	STATE OF ARIZONA Department of Insurance and Financial Institutions FILED January 23, 2023 by AS		
1	STATE OF ARIZONA		
2	DEPARTMENT OF INSURANCE AND FINANCIAL INSTITUTIONS		
3	In the Matter of the Acquisition of Control of		
4	Langhorne Reinsurance (Arizona) Ltd) Docket No. 23A-004-INS	
5	(NAIC No. 71323)) ORDER APPROVING	
6	Insurer,) ACQUISITION	
7	Ву)	
8	American Equity Investment Life Holding)	
9	Company,)	
10	Petitioner.)	
11	On November 23, 2022, American Equity Investment Life Holding Company ("Petitioner")		
12	submitted an application for the acquisition of control of Langhorne Reinsurance (Arizona) Ltd		
13	("Insurer") to the Arizona Department of Insurance and Financial Institutions (the "Department")		
14	for approval of Petitioner as the controlling person of the Insurer pursuant to the provisions of		
15	Arizona Revised Statutes (A.R.S.) §§20-481 through 20-481.32 and Arizona Administrative		
16	Code (A.A.C.) R20-6-1402.		
17	Based upon reliable evidence provided to the Director of Insurance and Financial		
18	Institutions ("Director") by the Deputy Assistant Director of the Financial Affairs Division of the		
19	Department, the Director finds as follows:		
20	FINDINGS OF FACT		
21	1. The Insurer is a domestic insurer as referred to in A.R.S. §20-481.		
22	2. The Petitioner filed a statement as referred to in A.R.S. §§20-481.02 and 20-		
23	481.03, in the form required by A.A.C. R20-6-1402.		
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3. The Insurer and its security holders waived the ten (10) day advance filing notice
 to be given as required by A.R.S. §20-481.07(D).
 4. No evidence has been produced that would indicate or form the basis for a

4 finding that the Petitioner's acquisition of control of the Insurer:

a. Is contrary to law;

b. Is inequitable to the shareholders of any domestic insurer involved;

c. Would substantially reduce the security of and service to be rendered to the
8 policyholders of the domestic insurer in this State or elsewhere;

9 d. After the change of control, the domestic insurer would not be able to satisfy the
10 requirements for the reissuance of a Certificate of Authority to write the line or lines of
11 insurance for which it is presently licensed;

e. Would have the effect of substantially lessening competition in insurance in this
state, or tend to create a monopoly;

f. Might jeopardize the financial stability of the Insurer or prejudice the interest of its policyholders, based upon the financial condition of any acquiring party;

g. Is unfair and unreasonable to policyholders of the Insurer and is not in the public
interest, based upon the plans or proposals that the acquiring party has to liquidate the insurer,
sell its assets or consolidate or merge it with any person, or to make any other material change
in its business or corporate structure or management;

h. Would not be in the public interest of policyholders of the Insurer and of the public to permit the merger or other acquisition of control based upon the competence, experience and integrity of those persons who would control the operation of the Insurer; or

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i. Would likely be hazardous or prejudicial to the insurance-buying public.

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5. The Petitioner's officers and directors made representations material to the
 issuance of the Order in this matter that none of its officers or directors have been charged
 with or convicted of a felony or misdemeanor other than minor traffic violations.
 6. The Petitioner filed the following to comply with A.R.S. §§20-481.03(A)(14) and

20-481.03(A)(15):

a. An agreement that the Petitioner will file with the Director the annual enterprise risk report pursuant to A.R.S. §20-481.10(D) while in control of the insurer; and

b. An acknowledgement that the Petitioner and all subsidiaries in its control in the
insurance holding company system will provide all information requested by the Director for the
Director to evaluate enterprise risk to the insurer.

CONCLUSIONS OF LAW

The application established that none of the enumerated grounds set forth in
 A.R.S. §20-481.07(A) exist so as to provide a basis for disapproval or rejection of Petitioner's acquisition of control of the Insurer.

2. Petitioner presented credible evidence for approval of its acquisition of control of the Insurer and the Petitioner to be a controlling person pursuant to the provisions of A.R.S.
§§20-481 through 20-481.32 and A.A.C. R20-6-1402.

ORDER

THEREFORE, I, Shane Foster, Acting Director of Insurance and Financial Institutions of the State of Arizona, for the purpose of protecting and preserving the public health, safety and welfare, and by virtue of the authority vested in me by A.R.S. §§20-142, 20-481 through 20-481.32, and A.A.C. R20-6-1402 hereby order that:

The acquisition of control of the Insurer by the Petitioner is approved.

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Subject to A.R.S. §20-481.21(A), all documents, materials and other information
 that is in the possession or control of the Department and that was obtained by or disclosed to
 the Director or any other person in the course of filing the application is confidential and
 privileged, is not subject to Title 39, Chapter 1, Article 2 and is not subject to subpoena.

3. The Petitioner shall advise the Director in writing of the effective date of the change of control.

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4. Upon consummation of this acquisition, the Insurer shall file its registration statement in the form required by A.A.C. R20-6-1403(B) and within the time period prescribed by A.R.S. §20-481.13. If the registration statement would duplicate the information previously submitted by the Petitioner in the statement filed with the Department pursuant to A.R.S. §20-481.03 and there have been no material changes since the filing of that statement, then the Insurer shall submit a statement to that effect incorporating by reference the statement previously filed with the Department in lieu of the registration statement;

5. The failure to adhere to one or more of the above terms and conditions shall result without further proceedings in the suspension or revocation of the Insurer's Certificate of Authority.

17	Effective this _23rd day of _January , 2023.	
18	SHANE FOSTER, Acting Director	
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20	Arizona Department of Insurance and Financial Institutions	
21	COPY of the foregoing mailed/delivered this <u>24th</u> day of <u>January</u> , 2023, to:	
22	Andrew McNichol Kutak Rock LLP 8601 N. Scottsdale Road, Suite 300 Scottsdale, Arizona 85253	
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24	andrew.mcnichol@kutakrock.com	
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