



DEPARTMENT OF

INSURANCE

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

IN RE: The Proposed Acquisition of Lyndon)
Life Insurance Company by) Case No. 020103003C
XL Life and Annuity Holding Company)

FINDINGS OF FACT, CONCLUSIONS OF LAW AND ORDER

Based on the testimony and other evidence presented, I, SCOTT B. LAKIN, Director of the Department of Insurance, State of Missouri, find that:

1. On or about December 27, 2001, XL Life and Annuity Holding Company ("XL Life and Annuity") filed a Form A Statement with the Missouri Department of Insurance (the "Department") in connection with the proposed direct acquisition of Lyndon Life Insurance Company ("Lyndon Life"), a Missouri stock life insurance company. A public hearing was held on January 23, 2002, as ordered by the Department. XL Life and Annuity and the Department's Division of Financial Regulation appeared by counsel.
2. Pursuant to the Form A, XL Life and Annuity will purchase from Protective Life Insurance Company and Lyndon Property Insurance Company, 100% of the voting securities of Lyndon Life.
3. A preponderance of evidence on the whole record fails to show that:
 - A. After the acquisition of Lyndon Life by XL Life and Annuity, Lyndon Life will not be able to satisfy the requirements for the issuance of a license to write the lines of insurance for which it is presently licensed;

B. The effect of the acquisition of Lyndon Life by XL Life and Annuity will be to substantially lessen competition in insurance or tend to create a monopoly in this State;

C. The financial condition of XL Life and Annuity is such as might jeopardize the financial stability of Lyndon Life or prejudice the interests of its policyholders;

D. XL Life and Annuity's plans, if any, to liquidate or sell Lyndon Life or to consolidate or merge it with other companies or to make any other material change in Lyndon Life's business, corporate structure, or management, would be unfair or unreasonable to policyholders of Lyndon Life or contrary to the public interest;

E. The competence, experience, and integrity of XL Life and Annuity's Management are such that it would be contrary to the interest of policyholders of Lyndon Life and to the public to permit the acquisition of Lyndon Life by XL Life and Annuity;

F. The proposed acquisition of Lyndon Life by XL Life and Annuity is likely to be hazardous or prejudicial to the insurance buying public.

ORDER

Based on the foregoing Findings and Conclusions, and pursuant to the provisions of Sections 382.040 to 382.060, RSMo, the proposed acquisition of control of Lyndon Life Insurance Company by XL Life and Annuity Holding Company is **APPROVED**.

So ordered, signed and official seal affixed this ____ day of _____, 2002.

SCOTT B. LAKIN, Director
Missouri Department of Insurance