

1 **CONCLUSIONS OF LAW**

2 1. The application established that none of the enumerated grounds set forth in
3 A.R.S. §20-1070(D) exist so as to provide a basis for disapproval or rejection of Petitioner's
4 acquisition of control of the Insurer.

5 2. Petitioner presented credible evidence for approval of its acquisition of control of
6 the Insurer and the Petitioner to be a controlling person pursuant to the provisions of A.R.S.
7 §20-1070.

8 **ORDER**

9 THEREFORE, I, LESLIE R. HESS, Interim Director of Insurance of the State of Arizona,
10 for the purpose of protecting and preserving the public health, safety and welfare, and by virtue
11 of the authority vested in me by A.R.S. §§20-142 and 20-1070 hereby order that:

12 1. The acquisition of control of the Insurer by the Petitioner is approved, subject to
13 the following express conditions:

14 a. Petitioner must secure all other required regulatory approvals, including all
15 involved state insurance departments, the United States Department of Justice and the
16 Federal Trade Commission under the Hart-Scott-Rodino Antitrust Improvements Act of 1976.

17 b. If the proposed transaction is revised in any manner subsequent to the
18 date of this Order, an amended Form A must be filed with the Department and would be
19 subject to the Department's prior approval. Failure of the Petitioner to take the prescribed
20 action prior to the closing of the transaction will constitute an immediate danger to the public.

