

In subsection (a)(1)(i) of this section, the former word "requests" is deleted as included in the word "invitations". Similarly, in subsection (b)(1)(i) of this section, the reference to materials "inviting" tender offers is substituted for the former reference to material "soliciting or requesting" tender offers for consistency.

As to the deletion, in subsection (a)(2)(ii) and (b)(1) of this section, of the former references to "rule", see the General Revisor's Note to this article.

Defined terms: "Commissioner" § 1-101

"Control" § 1-101

"Domestic insurer" § 1-101

"Insurance holding company" § 7-101

"Person" § 1-101

#### 7-306. REVIEW OF TRANSACTIONS BY COMMISSIONER.

##### (A) IN GENERAL.

A TRANSACTION SUBJECT TO THIS SUBTITLE MAY NOT BE MADE UNLESS, WITHIN 60 DAYS AFTER THE STATEMENT REQUIRED BY § 7-304 OF THIS SUBTITLE IS FILED WITH THE COMMISSIONER OR WITHIN ANY EXTENSION OF THAT PERIOD, THE COMMISSIONER APPROVES THE TRANSACTION OR DOES NOT DISAPPROVE THE TRANSACTION.

##### (B) GROUNDS FOR DISAPPROVAL OF TRANSACTION.

SUBJECT TO SUBSECTION (C) OF THIS SECTION, THE COMMISSIONER SHALL DISAPPROVE A PROPOSED TRANSACTION SUBJECT TO THIS SUBTITLE IF THE COMMISSIONER FINDS THAT:

(1) AFTER THE TRANSACTION, THE DOMESTIC INSURER COULD NOT SATISFY THE REQUIREMENTS FOR THE ISSUANCE OF A CERTIFICATE OF AUTHORITY TO ENGAGE IN THE INSURANCE BUSINESS WHICH IT INTENDS TO TRANACT IN THE STATE, TAKING INTO CONSIDERATION THE FINANCIAL AND MANAGERIAL RESOURCES AND FUTURE PROSPECTS OF THE DOMESTIC INSURER;

(2) THE TRANSACTION MAY SUBSTANTIALLY LESSEN COMPETITION IN INSURANCE IN THE STATE OR TEND TO CREATE A MONOPOLY;

(3) THE FINANCIAL CONDITION OF AN ACQUIRING PERSON MIGHT JEOPARDIZE THE FINANCIAL STABILITY OF THE DOMESTIC 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;

(4) THE ACQUIRING PERSON HAS PLANS OR PROPOSALS THAT ARE UNFAIR OR PREJUDICIAL TO POLICYHOLDERS FOR LIQUIDATING THE DOMESTIC INSURER, SELLING ITS ASSETS, MERGING IT WITH ANOTHER PERSON, OR MAKING ANY OTHER MAJOR CHANGE IN ITS BUSINESS OR CORPORATE STRUCTURE OR MANAGEMENT;