

BEFORE THE INSURANCE COMMISSIONER
OF THE
COMMONWEALTH OF PENNSYLVANIA

In Re:	:	Pursuant to Sections 1401, 1402,
	:	and 1403 of the Insurance
Application of Canada Life Reinsurance	:	Holding Companies Act, Article
Company Requesting Exemption from the	:	XIV of the Insurance Company
Requirements of 40 P.S. §991.1402 for the	:	Law of 1921, Act of May 17, 1921,
Restructuring of its Holding Company	:	P.L. 682, <u>as amended</u> , 40 P.S.
System	:	§§991.1401, 991.1402, and
	:	991.1403
	:	
	:	Order No. ID-RC-20-18

DECISION AND ORDER

AND NOW, on this 10th day of November, 2020, Melissa L. Greiner, Acting Deputy Insurance Commissioner of the Commonwealth of Pennsylvania (“Deputy Commissioner”), hereby makes the following Decision and Order:

Pursuant to the Insurance Holding Companies Act and in consideration of the documents, presentations and reports received, as well as other inquiries and studies as permitted by law, the Deputy Commissioner hereby makes the following findings of fact:

FINDINGS OF FACT

Identity of the Parties

1. Canada Life Reinsurance Company (“CLRC”) is a domestic stock life insurance company organized under the laws of the Commonwealth of Pennsylvania with its principal place of business in Blue Bell, Pennsylvania.
2. LRG (US), Inc. (“LRGUS”) is a holding company organized under the laws of Delaware with its principal place of business in Blue Bell, Pennsylvania. LRGUS currently directly holds 100% of the voting securities of CLRC.

3. London Reinsurance Group Inc. (“LRG”) is a holding company organized under the laws of Canada with its principal place of business in Toronto, Ontario. LRG directly owns 100% of the voting securities of LRGUS.
4. London Life Financial Corporation (“LLFC”) is a holding company organized under the laws of Canada with its principal place of business in London, Ontario. LLFC directly holds 100% of the voting securities of LRG.
5. GWLC Holdings Inc. (“GWLC”) is a holding company organized under the laws of Canada with its principal place of business in Toronto, Ontario.
6. Canada Life Capital Corporation Inc. (“CLCC”) is a holding company organized under the laws of Canada with its principal place of business in Toronto, Ontario.
7. The Canada Life Assurance Company (“CL”) is a stock life insurance company organized under the laws of Canada with its principal place of business in Winnipeg, Manitoba. CL directly owns 100% of the voting securities of CLCC, GWLC and LLFC.
8. Great-West Lifeco Inc. (“Lifeco”) is a holding company organized under the laws of Canada with its principal place of business in Winnipeg, Manitoba. Lifeco directly holds 100% of the voting securities of CL.

Filing of the Application

9. On October 13, 2020, the Insurance Department of the Commonwealth of Pennsylvania (“Department”) received an initial request (which together with all material received subsequently is collectively referenced as “Application”) from CLRC for approval to restructure its holding company system.
10. The Insurance Holding Companies Act, Article XIV of the Insurance Company Law of 1921, Act of May 17, 1921, P.L. 682, as amended, 40 P.S. §§991.1401 et seq. (“Insurance Holding Companies Act”), provides that all transactions affecting the control of a domestic insurer must be filed with the Department for approval or disapproval.
11. The Application was filed pursuant to Section 1402 of the Insurance Holding Companies Act.
12. Section 1402(g) of the Insurance Holding Companies Act provides for the exemption from the requirements of Section 1402(b) if the transaction:
 - a. does not have the effect of changing or influencing the control of a domestic insurer, or
 - b. is otherwise not comprehended within the purposes of the section.

The Transaction

13. As described in the Application, subject to certain approvals, CLCC, GWLC, LLFC and LRG will amalgamate into a single company (“Amalco Holdco”) that will be named Canada Life Capital Corporation Inc. (the “Amalgamation”).
14. As described in the Application, after giving effect to the Amalgamation, planned to take place on January 1, 2021, CL will directly hold 100% of the voting securities of Amalco Holdco.
15. As described in the Application, after giving effect to the Amalgamation, Amalco Holdco will directly hold 100% of the voting securities of LRGUS.
16. As described in the Application, CLRC will remain a direct wholly-owned subsidiary of LRGUS.
17. The Insurance Commissioner of the Commonwealth of Pennsylvania (“Commissioner”) has delegated to the Deputy Insurance Commissioner the authority to approve an application that would not have the effect of changing or influencing the control of a domestic insurer.
18. The Deputy Commissioner finds that the transaction described in the Application would not have the effect of changing or influencing the control of a domestic insurer.
19. If any of the above Findings of Fact are determined to be Conclusions of Law, they shall be incorporated in the Conclusions of Law as if fully set forth therein.

CONCLUSIONS OF LAW

1. Under Section 1402 of the Insurance Holding Companies Act, the Department has jurisdiction to review and approve the acquisition of controlling securities of a domestic insurer if, after consummation thereof, the acquiring person would be in control of the domestic insurer.
2. The Insurance Commissioner has delegated authority to approve an application that would not have the effect of changing or influencing the control of a domestic insurer to the Deputy Insurance Commissioner.
3. The Deputy Commissioner has jurisdiction over the parties and subject matter of this proceeding.
4. The Application was properly filed pursuant to and in accordance with Section 1402(g) of the Insurance Holding Companies Act.

5. The restructuring of the holding company system proposed in the Application is not being contemplated to change or influence the ultimate control of CLRC, and, therefore, is exempt from the requirements of Section 1402(b) of the Insurance Holding Companies Act.
6. If any of the above Conclusions of Law are determined to be Findings of Fact, they shall be incorporated in the Findings of Fact as if fully set forth therein.

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: 991.1403
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: Order No. ID-RC-20-18

ORDER

Upon consideration of the foregoing, the Deputy Insurance Commissioner of the Commonwealth of Pennsylvania hereby makes the following Order:

An approving determination for the application of Canada Life Reinsurance Company requesting exemption from the requirements of 40 P.S. §991.1402 for the restructuring of its holding company system as set forth in the Application, is hereby granted.

This Order is effective immediately and valid for one year, provided there are no material changes to the representations provided in the application.



MELISSA L. GREINER
Acting Deputy Insurance Commissioner
Office of Corporate and Financial Regulation

