
Banc One Insurance Company
(NAIC No. 11344),
Petitioner.

) Docket No. 07A-003-INS

ORDER APPROVING
MERGER

On December 8, 2006, pursuant to A.R.S. § 20-731, Banc One Insurance Company ("Petitioner") submitted an application to the Arizona Department of Insurance (the "Department") for the merger of Banc One Life Reinsurance Company ("Insurer") with and into Petitioner.

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. Insurer is duly qualified and authorized as a life and disability reinsurer in the State of Arizona.

1 COPY of the foregoing mailed
2 this 10th day of January, 2007,

3 Gerrie Marks, Deputy Director
4 Mary Butterfield, Assistant Director
5 Catherine O'Neil, Consumer Legal Affairs Officer
6 Steven Ferguson, Assistant Director
7 Leslie R. Hess, Financial Affairs Legal Analyst
8 Kurt Regner, Chief Financial Analyst
9 Department of Insurance
10 2910 North 44th Street, Suite 210
11 Phoenix, Arizona 85018

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Kenneth B. Terwilleger
Chase Insurance
Administrative Office
2500 Westfield Drive
Elgin, Illinois 60123-7836

