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June 7, 2021

Via Electronic Submission

The Honorable Andrew Stolfi
Insurance Commissioner
Oregon department of Consumer and Business Services
350 Winter Street NE, Fourth Floor
Salem, OR 97301-3883

Attention: Ryan Keeling

Re: Form A Statement Regarding the Acquisition of Control of LifeMap Assurance Company by Life and Specialty Ventures, LLC

Dear Commissioner Stolfi:

On behalf of Life and Specialty Ventures, L.L.C., a Delaware limited liability company, (“LSV”), we are filing the enclosed Form A Statement (“Statement”) in accordance with ORS 732.521 regarding the Applicant’s proposed acquisition of control of LifeMap Assurance Company, an Oregon domestic insurance company. A check in the amount of \$5,000 representing the minimum filing fee for a Form A Statement is being provided under separate cover.

Pursuant to our prior discussions we are submitting a public and confidential version of the Statement in electronic format only. The confidential version includes complete copies of the following exhibits that LSV respectfully requests be afforded confidential treatment: the Master Transaction Agreement designated as **Exhibit A**; the biographical exhibits designated as **Exhibits D-1 and D-2**; the description of consideration associated with the proposed transaction designated as **Exhibit E**; the financial statements of LSV designated as **Exhibits F-1 through F-6**; the narrative business plan designated as **Exhibit G**; the statutory financial projections designated as **Exhibit H**; and the Form E exemption request designated as **Exhibit I**. Each of these documents contains information that is personal, confidential or proprietary, and/or are documents that are exempt from public disclosure under ORS 192.345 and ORS 192.355. In order to ensure confidential treatment, these documents have been marked “Confidential”. We appreciate the Department maintaining these exhibits as confidential and ask that the Department notify the LSV before any disclosure of such confidential documents is made so that the LSV has the opportunity to take action necessary to prevent such disclosure.

The Honorable Andrew Stolfi
Commissioner of Insurance
June 7, 2021
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Thank you in advance for your attention to this filing. We look forward to working with you to obtain your approval of the proposed acquisition of control described in the Statement. Please do not hesitate to contact me at dsmith@mwlaw.com or 501.688.8845, or my partner Zach Steadman at zsteadman@mwlaw.com or 501.688.8892, with any questions regarding this filing.

Yours very truly,

MITCHELL, WILLIAMS, SELIG,
GATES & WOODYARD, P.L.L.C.

By



Derrick W. Smith

DWS/
Enclosures

cc: Michelle Harding, Life and Specialty Ventures, L.L.C.
Zach Steadman, Mitchell Williams

FORM A

**STATEMENT REGARDING THE
ACQUISITION OF CONTROL OF OR MERGER WITH A DOMESTIC INSURER**

LifeMap Assurance Company
Name of Domestic Insurer

BY

Life and Specialty Ventures, LLC
Name of Acquiring Person (Applicant)

Filed with the Department of Consumer and Business Services of the State of Oregon

Dated: June 8, 2021

**Name, Title, Address and Telephone Number of Individual
to Whom Notices and Correspondence Concerning this Statement
Should be Addressed:**

Michelle Harding
Senior Vice President & General Counsel
Life & Specialty Ventures, LLC
17500 Chenal Parkway, Suite 500
Little Rock, Arkansas 72223
Telephone: 501.212.8850
Email: Michelle.Harding@lsvusa.com

With copies to:

Derrick W. Smith and Zachary Steadman
Mitchell, Williams, Selig, Gates & Woodyard, P.L.L.C.
425 West Capitol Avenue, Suite 1800
Little Rock, Arkansas 72201
Telephone: 501.688.8845 and
501.688.8892
Email: dsmith@mwlaw.com and zsteadman@mwlaw.com

INTRODUCTION AND BACKGROUND

This Form A Statement Regarding The Acquisition Of Control Of Or Merger With A Domestic Insurer (this “Statement”) is submitted by Life and Specialty Ventures, LLC, a Delaware limited liability company (“LSV” or the “Applicant”), in connection with the proposed acquisition of control of LifeMap Assurance Company, an Oregon domestic insurance company (“LifeMap” or the “Domestic Insurer”), pursuant to a Master Transaction Agreement, dated as of April 26, 2021, by and among LSV, Northwest LSV Holding Company, Inc, an Oregon corporation (“Newco”), and Cambia Health Solutions, Inc., an Oregon nonprofit corporation (“Cambia”) (the “Agreement”), as more particularly described below. The proposed transaction would constitute a change of control of LifeMap.

The Applicant respectfully requests approval from the Oregon Insurance Commissioner (the “Commissioner”) under ORS 732.521 for the acquisition of control described herein.

ITEM 1. INSURER AND METHOD OF ACQUISITION

(a) Domestic Insurer

The name and address of the Domestic Insurer to which this Statement relates is as follows:

LifeMap Assurance Company
100 SW Market Street
Portland, Oregon 97201

LifeMap’s federal identification number is 93-6030398. LifeMap’s NAIC number is 97985.

(b) Method of Acquisition

One or more subsidiaries of Cambia currently own all of the issued and outstanding shares of LifeMap’s capital stock. Pursuant to the terms of the Agreement, Cambia has agreed to cause (i) those affiliates to contribute 100% of the issued and outstanding capital stock of LifeMap to Newco, a controlled subsidiary of Cambia; (ii) Newco to contribute 100% of the issued and outstanding capital stock of LifeMap to LSV; and (iii) one or more of its affiliates to enter into a reinsurance agreement and an administrative services agreement with USABLE Life, a wholly-owned subsidiary of LSV and an Arkansas domestic insurance company (“USABLE Life”), pursuant to which USABLE Life will reinsure and administer most all of the commercial and governmental dental insurance business of those affiliates (the “Dental Business” and the collective transactions relating to the reinsurance and administration thereof, as contemplated under this Statement, the “Dental Reinsurance Arrangement”), in exchange for LSV issuing to Newco a total of approximately 17.6% of the issued and outstanding ownership interests of LSV (the “Transaction”). A copy of the Agreement is attached as **Exhibit A**.

The Agreement provides that the consummation of the transactions contemplated thereby is subject to the satisfaction of customary closing conditions, including, among other things, the receipt of certain governmental approvals, including approval of this Statement by the Commissioner.

ITEM 2. IDENTITY AND BACKGROUND OF THE APPLICANT

(a) The name and principal business address of the Applicant seeking to acquire control over the Domestic Insurer is as follows:

Life and Specialty Ventures, LLC
17500 Chenal Parkway, Suite 500
Little Rock, Arkansas 72223

LSV's federal identification number is 80-0233147.

(b) LSV, formed in 2008, is a limited liability company treated as a partnership for U.S. federal tax purposes. Currently, USABLE Life Mutual Insurance Company (d/b/a Arkansas Blue Cross and Blue Shield) and Diversified Health Services Inc., a subsidiary of the Florida Blue Cross Blue Shield-owned Guidewell Group, Inc., each own a 43.10% share of LSV; and Blue Cross Blue Shield Hawaii and Highmark, Inc. own 12.30% and 1.50% of LSV, respectively.

LSV's primary operating subsidiary is USABLE Life Life, an Arkansas domestic life insurance company and a 100% wholly-owned subsidiary of LSV. USABLE Life is licensed in 49 states and the District of Columbia and provides LSV's controlling entities with diversification through access to dental, life, disability, and other ancillary accident and health products, enabling them to compete with national carriers that tend to offer bundled products. USABLE Life reinsures 100% of Florida Combined Life Insurance Company's direct dental, life, and disability business in Florida; 100% of USABLE Life Mutual Insurance Company's direct dental business in Arkansas; and 100% of Blue Cross Blue Shield Hawaii's direct dental business in Hawaii. USABLE Life also writes group term life, group short-term and long-term disability, and various supplemental accident and health coverages, consisting mostly of cancer, accident, critical illness, and hospital indemnity.

(c) A pre-transaction organizational chart representing the identities of, and interrelationships among, the Applicant and its affiliates is attached hereto as **Exhibit B-1**. Such chart lists, as to each entity specified in the chart, the type of organization and its state or other jurisdiction of domicile. No court proceedings involving a reorganization or liquidation are pending with respect to the Applicant or any of its current affiliates that are listed in **Exhibit B-1**.

A post-transaction organizational chart is attached as **Exhibit B-2**.

ITEM 3. IDENTITY AND BACKGROUND OF INDIVIDUALS ASSOCIATED WITH THE APPLICANT

A list of all of the current directors and executive officers of the Applicant is attached hereto as **Exhibit C**.

NAIC biographical affidavit forms for the individuals listed in **Exhibit C** are attached hereto as **Exhibit D-1**. The business addresses; information concerning principal business activity, occupation or employment; and the material occupations, positions, offices or employment during the last five years are described in the biographical affidavits for each such person. To the

knowledge of the Applicant, no person listed in **Exhibit C** has been convicted in a criminal proceeding (excluding minor traffic violations) during the past ten years. The Applicant will submit the biographical affidavits attached as **Exhibit D-1** hereto to a third-party background check service provider.

ITEM 4. NATURE, SOURCE AND AMOUNT OF CONSIDERATION

(a) Pursuant to the terms of the Agreement, at the effective time of the Transaction, Newco, Cambia's controlled subsidiary, will acquire approximately 17.6% of the issued and outstanding ownership interests of LSV (the "Minority Ownership Interest") in exchange for Newco contributing 100% of the issued and outstanding capital stock of LifeMap to LSV and for Cambia causing of Cambia's affiliates to enter into the Dental Reinsurance Arrangement described in Item 1, above. A description of the value of the Minority Ownership Interest is being filed confidentially as **Exhibit E**.

The Applicant and Cambia, with the assistance of their respective financial advisors and outside counsel and under the direction of their respective boards of directors, determined the nature and amount of the consideration and the other terms and conditions of the Agreement through arm's-length negotiation.

ITEM 5. FUTURE PLANS OF INSURER

Other than as described in this Statement and the narrative business plan attached hereto as **Exhibit G**, following the closing of the Transaction, the Applicant has no present plans for the Domestic Insurer to declare an extraordinary dividend, to liquidate the Domestic Insurer, to sell any of the Domestic Insurer's assets (other than asset sales in the ordinary course of business), or to merge the Domestic Insurer with any person or persons.

Following the closing of the transaction, LifeMap will continue to maintain its separate corporate existence. At the closing, all of LifeMap's current officers and directors will resign and will be replaced as follows:

Directors:

James F. Casey
Michelle Harding
John Moran
Lisa T. Murphy
Vincent Paul Price

Officers:

James F. Casey	President
Michelle Harding	Secretary
John H. Moran	CFO/Treasurer

NAIC biographical affidavit forms for the proposed post-closing officers and new directors of LifeMap (James F. Casey, Michelle Harding, and John Moran) are attached hereto as **Exhibit D-2**. The business addresses; information concerning principal business activity, occupation or employment; and the material occupations, positions, offices or employment during the last five

years are described in the biographical affidavits for each such person. To the knowledge of the Applicant, none of the post-closing officers and directors of LifeMap have been convicted in a criminal proceeding (excluding minor traffic violations) during the past ten years. The Applicant will submit the biographical affidavits attached as **Exhibit D-2** hereto to a third-party background check service provider.

To ensure a smooth transition of the ownership and operations of LifeMap, as set forth in the Agreement, Cambia and LSV have agreed to enter into a form of transition services agreement whereby Cambia will provide or cause to be provided certain services to LSV, LifeMap, and USABLE Life. A copy of the form of transition services agreement is an exhibit to the Master Transaction Agreement attached hereto as **Exhibit A**. The Applicant also has no current plans to change the location of employees or operations of the business that are currently based in Oregon.

Three-year statutory projections for the Domestic Insurer are attached hereto as **Exhibit H**.

The Applicant respectfully submits that the Transaction will not lessen competition in either the life or accident and health insurance market in Oregon. This is due to the fact that neither party holds a significant market share in either the total market or in any particular line of business. According to the market share reports published by the Oregon Department of Consumer and Business Services (the “Department”), neither the Domestic Insurer nor USABLE Life, the only insurer that is controlled by the Applicant and authorized to do business in the State of Oregon, is one of the top 25 insurers in either the life or accident and health market.¹ To qualify as one of the largest top 25 insurers in the Oregon accident and health market, a carrier would have needed to maintain a market share of at least 0.33%. To qualify as one of the largest top 25 insurers in the Oregon life market, a carrier would have needed to maintain a market share of at least 0.91%. The negligible market shares held by the Domestic Insurer and the Applicant are not significant enough to constitute prima facie evidence that the proposed transaction will substantially diminish competition in any line of insurance in Oregon as required by ORS 732.542. Conversely, the market shares suggest that the Transaction will not have any impact on competition in any line of business in Oregon. A formal request for an exemption from the applicability of ORS 732.542 is attached hereto as **Exhibit I**.

ITEM 6. VOTING SECURITIES TO BE ACQUIRED

LifeMap currently has 29,465 shares of authorized common stock issued and outstanding, all of which are beneficially owned by Cambia. Pursuant to the Agreement, Cambia will cause the shares to be contributed to Newco and the Applicant has agreed to acquire 100% of the outstanding shares of LifeMap from Newco.

ITEM 7. OWNERSHIP OF VOTING SECURITIES

Except as provided in the Agreement, there are no voting securities of any class or equity interests of LifeMap that are beneficially owned or concerning which there is a right to acquire beneficial ownership by the Applicant, its affiliates, or any person listed in Item 3.

¹ https://dfr.oregon.gov/business/reg/reports-data/Documents/19_top-25_accident-health.pdf and https://dfr.oregon.gov/business/reg/reports-data/Documents/19_top-25_life.pdf (last visited May 25, 2021).

ITEM 8. CONTRACTS, ARRANGEMENTS, OR UNDERSTANDINGS WITH RESPECT TO VOTING SECURITIES OF THE INSURER

Except as provided in the Agreement, there are no contracts, arrangements, or understandings with respect to any voting security of LifeMap in which the Applicant, its affiliates, or any person listed in Item 3 is involved, including any transfer of any securities, joint ventures, loan or option arrangements, puts or calls, guarantees of loans, guarantees against loss or guarantees of profits, division of losses or profits, or the giving or withholding of proxies.

ITEM 9. RECENT PURCHASES OF VOTING SECURITIES

There have been no purchases of any voting securities of LifeMap by the Applicant, its affiliates or, to the knowledge of the Applicant, any person listed in Item 3 during the 12 calendar months preceding the filing of this Statement.

ITEM 10. RECENT RECOMMENDATIONS TO PURCHASE

There have been no recommendations to purchase any voting security of LifeMap made during the 12 calendar months preceding the filing of this Statement by the Applicant, its affiliates or any person listed in Item 3, or by any other person based on interviews or at the suggestion of the Applicant, its affiliates, or any person listed in Item 3.

ITEM 11. AGREEMENTS WITH THIRD PARTIES

There have been no agreements, contracts, or understandings made with any broker-dealer as to solicitation of voting securities of LifeMap for tender.

ITEM 12. FINANCIAL STATEMENTS AND EXHIBITS

The following is a list of the financial statements and exhibits filed with this Statement:

Master Transaction Agreement dated as of April 26, 2021 (submitted confidentially under separate cover)	<u>Exhibit A</u> (confidential)
Pre-Acquisition organizational chart for the Applicant and its affiliates	<u>Exhibit B-1</u>
Pro forma post-Acquisition organizational chart for the Applicant and its affiliates	<u>Exhibit B-2</u>
List of Officers and Directors of the Applicant	<u>Exhibit C</u>
Biographical Affidavits for the Executive Officers and Directors of the Applicant (submitted confidentially under separate cover)	<u>Exhibit D-1</u> (confidential)
Biographical Affidavits for the proposed post-closing Executive Officers and Directors of LifeMap (submitted confidentially under separate cover)	<u>Exhibit D-2</u> (confidential)
Description of Consideration Associated with Proposed Transaction (submitted confidentially under separate cover)	<u>Exhibit E</u> (confidential)

Independent Auditor's Report and Consolidated Financial Statements of LSV and Subsidiaries for the year ended December 31, 2020 (submitted confidentially under separate cover)	<u>Exhibit F-1</u> (confidential)
Independent Auditor's Report and Consolidated Financial Statements of LSV and Subsidiaries for the year ended December 31, 2019 (submitted confidentially under separate cover)	<u>Exhibit F-2</u> (confidential)
Independent Auditor's Report and Consolidated Financial Statements of LSV and Subsidiaries for the year ended December 31, 2018 (submitted confidentially under separate cover)	<u>Exhibit F-3</u> (confidential)
Independent Auditor's Report and Consolidated Financial Statements of LSV and Subsidiaries for the year ended December 31, 2017 (submitted confidentially under separate cover)	<u>Exhibit F-4</u> (confidential)
Independent Auditor's Report and Consolidated Financial Statements of LSV and Subsidiaries for the year ended December 31, 2016 (submitted confidentially under separate cover)	<u>Exhibit F-5</u> (confidential)
Consolidated Financial Statements of LSV and Subsidiaries for the quarter ended March 31, 2021 (submitted confidentially under separate cover)	<u>Exhibit F-6</u> (confidential)
Narrative Business Plan (submitted confidentially under separate cover)	<u>Exhibit G</u> (confidential)
Three-Year Financial Projections of LifeMap (submitted confidentially under separate cover)	<u>Exhibit H</u> (confidential)
Form E Exemption Request (submitted confidentially under separate cover)	<u>Exhibit I</u> (confidential)

Neither the Applicant nor the Domestic Insurer issues annual reports.

The Applicant respectfully requests confidential treatment of the materials filed as **Exhibits A, D-1, D-2, E, F-1 through F-6, G, H, and I** as they contain information that is personal, confidential or proprietary, and/or are documents that are exempt from public disclosure under ORS 192.345 and ORS 192.355. Specifically, the Applicant requests that: (i) the **Exhibits A, D-1, D-2, E, F-1 through F-6, G, H, and I** be afforded confidential treatment; (ii) the Applicant be notified in advance of any proposed disclosure by the Department of such confidential information; and (iii) the Applicant be given a reasonable opportunity to seek a protective order or take other action to prevent or limit any such disclosure.

ITEM 13. AGREEMENT REQUIREMENTS FOR ENTERPRISE RISK MANAGEMENT

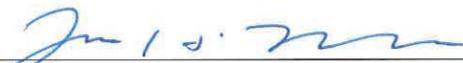
The Applicant agrees to provide, to the best of its knowledge and belief, the information required by Form F within 15 calendar days after the end of the month in which the acquisition of control of the Domestic Insurer by the Applicant occurs.

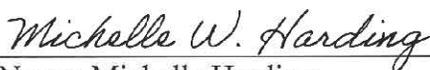
ITEM 14. SIGNATURE AND CERTIFICATION

SIGNATURE

Pursuant to the requirements of ORS 732.517 to 732.592, Life and Specialty Ventures, LLC has caused this application to be duly signed on its behalf in the City of Little Rock and State of Arkansas, on the 7 day of June, 2021.

LIFE AND SPECIALTY VENTURES, LLC

By: 
Name: John H. Moran
Title: Executive Vice President, Chief
Financial Officer, and Treasurer

Attest: 
Name: Michelle Harding
Title: Executive Vice President, General Counsel, and Secretary

CERTIFICATION

The undersigned deposes and says that the undersigned deponent has duly executed the attached application dated the 7 day of June, 2021, for and on behalf of Life and Specialty Ventures, LLC, that the Deponent is the Executive Vice President, Chief Financial Officer and Treasurer of such company and that the deponent is authorized to execute and file such instrument. Deponent further says that the deponent is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of the deponent's knowledge, information and belief.

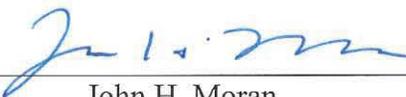
By: 
John H. Moran

EXHIBIT A
MASTER TRANSACTION AGREEMENT

(Submitted confidentially under separate cover)

EXHIBIT B-1
PRE-ACQUISITION ORGANIZATIONAL CHART
FOR THE
APPLICANT AND ITS AFFILIATES

Life and Specialty Ventures, LLC Organizational Chart

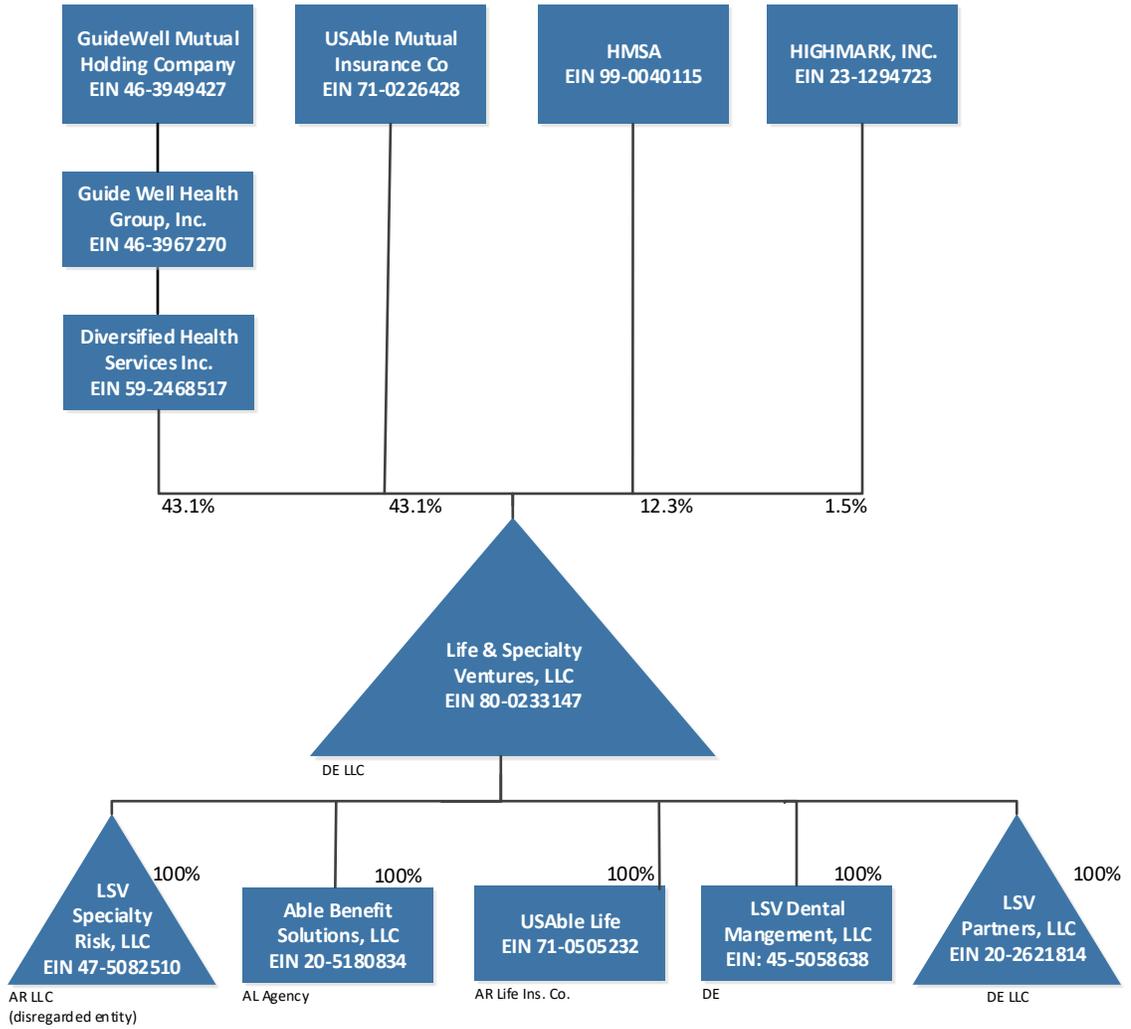


EXHIBIT B-2

PRO FORMA POST-ACQUISITION ORGANIZATIONAL CHART

FOR THE

APPLICANT AND ITS AFFILIATES

Life and Specialty Ventures, LLC Organizational Chart

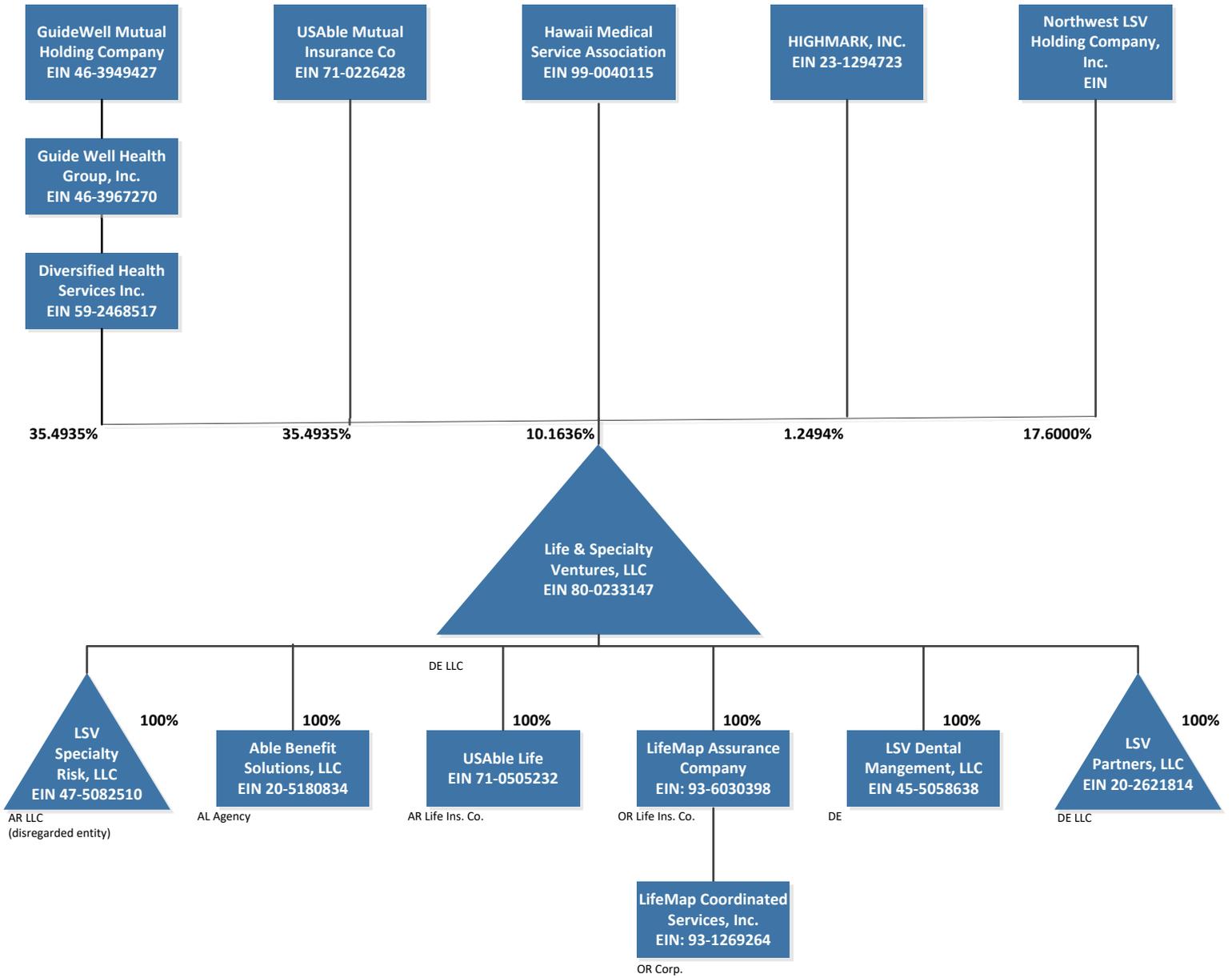


EXHIBIT C
LIST OF OFFICERS AND DIRECTORS
OF THE
APPLICANT

Life and Specialty Ventures, L.L.C.

Officers:

James F. Casey	President
John Moran	EVP, CFO & Treasurer
Michelle Harding	SVP, General Counsel, & Secretary
Rich Macy	Chief Operating Officer
Julie Marshall	EVP, Partner Mgmt & Development
Ed Murphy	EVP, Dental

Directors:

Gary Anderson
Jon Urbanek
Jim Bailey
Gray Dillard
David Herndon
Dan Wright
Jason D. Mann
L. Joseph Grantham
James F. Casey

EXHIBIT D-1
BIOGRAPHICAL AFFIDAVITS
FOR THE
EXECUTIVE OFFICERS AND DIRECTORS
OF THE
APPLICANT

(Submitted confidentially under separate cover)

EXHIBIT D-2
BIOGRAPHICAL AFFIDAVITS
FOR THE
POST-CLOSING
EXECUTIVE OFFICERS AND DIRECTORS
OF
LIFEMAP

(Submitted confidentially under separate cover)

EXHIBIT E
DESCRIPTION OF CONSIDERATION
ASSOCIATED WITH PROPOSED TRANSACTION

(Submitted confidentially under separate cover)

EXHIBIT F-1

INDEPENDENT AUDITOR'S REPORT AND CONSOLIDATED
FINANCIAL STATEMENTS OF LSV AND SUBSIDIARIES FOR
THE YEAR ENDED DECEMBER 31, 2019 and 2020

(Submitted confidentially under separate cover)

EXHIBIT F-2

INDEPENDENT AUDITOR'S REPORT AND CONSOLIDATED
FINANCIAL STATEMENTS OF LSV AND SUBSIDIARIES FOR
THE YEARS ENDED DECEMBER 31, 2018 and 2019

(Submitted confidentially under separate cover)

EXHIBIT F-3

INDEPENDENT AUDITOR'S REPORT AND CONSOLIDATED
FINANCIAL STATEMENTS OF LSV AND SUBSIDIARIES FOR
THE YEARS ENDED DECEMBER 31, 2017 AND 2018

(Submitted confidentially under separate cover)

EXHIBIT F-4

INDEPENDENT AUDITOR'S REPORT AND CONSOLIDATED
FINANCIAL STATEMENTS OF LSV AND SUBSIDIARIES FOR
THE YEARS ENDED DECEMBER 31, 2016 AND 2017

(Submitted confidentially under separate cover)

EXHIBIT F-5

INDEPENDENT AUDITOR'S REPORT AND CONSOLIDATED
FINANCIAL STATEMENTS OF LSV AND SUBSIDIARIES FOR
THE YEARS ENDED DECEMBER 31, 2015 AND 2016

(Submitted confidentially under separate cover)

EXHIBIT F-6

CONSOLIDATED FINANCIAL STATEMENTS OF LSV AND
SUBSIDIARIES FOR THE QUARTER ENDED MARCH 31, 2021

(Submitted confidentially under separate cover)

EXHIBIT G
NARRATIVE BUSINESS PLAN

(Submitted confidentially under separate cover)

EXHIBIT H
THREE-YEAR FINANCIAL PROJECTIONS
OF
LIFEMAP

(Submitted confidentially under separate cover)

EXHIBIT I
FORM E EXEMPTION REQUEST

(Submitted confidentially under separate cover)