

SEP 24 2012

STATE OF ARIZONA

DEPARTMENT OF INSURANCE

DEPT OF INSURANCE
BY 

1 In the Matter of the Merger of)
 2)
 3 Sunamerica Life Insurance Company)
 4 (NAIC No. 69256))
 5)
 6 Insurer,)
 7)
 8 Into)
 9 American General Life Insurance Company)
 10 (NAIC No. 60488),)
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Docket No. 12A-105-INS

ORDER APPROVING MERGER

On June 18, 2012, pursuant to A.R.S. § 20-731, American General Life Insurance Company ("Petitioner") submitted an application to the Arizona Department of Insurance ("Department") for the merger of Sunamerica Life Insurance Company ("Insurer") with and into Petitioner.

Based upon reliable evidence provided to the Director of Insurance by the Assistant Director of the Financial Affairs Division of the Department, the Director finds as follows:

FINDINGS OF FACT

1. Insurer is an Arizona domiciled insurer authorized to transact disability, life, and variable annuity business.
2. Petitioner is a Texas domiciled insurer authorized to transact disability, life, variable annuity and variable life business in the State of Arizona.
3. Petitioner is an affiliate of Insurer.

1 4. On June 18, 2012, Petitioner filed with the Department an Agreement and Plan
2 of Merger between Sun America Annuity and Life Assurance Company ("SALIC"), Insurer and
3 Petitioner, (the "Merger Agreement") wherein SALIC, an Arizona domiciled insurer and wholly-
4 owned subsidiary of Insurer, merges with and into Insurer, and simultaneously therewith
5 Insurer merges with and into Petitioner.

6 5. Insurer has one or more separate accounts ("Insurer Separate Accounts") that
7 were acquired by merger from SALIC under the Merger Agreement.

8 6. The merger of SALIC and its Insurer Separate Accounts with and into Insurer
9 was approved by the Director in Order Approving Merger Docket No. 12A-104-INS, September
10 ~~24~~⁴, 2012 ("Subsidiary Merger Order"), a copy of which is attached hereto as Exhibit 1.

11 7. The Merger Agreement includes the acquisition by merger of the Insurer
12 Separate Accounts by the Petitioner.

13 8. Pursuant to A.R.S. § 20-536.01(A), separate accounts shall not be acquired
14 through merger unless specifically approved by the Director.

15 9. The Merger Agreement provides that, upon consummation of the merger, Insurer
16 Separate Accounts will be in compliance with Texas law governing insurer separate accounts.

17 10. No evidence has been produced that would indicate or form the basis for a
18 finding that the Agreement and Plan of Merger previously filed with the Department:

- 19 a. Is contrary to law;
- 20 b. Is unfair in the terms and conditions of the exchange of securities;
- 21 c. Would substantially reduce the security of and service rendered to the
22 policyholders of the Insurer in this State or elsewhere.
- 23

1 11. Insurer has a \$100.00 deposit with the Insurance Examiners' Revolving Fund
2 ("IERF").

3 12. The Department holds a \$9,040,000 statutory deposit on behalf of the Insurer.

4 13. Petitioner has prepared Articles of Merger it intends to file with the Arizona
5 Corporation Commission ("ACC").

6 CONCLUSIONS OF LAW

7 1. Petitioner has complied with the provisions of A.R.S § 20-731.

8 2. No grounds set forth in A.R.S. § 20-731 exist so as to provide a basis for
9 disapproval or rejection of the Agreement and Plan of Merger.

10 3. Grounds exist for the Director to specifically approve the acquisition by merger of
11 the Insurer Separate Accounts by Petitioner.

12 ORDER

13 1. The Agreement and Plan of Merger between Insurer and Petitioner is approved.

14 2. Acquisition by merger of the Insurer Separate Accounts by Petitioner is
15 approved.

16 3. Petitioner may file its Articles of Merger with the ACC.

17 4. Petitioner shall file with the Department certified documentation obtained from
18 the Texas Department of Insurance showing that agency's approval of the merger of Insurer
19 into Petitioner.

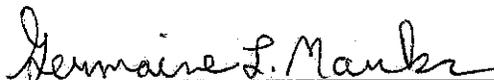
20 5. Insurer shall file its 2012 Annual Statement including applicable fees with the
21 Department unless Petitioner files its Articles of Merger with the ACC on or before December
22 31, 2012.

1 6. Insurer shall pay its Certificate of Authority renewal fee to the Department and
2 file its 2012 Annual Form "B" Registration Statement with the Department unless Petitioner
3 files its Articles of Merger with the ACC on or before March 31, 2013.

4 7. The Department shall release the \$9,040,000 statutory deposit of the Insurer to
5 the Petitioner after the Department receives the following: (a) an ACC certified copy of
6 Petitioner's ACC filed Articles of Merger, and (b) payment of any outstanding IERF invoices.
7 The Director has no personal liability for the release of such deposit so made by her in good
8 faith as provided in A.R.S. §20-588(B).

9 8. The Department shall refund to the Insurer the \$100.00 that was previously
10 credited to the IERF, pursuant to A.R.S. § 20-159.

11 Effective this 24th day of September, 2012.

12 
13 _____
14 GERMAINE L. MARKS
15 **Acting Director**

16 COPY of the foregoing mailed/delivered
17 this 24th day of September, 2012, to:

18 Julie Cotton Hearne, Chief Counsel
19 American General Life Companies
20 2919 Allen Parkway, L4-01
21 Houston, Texas 77019

22 Germaine L. Marks, Acting Director
23 Mary Butterfield, Assistant Director
Kurt Regner, CFE, Assistant Director
Catherine O'Neil, Consumer Legal Affairs Officer
Leslie Hess, Financial Affairs Legal Analyst
Arizona Department of Insurance
2910 N. 44th Street, Suite 210
Phoenix, Arizona 85018



SEP 24 2012

STATE OF ARIZONA

DEPARTMENT OF INSURANCE

DEPT OF INSURANCE
BY 

In the Matter of the Merger of
Sunamerica Annuity and Life Assurance Company
(NAIC No. 60941)

Docket No. 12A-104-INS

ORDER APPROVING MERGER

Insurer,

Into

Sunamerica Life Insurance Company
(NAIC No. 69256),

Petitioner.

On June 18, 2012, pursuant to A.R.S. § 20-731, Sunamerica Life Insurance Company ("Petitioner") submitted an application to the Arizona Department of Insurance ("Department") for the merger of Sunamerica Annuity and Life Assurance Company ("Insurer") with and into Petitioner.

Based upon reliable evidence provided to the Director of Insurance by the Assistant Director of the Financial Affairs Division of the Department, the Director finds as follows.

FINDINGS OF FACT

1. Insurer and Petitioner are both Arizona domiciled insurers authorized to transact disability, life, and variable annuity business.
2. Insurer is a 100% wholly-owned subsidiary of Petitioner.
3. On June 18, 2012, Petitioner filed with the Department an Agreement and Plan of Merger between Petitioner, Insurer and American General Life Insurance Company ("AGLIC") (the "Merger Agreement") wherein Insurer will merge with and into Petitioner, and

1 simultaneously therewith Petitioner will merge with and into AGLIC, a Texas domiciled insurer,
2 and an affiliate of Insurer and Petitioner.

3 4. Insurer has one or more separate accounts ("Insurer Separate Accounts")
4 established in compliance with A.R.S. § 20-651.

5 5. The Merger Agreement includes the acquisition by merger of the Insurer Separate
6 Accounts by the Petitioner and simultaneously therewith by AGLIC.

7 6. Pursuant to A.R.S. § 20-536.01(A), separate accounts shall not be acquired
8 through merger unless specifically approved by the Director.

9 7. The Merger Agreement provides that, upon consummation of the merger, Insurer
10 Separate Accounts will be in compliance with state laws governing insurer separate accounts.

11 8. No evidence has been produced that would indicate or form the basis for a
12 finding by the Director that the Merger Agreement:

- 13 a. Is contrary to law;
- 14 b. Is unfair in the terms and conditions of the exchange of securities; or
- 15 c. Would substantially reduce the security of and service rendered to the
16 policyholders of the Insurer in Arizona or elsewhere.

17 9. Insurer has a \$100,000 deposit with the Insurance Examiners' Revolving Fund
18 ("IERF").

19 10. The Department holds a \$5,600,000 statutory deposit on behalf of the Insurer.

20 11. Petitioner has prepared Articles of Merger it intends to file with the Arizona
21 Corporation Commission ("ACC").
22
23

1 **CONCLUSIONS OF LAW**

2 1. Petitioner has complied with the provisions of A.R.S. § 20-731.

3 2. No grounds set forth in A.R.S. § 20-731 exist so as to provide a basis for
4 disapproval or rejection of the Merger Agreement.

5 3. Grounds exist for the Director to specifically approve the acquisition by merger of
6 the Insurer Separate Accounts.

7 **ORDER**

8 1. The Agreement and Plan of Merger between Insurer and Petitioner is approved.

9 2. Acquisition by merger of the Insurer Separate Accounts by Petitioner is
10 approved.

11 3. Petitioner may file its Articles of Merger with the ACC.

12 4. Insurer shall file its 2012 Annual Statement including applicable fees with the
13 Department unless Petitioner files its Articles of Merger with the ACC on or before December
14 31, 2012.

15 5. Insurer shall pay its Certificate of Authority renewal fee to the Department and
16 file its 2012 Annual Form "B" Registration Statement with the Department unless Petitioner
17 files its Articles of Merger with the ACC on or before March 31, 2013.

18 6. The Department shall release the \$5,600,000 statutory deposit of the Insurer to
19 the Petitioner after the Department receives the following: (a) an ACC certified copy of
20 Petitioner's ACC filed Articles of Merger, and (b) payment of any outstanding IERF invoices.

21 The Director has no personal liability for the release of such deposit so made by her in good
22 faith as provided in A.R.S. §20-588(B).

