

lessen competition in insurance in this State or tend to create a monopoly therein; [or]

(iii) The financial condition of an acquiring person is such as might jeopardize the financial stability of the insurer, or prejudice the interests of its policyholders, or, in the case of an acquisition of control, the interests of any remaining stockholders who are unaffiliated with the acquiring person; [or]

(iv) The plans or proposals which the acquiring person has to liquidate the insurer, to sell its assets or to merge it with any person or to make any other major change in its business or corporate structure or management, are unfair or prejudicial to policyholders; [or]

(v) The competence, experience and integrity of those persons who would control the operations of the insurer indicate that it would not be in the interest of policyholders, shareholders, or the public to permit them to do so; [or]

(vi) Any party to an agreement to merge with a domestic insurer is not itself an insurer; or

(vii) The interests of the policyholders and stockholders might otherwise be prejudiced, impaired or not properly protected.

(2) THE APPLICATION OF THE COMPETITIVE STANDARD PARAGRAPH (1) OF THIS SUBSECTION, SHALL BE SUBJECT TO THE FOLLOWING CONDITIONS:

(I) THE INFORMATIONAL REQUIREMENTS UNDER § 494A(C)(1) AND THE STANDARDS SET FORTH IN § 494A(D)(2) SHALL APPLY;

(II) THE MERGER OR OTHER ACQUISITION SHALL NOT BE DISAPPROVED IF THE COMMISSIONER FINDS THAT ANY OF THE SITUATIONS MEETING THE CRITERIA PROVIDED BY § 494A(D)(3) EXIST; AND

(III) THE COMMISSIONER MAY CONDITION THE APPROVAL OF THE MERGER OR OTHER ACQUISITION ON THE REMOVAL OF THE BASIS OF DISAPPROVAL WITHIN A SPECIFIED PERIOD OF TIME.

(F) THE COMMISSIONER MAY RETAIN AT THE ACQUIRING PERSON'S EXPENSE ANY ATTORNEYS, ACTUARIES, ACCOUNTANTS AND OTHER EXPERTS NOT OTHERWISE A PART OF THE COMMISSIONER'S STAFF AS MAY BE REASONABLY NECESSARY TO ASSIST THE COMMISSIONER IN REVIEWING THE PROPOSED ACQUISITION OF CONTROL.

[(f)] (G) The provisions of this section shall not apply to any offer for or request or invitation for tenders of any voting securities, or any agreement to exchange securities for or otherwise acquire control, if and to the extent that the