

JAN 22 2019

STATE OF ARIZONA

DEPARTMENT OF INSURANCE

DEPT OF INSURANCE
BY MEK

1 In the Matter of the Merger of)
 2)
 3 **Programmed Life Insurance Company**)
 4 **(NAIC No. 64866)**)
 5 **Insurer,**)
 6)
 7 Into)
 8 **North American National Re Insurance Company**)
 9 **(NAIC No. 60118),**)
 10 **Petitioner.**)

Docket No. 19A-008-INS

ORDER APPROVING MERGER

11 On January 11, 2019, pursuant to A.R.S. § 20-731, North American National Re
 12 Insurance Company ("Petitioner") submitted an application to the Arizona Department of
 13 Insurance ("Department") for the merger of Programmed Life Insurance Company ("Insurer")
 14 with and into Petitioner.

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

FINDINGS OF FACT

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

20 2. Petitioner is duly qualified and authorized as a life and disability insurer in the
 21 State of Arizona.

22 3. No evidence has been produced that would indicate or form the basis for a
 23 finding that the Plan and Agreement of Merger previously filed with the Department:
 24

- 1 a. Is contrary to law;
- 2 b. Is unfair in the terms and conditions of the exchange of securities;
- 3 c. Would substantially reduce the security of and service rendered to the
- 4 policyholders of the Insurer in this State or elsewhere.
- 5 4. Insurer has a \$100.00 deposit with the Insurance Examiners' Revolving Fund
- 6 ("IERF").
- 7 5. The Department holds a \$100,000 statutory deposit on behalf of the Insurer.
- 8 6. Petitioner has prepared a Statement of Merger that it intends to file with the
- 9 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 between Insurer and Petitioner should be approved.

17 **ORDER**

- 18 1. The Plan and Agreement of Merger between Insurer and Petitioner is approved.
- 19 2. Petitioner may file its Statement of Merger with the ACC.
- 20 3. Insurer shall pay its Certificate of Authority renewal fee to the Department and file
- 21 its 2018 Annual Form "B" Registration Statement with the Department unless Petitioner files its
- 22 Statement of Merger with the ACC on or before March 31, 2019.
- 23
- 24

