



OFFICE OF
INSURANCE COMMISSIONER

FILED

2014 JUN 12 A 10:33

In the Matter of

No. 14-0031

THE APPLICATION FOR
REDOMESTICATION OF
Symetra Life Insurance Company
Symetra National Life Insurance Company

DECLARATION OF GAYLE D. PASERO

I, Gayle D. Pasero, under penalty of perjury under the laws of the State of Washington, declare as follows:

1. I am the Company Licensing Manager in the Company Supervision Division for the Washington State Insurance Commissioner and make this declaration in my official capacity.
2. My duties as Company Licensing Manager include the review of applications from insurance companies for admission, redomestication, and merger. I received a Bachelor of Arts degree from Washington State University and also earned my Chartered Property Casualty Underwriter (CPCU) designation. I have worked in the insurance industry for over 30 years.
3. If the proposed redomestication is approved, the result will be that Symetra Life Insurance Company and Symetra National Life Insurance Company ("Symetra Companies") will change their state of domicile from Washington to Iowa.
4. In the course of my duties, pursuant to RCW 48.07.210(2), I have reviewed the Applications for Redomestication of Symetra Life Insurance Company and Symetra National Life Insurance Company.

5. The Notice of Hearing on the Application for Redomestication entered on May 23, 2014, which contains information concerning the proposed redomestication and the public hearing to be held concerning it, was published in its entirety on the Commissioner's web site since, at least, June 5, 2014, has remained there continuously, and will remain through the date of hearing, June 19, 2014. Attached as Exhibit A is a copy of the Notice of Hearing as published on the Commissioner's web site. In the Notice of Hearing as published, all interested individuals and entities were advised of their right to submit either support for, or objections to, the proposed redomestication by letter on or before 9:00 a.m. June 19, 2014. To my knowledge no such communications have been received by the Commissioner as of the date of the hearing.

6. As of December 2013, total gross annual written premium for Symetra Companies was \$ 3,069,331,628 with \$ 101,543,684 written in Washington State. There are no known pending lawsuits against Symetra Companies and following redomestication the companies will remain subject to process in Washington as authorized foreign insurers.

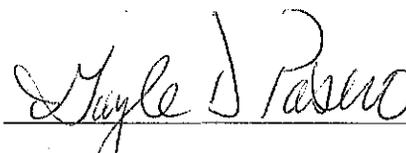
7. If the applications are approved, Symetra companies will be qualified to be admitted to do business in Washington as foreign insurers. Effective June 2, 2014 Iowa filed "no objection" letters to the redomestication of Symetra Companies.

8. In my opinion, the Applications for Redomestication of Symetra Companies meet the requirements of RCW 48.07.210(2) in that, if approved, the redomestications will be fair, equitable, and consistent with law and that no reasonable objection exists. I am aware of no evidence or reason to believe that the transfers of domicile would prejudice policyholders or not be in the best interests of the public. Items considered in the analysis of these companies included review of their financial condition, business plans, qualifications of the directors and officers and general contractual agreements. In my opinion, redomestication of Symetra

Companies from the state of Washington to the state of Iowa is in the best interests of the public and the Washington policyholders. The transition to a new state of incorporation should be seamless to the public and policyholders as the operations and staff will continue to remain in Washington. All rights and privileges under the policyholder insurance contracts will continue to be protected. I don't see any potential disadvantages to the public or policyholders. There are no adverse retaliatory tax consequences for the state of Washington as the two percent premium tax is required to be paid to the state treasurer through the Commissioner's office for all authorized insurers in Washington. As Symetra Companies will be admitted in Washington as foreign insurers, the two percent premium tax is still payable per RCW 48.14.020 and RCW 48.14.040. In addition, Iowa is a NAIC accredited state similar to Washington State so the companies will be regulated by the same standards as they are now. Advantages to the applicant include efficiencies of consolidating to a single domestic regulator along with savings of retaliatory premium taxes as the premium tax rate in Iowa is less than Washington. I am not aware of potential disadvantages to the applicant.

For these reasons, I recommend approval of the proposed transfer of domicile. I declare under penalty and perjury under the laws of the state of Washington that the foregoing is true and correct.

Executed at Tumwater, Washington on this 11th day of June, 2014.



Gayle D. Pasero

FILED

BEFORE THE STATE OF WASHINGTON
OFFICE OF INSURANCE COMMISSIONER

2014 JUN -5 P 12: 20

In the Matter of the Redomestication of:)	Docket No. 14-0031
)	
Symetra Life Insurance Company and)	NOTICE OF HEARING ON THE
Symetra National Life Insurance)	APPLICATION OF SYMETRA
Company)	LIFE AND SYMETRA NATIONAL
)	LIFE INSURANCE COMPANIES FOR
Authorized Domestic Insurers.)	APPROVAL OF THEIR CHANGE OF
)	INCORPORATION FROM THE STATE
)	OF WASHINGTON TO THE STATE
)	OF IOWA

TO: David S. Goldstein
Sr. Vice President, General Counsel and Secretary
Symetra Financial Corporation
777 108th Avenue, NE, Suite 1200
Bellevue, WA 98004-5135

Timothy J. Parker, Esq.
Carney Badley Spellman, P.S.
701 Fifth Avenue, Suite 3600
Seattle, WA 98104-7010

AND TO: Mike Kreidler, Insurance Commissioner
James T. Odiorne, J.D., CPA, Chief Deputy Insurance Commissioner
AnnaLisa Gelfermann, Esq., Deputy Commissioner, Legal Affairs Division
Andrea Philhower, Staff Attorney, Legal Affairs Division
William R. Michels, Deputy Commissioner, Company Supervision
Gayle Pasero, Company Licensing Manager, Company Supervision
Office of the Insurance Commissioner
PO Box 40255
Olympia, WA 98504-0255

This Notice is provided pursuant to RCW 48.04.010 and RCW 34.05.434.

On January 14, 2014, the Washington State Insurance Commissioner ("Insurance Commissioner") received Applications from Symetra Life Insurance Company ("Symetra Life") and Symetra National Life Insurance Company ("Symetra National") (hereinafter "the Applicants" unless otherwise indicated), requesting his approval for the Applicants to change their state of incorporation ("redomesticate") from the state of Washington to the state of Iowa. All documents and information filed with their Applications on January 14, 2014; all questions from the Insurance Commissioner and responsive documents and information filed by the Applicants since that time; all communications from the undersigned to the Applicants and the Insurance Commissioner;

documents and information filed by the Applicants in response to requests from the undersigned relative to this matter; and all documents entered by the undersigned in this matter are published on the Insurance Commissioner's website at: <http://www.insurance.wa.gov/laws-rules/administrative-hearings/judicial-proceedings/s-t/>.

Following review of the documents filed by the Applicants in support of their Applications, communications with the Applicants, and requests for and receipt of additional required information from the Applicants, the Insurance Commissioner referred the subject Applications to the Chief Presiding Officer on April 24, 2014, with the request the Applications be reviewed and an adjudicative proceeding held concerning this matter, and final decisions entered either approving the Applicants' requests for permission to redomesticate or denying them.

The redomestication of the Applicants is controlled by Title 48 RCW, specifically, RCW 48.07.210(2), which provides: "[t]he commissioner shall approve any proposed transfer of domicile unless the commissioner determines after a hearing, pursuant to such notice as the commissioner may require, that the transfer is not in the best interests of the public or the insurers' policyholders in this state."

Description of the Applicants: Symetra Life and Symetra National are domestic Washington stock insurance companies admitted in 1957 and 1979, respectively, to transact life and disability insurances. Symetra Life is a direct, wholly-owned subsidiary of Symetra Financial Corporation, a Delaware domiciled corporation that is based in Bellevue, Washington. Symetra National is a direct, wholly-owned subsidiary of Symetra Life.

Proposed plans and anticipated result of redomestication: In response to questions from the Insurance Commissioner, the Applicants have stated that "redomestication to Iowa will further our efforts to grow and diversify our product portfolio and risk profile by permitting us to take advantage of the statutes and regulations governing the life insurance industry in Iowa, including Iowa's legislation that allows the enforcement of derivative netting provisions in the event of insurer insolvency." The corporate headquarters of Symetra Financial Corporation and Symetra Life will remain in Bellevue, Washington. However, the Applicants also plan to open an office in Des Moines, Iowa. The Applicants have further indicated that they do not expect the change in domicile to affect their existing policyholders in Washington state or elsewhere.

On May 12, 2014, a First Prehearing Conference was held herein. Timothy J. Parker, Esq. of Carney Badley Spellman, P.S. appeared as counsel on behalf of the Applicants. Also representing the Applicants were Michaelanne Ehrenberg, Vice President and Associate General Counsel, and Andrew Oberdeck, Senior Counsel, of Symetra Life. The Insurance Commissioner was represented by Andrea Philhower, Esq., Staff Attorney in the Office of the Insurance Commissioner. Gayle Pasero, CPCU, who is Company Licensing Manager in the Insurance Commissioner's Company Supervision Division, also participated on behalf of the Insurance Commissioner. The hearing date was scheduled for June 19, 2014, beginning at 10:00 a.m., Pacific Daylight Time.

The hearing will be held under the authority of and pursuant to Title 48 RCW, specifically RCW 48.04, Title 34 RCW, and applicable regulations, which may include the Model Rules of

Procedure, Chapter 10-08 WAC. Pursuant thereto, the Commissioner has now delegated to the undersigned, Judge George Finkle (ret.), the authority to conduct all activities preliminary to the hearing, the hearing and all activities following the hearing, and to determine and enter the final decision in this matter.

Accordingly, **YOU ARE HEREBY NOTIFIED that a hearing will be held beginning on Thursday, June 19, 2014, at 10:00 a.m., Pacific Daylight Time.** The purpose of this hearing, in which all parties will participate, is whether the proposed redomestication is not in the best interests of the public or the insurer's policyholders in Washington State, RCW 48.07.210.

At least one authorized representative of each Applicant (officers, directors, or in-house counsel are acceptable) shall testify as to: 1) how the proposed transfer would affect the best interests of the public, including advantages to and disadvantages to the public (e.g., adverse tax consequences for Washington State); 2) how the proposed transfer would affect the insurer's policyholders in Washington State, including whether such policyholders' rights and privileges under existing insurance contracts would be protected; 3) advantages and disadvantages for the Applicants; 4) the status of the Applicants' applications to become domestic insurers in the state of Iowa and foreign insurers in the state of Washington, should the redomestications be approved; and 5) whether the Applicants or any of their affiliates, employees, officers or directors, or other affiliates have received comments, complaints or concerns concerning these proposed redomestications, and the nature and source of such input.

Testimony from the Insurance Commissioner or his representatives is expected as to the above issues 1) – 4) and as to whether the Insurance Commissioner or any of his staff has received any comments, complaints or concerns concerning the proposed redomestications, and the nature and source of this input.

The parties may examine witnesses and fully respond and present evidence and argument on all issues.

A party failing to attend or participate in any stage of the proceeding may be held in default. RCW 34.05.434(2)(i).

If a limited English speaking or hearing impaired or speech impaired party or witness needs an interpreter, a qualified interpreter will be appointed at no cost to the party or witness, except as may be provided by Chapter 2.42 RCW. WAC 10-08-040(2); Chapter 2.42 RCW, A Request for Interpreter form, with instructions, is attached to the original of this Notice.

Both the duly authorized representatives of each Applicant and the Insurance Commissioner and/or his duly authorized representative(s) shall file written testimony with the undersigned at least 5 business days prior to the date of the hearing. Such pre-filed testimony will be published on the Insurance Commissioner's website.

Timothy J. Parker, Esq., of Carney Badley Spellman, P.S., 701 Fifth Avenue, Suite 3600, Seattle, WA 98104-7010, (206) 622-8020, is expected to appear as counsel on behalf of the Applicants. The Insurance Commissioner is expected to appear by Andrea Philhower, Staff Attorney in the

Commissioner's Legal Affairs Division, P.O. Box 40255, Olympia, WA 98504-0255, (360) 725-7063,

All case related documents and correspondence shall be directed to the Hearings Unit, Office of the Insurance Commissioner, P.O. Box 40255, Olympia, Washington 98504-0255. All interested individuals and entities who have questions or concerns concerning this proceeding should direct them to the Hearings Unit paralegal, Kelly A. Cairns, at the same postal address, or to fax number (360) 664-2782 or email KellyC@oic.wa.gov. Ms. Cairns' telephone number is (360) 725-7002.

This is a public proceeding. Interested persons may attend the hearing without prior approval or may listen to the hearing by telephone by dialing (877) 668-4493, followed by access code 231 993 38. Interested persons may submit comments on, or objections to, this proposed redomestication to the undersigned, which will be included in the hearing record and will be considered by the undersigned prior to the final decision in this matter. Such comments and/or objections must be submitted by 9:00 a.m. Pacific Daylight Time on Thursday, June 19, 2014, by fax, U.S. Mail, personal delivery, or email. The fax number is (360) 664-2782; U.S. Mail address is PO Box 40255, Olympia, WA 98504-0255; personal delivery address is 5000 Capitol Boulevard, Tumwater, Washington 98501; and email address is that of Hearings Unit Paralegal, Kelly A. Cairns, which is KellyC@oic.wa.gov.

NOW, THEREFORE, IT IS HEREBY ORDERED: The adjudicative proceeding in this matter will begin on **Thursday, June 19, 2014 at 10:00 a.m.**, Pacific Daylight Time, in the Office of the Insurance Commissioner, 5000 Capitol Boulevard, Tumwater, Washington 98501.

ENTERED AT SEATTLE, WASHINGTON, this 5th day of June 2014, pursuant to RCW 48.04, Title 34 RCW and applicable regulations.

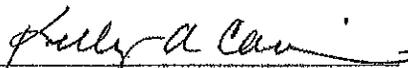


JUDGE GEORGE FINKLE (RET.)
Hearing Officer

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 through normal office mailing custom, a true copy of this document to the following people at their addresses listed above: David S. Goldstein, Timothy J. Parker, Esq., Mike Kreidler, James T. Odiorne, JD, CPA, AnnaLisa Gellermann, Esq., Andrea Philhower, Esq., Gayle Pasero and William R. Michels.

DATED this 5th day of June, 2014.


KELLY A. CAIRNS

**HEARINGS UNIT
OFFICE OF THE INSURANCE COMMISSIONER**

Telephone: (360) 725-7002

Fax: (360) 664-2782

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

Hearings Unit
Office of Insurance Commissioner
P.O. Box 40255
Olympia, WA 98504-0255

REQUEST FOR INTERPRETER

I am a party or witness in Matter No. 14-0031, 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: _____

Notice

Mike Kreidler
Washington state Insurance Commissioner

Contact Gayle Pasero: 360-725-7210

Hearing set to consider Symetra Companies request to move their state of incorporation to Iowa

OLYMPIA, Wash. – The Insurance Commissioner has tentatively scheduled a hearing on June 19, 2014, at 10:00 a.m. Pacific Daylight Savings Time in his Olympia, Washington office to consider whether he should approve or deny the corporate action involving the Symetra Companies based in Bellevue, WA.

The Symetra Companies have filed documents with the Washington state Insurance Commissioner requesting his approval to move their state of incorporation to Iowa from Washington.

The Symetra Companies listed for this upcoming hearing are:

- **Symetra Life Insurance Company**, a life insurer that is a direct, wholly-owned subsidiary of Symetra Financial Corporation, a diversified financial services company based in Bellevue, Washington, and
- **Symetra National Life Insurance Company**, a life insurer that is direct, wholly-owned subsidiary of Symetra Life Insurance Company. Symetra National Life maintains a legacy block of individual life insurance policies, but has sold no new business since 1988.

In 2013 the Symetra Companies produced over 3 billion in life and annuity premium nationally.

To make this move, the Symetra Companies must first obtain the approval of the Insurance Commissioner, who has scheduled a hearing to consider this request for approval. The public and all interested parties are invited to submit letters of support or objections and/or may appear in person, hearing, tentatively scheduled for June 19.

The address is Office of the Insurance Commissioner, Hearings Unit, PO Box 40255, Olympia, WA 98504-0255 All questions or concerns should be directed to Kelly A. Cairns, Paralegal, who may be reached at the telephone at 360-725-7002 or email at KellyC@oic.wa.gov. To view all documents, go to Symetra Life Insurance Company and Symetra National Life Insurance Company, #14-0031, on the Commissioner's Administrative Hearings webpage.

While the companies would no longer be incorporated in Washington, the Symetra Companies state that this move will not affect Washington policyholders because they plan to become licensed as foreign insurers in Washington with no interruption in coverage.