MIKE KREIDLER
STATE INSURANCE COMMISSIONER

DECLARATION OF MAILING
I declare under penalty of perjury under the laws of the State of Washington that on the date listed below, I mailed or caused delivery of a true copy of this document to parties listed below
DATED this 3 day of June 2005 at Tumwater, Washington.
Signed: Wendy Galloway

STATE OF WASHINGTON

OFFICE OF
INSURANCE COMMISSIONER

Phone: (360) 725-7000

FILED

2005 JUN -3 A 10: 30

Hearings Unit, OIC
Patricia D. Petersen
Chief Hearing Officer

HEARINGS UNIT
Fax: (360) 664-2782

Patricia D. Petersen
Chief Hearing Officer
(360) 725-7105

Wendy Galloway
Administrative Assistant
Wendyg@OIC.wa.gov
(360) 725-7002

BEFORE THE STATE OF WASHINGTON
OFFICE OF INSURANCE COMMISSIONER

In the Matter of the Merger of:	)	
	)	NO. G05-39
AMERICAN STATES LIFE INSURANCE	)	
COMPANY, an Indiana Life Insurance	)	NOTICE OF HEARING ON
Company, with and into SYMETRA LIFE	)	APPLICATION FOR APPROVAL OF
INSURANCE COMPANY, a Washington	)	PROPOSED MERGER
Life Insurance Company.	)	
	)	

TO: George C. Pagos, Vice-President, General Counsel & Secretary
Symetra Financial Corporation
P.O. Box 34690
Seattle, Washington 98124-1690

Randall H. Talbott, President
Symetra Life Insurance Company & American States Life Insurance Company
P.O. Box 34690
Seattle, Washington 98124-1690

Julie M. Bodmer and Jeff Laurence, Counsel
Symetra Financial Corporation, Symetra Life Insurance Company &
American States Life Insurance Company
P.O. Box 34690
Seattle, Washington 98124-1690

COPY TO: Mike Kreidler, Insurance Commissioner
Michael G. Watson, Chief Deputy Insurance Commissioner
James T. Odiorne, Deputy Commissioner, Company Supervision
James E. Tompkins, Assistant Deputy Commissioner, Company Supervision
Carol Sureau, Deputy Commissioner for Legal Affairs
Office of Insurance Commissioner
P.O. Box 40255
Olympia, WA 98504-0255

Pursuant to RCW 48.31.010, on May 19, 2005 Symetra Financial Corporation (Symetra), Symetra Life Insurance Company (SLIC) and American States Life Insurance Company (ASLIC) filed an application with the Insurance Commissioner (Commissioner) for approval of its proposal to merge SLIC with its wholly-owned subsidiary, ASLIC. Symetra is a privately held holding company domiciled in Delaware, with its executive offices located in Redmond, Washington. Through its operating subsidiaries, Symetra provides life insurance and annuities, group insurance, employee benefits and retirement plans throughout the United States. Symetra owns 100% of all issued and outstanding stock of SLIC. SLIC is a Washington domestic stock life insurance company which is also admitted to do business in the District of Columbia and all states except New York. SLIC owns 100% of all issued and outstanding stock of ASLIC, totaling 2,500,000 shares. ASLIC is an Indiana domestic stock life insurance company which is also admitted to do business in the District of Columbia and all states except New York.

In its application, Symetra, SLIC and ASLIC advise that ASLIC currently has approximately 123,000 life insurance policies issued to Washington residents, and ceased selling new life insurance policies in October 2004.

Should this proposal be approved, upon the effective date of the merger, all authorized capital stock of ASLIC, currently owned by SLIC, and all rights in respect of such shares, shall be cancelled as of the effective date of the merger, the certificates representing such shares shall be surrendered and cancelled, ASLIC shall cease to exist and SLIC shall be the surviving corporation. Further, should this proposal be approved, all rights and obligations of ASLIC shall become the rights and obligations of SLIC. All annuity and insurance policies, of whatever kind, issued by ASLIC and in force at the effective date of the merger shall become the policies of SLIC. All obligations of ASLIC to policyholders, of whatever kind, shall become obligations of SLIC. Symetra, SLIC and ASLIC further assert in its application that current policyholders of ASLIC will experience absolutely no change in the terms and conditions of their parties, or in any values they hold under those policies, when ASLIC is replaced by SLIC at the effective date of the merger and that ASLIC policyholders will receive an Assumption Certificate in the form or substantially the form which has been filed herein.

A merger involving a domestic Washington insurer is controlled by RCW 48.31.010, 48.31B.015 and 48.31B.020. Pursuant to RCW 48.31.010, a letter describing the proposed merger and the entities involved, in detail, the Plan of Merger and the Draft Articles of Merger were submitted to the Commissioner on May 17, 2005, and was filed herein on May 19, 2005. Pursuant to RCW 48.31.010, a domestic insurer may merge with another insurer if, after a hearing, it is found: 1) that the plan of merger has been submitted to and is approved by the Commissioner in advance of the merger; 2) that adequate notice of the hearing has been given; 3) that the proposed merger is fair, equitable, and consistent with law, including, but not limited to, (a) evidence that such merger would not result in antitrust concerns, and (b) the

manner in which policyholders and the public will be protected; (4) that no reasonable objection exists; (5) that no director, officer, member, or subscriber of any such insurer, except as is expressly provided by the plan of merger, has or shall receive any fee, commission, other compensation or valuable consideration whatsoever, for in any manner aiding, promoting or assisting in the merger; and (6) that the Washington insurer has complied with the general laws of this state relating to business corporations.

YOU ARE HERBY NOTIFIED that a hearing will be held commencing on Tuesday, July 5, 2005 at the hour of 10:00 a.m. in the Office of the Insurance Commissioner, 5000 Capitol Boulevard, Tumwater, Washington 98501, to consider the proposed merger of ASLIC with and into SLIC.

The hearing will be held under the authority granted the Insurance Commissioner by Chapter 48.04 RCW and RCW 48.31.010, and shall have as its purpose consideration of the above identified statutory criteria and entry of a final decision regarding approval or disapproval of this proposed merger. ASLIC and SLIC must each submit evidence, in the form of live testimony and written affidavits, supporting their positions regarding these criteria.

The Commissioner has not taken, and will not take, any position on this matter prior to entry of the Findings of Facts, Conclusions of Law and Final Order to be entered by the undersigned after hearing.

YOU ARE FURTHER NOTIFIED that this Notice of Hearing shall be published on the Commissioner's website on or before June 6, 2005. Said publication shall serve as reasonable notice to the public, including all policyholders and others, of this proposed transaction. **Any individual or entity may submit comments and questions on, or objections to, this proposed merger. Said comments, questions or objections must be submitted by 9:00 a.m. on July 5, 2005.** Said comments or objections must be submitted to the undersigned by fax, U.S. Mail, or personal delivery. The fax number of the undersigned is (360) 664-2782, and her address is 5000 Capitol Boulevard, Tumwater, Washington 98501. Further, any member of the public may attend the hearing and may present relevant information concerning the matters at issue herein.

All parties may participate in the hearing. They may examine witnesses and fully respond and present evidence and argument on all issues involved, as required by the Administrative Procedure Act. The hearing will be governed by the Administrative Procedure Act, Chapter 34.05 RCW, and the model rules of procedure contained in Chapter 10-08 WAC. A party who fails to attend or participate in any stage of the proceeding may be held in default in accordance with Chapter 34.05 RCW.

The Commissioner will be represented by James E. Tompkins, Assistant Deputy Commissioner in his Company Supervision Division. He can be reached at (360) 725-7218. Symetra, ASLIC and SLIC will be represented by Julie M. Bodmer, Counsel, and Jeff Laurence, Counsel. Ms. Bodmer can be reached at (425) 376-6013. Mr. Laurence can be reached at (425) 376-5330.

Based upon a delegation of authority from the Insurance Commissioner, the undersigned will conduct the hearing and will make the final decision and enter the final order relative to this matter. Her address is Office of the Insurance Commissioner, P.O. Box 40255, Olympia, WA 98504-0255 and her telephone number is (360) 725-7105. All questions or concerns should be directed to Wendy Galloway, Administrative Assistant to the undersigned, at (360) 725-7002 or at the above address.

Pursuant to WAC 10-08-040(2) and in accordance with ch. 2.42 RCW, if a limited English-speaking or hearing impaired or speech impaired party or witness needs an interpreter, a qualified interpreter will be appointed. There will be no cost to the party or witness therefore, except as may be provided by ch. 2.42 RCW. Following this Notice is a form you may use to advise the Chief Hearing Officer of your need for an interpreter.

ENTERED at Tumwater, Washington, this 3rd day of June, 2005.

PATRICIA D. PETERSEN
Presiding Officer
Chief Hearing Officer

MIKE KREIDLER
STATE INSURANCE COMMISSIONER

STATE OF WASHINGTON

Phone: (360) 725-7000

OFFICE OF
INSURANCE COMMISSIONER
HEARINGS UNIT
Fax: (360) 664-2782

Patricia D. Petersen
Chief Hearing Officer
(360) 725-7105

Wendy Galloway
Administrative Assistant
(360) 725-7002
wendyg@oic.wa.gov

To request an interpreter, complete and mail this form to:

Chief Hearing Officer
Insurance Commissioner
P.O. Box 40255
Olympia, Washington 98504-0255

REQUEST FOR INTERPRETER

I am a party or witness in Matter No. _____, before the Insurance Commissioner. I NEED AN INTERPRETER and request that one be furnished.

Please check the statements that apply to you:

☐ I am a non-English-speaking person. I cannot readily speak or understand the English language. My primary language is _____ (insert your primary language). I need an interpreter who can translate to and from the primary language and English.

☐ I am unable to readily understand or communicate the spoken English language because:

- ☐ I am deaf.
- ☐ I have an impairment of hearing.
- ☐ I have an impairment of speech.

[Please state below or on the reverse side any details which would assist the commissioner or presiding officer in arranging for a suitable interpreter, or in providing appropriate mechanical or electronic amplification, viewing, or communication equipment.]

Date: _____ Signed:_____

Please print or type your name: _____
Address: _____
_____
Telephone: _____