

**BEFORE THE COMMISSIONER OF SECURITIES AND INSURANCE
MONTANA STATE AUDITOR**

IN THE MATTER OF THE ACQUISITION OF: Great Western Life Insurance Company by American Enterprise Mutual Holding Company and American Republic Insurance Company	CASE NO. INS-287 NOTICE OF HEARING
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PLEASE TAKE NOTICE:

On January 5, 2018, the Office of the Montana State Auditor, Commissioner of Securities and Insurance (“CSI”), received an initial Form A Statement, as required by Mont. Code Ann. § 33-2-1104, regarding the proposed acquisition of Great Western Life Insurance Company (“GWLIC”), a Montana domiciled insurance company, by American Enterprise Mutual Holding Company, an Iowa domiciled mutual holding company (“AEMHC”), and American Republic Insurance Company, an Iowa corporation (“American Republic” and, together with AEMHC, the “Applicants”) as part of the Applicants’ acquisition of Great Western Insurance Company, a Utah domiciled insurance company (“GWIC”). GWIC is GWLIC’s sole securityholder and 100% direct owner of GWLIC.

Pursuant to § 33-2-1105, **a public hearing will be held in this matter at 10:00 a.m. MST on January 26, 2018**, in the Upstairs Conference Room of the Office of the Montana State Auditor, Commissioner of Securities and Insurance, 840 Helena Ave., Helena, MT, 59601. The hearing will be held simultaneously with the Utah Insurance Department’s hearing on the same matter. Parties appearing in Utah will be joined telephonically.

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The Applicants shall provide notice of this hearing at their own expense to Great Western Insurance Company and Great Western Life Insurance Company by certified mail. The Applicants shall also provide notice of this hearing at their own expense to the public by notification posted on their website.

This hearing shall be open to the public. AEMHC, American Republic, GWIC, GWLIC and any other person or entity whose interests may be affected, as well as staff of the CSI, have the right to appear in person or by counsel, to present evidence, and offer oral and written arguments. The Hearing Examiner and staff of the CSI shall have the right to cross-examine witnesses. Pursuant to *Contl. Realty, Inc. v. Gerry*, 251 Mont. 150, 152, 822 P.2d 1083, 1084 (1991), corporations may not appear pro se at the hearing. In addition, if counsel has not been admitted to the practice of law in the State of Montana, he or she must comply with Montana law as stated in *Application of American Smelting and Refining, Co.* 164 Mont. 139, 520 P.2d 103 (1973) and *Mont. Sup. Ct. Comm'n on the Unauth. Practice of Law v. O'Neil*, 2006 MT 284, 334 Mont. 311, 146 P.3d 200.

As stated in § 33-2-1105(1), the general issues for consideration at the hearing will be:

- a) Whether, after the change of control, GWLIC would be able to satisfy the requirements for the issuance of a license to write the lines of insurance for which GWLIC is presently licensed;
- b) Whether the acquisition would substantially lessen competition in insurance in this state or tend to create a monopoly;
- c) Whether the financial condition of the Applicants might jeopardize the financial stability of GWLIC or prejudice the interest of its policyholders or any remaining security holders who are unaffiliated with the Applicants;

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d) Whether the terms of the acquisition are unfair or unreasonable to the securityholders of GWLIC;

e) Whether the Applicants' plans to make any material change to GWLIC's business are unfair or unreasonable to GWLIC's policyholders or the public;

f) Whether the competence, experience and integrity of those persons who would control GWLIC's operations are of the nature that it would not be in the interest of GWLIC's policyholders to permit the acquisition of GWLIC by the Applicants; and

g) Whether the proposed acquisition is likely to be hazardous or prejudicial to the insurance-buying public.

After the contested case portion of the hearing has been completed, the hearing shall be open for public comment by any person who may be affected by the proposed acquisition. All written comments must be submitted prior to January 26th, 2018, by either of the following methods:

E-mail: btiller@mt.gov
Mail: Office of the Montana State Auditor
ATTN: Benjamin Tiller
840 Helena Ave.
Helena, MT 59601

DATED this 19 day of January, 2018.



MICHAEL S. WINSOR
Hearing Examiner