DEPARTMENT OF INSURANCE, FINANCIAL INSTITUTIONS AND PROFESSIONAL REGISTRATION

P.O. Box 690, Jefferson City, Mo. 65102-0690

IN RE:	Proposed Acquisition by Fidelity Security Life Insurance Company	)	
		)	Case No. 111004710C
	of	)	
	Great American Life Insurance Company of New York.	)	

FINDINGS OF FACT, CONCLUSIONS OF LAW AND ORDER

Based on the testimony and other evidence presented, I, John M. Huff, Director of the Missouri Department of Insurance, Financial Institutions and Professional Registration ("Director" of the "Department"), hereby issue the following findings of fact, conclusions of law, and order:

Findings of Fact and Conclusions of Law

1. Fidelity Security Life Insurance Company ("FSL") is a life and health insurance company organized and existing under the laws of the State of Missouri.

2. On September 28, 2011, pursuant to § 375.355, FSL filed its Petition seeking the Director's approval of its acquisition of Great American Life Insurance Company of New York ("GALIC-NY").

3. GALIC-NY is a life insurance company organized and existing under the laws of the State of New York, and is a wholly owned subsidiary of Great American Life Insurance Company, an Ohio-domiciled life insurance company (the "Seller") that currently owns the stock of GALIC-NY.

4. The Director issued an Order of Notice on October 14, 2011 scheduling the matter for public hearing on November 16, 2011 and ordering FSL to publish the Order of Notice.

5. At the November 16, 2011 hearing, Jodi M. Hoss appeared for FSL. Mark Stahlhuth appeared for the Department's Division of Insurance Company Regulation.

6. Pursuant to the Order of Notice, FSL published the Order on October 19, 2011 and October 26, 2011 in the Kansas City Star and the St. Louis Post Dispatch.

7. The terms and conditions of the Proposed Acquisition are set forth in the Stock Purchase Agreement ("Purchase Agreement") between Seller and FSL. The Purchase Agreement contemplates that FSL will acquire all of the issued and outstanding capital stock of the GALIC-NY from Seller.

8. Based on the competent and substantial evidence on the whole record:

A. The interests of the policyholders of FSL and GALIC-NY are protected.

B. No reasonable objection exists as to this Proposed Acquisition.

C. This Proposed Acquisition will not tend to substantially lessen competition or create a monopoly.

ORDER

Based on the foregoing findings and conclusions, the proposed acquisition of control of Great American Life Insurance Company of New York by Fidelity Security Life Insurance Company is hereby APPROVED.

So ordered, signed and official seal affixed this 14th day of December, 2011.

JOHN M. HUFF, Director