

FORM A

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

Filed with the Office of the Commissioner of Insurance,
State of Wisconsin

THRIVENT LIFE INSURANCE COMPANY

by

THRIVENT FINANCIAL FOR LUTHERANS

Dated September 21, 2018

Name, title, address and telephone number of individual to whom notices and correspondence concerning this statement should be addressed:

With a copy to:

James M. Odland
Thrivent Financial for Lutherans
625 Fourth Ave. S.,
Minneapolis, MN 55415-1665
(612) 844-7215

Kevin G. Fitzgerald
Foley & Lardner LLP
777 East Wisconsin Avenue
Milwaukee, Wisconsin 53202
(414) 297-5841

ITEM 1. INSURER AND METHOD OF ACQUISITION

The name and address of the Domestic Insurer to which this application (this “**Form A**”) relates is: Thrivent Life Insurance Company (“**TLIC**” or the “**Domestic Insurer**”), 625 Fourth Avenue South, Minneapolis, MN 55415-1624. 100% of TLIC is currently owned by Thrivent Financial Holdings, Inc. (“**Holdings**”).

The acquiring party in this transaction is Thrivent Financial for Lutherans (“**TFL**” or the “**Applicant**”). The Applicant is a Wisconsin-domiciled fraternal benefit society, and is the sole shareholder of Holdings (and therefore the ultimate controlling parent of TLIC).

TFL intends to acquire direct control of TLIC pursuant to a dividend of all of the shares of TLIC from Holdings to TFL. This dividend (the “**Dividend**”) will be achieved by way of a unanimous written consent of Holdings’ board of directors, in the form of the declaration of dividend attached hereto as Exhibit 1-A (the “**Declaration of Dividend**”). All Exhibits to this Form A are hereby incorporated into and made a part of this Form A. The Dividend will be effective upon the execution of the Declaration of Dividend (the “**Dividend Date**”). Pursuant to the Declaration of Dividend, and subject to, among other things, the receipt of all required regulatory approvals, including the approval of this Form A by the Wisconsin Office of the Commissioner of Insurance (the “**Commissioner**”), all of TLIC’s shares will be transferred from Holdings to TFL, and TFL will become the sole shareholder of TLIC.

The dividend of all of TLIC’s shares to TFL is the first step in the process of dissolving TLIC into TFL and transferring all of TLIC’s assets and liabilities, including its insurance and annuity contracts, to TFL. The dissolution process is further described in that certain Plan of Dissolution of Thrivent Life Insurance Company (the “**Plan of Dissolution**”) attached hereto as Exhibit 1-B.

This statement is submitted for the purpose of obtaining the approval of the Commissioner pursuant to Section 611.72 of the Wisconsin Statutes and the applicable provisions of the Wisconsin Administrative Code.

ITEM 2. IDENTITY AND BACKGROUND OF THE APPLICANT

(a) The Applicant

The name and address of the Applicant is as follows:

Thrivent Financial for Lutherans
4321 N. Ballard Road
Appleton, WI 54919

(b) The Applicant’s Business Operations

The Applicant is a Wisconsin member-owned fraternal benefit society, the direct parent company of Holdings, and the indirect and ultimate parent of TLIC. The Applicant, along

with its subsidiaries, provides financial services to Christians in the United States, offering insurance products and services, including life, disability income, long-term care, Medicare supplement, medical, and business insurances, along with contracts of annuity. No person or persons possess any rights to control the business or operations of the Applicant.

(c) Organizational Chart

The organizational chart attached hereto as Exhibit 2 lists the identities of, and inter-relationships among, the Applicant and all affiliates of the Applicant as of the Dividend Date. Such chart indicates the percentage of ownership interests, type of organization, and state or other jurisdiction of domicile of each person that will be owned or controlled by the Applicant or by any such person. There are no court proceedings involving a reorganization or liquidation pending with respect to any person identified on Exhibit 2.

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

Identity of Officers, Directors and Owners

Following are the names and titles of the respective directors, executive officers and owners of the Applicant at the Dividend Date unless otherwise indicated:

TFL Directors

Name	Title
N. Cornell Boggs III	Director
Kenneth Arnold Carow	Director
Lynn Crump-Caine	Director
Eric John Draut	Director
Kirk Douglas Farney	Director
Bradford Leigh Hewitt	Director
Mark Andrew Jeske	Director
Frederick George Kraegel	Director
Frederick Mark Kuhlmann	Director
Kathryn Vanstrom Marinello	Director
Bonnie Ellen Raquet	Director
Alice Marie Richter	Director
Bradford N. Creswell	Director
Nicole B. Pechet	Director

TFL Officers

Name	Title
Bradford Leigh Hewitt	Chief Executive Officer
Teresa Joy Rasmussen	President, Thrivent Financial
Paul Roberts Johnston	General Counsel, Secretary
Randall Lee Boushek	Chief Financial Officer, Treasurer
Christopher Joseph Kopka	President, Thrivent Church Solutions
Mary Scott Nease	Chief Human Resource Officer
Terry William Timm	Chief Administrative Officers
Susan Oberman Smith	Chief Actuary
James Adlai Thomsen	President, Thrivent Holdings
David Scott Royal	Chief Investment Officer

Biographical Affidavits and Authority for Release of Information

Biographical Affidavits and completed releases for the individuals identified above, as required by the Commissioner, are being filed separately subject to a request for confidential treatment pursuant to Wisconsin Statutes Section 601.465.

ITEM 4. NATURE, SOURCE AND AMOUNT OF CONSIDERATION

- (a) No funds or other consideration will be used in effecting the change of control.
- (b) Not applicable.

ITEM 5. FUTURE PLANS OF INSURER

As described in the Plan of Dissolution, TFL intends to dissolve TLIC shortly after the Dividend Date and cause TLIC's assets and liabilities to be transferred to TFL. The terms and conditions of the dissolution of TLIC are set forth in the Plan of Dissolution; a summary of its material terms and conditions is set forth below.

After the Dividend, and pursuant to the Plan of Dissolution, TFL, acting as sole shareholder of TLIC, will cause TLIC to dissolve and distribute its assets and related liabilities, including, without limitation, contracts of insurance, annuity contracts, separate accounts, and cash and investment securities to TFL. This distribution will take place by action of law and by agreements by and between TLIC and TFL, copies of which are attached to the Plan in Exhibit 1-B. Accordingly, each of TLIC's contracts of insurance and annuity contracts will become obligations of TFL on their present terms and conditions, except as modified by TFL's bylaws. As a result, TLIC policyholders will become benefit members of TFL.

Additionally, as part of the dissolution of TLIC, all agreements between TLIC and any of its affiliates (including Holdings and TFL) will be terminated. At the effective date of the dissolution, TLIC will cease to carry on its business and will wind up its affairs. This

winding up will include the provision of notice to policyholders via an amendatory endorsement giving notice of the dissolution of TLIC and assumption of policies by TFL. This winding up will also include the delivery of written notice of dissolution to TLIC's known claimants other than its policyholders in accordance with Section 180.1406(2) of the Wisconsin Statutes.

ITEM 6. VOTING SECURITIES TO BE ACQUIRED

Upon completion of the Dividend, TFL will directly own 100% of the issued and outstanding shares of the common stock of TLIC, which consists of 2,000,000 shares. The terms of the change of control are set forth in the Declaration of Dividend. The terms of the Declaration of Dividend were arrived at through consultation among the officers and directors of TLIC, TFL, and Holdings.

ITEM 7. OWNERSHIP OF VOTING SECURITIES

As described in Item 1, TFL's direct subsidiary, Holdings, currently owns all of the issued and outstanding shares of TLIC. Other than Holdings, and other than as set forth in the Declaration of Dividend, neither the Applicant nor any of its affiliates or any of the persons listed in Item 3 has a beneficial interest in, or the right to acquire a beneficial interest in, the voting securities of TLIC.

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

Except as otherwise disclosed in this Form A, there are no contracts, arrangements or understandings directly or indirectly related to any voting securities of TLIC to which the Applicant, its affiliates, or any person listed in Item 3 is a party, including, but not limited to: transfer of any of the 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

In June 2018, each of TLIC's five directors sold, assigned, and transferred unto Holdings, one share of TLIC Common Stock (in total, five shares of Common Stock were transferred to Holdings, one by each TLIC director). Other than those transfers, there have been no direct or indirect purchases of any voting securities of TLIC by the Applicant, its affiliates or any person listed in Item 3 during the twelve calendar months preceding the filing of this Form A.

ITEM 10. RECENT RECOMMENDATIONS TO PURCHASE

Except as otherwise disclosed in this Form A, neither the Applicant, its affiliates or any person listed in Item 3, or to the knowledge of the Applicant, any other person based upon interviews or at the suggestion of the Applicant, its affiliates or any person listed in Item 3, has made any recommendations to others to acquire any shares of the voting securities of TLIC during the twelve calendar months preceding the filing of this Form A.

ITEM 11. AGREEMENTS WITH BROKER-DEALERS

There are no agreements, contracts or understandings with any broker-dealer as to the solicitation of voting securities of TLIC for tender.

ITEM 12. FINANCIAL STATEMENTS

In order to provide the Commissioner with a view of the financial position of the Applicant, TFL's NAIC Annual Statements for the preceding five fiscal years are attached to this Form A as Exhibits 12-A, 12-B, 12-C, 12-D, and 12-E.

Three-year financial projections for TFL, showing the effects of TLIC's dissolution, as well as the resulting distribution of TLIC's assets and liabilities to TFL (including all contracts of insurance and annuity), are being filed separately subject to a request for confidential treatment pursuant to Wisconsin Statutes Section 601.465.

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 fifteen days after the end of the month in which the acquisition of control occurs.

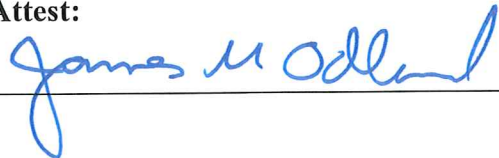
ITEM 14. SIGNATURE AND CERTIFICATION

Pursuant to the requirements of ch. Ins 40, Wis. Adm. Code, Thrivent Financial for Lutheran's has caused this application to be duly signed on its behalf in the city of Appleton and state of Wisconsin on this 30th day of September 2018.

Thrivent Financial for Lutherans

By: 
Paul R. Johnston

Attest:



Its: General Counsel and Secretary

Certification

The undersigned deposes and says that he has duly executed the attached application dated September 20th 2018, for and on behalf of Thrivent Financial for Lutherans, and that he is the Authorized Representative of such company and that he is authorized to execute and file such instrument. Deponent further says that he is familiar with the instrument and the contents thereof, and that the facts therein set forth are true to the best of his knowledge, information and belief.



(Signature)

Paul R. Johnston
(Printed Name)

State of Minnesota _____

County of Hennepin _____

The foregoing instrument was acknowledged before me this 20th day of September 2018.


(Signature)

James _____ M. _____ Odland
(Printed Name)

