STATE OF MAINE
DEPARTMENT OF PROFESSIONAL AND FINANCIAL REGULATION
BUREAU OF INSURANCE

IN RE: PROPOSED MERGER OF TAILWIND REINSURANCE COMPANY INTO UNUM LIFE INSURANCE COMPANY OF AMERICA Docket No. INS-15-400	**ORDER APPROVING MERGER**

Unum Life insurance Company of America ("Unum America"), a domestic insurer, has requested the Superintendent's approval, pursuant to 24-A M.R.S.A. § 3474, of its merger with its affiliate Tailwind Reinsurance Company ("Tailwind Re"), a foreign captive insurer domiciled in South Carolina. Unum America will be the surviving insurer.

Pursuant to 24-A M.R.S.A. § 3474(2), when a plan and agreement of merger are filed with the Superintendent, the Superintendent shall conduct a hearing after notice to the stockholders of each insurer involved, and shall approve the merger unless the superintendent finds that the plan or agreement:

- Is contrary to law;
- Is unfair or inequitable to the policyholders of any insurer involved;
- Would substantially reduce the security of and service to be rendered to policyholders of the domestic insurer in this State or elsewhere;
- Would materially tend to lessen competition in the insurance business in this State or elsewhere as to the kinds of insurance involved, or would materially tend to create a monopoly as to such business; or
- Is subject to other material and reasonable objections.

The parties entitled to notice and hearing under this statute are Unum Group, the sole shareholder of Unum America, and Tailwind Holdings, LLC, the sole shareholder of Tailwind Re. Each shareholder has waived its right to hearing and joins in the request for the Superintendent to approve the merger. Finding that there are no third parties with substantial rights that might be adversely affected by the merger, and no need to develop further factual evidence in order to make an informed decision on the application, I agree to waive the hearing in accordance with 5 M.R.S.A. § 9053.

For the reasons set forth below, I find that there is no reason to deny the application, and accordingly, I hereby approve the merger, subject to the completion of all other required regulatory filings and approvals.

Both merging parties are wholly-owned subsidiaries of Unum Group (one directly owned, the other indirectly owned at this stage in the transaction); the merger therefore would have no

competitive impact. Tailwind Re is a special-purpose reinsurance captive with only a single policyholder – Unum America – and that sole policyholder has affirmatively requested approval of the transaction. Tailwind Re has no outstanding obligations to third parties whose assumption by Unum America as a result of the merger would materially affect Unum America or its policyholders. Based on the Bureau's ongoing supervision of the reinsurance program and its review of the Plan of Merger, I find that there would be no adverse impact on either Unum America or its policyholders, no legal impediment to the merger, and no other material objection.

It is therefore *ORDERED* that the Plan of Merger is *APPROVED,* provided that Unum America files with the Superintendent, within one month after the date of this Order, a copy of the Articles of Merger together with evidence that on or before the effective date of the merger, or at such later time as might be permitted by applicable law, all necessary filings have been made with the Maine and South Carolina Secretaries of State and approval has been granted by the South Carolina Director of Insurance.

PER ORDER OF THE SUPERINTENDENT OF INSURANCE

August 27, 2015

ERIC A. CIOPPA
Superintendent of Insurance