

DEC 03 2025

BEFORE THE DIRECTOR OF INSURANCE
FOR THE STATE OF NEBRASKA

FILED

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| IN THE MATTER OF THE ACQUISITION OF |) | FINDINGS OF FACT, |
| CONTROL OF AMERICAN FAMILY LIFE |) | CONCLUSIONS OF LAW |
| ASSURANCE COMPANY OF COLUMBUS, |) | AND ORDER |
| CONTINENTAL AMERICAN INSURANCE |) | |
| COMPANY, AND TIER ONE INSURANCE |) | |
| COMPANY |) | |
| |) | CAUSE No.: C-3092 |

On September 8, 2025, a Form A Statement Regarding the Acquisition of Control of American Family Life Assurance Company of Columbus, Continental American Insurance Company, and Tier One Insurance Company (the “Form A”) was filed by Tetsuya Numaguchi (the “Applicant”) with the Nebraska Department of Insurance (the “Department”) seeking approval to acquire control of American Family Life Assurance Company of Columbus (“AFLAC”), Continental American Insurance Company (“Continental”), and Tier One Insurance Company (“Tier One”), all Nebraska domestic insurers (Together, the “Domestic Insurers”). On September 8, 2025, the Form A was filed pursuant to the Insurance Holding Company System Act, Neb. Rev. Stat. §§ 44-2120 to 44-2155 (the “Act”). A Notice of Public Hearing was issued on November 6, 2025.

On December 3, 2025, a public hearing was held before the Department. Eric Dunning, the Director of the Department, presided over the hearing. Christine Salerno, a registered professional court reporter, was present and recorded the hearing.

The Applicant was present via video conference and represented by Ann Frohman. The Applicants presented testimony in favor of the acquisition through the Applicant. Exhibits were

offered by both the Applicants and received into the record without objection. The Applicant and the Domestic Insurers were given notice of the hearing as required pursuant to Neb. Rev. Stat. § 44-2127(2).

The Department was present and represented by Michael W. Anderson. Exhibits were offered by the Applicant and the Department and received into the record without objection. Representatives of the Domestic Insurers were present at the hearing and did not offer any written testimony or exhibits. The Department supports the acquisition of the Domestic Insurers by the Applicants.

On the basis of the testimony and evidence submitted at the hearing, the hearing officer finds and concludes as follows:

FINDINGS OF FACT

1. On or about September 8, 2025, the Department received a Form A application from the Applicant for approval to acquire control of the Domestic Insurers through a proposed acquisition of 50% of the outstanding voting equity of General Incorporated Association J&A Alliance (the “Trustee Owner”) entered into by way of a conditional consent of the sole member of the Trustee Owner, Mr. Kenji Sano, the present controlling party of the Domestic Insurers. The Form A and subsequent amendments were filed pursuant § 44-2126 of the Act. The proposed acquisition will result in the Applicant gaining control of the Domestic Insurers as control is defined in the Act.

2. AFLAC is a domestic insurer organized under and governed by the laws of the State of Nebraska. AFLAC obtained its Certificate of Authority to transact the business of life and health insurance in this state on November 22, 1971. AFLAC is currently a stock-based life and health insurance company and a wholly owned subsidiary of Aflac Incorporated, a Georgia Corporation, whose ultimate controlling party is Kenji Sano.

3. Continental is a domestic insurer organized under and governed by the laws of the State of Nebraska. Continental obtained its Certificate of Authority to transact the business of life and health insurance in this state on March 9, 2001. Continental is currently a stock-based life and health insurance company and a wholly owned subsidiary of Aflac Incorporated, a Georgia Corporation, whose ultimate controlling party is Kenji Sano.

4. Tier One is a domestic insurer organized under and governed by the laws of the State of Nebraska. Tier One obtained its Certificate of Authority to transact the business of life and health insurance in this state on November 19, 1981. Tier One is currently a stock-based life and health insurance company and a wholly owned subsidiary of Aflac Incorporated, a Georgia Corporation, whose ultimate controlling party is Kenji Sano.

5. On August 8, 2025, the Applicant effected an Application for Entry memorializing his intention to apply to enter as a member of the Trustee Owner

6. Also on August 8, 2025, Mr. Sano, in his capacity as sole member of the Trustee Owner, acting by written resolution, memorialized his intention to consent to the entry of the Applicant as the second member of the Trustee Owner, subject to regulatory approvals.

7. As consideration for the proposed transaction, the Applicant will acquire one voting right, representing 50% of the outstanding voting equity of the Trustee Owner. Such membership interest will be granted to the Applicant in exchange for the Applicant's entry as a member of the Trustee Owner.

8. The Applicants have no current plans to cause the Domestic Insurers to pay any extraordinary dividends, to liquidate any of the Domestic Insurers, to sell the assets of the Domestic Insurers, or to merge the Domestic Insurers with any person. The Applicant does not intend to make any other material change to the Domestic Insurer's business, corporate structure or management that would

be unfair or unreasonable to the Domestic Insurer's policyholders or contrary to the public interest.

9. The Applicants have filed all the documents and information required by law and requested by the Department.

10. The Department's Chief Financial Examiner, Tadd Wegner, reviewed all documents related to the Form A application and oversaw and coordinated the review of such documents by other Department examination division staff. He also worked closely with the Applicant to fully analyze the transaction.

11. The Department's Chief Financial Examiner is of the opinion that the transaction as structured will not jeopardize the financial stability of the Domestic Insurers or prejudice the interests of their policyholders. He is of the further opinion that the Applicants' proposed transaction and operational plans are not unfair or unreasonable to the Domestic Insurer's policyholders or prejudicial to the public.

CONCLUSIONS OF LAW

1. The Department and Director have jurisdiction over the subject matter of this proceeding.
2. On the basis of the materials filed, correspondence received, and evidence presented at the hearing, the following conclusions are made as to the requirements of Neb. Rev. Stat. § 44-2127(1):
 - a. After the change of control, each of the Domestic Insurers will continue to be able to satisfy the requirements for the issuance of a license to write the line or lines of insurance for which it is presently licensed;
 - b. The acquisition of control would not substantially lessen competition in insurance in this state or tend to create a monopoly therein;
 - c. The financial condition of any of the Applicants, including any equity and financing

commitments obtained from third parties, will not jeopardize the financial stability of the insurer or prejudice the interest of policyholders of the insurer;

- d. The Applicants have no current plans or proposals to liquidate the Domestic Insurers, to sell their assets, to consolidate or merge them with any person, or to make any other material changes to their business, corporate structure or management that would be unfair or unreasonable to the Domestic Insurers' policyholders or contrary to the public interest;
- e. The competence, experience, and integrity of those persons who would control the operation of the Domestic Insurers is sufficient to reasonably assure that permitting the acquisition of control would not adversely affect the interests of the Domestic Insurers' policyholders or of the public;
- f. The requirements of Neb. Rev. Stat. § 44-6115 are not applicable to this Form A application; and
- g. The acquisition will not be hazardous or prejudicial to the public.

ORDER

IT IS THEREFORE ORDERED that the Applicant's Form A application to acquire American Family Life Assurance Company of Columbus, Continental American Insurance Company, and Tier One Insurance Company be approved, subject to the following conditions:

1. The Applicants and the Domestic Insurers shall ensure that the directors, officers, employees and investors in the Domestic Insurers understand and comply with the laws, regulations and bulletins of Nebraska, including all regulatory standards.

2. Within fifteen (15) days after closing, the Applicants shall file with the Department an Insurance Holding Company System Registration Statement, and any other filings required, in accordance with Neb. Rev. Stat. §§ 44-2132, et seq.

Dated this 3rd day of December, 2025.

STATE OF NEBRASKA
DEPARTMENT OF INSURANCE


ERIC DUNNING
Director of Insurance

Prepared by:
Michael W. Anderson
Legal Counsel
Nebraska Department of Insurance

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing Order was sent to Ann. M.

Frohman, Esq., Frohman Law Office, LLC, via email to ann@frohmanlaw.com.

Sherry Storie