

BEFORE THE INSURANCE COMMISSIONER AND THE ATTORNEY GENERAL OF
THE STATE OF IOWA

In re the application of VENERABLE)
INSURANCE AND ANNUITY COMPANY) FINDINGS OF FACT,
for approval of an Assumption Reinsurance) CONCLUSIONS OF LAW,
Agreement with EQUITABLE FINANCIAL) AND ORDER
LIFE INSURANCE COMPANY) (Iowa Code § 521.8)

Now therefore, the Commissioner of Insurance and the Iowa Attorney General (collectively the "Commission"), being fully advised in the premises, issue the following findings of fact, conclusions of law and order:

I. INTRODUCTION

Pursuant to Iowa Code § 521.8 (2023), an application for approval of an Assumption Reinsurance Agreement (the "Agreement") between VENERABLE INSURANCE AND ANNUITY COMPANY ("Venerable") and EQUITABLE FINANCIAL LIFE INSURANCE COMPANY ("Equitable") was heard by the undersigned Commission on February 1, 2023. The Commission reviewed the Agreement to be effective upon the approval of the Commission and the New York State Department of Financial Services and the completion of all other regulatory approvals, policyholder notifications and consents and administrative systems work. Equitable will cede and Venerable assumes and reinsures by means of assumption reinsurance, all of the assumed liabilities of Equitable under the policies. The Commission notes that both Venerable and Equitable are licensed and in good standing with the Iowa Insurance Division ("Division"), and both companies have current financial statements on file with the Division.

II. JURISDICTION

The Commission has jurisdiction over this proceeding under Iowa Code sections 521.2, 521.3, 521.4, 521.5, and 521.8 (2023).

III. FINDINGS OF FACT

The Agreement provides that Equitable agrees to cede to, transfer, and assign a block of certain variable annuity policies (the "Policies") to be reinsured under this Agreement to Venerable on an assumption reinsurance basis. The Policies include certain variable annuity policies, together with any and all related certificates, applications, supplements, endorsements, riders and other agreements. Venerable agrees to assume, reinsure

and undertake, on an assumption reinsurance basis, all of the contractual rights and obligations, liabilities and risks of Equitable under or with respect to such assumed policies as of the assumption date. Venerable as administrator shall have full and complete responsibility for servicing and administering the assumed policies in accordance with the terms and conditions of the Policies and this Agreement. This contractual language effectively moves responsibility for these Policies from Equitable to Venerable without diminishing policyholder rights. Upon the Assumption date, all assets supporting the statutory reserves for liabilities commencing on or after the Assumption date with respect to each such assumed policy shall be and become the sole and exclusive property of Venerable.

Venerable and Equitable are corporations duly organized, validly existing and in good standing with the Division, with all requisite power and authority to execute and deliver, and to perform obligations under this Agreement.

On the effective date, Venerable shall be the successor of Equitable with respect to the policies, and the policies shall be the direct obligation of Venerable without diminishing policyholder contract rights. Under this record, the Commission finds that the interests of Venerable and Equitable's policyholders are properly protected under the Agreement. The Commission further finds that no reasonable objection for approval of the Agreement exists.

IV. CONCLUSIONS OF LAW

The legislature has vested discretion in the Commission not only to make factual findings, but also to interpret and apply the law. Iowa Code sections 521.3 and 521.8 permit the Commission to approve an assumption reinsurance agreement if it determines that the applicant demonstrates the two criteria listed within section 521.8 to the satisfaction of the Commission.

The Commission concludes, upon substantial evidence, that the Assumption Reinsurance Agreement between Venerable and Equitable meets the two requirements of Iowa Code section 521.8, and should be approved.

ORDER

IT IS THEREFORE ORDERED that:

Venerable Insurance and Annuity Company's application for approval of its reinsurance assumption agreement with Equitable Financial Life Insurance Company is **APPROVED**.

This Order shall be considered final agency action for the purposes of Iowa Code chapter 17A (2023). Any action challenging this Order shall comply with the requirements of Iowa Code chapter 17A.

Any application for rehearing shall comply with the requirements of Iowa Code chapter 17A.

Dated this 1st day of February, 2023.

DOUG OMMEN
Iowa Insurance Commissioner

BRENNA BIRD
Iowa Attorney General

/s/

/s/

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Deputy Commissioner, Supervision

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