

1 STATE OF ARIZONA

2 DEPARTMENT OF INSURANCE AND FINANCIAL INSTITUTIONS

3 In the Matter of the Merger of )  
 4 **Xenia Assurance Company of Illinois** ) Docket No. 20A-045-INS  
 (NAIC No. 16095) )  
 5 ) **ORDER APPROVING MERGER**  
 Insurer, )  
 6 Into )  
 7 **Xenia Assurance Company, Inc.** )  
 (NAIC No. 15294), )  
 8 )  
 Petitioner. )

9  
10 On July 7, 2020, pursuant to A.R.S. § 20-731, Xenia Assurance Company, Inc.  
11 (“Petitioner”) submitted an application to the Arizona Department of Insurance and Financial  
12 Institutions (“Department”) for the merger of Xenia Assurance Company of Illinois (“Insurer”) with  
13 and into Petitioner.

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

17 **FINDINGS OF FACT**

- 18 1. Insurer is duly qualified and authorized as a captive insurer in the State of Illinois.
- 19 2. Petitioner is duly qualified and authorized as a captive insurer in the State of  
20 Arizona.
- 21 3. No evidence has been produced that would indicate or form the basis for a  
22 finding that the Agreement and Plan of Merger previously filed with the Department:
  - 23 a. Is contrary to law;
  - 24 b. Is unfair in the terms and conditions of the exchange of securities;

1 c. Would substantially reduce the security of and service rendered to the  
2 policyholders of the Insurer in this State or elsewhere.

3 4. Petitioner has prepared a Statement of Merger that it intends to file with the  
4 Arizona Corporation Commission ("ACC").

5 **CONCLUSIONS OF LAW**

6 1. The application established that none of the enumerated grounds set forth in  
7 A.R.S. § 20-731 exist so as to provide a basis for disapproval or rejection of the Agreement  
8 and Plan of Merger.

9 2. The evidence established that Petitioner has complied with the provisions of  
10 A.R.S. § 20-731 and established by credible evidence that the Agreement and Plan of Merger  
11 between Insurer and Petitioner should be approved.

12 **ORDER**

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

14 2. Petitioner may file its Statement of Merger with the ACC.

15 3. Petitioner shall file with the Department documentation obtained from the Illinois  
16 Department of Insurance showing that agency's approval of the merger of Insurer into  
17 Petitioner.

18 4. Petitioner shall provide the Department with an ACC certified copy of Petitioner's  
19 ACC filed Statement of Merger.

20 Effective this 27th day of July, 2020.

21 

22 \_\_\_\_\_  
23 Evan G. Daniels, Director  
24 **Arizona Department of Insurance and Financial Institutions**

1 **ORIGINAL** of the foregoing filed  
this 28th day of July, 2020 in the office of:

2 Evan G. Daniels, Director  
3 Arizona Department of Insurance and Financial Institutions  
4 Attn: Ana Starcevic  
5 100 North 15<sup>th</sup> Avenue, Suite 261  
6 Phoenix, Arizona 85007  
7 Ana.Starcevic@difi.az.gov

8 **COPY** of the foregoing mailed/delivered  
9 this 28th day of July, 2020, to:

10 Lee Milizia  
11 Aon Insurance Managers (USA) Inc.  
12 2555 E. Camelback Rd., Suite 700  
13 Phoenix, Arizona 85016  
14 Lee.milizia@aon.com

15 Deian Ousounov, Regulatory Legal Affairs Officer  
16 Maria Ailor, Assistant Director  
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18 Catherine O'Neil, Consumer Legal Affairs Officer  
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20 Vince Gosz, Chief Analyst Captive Division  
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Francine Juarez