

CHAPTER 25. OTHER LICENSEES

SUBCHAPTER 3. PRODUCERS, BROKERS, LIMITED LINES PRODUCERS, SERVICE WARRANTIES AND VEHICLE PROTECTION PRODUCT WARRANTORS

365:25-3-1.4. Producer training requirements for long-term care insurance [REVOKED]

(a) ~~Selling, soliciting or negotiating long-term care insurance:~~

- ~~(1) An individual may not sell, solicit or negotiate long-term care insurance unless the individual is licensed as an insurance producer for accident and health or sickness or life and has completed a one-time training course. The training shall meet the requirements set forth in subsection (b) of this section.~~
- ~~(2) An individual already licensed and selling, soliciting or negotiating long-term care insurance on the effective date of this regulation may not continue to sell solicit or negotiate long-term care insurance unless the individual has completed a one-time training course as set forth in subsection (b) of this section, within one-year from July 14, 2008.~~
- ~~(3) In addition to the one-time training course required in paragraphs (a)(1) and (2) above, an individual who sells, solicits or negotiates long-term care insurance shall complete ongoing training as set forth in subsection (b) of this section.~~
- ~~(4) The training requirements of subsection (b) of this section may be approved as continuing education courses under Section 1435.29 of Title 36 of the Oklahoma Statutes.~~

(b) ~~Training requirements:~~

- ~~(1) The one-time training required by this section shall be no less than eight (8) hours and the ongoing training required by this section shall be no less than four (4) hours every 24 months.~~
- ~~(2) The training required under paragraph (b)(1) shall consist of topics related to long-term care insurance, long-term care services and, if applicable, qualified state long-term care insurance partnership programs, including, but not limited to:

 - ~~(A) State and federal regulations and requirements and the relationship between qualified state long-term care insurance Partnership programs and other public and private coverage of long-term care services, including Medicaid;~~
 - ~~(B) Available long-term care services and providers;~~
 - ~~(C) Changes or improvements in long-term care services or providers;~~
 - ~~(D) Alternatives to the purchase of private long-term care insurance;~~
 - ~~(E) The effect of inflation on benefits and the importance of inflation protection; and~~
 - ~~(F) Consumer suitability standards and guidelines.~~~~
- ~~(3) The training required by this section shall not include training that is insurer or company product specific or that includes any sales or marketing information, materials, or training, other than those required by state or federal law.~~

(c) ~~Insurer requirements:~~

- ~~(1) Insurers subject to this Act shall obtain verification that a producer receives training required by paragraph (a)(1) of this section before a producer is permitted to sell, solicit or negotiate the insurer's long-term care insurance products, maintain records subject to the state's record retention requirements, and make that verification available to the commissioner upon request.~~
- ~~(2) Insurers subject to this Act shall maintain records with respect to the training of its producers concerning the distribution of its Partnership policies that will allow the state insurance department to provide assurance to the state Medicaid agency that producers have received the training contained in subparagraph (b)(2)(A) of this section as required by paragraph (a)(1) of this section and that producers have demonstrated an understanding of the Partnership policies and their relationship to public and private coverage of long term care, including Medicaid, in this state. These records shall be maintained in accordance with the state's record retention requirements and shall be made available to the commissioner upon request.~~

~~(d) **Training received in other states.** The satisfaction of the training requirements as set out in this section in any state shall be deemed to satisfy the training requirements in this state.~~

SUBCHAPTER 7. COMPANIES

PART 3. REDOMESTICATION

365:25-7-11. Application to become domestic insurer, form

An insurer organized under the laws of another state and admitted to do business in this state for the purpose of transacting insurance may make application to the Insurance Commissioner to become a domestic insurer. Such application, which shall be entitled **"Form" R**, as set forth on the Oklahoma Insurance Department website, shall be filed electronically; in the manner and form prescribed by the Insurance Commissioner and in accordance with any instructions set forth on the Oklahoma Insurance Department website, and shall contain information as set out in the items listed below:

- (1) Identity and background of the applicant:**

- (A) State the name and address of the applicant seeking to redomesticate.
- (B) State the nature of applicant's business operations for the past five years or for such lesser period as such applicant and any predecessors thereof shall have been in existence.
- (C) Furnish a chart or listing clearly presenting the identities of the interrelationships among the applicant and all affiliates of the applicant. No affiliate need be identified if its total assets are equal to less than 1/2 of 1% of the total assets of the ultimate controlling person affiliated with the applicant. Also indicate in such chart or listing the following information:
 - (i) The percentage of ownership of each such person which is owned or controlled by the applicant or by any other such person.
 - (ii) If control of any person is maintained other than by the ownership or control of voting securities, indicate the basis of such control.
 - (iii) As to each person specified in such chart or listing, indicate the type of organization (e.g. corporation, trust, partnership);
 - (I) Describe the business it transacts; and
 - (II) List the state or other jurisdiction of domicile.
 - (iv) If court proceedings looking toward a reorganization or liquidation are pending with respect to any such person, indicate which person, and set forth the title of the court, nature of proceedings and the date when commenced.

(2) Identity and background of individuals associated with the applicant. Provide the following with respect to each director and officer of the applicant; each director and officer of applicant's control person or persons; and each owner of 10% or more of the voting securities of the applicant and applicant's control person or persons:

- (A) Name and business address;
- (B) Present principal business activity, occupation or employment including position and office held and the name, principal business and address of any corporation or other organization in which such employment is carried on;
- (C) Material occupations, positions, offices or employments during the last five years, giving the starting and ending dates of each and the name, principal business and address of any business corporation or other organization in which each such occupation, position, office or employment was carried on; if any such occupation, position, office or employment required by or registration with any federal, state or municipal government agency, indicate such fact, the current status of such licensing or registration, and an explanation of any surrender, revocation, suspension or disciplinary proceedings in connection therewith;
- (D) Whether or not such person has ever been convicted in a criminal proceeding (excluding minor traffic violations) during the last ten years and, if so, give the date, nature of conviction, name and location of court, and penalty imposed or other disposition of the case.
- (E) Any other information as the Commissioner may deem necessary.

(3) Future plans of insurer.

- (A) Describe any plans or proposals which the applicant may have to declare an extraordinary dividend, to liquidate such insurer, to sell its assets to or merge it with any person or persons or to make any other material change in its business operations or corporate structure or management.
- (B) Provide a three year plan of operation which shall include but not be limited to marketing strategies by state, premium projections by state, information concerning proposed home or regional office locations and employment impact in Oklahoma.

(4) Regulatory history.

- (A) If any entities listed in 365:25-7-11(1)(c) are required to be licensed by or registered with any federal, state or municipal governmental agency indicate such fact, and indicate the current status of such licensure or registration; and provide an explanation of any surrender, revocation, suspension or disciplinary proceedings in connection therewith having occurred during the preceding 5 years or which is currently pending.
- (B) If the applicant is required to be licensed by or registered with any federal, state or municipal governmental agency indicate such fact, and indicate the current status of such licensure or registration, and provide an explanation of any surrender, revocation, suspension or disciplinary proceedings in connection therewith having occurred during the preceding years or which is currently pending.

(5) Examination status. Indicate the following:

- (A) Whether the applicant's domiciliary state, or any other state or jurisdiction in which the applicant is transacting the business of insurance, is currently examining the applicant.
- (B) Whether the applicant's domiciliary state, or any other state or jurisdiction in which the applicant is transacting the business of insurance has provided notice of intent to examine and if so provide an explanation regarding such proposed examination.
- (C) Provide detail as to the nature and type of examination listed in (A) and (B) of this paragraph.

(6) Rates and reserves. Indicate the methodologies utilized by the applicant in establishing its insurance rates and reserves. Also, provide the names, addresses, and professional qualifications of the individuals responsible for these functions. Specify if the individuals are outside consultants or employees of the applicant.

(7) Financial statements and other exhibits:

(A) Financial statements and exhibits shall be attached to this Statement as an appendix, but list under this item the financial statements and exhibits so attached:

(B) The financial statements shall include the following:

(i) Annual and quarterly financial statements of the applicant for the preceding five years:

(ii) Annual financial statements of the person or persons who control the applicant, pursuant to 36 O.S. 1981 Section 1651 (C) for the preceding three fiscal years (or for such lesser period as such person or persons and any predecessors thereof shall have been in existence), and similar information as of a date not earlier than ninety (90) days prior to the filing of the statement. Such financial statements need not be audited; except an audit may be required if the Commissioner determines an audit is necessary:

(C) File as exhibits copies of all proposed tender offers for, requests or invitations for, tenders of, exchange offers for, and agreements to acquire or exchange any voting securities of the insurer or of any ultimate controlling party or parties and (if distributed) of additional soliciting material relating thereto:

(i) any proposed employment consultation, advisory or management contracts concerning the insurer;

(ii) annual reports to the stockholders of the insurer and the ultimate controlling party or parties for the last two fiscal years; and

(iii) any additional documents requested by the Commissioner:

(D) File as exhibits all examination reports, whether financial, organizational, market conduct or otherwise, issued within the past five (5) years by the applicant's domiciliary state, or any other state or jurisdiction in which the applicant transacts the business of insurance:

(E) File as exhibits copies of any documents relating to any final orders or agreements entered into between the applicant or its affiliate and any regulatory body as disclosed in (4) of this section:

(F) And any other information as the Commissioner may deem necessary:

(8) Cover sheet. The cover sheet of the Form R shall be as follows:

(A) **FORM R**

(B) OKLAHOMA REDOMESTICATION APPLICATION

(C) Statement Regarding The Redomestication Of

(D) _____

(E) Name of Insurer

(F) FILED WITH

(G) _____ INSURANCE COMMISSIONER

(H) FOR THE STATE OF OKLAHOMA

(I) Dated: _____, 20__

(J) Name, Title, Address and Telephone Number of Individual to Whom Notices and Correspondence Concerning This Statement Should Be Addressed:

(K) _____

(L) _____

(M) _____

(N) _____

(O) _____

PART 5. OKLAHOMA INSURANCE HOLDING COMPANY SYSTEM REGULATORY ACT**365:25-7-23. Forms: general requirements**

(a) **Forms A, B, C, D, E, and F.** Forms A, B, C, D, E, and F as set forth in Appendices A, B, N, O, Q, and AA of this Chapter, on the Oklahoma Insurance Department website are intended to be guides in the preparation of the statements required by Sections 1633, 1634, 1635 and 1636 of the Act. They are not intended to be blank forms which are to be filled in. The statements filed shall contain the numbers and captions of all items, but the text of the items may be omitted provided the answers thereto are prepared in such a manner as to indicate clearly the scope and coverage of the items. All instructions, whether appearing under the items of the form or elsewhere therein, are to be omitted. Unless expressly provided otherwise, if any item is inapplicable, or the answer thereto is in the negative, an appropriate statement to that effect shall be made.

(b) **Filing statements.** Statements shall be filed electronically in the form and manner prescribed by the Commissioner, and in accordance with any instructions set forth, on the Department's website. Third-party verifications sent by the third party may be filed electronically. A copy of a Form B and Form C shall be filed in each state in which an insurer is authorized to do business, if the Commissioner of that state has notified the insurer of its request in writing, in which case the insurer has thirty (30) days from receipt of the notice to file such form. Appropriate electronic signatures are permitted. The Commissioner may request a wet signature at his or her discretion. If the signature of any person is affixed pursuant to a power of attorney or other similar authority, a copy of such power of attorney or other authority shall also be filed with the statement.

(c) **Format of statements.** Electronic statements shall meet all technical requirements of the Commissioner. All copies of any statement, financial statements, or exhibits shall be clear, easily readable and suitable for reproduction. Debits in credit categories

and credits in debit categories shall be designated so as to be clearly distinguishable as such on copies. Statements shall be in the English language, and monetary values shall be stated in United States Currency. If any exhibit or other paper or document filed with the statement is in a foreign language, it shall be accompanied by a translation into the English language and any monetary value shown in a foreign currency normally shall be converted into United States Currency.

(d) **Hearings on Consolidated Basis.** If an applicant requests a hearing on a consolidated basis under Section 1633(D)(3) of the Act, in addition to filing the Form A with the commissioner, the applicant shall file a copy a Form A with the National Association of Insurance Commissioners in electronic form.

365:25-7-24. Forms: incorporation by reference, summaries and omissions

(a) **Incorporated by reference.** Information required by an item of Form A, ~~or Form B, or Form D, or Form E, or Form F~~, as set forth ~~in Appendices A, B, O, Q, and AA of this Chapter on the Oklahoma Insurance Department website~~, may be incorporated by reference in answer or partial answer to any other item. Information contained in any financial statement, annual report, proxy statement, statement filed with a governmental authority, or any other document may be incorporated by reference in answer or partial answer to any item of Form A, ~~or Form B, or Form D, or Form E, or Form F~~ provided such document or paper is filed as an exhibit to the statement. Excerpts of documents may be filed as exhibits if the documents are extensive. Documents currently on file with the Commissioner which were filed within three (3) years need not be attached as exhibits. References to information contained in exhibits or in documents already on file shall clearly identify the material and shall specifically indicate that such material is to be incorporated by reference in answer to the item. Matter shall not be incorporated by reference in any case where such incorporation would render the statement incomplete, unclear or confusing.

(b) **Summary or outline of document.** Where an item requires a summary or outline of the provisions of any document, only a brief statement shall be made as to the pertinent provisions of the document. In addition to such statement, the summary or outline may incorporate by reference particular parts of any exhibit or document currently on file with the Commissioner which was filed within three years and may be qualified in its entirety by such reference. In any case where two or more documents required to be filed as exhibits are substantially identical in all material respects except as to the parties thereto, the dates of execution, or other details, a copy of only one of such documents need to be filed with a schedule identifying the omitted documents and setting forth the material details in which the omitted documents differ from the documents filed.

365:25-7-26. Forms: additional information and exhibits

In addition to the information expressly required to be included in Form A, ~~Form B, Form C, Form D, Form E, and Form F~~ as set forth ~~in Appendices A, B, N, O, Q, and AA of this Chapter on the Oklahoma Insurance Department website~~, the Commissioner may request such further material information, if any, as may be necessary to make the information contained therein not misleading. The person filing may also file such exhibits as he/she may desire in addition to those expressly required by the statement. Such exhibits shall be so marked as to indicate clearly the subject matters to which they refer. Changes to Forms A, B, C, D, E, or F, ~~as set forth in Appendices A, B, N, O, Q, and AA of this Chapter~~, shall include on the top of the cover page the phrase: "Change No. [insert number] to" and shall indicate the date of the change and not the date of the original filing.

365:25-7-28. Acquisition of control; statement filing (Form A)

(a) **Form A.** A person required to file a statement pursuant to Section 1633 of the Act shall furnish the required information on Form A, ~~hereby made a part of this section, as set forth in Appendix A of this Chapter on the Oklahoma Insurance Department website~~. Such person shall also furnish the required information on Form E, as set forth ~~in Appendix Q of this Chapter on the Oklahoma Insurance Department website~~.

(b) **Amendments to applications.** The applicant shall promptly advise the Commissioner of any changes in the information so furnished on Form A arising subsequent to the date upon which such information was furnished, but prior to the Commissioner's disposition of the application.

(c) **Identification of section 1633(A) insurers.**

(1) **Domestic insurer name.** If the person being acquired is deemed to be a "domestic insurer" solely because of the provisions of Section 1633(A) of the Act, the name of the domestic insurer on the cover page should be indicated as follows: "ABC Insurance Company, a subsidiary of XYZ Holding Company."

(2) **Section 1633(A).** Where a Section 1633(A) insurer is being acquired, references to "the insurer" contained in Form A ~~(Appendix A of this Chapter)~~ shall refer to both the domestic subsidiary insurer and the person being acquired.

(d) **Hearing on Acquisition of Control.** ~~For purposes of Section 1633(D)(2) requires a public hearing to be held within thirty (30) days after the statement required by subsection A of section 1633 is filed. The~~ the statement required by subsection A of section 1633 is considered filed with the Insurance Commissioner once the Insurance Commissioner has provided notification to the applicant the statement required by subsection A of section 1633 is complete.

365:25-7-28.1. Pre-acquisition notification

If a domestic insurer, including any person controlling a domestic insurer, is proposing a merger or acquisition pursuant to Section 1633(A) of the Act, that ~~person insurer~~ shall file a preacquisition notification form, Form E, as set forth ~~in Appendix Q of this Chapter on the Oklahoma Insurance Department website~~. In addition to the information required by Form E, the Commissioner may ~~wish to~~ require the insurer to submit an expert opinion as to the competitive impact of the proposed acquisition.

365:25-7-29. Annual registration of insurers; statement filing (Form B)

(a) **Form B.** An insurer required to file an annual registration statement pursuant to Section 1635 of the Act shall furnish the required information on Form B, ~~hereby made a part of this section, as set forth in Appendix B of this Chapter on the Oklahoma Insurance Department website.~~

(b) **Summary registration.** An insurer required to file an annual registration statement pursuant to Section 1635 of the Act is also required to furnish information required on Form C, as set forth ~~in Appendix N of this Chapter on the Oklahoma Insurance Department website.~~ An insurer shall file a copy of Form C in each state in which the insurer is authorized to do business, if requested by the Commissioner of that state.

(c) Amendments to Form B.

(1) **15 day amendments.** An amendment to Form B (~~Appendix B of this Chapter~~) shall be filed within 15 days after the end of any month in which there is a material change to the information provided in the annual registration statement.

(2) **Filing date amendments.** Amendments shall be filed in the Form B format, as set forth ~~in Appendix B of this Chapter on the Oklahoma Insurance Department website,~~ with only those items which are being amended reported. Each amendment shall include at the top of the coveragepage "Amendment No. [insert number] to Form B for [insert year]" and shall indicate the date of the change and not the date of the original filing.

(d) Alternative and consolidated registrations.

(1) **Registration statement for affiliates.** Any authorized insurer may file a registration statement on behalf of any affiliated insurer or insurers which are required to register under Section 1635 of the Act. A registration statement may include information not required by the Act regarding any insurer in the insurance holding company system even if such insurer is not authorized to do business in this State. In lieu of filing a registration statement on Form B (~~Appendix B of this Chapter~~), the authorized insurer may file a copy of the registration statement or similar report which it is required to file in its State of domicile, provided:

(A) the statement or report contains substantially similar information required to be furnished on Form B; and

(B) the filing insurer is the principal insurance company in the insurance holding company system.

(2) **Principal insurance company in holding company.** The question of whether the filing insurer is the principal insurance company in the insurance holding system is a question of fact and an insurer filing a registration statement or reporting in lieu of Form B (~~Appendix B of this Chapter~~) on behalf of an affiliated insurer, shall set forth a brief statement of facts which will substantiate the filing insurer's claim that it, in fact, is the principal insurer in the insurance holding company system.

(3) **Unauthorized insurers.** With the prior approval of the Commissioner, an unauthorized insurer may follow any of the procedures which could be done by an authorized insurer under (1) of this subsection.

(4) **Section 1635(H) or (I).** Any insurer may take advantage of the provisions of Section 1635(H) or (I) of the Act without obtaining the prior approval of the Commissioner. The Commissioner, however, reserves the right to require individual filings if he/she deems such filings necessary in the interest of clarity, ease of administration or the public good.

(e) Disclaimers and termination of registration.

(1) **Disclaimer of affiliation.** A disclaimer of affiliation or a request for termination of registration claiming that a person does not, or will not upon the taking of some proposed action, control another person (hereinafter referred to as the "subject") shall contain the following information:

(A) the number of authorized, issued and outstanding voting securities of the subject.

(B) with respect to the person whose control is denied and all affiliates of such person, the number and percentage of shares of the subject's voting securities which are held of record or known to be beneficially owned, and the number of shares concerning which there is a right to acquire, directly or indirectly.

(C) all material relationships and bases for affiliation between the subject and the person whose control is denied and all affiliates of such person.

(D) a statement explaining why such person should not be considered to control the subject.

(2) **Termination of registration.** A request for termination of registration shall be deemed to have been granted unless the Commissioner, within 30 days after receipt of the request, notifies the registrant otherwise.

365:25-7-29.1. Transactions subject to prior notice - notice filing (Form D)

(a) An insurer required to give notice of a proposed transaction pursuant to Section 1636 of the Act shall furnish the required information on Form D, ~~hereby made a part of this section, as set forth in Appendix O of this Chapter on the Oklahoma Insurance Department website.~~

(b) Agreements for cost sharing services and management services shall at a minimum and as applicable:

(1) Identify the person providing services and nature of such services;

(2) Set forth the methods to allocate costs;

(3) Require timely settlement, not less frequently than on a quarterly basis, and compliance with the requirements in the Accounting Practices and Procedures Manual;

(4) Prohibit advancement of funds by the insurer to the affiliate except to pay for services defined in the agreement;

(5) State that the insurer will maintain oversight for functions provided to the insurer by the affiliate and that the insurer will monitor services annually for quality assurance;

- (6) Define records and data of the insurer to include all records and data developed or maintained under or related to the agreement that are otherwise the property of the insurer, in whatever form maintained, including, but not limited to, claims and claims files, policyholder lists, application files, litigation files, premium records, rate books, underwriting manuals, personnel records, financial records or similar records within the possession, custody or control of the affiliate;
- (7) Specify that all records and data of the insurer are and remain the property of the insurer, and:
- (A) Are subject to control of the insurer;
 - (B) Are identifiable; and
 - (C) Are segregated from all other persons' records and data or are readily capable of segregation at no additional cost to the insurer;
- (8) State that all funds and invested assets of the insurer are the exclusive property of the insurer, held for the benefit of the insurer and are subject to the control of the insurer;
- (9) Include standards for termination of the agreement with and without cause;
- (10) Include provisions for indemnification of the insurer in the event of gross negligence or willful misconduct on the part of the affiliate providing the services and for any actions by the affiliate that violate provisions of the agreement required in subsection (b)(11), (b)(12), (b)(13), (b)(14), and (b)(15) of this rule;
- (11) Specify that if the insurer is placed in supervision, seizure, conservatorship, or receivership pursuant to Articles 18 or 19 of Title 36:
- (A) All of the rights of the insurer under the agreement extend to the receiver or Commissioner to the extent permitted by law;
 - (B) All records and data of the insurer shall be identifiable and segregated from all other persons' records and data or readily capable of segregation at no additional cost to the receiver or the Commissioner;
 - (C) A complete set of records and data of the insurer will immediately be made available to the receiver or the Commissioner, shall be made available in a usable format, and shall be turned over to the receiver or Commissioner immediately upon the receiver or the Commissioner's request, and the cost to transfer data to the receiver or the Commissioner shall be fair and reasonable; and,
 - (D) The affiliated person(s) will make available all employees essentials to the operations of the insurer and the services associated therewith for the immediate continued performance of the essential services ordered or directed by the receiver or Commissioner;
- (12) Specify that the affiliate has no automatic right to terminate the agreement if the insurer is placed into supervision, seizure, conservatorship, or receivership pursuant to Article 18 or 19 of Title 36;
- (13) Specify that the affiliate will provide the essential services for a minimum period of time after termination of the agreement, if the insurer is placed into supervision, seizure, conservatorship, or receivership pursuant to Article 18 or 19 of Title 36, as ordered or directed by the receiver or Commissioner. Performance of the essential services will continue to be provided without regard to pre-receivership unpaid fees, so long as the affiliate continues to receive timely payment for post-receivership services rendered, and unless released by the receiver, Commissioner, or supervising court;
- (14) Specify that the affiliate will continue to maintain any systems, programs, or other infrastructure, notwithstanding supervision, seizure, conservatorship, or receivership pursuant to Article 18 or 19 of Title 36, and will make them available to the receiver or Commissioner as ordered or directed by the receiver or Commissioner for so long as the affiliate continues to receive timely payment for post-receivership services rendered, and unless released by the receiver, Commissioner, or supervising court; and
- (15) Specify that, in furtherance of the cooperation between the receiver and the affected guaranty association(s) and subject to the receiver's authority over the insurer, if the insurer is placed into supervision, seizure, conservatorship, or receivership pursuant to Article 18 or 19 of Title 36, and portions of the insurer's policies or contracts are eligible for coverage by one or more guaranty associations, the affiliate's commitments under subsections (b)(11), (b)(12), (b)(13), and (b)(14) of this rule will extend to such guaranty association(s).

365:25-7-29.2. Enterprise risk report

The ultimate controlling person of an insurer required to file an enterprise risk report pursuant to Section 1635(L) of Title 36 of the Oklahoma Statutes shall furnish the required information on Form F, as set forth in ~~Appendix AA, hereby made a part of these regulations~~ on the Oklahoma Insurance Department website.

APPENDIX A. FORM A: OKLAHOMA INSURANCE HOLDING COMPANY SYSTEM ACQUISITION STATEMENT [REVOKED]

Figure 1

FORM A

OKLAHOMA INSURANCE HOLDING COMPANY
SYSTEM ACQUISITION STATEMENT

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

Name of Domestic Insurer

by

Name of Acquiring Person (Applicant)

FILED WITH

THE INSURANCE COMMISSIONER
FOR THE STATE OF OKLAHOMA

Dated: _____, 20____

Name, Title, Address and Telephone Number of Individual to Whom Notices and
Correspondence Concerning This Statement Should Be Addressed:

Figure 2

have been in existence. State whether or not the applicant has ever been convicted of any felony or of a misdemeanor involving moral turpitude, dishonesty, or breach of trust, during its existence, and any administrative discipline imposed on the applicant during the past ten (10) years and, if so, give the date, nature of conviction or administrative order, name and location of court or administrative agency or board, and penalty imposed or other disposition of the case. Briefly describe the business intended to be done by the applicant and the applicant's subsidiaries.

(c) Furnish a chart or listing clearly presenting the identities of the inter-relationships among the applicant and all affiliates of the applicant. No affiliate need be identified if its total assets are equal to less than 1/2 of 1% of the total assets of the ultimate controlling person affiliated with the applicant. Indicate in such chart or listing the percentage of voting securities of each such person which is owned or controlled by the applicant or by any other such person. If control of any person is maintained, other than by the ownership or control of voting securities, indicate the basis for such control. As to each person specified in such chart or listing, indicate the type of organization (e.g. corporation, trust, partnership) and the state or other jurisdiction of domicile. If court proceedings looking toward a reorganization or liquidation are pending with respect to any such person, indicate which person, and set forth the title of the court, nature of proceedings and the date when commenced.

ITEM 3. Identity and Background of Individuals Associated with the Applicant

State the following with respect to (1) the applicant if (s)he is an individual or (2) all persons who are directors, executive officers or owners of 10% or more of the voting securities of the applicant if the applicant is not an individual:

(a) Name and business address;

(b) Present principal business activity, occupation or employment including position and office held and the name, principal business and address of any corporation or other organization in which such employment is carried on;

(c) Material occupations, positions, offices or employments during the last five years, giving the starting and ending dates of each and the name, principal business and address of any business corporation or other organization in which each such occupation, position, office or employment was carried on; if any such occupation, position, office or employment required licensing by or registration with any federal, state or municipal governmental agency, indicate such fact, the current status of such licensing or registration, and an explanation of any surrender, revocation, suspension or disciplinary proceedings in connection therewith;

(d) Whether or not such person has ever been convicted of any felony or of a misdemeanor involving moral turpitude, dishonesty, or breach of trust, during his or her lifetime, and if so, the date, nature of conviction, name and location of court, and penalty imposed or other disposition of the case.

(e) Whether or not such person has ever been convicted in a criminal proceeding (excluding minor traffic violations) or any administrative discipline during the last ten years and, if so, give the date, nature of conviction or administrative order, name and location of court or administrative agency or board, and penalty imposed or other disposition of the case.

ITEM 4. Nature, source and amount of consideration

(a) Describe the nature, source and amount of funds or other considerations used or to be

Figure 3

- used in effecting the merger or other acquisition of control. If any part of the same is represented or is to be represented by funds or other consideration borrowed or otherwise obtained for the purpose of acquiring, holding, or trading securities, furnish a description of the transaction, the names of the parties thereto, the relationship, if any, between the borrower and the lender, the amounts borrowed or to be borrowed, and copies of all agreements, promissory notes and security arrangements relating thereto.
- (b) Explain the criteria used in determining the nature and amount of such consideration.
- (c) If the source of the consideration is a loan made in the lender's ordinary course of business and if the applicant wishes the identity to remain confidential, he must specifically request that the identity be kept confidential.
- ITEM 5. Future plans for insurer**
Describe any plans or proposals which the applicant may have to declare an extraordinary dividend, to liquidate such insurer, to sell its assets to or merge it with any person or persons or to make any other material change in its business operations or corporate structure or management.
- ITEM 6. Voting securities to be acquired**
State the number of shares of the insurer's voting securities which the applicant, its affiliates and any person listed in Item 3 plan to acquire, and the terms of the offer, request, invitation, agreement or acquisition, and a statement as to the method by which the fairness of the proposal was arrived at.
- ITEM 7. Ownership of voting securities**
State the amount of each class of any voting security of the insurer which is 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.
- ITEM 8. Contracts, arrangements or understandings with respect to voting securities of the insurer**
Give a full description of any contracts, arrangements or understandings with respect to any voting security of the insurer in which the applicant, its affiliates or any person listed in Item 3 is involved, 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. Such description shall identify the persons with whom such contracts, arrangements or understandings have been entered into.
- ITEM 9. Recent purchases of voting securities**
Describe any purchases of any voting securities of the insurer by the applicant, its affiliates or any person listed in Item 3 in the 12 calendar months preceding the filing of this Statement. Include in such description the dates of purchase, the names of the purchasers, and the consideration paid or agreed to be paid therefor. State whether any such shares so purchased are hypothecated.
- ITEM 10. Recent recommendations to purchase**
Describe any recommendations to purchase any voting security of the insurer made by the applicant, its affiliates or any person listed in Item 3, or by anyone based upon interviews or at the suggestion of the applicant, its affiliates or any person listed in Item 3 during the 12 calendar months preceding the filing of this Statement.
- ITEM 11. Agreements with broker-dealers**
Describe the terms of any agreement, contract or understanding made with any broker-dealer

Figure 4

- as to solicitation of voting securities of the insurer for tender, and the amount of any fees, commissions or other compensation to be paid to broker-dealers with regard thereto.
- ITEM 12. Financial statements and exhibits**
- (a) Financial statements and exhibits shall be attached to this Statement as an appendix, but list under this item the financial statements and exhibits so attached.
- (b) The financial statements shall include the annual financial statements of the persons identified in Item 2 for the preceding five fiscal years (or for such lesser period as such applicant and its affiliates and any predecessors thereof shall have been in existence), and similar information covering the period from the end of such person's last fiscal year, if such information is available. Such statements may be prepared on either an individual basis, or, unless the Commissioner otherwise requires, on a consolidated basis if such consolidated statements are prepared in the usual course of business.
- The annual financial statements of the applicant shall be accompanied by the certificate of an independent public accountant to the effect that such statements present fairly the financial position of the applicant and the results of its operations for the year then ended, in conformity with generally accepted accounting principles or with requirements of insurance or other accounting principles prescribed or permitted under law. If the applicant is an insurer which is actively engaged in the business of insurance, the financial statements need not be certified, provided they are based on the Annual Statement of such person filed with the insurance department of the person's domiciliary State and are in accordance with the requirements of insurance or other accounting principles prescribed or permitted under the law and regulations of such state.
- (c) File as exhibits copies of all tender offers for, requests or invitations for, tenders of, exchange offers for, and agreements to acquire or exchange any voting securities of the insurer and (if distributed) of additional soliciting material relating thereto; any proposed employment, consultation, advisory or management contracts concerning the insurer; annual reports to the stockholders of the insurer and the applicant for the last two fiscal years; and any additional documents or papers required by Form A or regulation sections 365:25-7-23 and 365:25-7-25.
- ITEM 13. Signature and certification**
Signature and certification required as follows:
- SIGNATURE
- Pursuant to the requirements of Section 1633 of the Act _____ has caused this application to be duly signed on its behalf in the City of _____ and State of _____ on the ____ day of _____, 20____.
- (SEAL) _____
Name of Applicant
- BY _____
(Name) (Title)
- Attest:
- _____
(Signature of Officer)

Figure 5

(Title)

CERTIFICATION

The undersigned deposes and says that (s)he has duly executed the attached application dated _____, 20____, for and on behalf of _____; and that _____ (Name of Applicant) (s)he is the _____ of such company and that (s)he is authorized _____ (Title of Officer) to execute and file such instrument. Deponent further says that (s)he is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of his/her knowledge, information and belief.

(Signature) _____

(Type or print name beneath) _____

APPENDIX AA. FORM F [REVOKED]

Figure A1

ENTERPRISE RISK REPORT

Filed with the Insurance Department of the State of Oklahoma

By _____

Name of Registrant/Applicant

On Behalf of/Related to Following Insurance Companies

Name

Address

Date: _____, 20____

Name, Title, Address and telephone number of Individual to Whom Notices and Correspondence Concerning This Statement Should Be Addressed:

ITEM 1. ENTERPRISE RISK

The Registrant/Applicant, to the best of its knowledge and belief, shall provide information regarding the following areas that could produce enterprise risk as defined in Section 1651.4 of the Act, provided such information is not disclosed in the Insurance Holding Company System Annual Registration Statement filed on behalf of itself or another insurer for which it is the ultimate controlling person:

Any material developments regarding strategy, internal audit findings, compliance or risk management affecting the insurance holding company system;

Figure A2

- Acquisition or disposal of insurance entities and reallocating of existing financial or insurance entities within the insurance holding company system;
- Any changes of shareholders of the insurance holding company system exceeding ten percent (10%) or more of voting securities;
- Developments in various investigations, regulatory activities or litigation that may have a significant bearing or impact on the insurance holding company system;
- Business plan of the insurance holding company system and summarized strategies for next 12 months;
- Identification of material concerns of the insurance holding company system raised by supervisory college, if any, in last year;
- Identification of insurance holding company system capital resources and material distribution patterns;
- Identification of any negative movement, or discussions with rating agencies which may have caused, or may cause, potential negative movement in the credit ratings and individual insurer financial strength ratings assessment of the insurance holding company system (including both the rating score and outlook);
- Information on corporate or parental guarantees throughout the holding company and the expected source of liquidity should such guarantees be called upon; and
- Identification of any material activity or development of the insurance holding company system that, in the opinion of senior management, could adversely affect the insurance holding company system.

The Registrant/Applicant may attach the appropriate form most recently filed with the U.S. Securities and Exchange Commission, provided the Registrant/Applicant includes specific references to those areas listed in Item 1 for which the form provides responsive information. If the Registrant/Applicant is not domiciled in the U.S., it may attach its most recent public audited financial statement filed in its country of domicile, provided the Registrant/Applicant includes specific references to those areas listed in Item 1 for which the financial statement provides responsive information.

ITEM 2: OBLIGATION TO REPORT.

If the Registrant/Applicant has not disclosed any information pursuant to Item 1, the Registrant/Applicant shall include a statement affirming that, to the best of its knowledge and belief, it has not identified enterprise risk subject to disclosure pursuant to Item 1.

APPENDIX B. FORM B: OKLAHOMA INSURANCE HOLDING COMPANY SYSTEM REGISTRATION STATEMENT [REVOKED]

Figure 1

OKLAHOMA INSURANCE HOLDING COMPANY
SYSTEM ANNUAL REGISTRATION STATEMENT

Filed with the Insurance Commissioner for
the State of Oklahoma.

BY

Name of Registrant

On Behalf of the Following Insurance Companies

Name	Address
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

Date: _____, 20____

Name, Title, Address and Telephone Number of Individual to Whom Notices and
Correspondence Concerning This Statement Should Be Addressed:

ITEM 1. Identity and control of registrant
Furnish the exact name of each insurer registering or being registered (hereinafter called "the Registrant"), the home office address and principal executive offices of each; the date on which each Registrant became part of the insurance holding company system; and the method(s) by which control of each Registrant was acquired and is maintained.

ITEM 2. Organizational chart

Figure 2

Furnish a chart or listing clearly presenting the identities of and interrelationships among all affiliated persons within the insurance holding company system. No affiliate need be shown if its total assets are equal to less than 1/2 of 1% of the total assets of the ultimate controlling person within the insurance holding company system unless it has assets valued at or exceeding \$250,000. The chart or listing should show the percentage of each class of voting securities of each affiliate which is owned, directly or indirectly, by another affiliate. If control of any person within the system is maintained other than by the ownership or control of voting securities, indicate the basis of such control. As to each person specified in such chart or listing indicate the type of organization (e.g., corporation, trust, partnership) and the state or other jurisdiction of domicile.

ITEM 3. The ultimate controlling person

As to the ultimate controlling person in the insurance holding company system furnish the following information:

- (a) Name.
- (b) Home office address.
- (c) Principal executive office address.
- (d) The organizational structure of the person, i.e., corporation, partnership, individual, trust, etc.
- (e) The principal business of the person.
- (f) The name and address of any person who holds or owns 10% or more of any class of voting security, the class of such security, the number of shares held of record or known to be beneficially owned, and the percentage of class so held or owned.
- (g) If court proceedings looking toward a reorganization or liquidation are pending, indicate the title and location of the court, the nature of proceedings and the date when commenced.

ITEM 4. Biographical information. Furnish the following information for the directors and executive officers of the ultimate controlling person: the individual's name and address, his principal occupation and all offices and positions held during the past five years, and any conviction of crimes other than minor traffic violations during the past ten years.

ITEM 5. Transactions, relationships and agreements

Briefly describe the following agreements in force, and transactions currently outstanding or which have occurred during the last calendar year between the Registrant and its affiliates:

- (a) loans, other investments, or purchases, sales or exchanges of securities of the affiliates by the Registrant or of the Registrant by its affiliates;
- (b) purchases, sales or exchanges of assets;
- (c) transactions not in the ordinary course of business;
- (d) guarantees or undertakings for the benefit of an affiliate which result in an actual contingent exposure of the Registrant's assets to liability, other than insurance contracts entered into in the ordinary course of the Registrant's business;
- (e) all management agreements, service contracts and all cost-sharing arrangements;
- (f) reinsurance agreements;
- (g) dividends and other distributions to shareholders;
- (h) consolidated tax allocation agreements; and
- (i) any pledge of the Registrant's stock and/or of the stock of any subsidiary or controlling affiliate, for a loan made to any member of the insurance holding company system.

No information need be disclosed if such information is not material for purposes of Section 1654 of the Act.

Figure 3

Sales, purchases, exchanges, loans or extensions of credit, investments or guarantees involving one-half of 1% or less of the Registrant's admitted assets as of the 31st day of December next preceding shall not be deemed material.

The description shall be in a manner as to permit the proper evaluation thereof by the Commissioner, and shall include at least the following: the nature and purpose of the transaction; the nature and amount of any payments or transfers of assets between the parties; the identity of all parties to such transaction; and the relationship of the affiliated parties to the Registrant.

ITEM 6. Litigation or administrative proceedings

A brief description of any litigation or administrative proceedings of the following types, either then pending or concluded within the preceding fiscal year, to which the ultimate controlling person or any of its directors or executive officers was a party or of which the property of any such person is or was the subject; give the names of the parties and the court or agency in which such litigation or proceeding is or was pending:

- (a) Criminal prosecutions or administrative proceedings by any government agency or authority which may be relevant to the trustworthiness of any party thereto; and
- (b) Proceedings which may have a material effect upon the solvency or capital structure of the ultimate holding company including, but not necessarily limited to, bankruptcy, receivership or other corporate reorganizations.

ITEM 7. Statement regarding plan or series of transactions

The insurer shall furnish a statement that transactions entered into since the filing of the prior year's annual registration statement are not part of a plan or series of like transactions, the purpose of which is to avoid statutory threshold amounts and the review that might otherwise occur.

ITEM 8. Financial statements and exhibits

- (a) Financial statements and exhibits should be attached to this statement as an appendix, but list under this item the financial statements and exhibits so attached.
- (b) The financial statements shall include the annual financial statements of the ultimate controlling person in the insurance holding company system as of the end of the person's latest fiscal year.

If at the time of the initial registration, the annual financial statements for the latest fiscal year are not available, annual statements for the previous fiscal year may be filed and similar financial information shall be filed for any subsequent period to the extent such information is available. Such financial statements may be prepared on either an individual basis, or unless the Commissioner otherwise requires, on a consolidated basis if such consolidated statements are prepared in the usual course of business.

Unless the Commissioner otherwise permits, the annual financial statements shall be accompanied by the certificate of an independent public accountant to the effect that such statements present fairly the financial position of the ultimate controlling person and the results of its operations for the year then ended, in conformity with generally accepted accounting principles or with requirements of insurance or other accounting principles prescribed or permitted under law. If the ultimate controlling person is an insurer which is actively engaged in the business of insurance, the annual financial statements need not be certified, provided they are based on the Annual Statement of such insurer filed with the insurance department of the

Figure 4

- insurer's domiciliary State and are in accordance with requirements of insurance or other accounting principles prescribed or permitted under the law and regulations of such state.
- (c) Exhibits shall include copies of the latest annual reports to shareholders of the ultimate controlling person and proxy material used by the ultimate controlling person; and any additional documents or papers required by Form B or 365:25-7-23 and 365:25-7-25.

ITEM 9. Form C required

A Form C, Summary of Registration Statement, must be prepared and filed with this Form B.

ITEM 10. Signature and certification

Signature and certification required as follows:

SIGNATURE

Pursuant to the requirements of Section 1654 of the Act, the Registrant has caused this annual registration statement to be duly signed on its behalf in the City of _____ and State of _____ on the ____ day of _____, 20____.

(SEAL) _____
Name of Registrant

BY _____
(Name) (Title)

Attest:

(Signature of Officer)

(Title)

CERTIFICATION

The undersigned deposes and says that (s)he has duly executed the attached annual registration statement dated _____, 20____, for an on behalf of _____; that

(Name of Company)

(s)he is the _____ of such company and that (s)he is authorized to execute
(Title of Officer)

and file such instrument. Deponent further says that (s)he is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of his/her knowledge, information and belief.

(Signature)

(Type or print name beneath) _____

APPENDIX N. FORM C: SUMMARY OF REGISTRATION STATEMENT [REVOKED]

Figure 1

FORM C

OKLAHOMA INSURANCE HOLDING COMPANY
SUMMARY OF REGISTRATION STATEMENT

Filed with the Insurance Commissioner for
the State of Oklahoma.

BY

Name of Registrant

On Behalf of the Following Insurance Companies

Name	Address
_____	_____
_____	_____
_____	_____
_____	_____

Date: _____, 20____

Name, Title, Address and Telephone Number of Individual to
Whom Notices and Correspondence Concerning This Statement
Should Be Addressed:

Furnish a brief description of all items in the current annual registration statement which represent changes from the prior year's annual registration statement. The description shall be in a manner as to permit the proper evaluation thereof by the Commissioner, and shall include specific references to Item numbers in the annual registration statement and to the terms contained therein.

Changes occurring under Item 2 of Form B insofar as changes in the percentage of each class of voting securities held by each

Figure 2

affiliate is concerned, need only be included where such changes are ones which result in ownership or holdings of 10 percent of more of voting securities, loss or transfer of control, or acquisition or loss of partnership interest.

Changes occurring under Item 4 of Form B need only be included where: an individual is, for the first time, made a director or executive officer of the ultimate controlling person; a director or executive officer terminates his or her responsibilities with the ultimate controlling person; or in the event an individual is named president of the ultimate controlling person.

If a transaction discloses on the prior year's annual registration statement has been changed, the nature of such change shall be included. If a transaction disclosed on the prior year's annual registration statement has been effectuated, furnish the mode of completion and any flow of funds between affiliates resulting from the transaction.

The insurer shall furnish a statement that transactions entered into since the filing of the prior year's annual registration statement are not part of a plan or series of like transactions whose purpose it is to avoid statutory threshold amounts and the review that might otherwise occur.

SIGNATURE AND CERTIFICATION

Signature and certification required as follows:

SIGNATURE

Pursuant to the requirements of Section 1654 of the Act, the Registrant has caused this summary of registration statement to be duly signed on its behalf in the City of _____ and State of _____ on the ____ day of _____, 20____.

(SEAL)

Name of Registrant

BY

(Name) (Title)

Attest:

(Signature of Officer)

(Title)

CERTIFICATION

Figure 3

The undersigned deposes and says that (s)he has duly executed the attached summary of registration statement dated _____, 20____, for an on behalf of _____; that (s)he is the (Name of Company)

_____ of such company and that (s)he is authorized (Title of Officer) to execute and file such instrument. Deponent further says that (s)he is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of his/her knowledge, information and belief.

(Signature)

(Type or print name beneath)

APPENDIX O. FORM D: PRIOR NOTICE OF A TRANSACTION [REVOKED]

Figure 1

FORM D

OKLAHOMA INSURANCE HOLDING COMPANY
PRIOR NOTICE OF A TRANSACTION

Filed with the Insurance Commissioner for
the State of Oklahoma.

BY

Name of Registrant

On Behalf of the Following Insurance Companies

Name	Address
_____	_____
_____	_____
_____	_____
_____	_____

Date: _____, 20__

Name, Title, Address and Telephone Number of Individual to
Whom Notices and Correspondence Concerning This Statement
Should Be Addressed:

ITEM 1. Identity of parties to transaction
Furnish the following information for each of the parties to the transaction:

(a) Name.

Figure 2

(b) Home office address.
(c) Principal executive office address.
(d) The organizational structure, i.e. corporation, partnership, individual, trust, etc.
(e) A description of the nature of the parties' business operations.
(f) Relationship, if any, of other parties to the transaction to the insurer filing the notice, including any ownership or debtor/creditor interest by any other parties to the transaction in the insurer seeking approval, or by the insurer filing the notice in the affiliated parties.
(g) Where the transaction is with a non-affiliate, the name(s) of the affiliate(s) which will receive, in whole or in substantial part, the proceeds of the transaction.

ITEM 2. Description of the transaction
Furnish the following information for each transaction for which notice is being given:

(a) A statement as to whether notice is being given under Section 1655(b) of the Act.
(b) A statement of the nature of the transaction.
(c) The proposed effective date of the transaction.

ITEM 3. Sales, purchases, exchanges, loans, extensions of credit, guarantees or investments
Furnish a brief description of the amount and source of funds, securities, property or other consideration for the sale, purchase, exchange, loan, extension of credit, guarantee, or investment, whether any provision exists for purchase by the insurer filing notice, by any party to the transaction, or by any affiliate of the insurer filing notice, a description of the terms of any securities being received, if any, and a description of any other agreements relating to the transaction such as contracts or agreements for services, consulting agreements and the like. If the transaction involves other than cash, furnish a description of the consideration, its cost and its fair market value, together with an explanation of the basis for evaluation.
If the transaction involves a loan, extension of credit or a guarantee, furnish a description of the maximum amount which the insurer will be obligated to make available under such loan, extension of credit or guarantee, the date on which the credit or guarantee will terminate, and any provisions for the accrual of or deferral of interest.
If the transaction involves an investment, guarantee or other arrangement, state the time period during which the investment, guarantee or other arrangement will remain in effect, together with any provisions for extensions or renewals of such investments,

Figure 3

guarantees or arrangements. Furnish a brief statement as to the effect of the transaction upon the insurer's surplus.

No notice need be given if the maximum amount which can at any time be outstanding or for which the insurer can be legally obligated under the loan, extension of credit or guarantee is less than, as of the 31st day of December next preceding:

- (a) in the case of non-life insurer's, the lesser of 3% of the insurer's admitted assets or 25% of surplus as regards policyholders or,
- (b) in the case of life insurers, 3% of the insurer's admitted assets.

ITEM 4. Loans or extensions of credit to a non-affiliate

If the transaction involves a loan or extension of credit to any person who is not an affiliate, furnish a brief description of the agreement or understanding whereby the proceeds of the proposed transaction, in whole or in substantial part, are to be used to make loans or extensions of credit to, to purchase the assets of, or to make investments in, any affiliate of the insurer making such loans or extensions of credit, and specify in what manner the proceeds are to be used to loan to, extend credit to, purchase assets of or make investments in any affiliate. Describe the amount and source of funds, securities, property or other consideration for the loan or extension of credit and, if the transaction is one involving consideration other than cash, a description of its cost and its fair market value together with an explanation of the basis for evaluation. Furnish a brief statement as to the effect of the transaction upon the insurer's surplus.

No notice need be given if the loan or extension of credit is one which equals less than, in the case of non-life insurer's, the lesser of 3% of the insurer's admitted assets or 25% of surplus as regards policyholders or, with respect to life insurers, 3% of the insurer's admitted assets, each as of the 31st day of December next preceding.

ITEM 5. Reinsurance

If the transaction is a reinsurance agreement or modification thereto, as described by Section 1655(b)(3)(ii) of the Act, furnish a description of the known and/or estimated amount of liability to be ceded and/or assumed in each calendar year, the period of time during which the agreement will be in effect, and a statement whether an agreement or understanding exists between the insurer and non-affiliate to the effect that any portion of the assets constituting the consideration for the agreement will be transferred to one or more of the insurer's affiliates. Furnish a brief description of the consideration involved in the transaction, and a brief statement as to the effect of the transaction upon the insurer's surplus.

Figure 4

No notice need be given for reinsurance agreements or modifications thereto if the reinsurance premium or a change in the insurer's liabilities in connection with the reinsurance agreement or modification thereto is less than 5% of the insurer's surplus as regards policyholders, as of the 31st day of December next preceding.

ITEM 6. Management agreements, service agreements and cost-sharing arrangements

For management and service agreements, furnish:

- (a) a brief description of the managerial responsibilities, or services to be performed.
- (b) a brief description of the agreement, including a statement of its duration, together with brief descriptions of the basis for compensation and the terms under which payment or compensation is to be made.

For cost-sharing arrangements, furnish:

- (a) a brief description of the purpose of the agreement.
- (b) a description of the period of time during which the agreement is to be in effect.
- (c) a brief description of each party's expenses or costs covered by the agreement.
- (d) a brief description of the accounting basis to be used in calculating each party's costs under the agreement.

ITEM 7. Signature and certification

Signature and certification required as follows:

SIGNATURE

Pursuant to the requirements of Section 1655 of the Act, _____ has caused this notice to be duly signed on its behalf in the City of _____ and State of _____ on the ____ day of _____, 20____.

(SEAL)

Name of Applicant

BY

(Name) (Title)

Attest:

(Signature of Officer)

(Title)

Figure 5

CERTIFICATION

The undersigned deposes and says that (s)he has duly executed the attached notice dated _____, 20____, for an on behalf of _____; that (s)he is the _____ (Name of Applicant) _____ (Title of Officer) of such company and that (s)he is authorized to execute and file such instrument. Deponent further says that (s)he is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of his/her knowledge, information and belief.

(Signature)

(Type or print name beneath)

APPENDIX Q. FORM E [REVOKED]

Figure 1

**PRE-NOTIFICATION FORM
REGARDING THE POTENTIAL COMPETITIVE IMPACT
OF A PROPOSED MERGER OR ACQUISITION BY A
NON-DOMICILIARY INSURER DOING BUSINESS IN THIS
STATE OR BY A DOMESTIC INSURER**

Name of Applicant

Name of Other Person
Involved in Merger or
Acquisition

Filed with the Insurance Department of _____

Dated: _____, 20____.

Name, title, address and telephone number of person completing this statement:

ITEM 1. NAME AND ADDRESS
State the names and addresses of the persons who hereby provide notice of their involvement in a pending acquisition or change in corporate control.

Figure 2

ITEM 2. NAME AND ADDRESSES OF AFFILIATED COMPANIES
State the names and addresses of the persons affiliated with those listed in Item 1. Describe their affiliations.

ITEM 3. NATURE AND PURPOSE OF THE PROPOSED MERGER OR ACQUISITION
State the nature and purpose of the proposed merger or acquisition.

ITEM 4. NATURE OF BUSINESS
State the nature of the business performed by each of the persons identified in response to Item 1 and Item 2.

ITEM 5. MARKET AND MARKET SHARE
State specifically what market and market share in each relevant insurance market and persons identified in Item 1 and Item 2 currently enjoy in this state. Provide historical market and market share data for each person identified in Item 1 and Item 2 for the past five years and identify the source of such data.
For purposes of this question, market means direct written Insurance premium in this state for a line of business as contained in the annual statement required to be filed by insurers licensed to do business in this state.

NOTE: State Insurance Departments may additionally choose to make these calculations using their own data or data provided by the NAIC.