

1 Department of Commerce

2

3 Adopted Permanent Rules Relating to Insurance Holding Company
4 Systems

5

6 Rules as Adopted

7 2720.0100 DEFINITIONS.

8 Subpart 1. **Scope.** For the purposes of this chapter, the
9 terms defined in this part have the meanings given them.

10 Subp. 2. **Acquisition filing statement.** "Acquisition
11 filing statement" means the statement that must be filed prior
12 to the acquisition of control or an attempt to acquire control,
13 as specified in Minnesota Statutes, section 60D.17.

14 Subp. 3. [See repealer.]

15 Subp. 4. [See repealer.]

16 Subp. 5. **Executive officer.** "Executive officer" means any
17 individual charged with active management and control in an
18 executive capacity of a person, whether incorporated or
19 unincorporated, including a chief executive officer, chief
20 operating officer, chief financial officer, treasurer,
21 secretary, controller, and any other individual performing
22 functions corresponding to those performed by the foregoing
23 officers under any title.

24 [For text of subp 6, see M.R.]

25 Subp. 7. **Registration statement.** "Registration statement"
26 means the statement that must be filed pursuant to Minnesota
27 Statutes, section 60D.19.

28 Subp. 8. **Ultimate controlling person.** "Ultimate
29 controlling person" means that person within an insurance
30 holding company system that is not controlled by any other
31 person; provided, however, that if the commissioner so
32 determines, the ultimate controlling person shall be the
33 affiliated person about which the disclosures required hereunder
34 would be most meaningful and would best serve to effectuate the
35 purposes of Minnesota Statutes, chapter 60D.

1 2720.0350 SEVERABILITY CLAUSE.

2 If any provision of this chapter or the application of it
3 to any person or circumstance is held invalid, the determination
4 shall not affect other provisions or applications of these rules
5 which can be given effect without the invalid provision or
6 application and to that end, the provisions of these rules are
7 severable.

8 2720.0400 APPROVAL OF ACQUISITION OF CONTROL.

9 The commissioner may order a public hearing prior to
10 approval of an acquisition of control, but the hearing is not
11 mandatory prior to approval except as provided in Minnesota
12 Statutes, chapter 60D.

13 2720.0500 EXTRAORDINARY DIVIDENDS AND OTHER DISTRIBUTIONS.

14 Subpart 1. **Format for request.** Requests for approval of
15 extraordinary dividends or any other extraordinary distribution
16 to shareholders shall include the following:

17 A. the amount of the proposed dividend;

18 B. the date established for payment of the dividend;

19 C. a statement as to whether the dividend is to be in
20 cash or other property and, if in property, a description
21 thereof, its cost, and its fair market value, together with an
22 explanation of the basis for valuation;

23 D. a copy of the calculations determining that the
24 proposed dividend is extraordinary. The work paper must include
25 the following information:

26 (1) the amounts, dates, and form of payment of
27 all dividends or distributions, including regular dividends but
28 excluding distributions of the insurer's own securities, paid
29 within the period of 12 consecutive months ending on the date
30 fixed for payment of the proposed dividend for which approval is
31 sought and commencing on the day after the same day of the same
32 month in the preceding year;

33 (2) surplus as regards policyholders, or total
34 capital and surplus, as of the preceding December 31;

1 (3) if the insurer is a life insurer, the net
2 gain from operations for the 12-month period ending on the
3 preceding December 31;

4 (4) if the insurer is not a life insurer, the net
5 income less realized capital gains for the 12-month period
6 ending on the preceding December 31 and the two preceding
7 12-month periods; and

8 (5) if the insurer is not a life insurer, the
9 dividends paid to stockholders excluding distributions of the
10 insurer's own securities in the preceding two calendar years;

11 E. a balance sheet and statement of income for the
12 period intervening from the last annual statement filed with the
13 commissioner and the end of the month preceding the month in
14 which the request for dividend approval is submitted; and

15 F. a brief statement as to the effect of the proposed
16 dividend upon the insurer's surplus and the reasonableness of
17 surplus in relation to the insurer's outstanding liabilities and
18 the adequacy of surplus relative to the insurer's financial
19 needs.

20 Subp. 2. **Report of distributions.** Subject to Minnesota
21 Statutes, section 60D.20, subdivision 2, each registered insurer
22 shall report to the commissioner all dividends and other
23 distributions to shareholders within 15 business days following
24 the declaration of them, including the same information required
25 by subpart 1, item D, subitems (4) and (5).

26 2720.0600 ADEQUACY OF SURPLUS.

27 The factors set forth under Minnesota Statutes, section
28 60D.20, subdivision 4, are not intended to be an exhaustive
29 list. In determining the adequacy and reasonableness of an
30 insurer's surplus no single factor shall be controlling. The
31 commissioner, instead, will consider the net effect of all of
32 these factors plus other factors bearing on the financial
33 condition of the insurer. In comparing the surplus maintained
34 by other insurers, the commissioner will consider the extent to
35 which each of these factors varies from company to company, and

1 in determining the quality and liquidity of investments in
2 subsidiaries the commissioner will consider the individual
3 subsidiary and may discount or disallow its valuation to the
4 extent that the individual investments so warrant.

5 2720.1100 FORMS.

6 The forms described in parts 2720.9910 to 2720.9940 are
7 intended to be guides in the preparation of the statements
8 required by Minnesota Statutes, chapter 60D, and are not
9 intended to be blank forms to be filled in. The statements
10 filed shall contain the numbers and captions of all items, but
11 the text of the items may be omitted provided the answers
12 thereto are prepared in such a manner as to indicate to the
13 reader the scope and coverage of the items without the necessity
14 of referring to the text of the items or the instructions
15 thereto. All instructions, whether appearing under the items of
16 the form or elsewhere thereon, are to be omitted. Unless
17 expressly provided otherwise, if any item is inapplicable or the
18 answer thereto is in the negative, an appropriate statement to
19 that effect shall be made.

20 Two complete copies of each form or statement, including
21 exhibits and all other papers and documents filed as a part of
22 the form or the statement, shall be filed with the commissioner
23 by personal delivery or mail addressed to the Commissioner of
24 Commerce. A copy of form C, part 2720.9930, shall be filed in
25 each state in which an insurer is authorized to do business if
26 the commissioner of that state has notified the insurer of its
27 request in writing, in which case, the insurer has 30 days from
28 receipt of the notice to file the form. At least one of the
29 copies shall be manually signed in the manner prescribed on the
30 form. Unsigned copies shall be conformed. If the signature of
31 any person is affixed pursuant to a power of attorney or other
32 similar authority, a copy of such power of attorney or other
33 authority shall be filed with the statement.

34 Statements should be prepared on paper 8-1/2 inches by 11
35 inches in size and preferably bound at the top or the top

1 left-hand corner. Exhibits and financial statements, unless
2 specifically prepared for the filing, may be submitted in their
3 original size. All copies of any statement, financial
4 statements, or exhibits shall be clear, easily readable, and
5 suitable for photocopying. Debits in credit categories and
6 credits in debit categories shall be designated so as to be
7 clearly distinguishable as such on photocopies. Statements
8 shall be in the English language and monetary values shall be
9 stated in United States currency. If any exhibit or other paper
10 or document filed with the statement is in a foreign language,
11 it shall be accompanied by a translation into the English
12 language, and any monetary value normally shown in a foreign
13 currency shall be converted into United States currency.

14 2720.1200 INCORPORATIONS BY REFERENCE, SUMMARIES, AND OMISSIONS.

15 Information required by any item of the forms described in
16 parts 2720.9910 to 2720.9940 may be incorporated by reference in
17 answer or partial answer to any other item. Information
18 contained in any financial statement, annual report, proxy
19 statement, statement filed with a governmental authority, or any
20 other document may be incorporated by reference in answer or
21 partial answer to any item of these forms, provided the document
22 or paper is filed as an exhibit to the statement. Excerpts of
23 documents may be filed as exhibits if the documents are
24 extensive. Documents already on file with the commissioner
25 which were filed within three years need not be attached as
26 exhibits. References to information contained in exhibits or in
27 documents already on file shall clearly identify the material,
28 the date of filing, and shall specifically indicate that such
29 material is to be incorporated by reference in the answer to the
30 item. Information shall not be incorporated by reference in any
31 case where the incorporation would render the statement
32 incomplete, unclear, or confusing.

33 Where an item requires a summary or outline of the
34 provisions of any document, only a brief statement shall be made
35 as to the most important provisions of the document. In

1 addition to such statement, the summary or outline may
2 incorporate by reference particular parts of any exhibit or
3 document on file with the commissioner and may be qualified in
4 its entirety by such reference.

5 2720.1300 INFORMATION UNKNOWN OR UNAVAILABLE.

6 [For text of subpart 1, see M.R.]

7 Subp. 2. **Extension of time.** If it is impractical to
8 furnish any required information, document, or report at the
9 time it is required to be filed, a separate document may be
10 filed identifying the information, document, or report in
11 question; stating why the filing at the time required is
12 impractical; and requesting an extension of time to a specified
13 date for filing the information, document, or report. The
14 request for extension of time shall be deemed granted unless the
15 commissioner, within 30 days after receipt of the request,
16 enters an order denying the request for extension of time.

17 2720.1400 ADDITIONAL INFORMATION AND EXHIBITS.

18 In addition to the information expressly required to be
19 included in the statements under parts 2720.9910 to 2720.9940,
20 further material information shall be added as may be necessary
21 to clarify and eliminate any misleading information in the
22 documents filed. The person filing may also file exhibits in
23 addition to those expressly required by the statement.
24 Additional exhibits shall be marked to indicate clearly the
25 subject matters to which they refer.

26 2720.1500 AMENDMENTS.

27 Any amendment to the forms or statements required under
28 parts 2720.9910 to 2720.9940 must include on the top of the
29 cover page the phrase: "Amendment No. ____ to" and must
30 indicate the date of the amendment and not the date of the
31 original filing.

32 2720.1600 ACQUISITION FILING STATEMENT.

33 Subpart 1. **Statement required.** A person required to file
34 a statement under Minnesota Statutes, section 60D.17, must

1 furnish the information required by these rules, specifically
2 including the information on form A, part 2720.9910.

3 Subp. 2. **Amendments.** The applicant must, within ~~one~~ two
4 business ~~day~~ days of the change, advise the commissioner of any
5 changes in the information furnished which occur after the date
6 the information was furnished but before the commissioner's
7 disposition of the application.

8 Subp. 3. **Acquisition of other insurers.** If the person
9 being acquired is deemed to be a "domestic insurer" solely
10 because of Minnesota Statutes, section 60D.18, the name of the
11 "domestic insurer" on the cover page should be indicated as
12 follows: "ABC Insurance Company, a subsidiary of XYZ Holding
13 Company"; and all references to "the insurer" contained in form
14 A, part 2720.9910, shall refer to both the domestic subsidiary
15 insurer and the person being acquired.

16 2720.1700 ANNUAL REGISTRATION OF INSURERS; STATEMENT; FILING.

17 Subpart 1. **Statement required.** An insurer required to
18 file an annual registration statement pursuant to Minnesota
19 Statutes, section 60D.19, and this chapter shall furnish the
20 required information on form B, part 2720.9920.

21 Subp. 2. **Summary of registration.** An insurer required to
22 file an annual registration statement pursuant to Minnesota
23 Statutes, section 60D.19, is also required to furnish
24 information required on form C, part 2720.9930. An insurer must
25 file a completed copy of form C in each state in which the
26 insurer is authorized to do business, if requested by the
27 commissioner of that state.

28 Subp. 3. **Amendments.** An amendment to form B must be filed
29 within 15 days after the end of any month in which the following
30 occurs: there is a change in the control of the registrant, in
31 which case the entire statement shall be made current; or there
32 is a material change in the information provided in the annual
33 registration statement.

34 Amendments shall be filed in the form B, part 2720.9920
35 format with only those items which are being amended reported.

1 Each amendment shall include at the top of the cover page
2 "Amendment No. _____ to Form B" and shall indicate the date of
3 the change, not the date of the original filings.

4 Subp. 4. **Alternative and consolidated registrations.**

5 Alternatives and consolidated registrations:

6 A. Any authorized insurer may file a registration
7 statement on behalf of any affiliated insurer or insurers
8 required to register under Minnesota Statutes, section 60D.19.

9 A registration statement may include information not required by
10 Minnesota Statutes, chapter 60D, regarding any insurer in the
11 insurance holding company system even if the insurer is not
12 authorized to do business in this state. In lieu of filing a
13 registration statement as prescribed in form B, part 2720.9920,
14 the authorized insurer may file a copy of the registration
15 statement or similar report that it is required to file in its
16 state of domicile; provided the statement or report contains
17 substantially similar information required to be furnished by
18 part 2720.9920 and the filing insurer is the principal insurance
19 company in the insurance holding company system.

20 [For text of items B and C, see M.R.]

21 D. Any insurer may take advantage of the provisions
22 of Minnesota Statutes, section 60D.19, subdivision 8 or 9,
23 without obtaining the prior approval of the commissioner. The
24 commissioner, however, reserves the right to require individual
25 filings if the commissioner considers the filings necessary in
26 the interest of clarity, ease of administration, or the public
27 good.

28 E. The state of entry of an alien insurer shall be
29 deemed to be its domiciliary state for the purposes of Minnesota
30 Statutes, section 60D.19.

31 2720.2000 TRANSACTIONS SUBJECT TO PRIOR NOTICE.

32 An insurer required to give notice of a proposed
33 transaction pursuant to Minnesota Statutes, section 60D.20,
34 shall furnish the required information on form D, part 2720.9940.

35 2720.9910 FORM A; ACQUISITION FILING STATEMENT.

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31
32
33
34
35
36
37

FORM A
STATEMENT REGARDING THE
ACQUISITION OF CONTROL OF A DOMESTIC INSURER

Name of Domestic Insurer

BY

Name of Acquiring Person (Applicant)

Filed with the Minnesota Department of Commerce

Dated: _____, 19__

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

ITEM 1. INSURER AND METHOD OF ACQUISITION

State the name and address of the domestic insurer to which this application relates and a brief description of how control is to be acquired.

ITEM 2. IDENTITY AND BACKGROUND OF THE APPLICANT

(a) State the name and address of the applicant seeking to acquire control over the insurer.

(b) If the applicant is not an individual, state the nature of its business operations for the past five years or for such lesser period as such person and any predecessors thereof shall have been in existence. 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 interrelationships among the applicant and all affiliates of the applicant. No affiliate need be identified if its total assets are equal to less than one-half of one percent 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

1 which is owned or controlled by the applicant or by any other
 2 such person. If control of any person is maintained other than
 3 by ownership or control of voting securities, indicate the basis
 4 of such control. As to each person specified in such chart or
 5 listing indicate the type of organization (e.g. -- corporation,
 6 trust, partnership) and the state or other jurisdiction of
 7 domicile. If court proceedings involving a reorganization or
 8 liquidation are pending with respect to any such person,
 9 indicate which person, and set forth the title of the court,
 10 nature of proceedings and the date when commenced.

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

13 State the following with respect to (1) the applicant if
 14 the applicant is an individual or (2) all persons who are
 15 directors, executive officers or owners of ten percent or more
 16 of the voting securities of the applicant if the applicant is
 17 not an individual:

18 (a) Name and business address;

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

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

34 (d) Whether the individual has been convicted of or is
 35 currently charged with any criminal offense other than minor
 36 traffic violations during the past ten years (if so, explain);

1 whether the individual or any company for which the individual
2 was then acting as an officer or director has been the subject
3 of any inquiry or investigation by any state agency,
4 administrative body, or law enforcement unit and the results of
5 these proceedings (this includes inquiries or investigations
6 which may have begun after the individual ceased acting as an
7 officer or director but which pertain to the time period during
8 which the individual was acting as an officer or director); and
9 whether the individual has ever been a defendant in any lawsuit
10 involving claims of fraud, misrepresentation, conversion,
11 mismanagement of funds, breach of fiduciary duty, or breach of
12 contract. If any of the provisions of this subdivision apply to
13 the individual or company described in the filing, please give a
14 detailed explanation, including dates, nature of the
15 investigation or proceeding, names and location of courts, and
16 penalties imposed or other disposition of the case.

17 ITEM 4. NATURE, SOURCE AND AMOUNT OF CONSIDERATION

18 (a) Describe the nature, source and amount of funds or
19 other considerations used or to be used in effecting the merger
20 or other acquisition of control. If any part of the same is
21 represented or is to be represented by funds, or other
22 consideration borrowed or otherwise obtained for the purpose of
23 acquiring, holding, or trading securities, furnish a description
24 of the transaction, the names of the parties thereto, the
25 relationship, if any, between the borrower and the lender, the
26 amounts borrowed or to be borrowed, and copies of all
27 agreements, promissory notes and security arrangements relating
28 thereto.

29 (b) Explain the criteria used in determining the nature and
30 amount of such consideration.

31 (c) If the source of the consideration is a loan made in
32 the lender's ordinary course of business and if the applicant
33 wishes the identity to remain confidential, he must specifically
34 request that the identity be kept confidential.

35 ITEM 5. FUTURE PLANS OF INSURER

36 Describe any plans or proposals which the applicant may

1 have to declare an extraordinary dividend, to liquidate such
2 insurer, to sell its assets to or merge it with any person or
3 persons or to make any other material change in its business
4 operations or corporate structure or management.

5 ITEM 6. VOTING SECURITIES TO BE ACQUIRED

6 State the number of shares of the insurer's voting
7 securities which the applicant, its affiliates and any person
8 listed in Item 3 plan to acquire, and the terms of the offer,
9 request, invitation, agreement or acquisition, and a statement
10 as to the method by which the fairness of the proposal was
11 arrived at.

12 ITEM 7. OWNERSHIP OF VOTING SECURITIES

13 State the amount of each class of any voting security of
14 the insurer which is beneficially owned or concerning which
15 there is a right to acquire beneficial ownership by the
16 applicant, its affiliates or any person listed in Item 3.

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

19 Give a full description of any contracts, arrangements or
20 understandings with respect to any voting security of the
21 insurer in which the applicant, its affiliates or any persons
22 listed in Item 3 is involved, including but not limited to
23 transfer of any of the securities, joint ventures, loan or
24 option arrangements, puts or calls, guarantees of loans,
25 guarantees against loss or guarantees of profits, division of
26 losses or profits, or the giving or withholding of proxies.
27 Such description shall identify the persons with whom such
28 contracts, arrangements or understandings have been entered into.

29 ITEM 9. RECENT PURCHASES OF VOTING SECURITIES

30 Describe any purchases of any voting securities of the
31 insurer by the applicant, its affiliates or any person listed in
32 Item 3 during the 12 calendar months preceding the filing of
33 this statement. Include in such description the dates of
34 purchase, the names of the purchasers, and the consideration
35 paid or agreed to be paid therefor. State whether any such
36 shares so purchased are hypothecated.

1 ITEM 10. RECENT RECOMMENDATIONS TO PURCHASE

2 Describe any recommendations to purchase any voting
3 security of the insurer made by the applicant, its affiliates or
4 any person listed in Item 3, or by anyone based upon interviews
5 or at the suggestion of the applicant, its affiliates or any
6 person listed in Item 3 during the 12 calendar months preceding
7 the filing of this statement.

8 ITEM 11. AGREEMENTS WITH BROKER-DEALERS

9 Describe the terms of any agreement, contract or
10 understanding made with any broker-dealer as to solicitation of
11 voting securities of the insurer for tender, and the amount of
12 any fees, commissions or other compensation to be paid to
13 broker-dealers with regard thereto.

14 ITEM 12. FINANCIAL STATEMENTS AND EXHIBITS

15 (a) Financial statements and exhibits shall be attached to
16 this statement as an appendix, but list under this item all the
17 financial statements and exhibits so attached.

18 (b) The financial statements shall include the annual
19 financial statements of the persons identified in Item 2 (c) for
20 the preceding five fiscal years (or for such lesser period as
21 such applicant and its affiliates and any predecessors thereof
22 shall have been in existence), and similar information covering
23 the period from the end of such person's last fiscal year, if
24 such information is available. Such statements may be prepared
25 on either an individual basis, or, unless the Commissioner
26 otherwise requires, on a consolidated basis if such consolidated
27 statements are prepared in the usual course of business.

28 The annual financial statements of the applicant shall be
29 accompanied by the certificate of an independent public
30 accountant to the effect that such statements present fairly the
31 financial position of the applicant and the results of its
32 operations for the year then ended, in conformity with generally
33 accepted accounting principles or with requirements of insurance
34 or other accounting principles prescribed or permitted under
35 law. If the applicant is an insurer which is actively engaged
36 in the business of insurance, the financial statements need not

1 be certified, provided they are based on the Annual Statement of
2 such person filed with the insurance department of the person's
3 domiciliary state and are in accordance with the requirements of
4 insurance or other accounting principles prescribed or permitted
5 under the law and regulations of such state.

6 (c) File as exhibits copies of, or a statement fully
7 describing, all tender offers for, requests or invitations for,
8 tenders of, exchange orders for and agreements to acquire or
9 exchange any voting securities of the insurer and (if
10 distributed) of additional soliciting material relating thereto;
11 and proposed employment, consultation, advisory or management
12 contracts concerning the insurer; annual reports to the
13 stockholders of the insurer and the applicant for the last two
14 fiscal years; and any additional documents or papers required by
15 form A or parts 2720.1100 and 2720.1300.

16 ITEM 13. SIGNATURE AND CERTIFICATION

17 Signature and certification of the following form:

18 SIGNATURE

19 Pursuant to the requirements of Minnesota Statutes, section
20 60D.17, and parts 2720.1100 and 2720.1600, subpart 1,
21 _____ (name of applicant) has caused this
22 application to be duly signed on its behalf in the city of
23 _____ and state of _____ (seal) on
24 the ____ day of _____, 19__.

25 _____
26 (name of applicant)

27
28 By _____
29 (name) (title)

30
31 Attest:

32
33 _____
34 (signature of officer)

35
36 _____
37 (title)

38 CERTIFICATION

39 The undersigned deposes and says that the undersigned has
40 duly executed the attached application dated _____, 19__, for
41 and on behalf of _____; that the undersigned is the
42 _____ of such company, and that the undersigned is

1 authorized to execute and file such statement. Deponent further
2 says that the deponent is familiar with such instrument and the
3 contents thereof, and that the facts therein set forth are true
4 to the best of the undersigned's knowledge, information, and
5 belief.

6 Signature _____

7
8 Type or print name beneath _____

9 2720.9920 FORM B; ANNUAL REGISTRATION STATEMENT.

10 FORM B
11 INSURANCE HOLDING COMPANY SYSTEM
12 ANNUAL REGISTRATION STATEMENT
13 Filed with the Insurance Department
14 of the State of _____

15 BY
16 _____

17 Name of Registrant

18 On behalf of the Following Insurance Companies

19 Name	Address
20 _____	_____
21 _____	_____
22 _____	_____
23 _____	_____
24 _____	_____

25 Date: _____, 19__

26
27 Name, title, address, and telephone number of individual to
28 whom notices and correspondence concerning this statement should
29 be addressed:

30 _____
31 _____
32 _____
33 _____

34 ITEM 1. IDENTITY AND CONTROL OF REGISTRANT

35 Furnish the exact name of each insurer registering or being
36 registered (hereinafter called "the Registrant"), the home
37 office address and principal executive offices of each; the date
38 on which each Registrant became part of the insurance holding

1 company system; and the method(s) by which control of each
2 Registrant was acquired and is maintained.

3 ITEM 2. ORGANIZATIONAL CHART

4 Furnish a chart or listing clearly presenting the
5 identities of and interrelationships among all affiliated
6 persons within the insurance holding company system. No
7 affiliate need be shown if its total assets are equal to less
8 than ~~one-half~~ one-quarter of one percent of the total assets of
9 the ultimate controlling person within the insurance holding
10 company system, ~~unless-it~~ or the affiliate has assets valued at
11 ~~or-exceeding~~ \$250,000 or less. The chart or listing should show
12 the percentage of each class of voting securities of each
13 affiliate which is owned, directly or indirectly, by another
14 affiliate. If control of any person within the system is
15 maintained other than by the ownership or control of voting
16 securities, indicate the basis of such control. As to each
17 person specified in such chart or listing indicate the type of
18 organization (e.g. -- trust, partnership, corporation) and the
19 state or other jurisdiction of domicile.

20 ITEM 3. THE ULTIMATE CONTROLLING PERSON

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

- 23 (a) name;
- 24 (b) home office address;
- 25 (c) principal executive office address;
- 26 (d) the organization structure of the person, i.e.,
27 corporation, partnership, individual, or trust;
- 28 (e) the principal business of the person;
- 29 (f) the name and address of any person who holds or owns
30 ten percent or more of any class of voting security, the class
31 of such security, the number of shares held of record or known
32 to be beneficially owned, and the percentage of class so held or
33 owned; and
- 34 (g) If court proceedings involving a reorganization or
35 liquidation are pending, indicate the title and location of the
36 court, the nature of proceedings, and the date when commenced.

1 ITEM 4. BIOGRAPHICAL INFORMATION

2 Furnish the following information for the directors and
3 executive officers of the ultimate controlling person: the
4 individual's name and address; the principal occupation and all
5 offices and positions held by this individual during the past
6 five years; whether the individual has been convicted of or is
7 currently charged with any criminal offense other than minor
8 traffic violations during the past ten years (if so, explain);
9 whether the individual or any company for which the individual
10 was then acting as an officer or director has been the subject
11 of any inquiry or investigation by any state agency,
12 administrative body, or law enforcement unit and the results of
13 these proceedings (this includes inquiries or investigations
14 which may have begun after the individual ceased acting as an
15 officer or director but which pertain to the time period during
16 which the individual was acting as an officer or director); and
17 whether the individual has ever been a defendant in any lawsuit
18 involving claims of fraud, misrepresentation, conversion,
19 mismanagement of funds, breach of fiduciary duty, or breach of
20 contract. If any of the provisions of this subdivision apply to
21 the individual or company described in the filing, please give a
22 detailed explanation, including dates, nature of the
23 investigation or proceeding, names and location of courts, and
24 penalties imposed or other disposition of the case.

25 ITEM 5. TRANSACTIONS, RELATIONSHIPS, AND AGREEMENTS

26 (a) Briefly describe the following agreements in force,
27 relationships subsisting, and transactions currently outstanding
28 or which have occurred during the last calendar year between the
29 Registrant and its affiliates:

30 (1) loans, other investments, or purchases, sales or
31 exchanges of securities of the affiliates by the Registrant or
32 of the Registrant by its affiliates;

33 (2) purchases, sales, or exchanges of assets;

34 (3) transactions not in the ordinary course of business;

35 (4) guarantees or undertakings for the benefit of an
36 affiliate which result in an actual contingent exposure of the

1 Registrant's assets to liability, other than insurance contracts
2 entered into in the ordinary course of the Registrant's
3 business;

4 (5) all management and service contracts and all
5 cost-sharing arrangements;

6 (6) reinsurance agreements;

7 (7) dividends and other distributions to shareholders;

8 (8) consolidated tax allocation agreements; and

9 (9) any pledge of the registrant's stock and/or of the
10 stock of any subsidiary or controlling affiliate, for a loan
11 made to any member of the insurance company holding system.

12 No information need be disclosed if the commissioner
13 determines that such information is not material for purposes of
14 Minnesota Statutes, section 60D.19. Sales, purchases,
15 exchanges, loans, or extensions of credit, investments, or
16 guarantees involving one-half of one percent or less of the
17 registrant's admitted assets as of the preceding December 31
18 shall not be deemed material.

19 The description shall be in a manner as to permit the
20 proper evaluation thereof by the commissioner, and shall include
21 at least the following: the nature and purpose of the
22 transaction; the nature and amounts of any payments or transfers
23 of assets between the parties; the identity of all parties to
24 such transactions; and the relationship of the affiliated
25 parties to the Registrant.

26 ITEM 6. LITIGATION OR ADMINISTRATIVE PROCEEDINGS

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

35 (a) Criminal prosecutions or administrative proceedings by
36 any government agency or authority which may be relevant to the

1 trustworthiness of any party thereto; and

2 (b) Proceedings which may have a material effect upon the
3 solvency or capital structure of the ultimate holding company
4 including, but not necessarily limited to, bankruptcy,
5 receivership, or other corporate reorganizations.

6 ITEM 7. STATEMENT REGARDING PLAN OR SERIES OF TRANSACTIONS

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

12 ITEM 8. FINANCIAL STATEMENTS AND EXHIBITS

13 (a) Financial statements and exhibits should be attached to
14 this statement as an appendix, but list under this item the
15 financial statements and exhibits so attached.

16 (b) The financial statements shall include the annual
17 financial statements of the ultimate controlling person in the
18 insurance holding company system as of the end of the person's
19 latest fiscal year.

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

29 Unless the commissioner otherwise permits, the annual
30 financial statements shall be accompanied by the certificate of
31 an independent public accountant to the effect that such
32 statements present fairly the financial position of the ultimate
33 controlling person and the results of its operations for the
34 year then ended, in conformity with generally accepted
35 accounting principles or with requirements of insurance or other
36 accounting principles prescribed or permitted under law. If the

1 ultimate controlling person is an insurer which is actively
 2 engaged in the business of insurance, the annual financial
 3 statements need not be certified, provided they are based on the
 4 annual statement of such insurer filed with the insurance
 5 department of the insurer's domiciliary state and are in
 6 accordance with requirements of insurance or other accounting
 7 principles prescribed or permitted under the law and regulations
 8 of such state.

9 (c) Exhibits shall include copies of the latest annual
 10 reports to shareholders of the ultimate controlling person and
 11 proxy material used by the ultimate controlling person; and any
 12 additional documents or papers required by this part or part
 13 2720.1100 or 2720.1300.

14 ITEM 9. FORM C REQUIRED

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

17 SIGNATURES

18 Signatures and certification of the form as follows:

19 SIGNATURE

20 Pursuant to the requirements of Minnesota Statutes, section
 21 60D.19, and part 2720.1700, subpart 1, the Registrant has caused
 22 this registration statement to be duly signed on its behalf in
 23 the City of _____ and State of
 24 _____, on the _____ day of _____, 19__.

25 (SEAL)

26

27

28

29

30

31

32

33

34

35

36

37

38

 (Name of Registrant)

By _____
 (Name) (Title)

32 Attest:

34 _____
 (Signature of Officer)

37 _____
 (Title)

CERTIFICATION

39 The undersigned deposes and says that the undersigned has
 40 duly executed the attached registration statement dated
 41 _____, 19__, for and on behalf of _____
 42 (Name of Company); that the undersigned is the

1 _____ (Title of Officer) of such company,
 2 and that the undersigned has authority to execute and file such
 3 instrument. Deponent further says that the deponent is familiar
 4 with such instrument and that the facts therein set forth are
 5 true to the best of the undersigned's knowledge, information,
 6 and belief.

7 (Signature) _____
 8
 9 (Type or print name beneath) _____
 10

11 2720.9930 FORM C; REGISTRATION SUMMARY STATEMENT.

12 FORM C

13 SUMMARY OF REGISTRATION STATEMENT

14 Filed with the Insurance Department of the State of _____

15 By

16 _____
 17 Name of Registrant

18 On behalf of Following Insurance Companies

19 Name	Address
20 _____	_____
21 _____	_____
22 _____	_____
23 _____	_____
24 _____	_____

25 Date: _____, 19__

26
 27 Name, Title, Address, and Telephone Number of Individual to Whom
 28 Notices and Correspondence Concerning This Statement Should Be
 29 Addressed:

30 _____
 31 _____
 32 _____
 33 _____

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

1 terms contained therein.

2 Changes occurring under Item 2 of Form B insofar as changes
3 in the percentage of each class of voting securities held by
4 each affiliate is concerned, need only be included where such
5 changes are ones which result in ownership or holdings of ten
6 percent or more of voting securities, loss or transfer of
7 control, or acquisition or loss of partnership interest.

8 Changes occurring under Item 4 of Form B need only be
9 included where: an individual is, for the first time, made a
10 director or executive officer of the ultimate controlling
11 person; a director or executive officer terminates
12 responsibilities with the ultimate controlling person; or an
13 individual is named president of the ultimate controlling person.

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

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

25 SIGNATURE AND CERTIFICATION

26 Signature and certification required as follows:

27 SIGNATURE

28 Pursuant to the requirements of Minnesota Statutes, section
29 60D.19, the registrant has caused this summary of registration
30 statement to be duly signed on its behalf in the City of
31 _____ and State of _____, on
32 the _____ day of _____, 19__.

33
34 (SEAL) _____
35 (Name of Registrant)

36
37 By _____
38 (Name) (Title)

39 Attest:

1 _____
2 (Signature of Officer)
3
4 _____
5 (Title)

6 CERTIFICATION

7 The undersigned deposes and says that the undersigned has
8 duly executed the attached summary of registration statement
9 dated _____, 19__, for and on behalf of
10 _____ (Name of Company); that the undersigned
11 is the _____ (Title of Officer) of such
12 company, and that the undersigned is authorized to execute and
13 file such instrument. Deponent further says that the deponent
14 is familiar with such instrument and the contents thereof, and
15 that the facts therein set forth are true to the best of the
16 undersigned's knowledge, information, and belief.

17 (Signature) _____
18
19 (Type or print name beneath) _____

20 2720.9940 FORM D; TRANSACTION NOTICE.

21 FORM D

22 PRIOR NOTICE OF A TRANSACTION

23 Filed with the Insurance Department of the State of _____

24 By _____
25
26 Name of Registrant

27 On behalf of Following Insurance Companies

28 Name	Address
29 _____	_____
30 _____	_____
31 _____	_____
32 _____	_____
33 _____	_____

34 Date: _____, 19__

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

38 _____
39 _____
40 _____

1

2 ITEM 1. IDENTITY OF PARTIES TO TRANSACTION

3 Furnish the following information for each of the parties
4 to the transaction:

5 (a) name;

6 (b) home office address;

7 (c) principal executive office address;

8 (d) the organizational structure, i.e. corporation,
9 partnership, individual, or trust;

10 (e) a description of the nature of the parties' business
11 operations;

12 (f) relationship, if any, of other parties to the
13 transaction to the insurer filing the notice, including any
14 ownership or debtor/creditor interest by any other parties to
15 the transaction in the insurer seeking approval, or by the
16 insurer filing the notice in the affiliated parties; and

17 (g) where the transaction is with a nonaffiliate, the names
18 of the affiliates which will receive, in whole or in substantial
19 part, the proceeds of the transaction.

20 ITEM 2. DESCRIPTION OF TRANSACTION

21 Furnish the following information for each transaction for
22 which notice is being given:

23 (a) a statement as to whether notice is being given under
24 Minnesota Statutes, section 60D.20;

25 (b) a statement of the nature of the transaction; and

26 (c) the proposed effective date of the transaction.

27 ITEM 3. SALES, PURCHASES, EXCHANGES, LOANS, EXTENSIONS OF
28 CREDIT, GUARANTEES, OR INVESTMENTS

29 Furnish a brief description of the amount and source of
30 funds, securities, property, or other consideration for the
31 sale, purchase, exchange, loan, extension of credit, guarantee,
32 or investment, whether any provision exists for purchase by the
33 insurer filing notice, by any party to the transaction, or by
34 any affiliate of the insurer filing notice, a description of the
35 terms of any securities being received, if any, and a
36 description of any other agreements relating to the transaction

1 such as contracts or agreements for services and consulting
2 agreements. If the transaction involves other than cash,
3 furnish a description of the consideration, its cost, and its
4 fair market value, together with an explanation of the basis for
5 evaluation.

6 If the transaction involves a loan, extension of credit, or
7 a guarantee, furnish a description of the maximum amount which
8 the insurer will be obligated to make available under the loan,
9 extension of credit, or guarantee, the date on which the credit
10 or guarantee will terminate, and any provisions for the accrual
11 of or deferral of interest.

12 If the transaction involves an investment, guarantee, or
13 other arrangement, state the time period during which the
14 investment, guarantee, or other arrangement will remain in
15 effect, together with any provisions for extensions or renewals
16 of the investments, guarantees, or arrangements. Furnish a
17 brief statement as to the effect of the transaction on the
18 insurer's surplus.

19 No notice need be given if the maximum amount which can at
20 any time be outstanding or for which the insurer can be legally
21 obligated under the loan, extension of credit, or guarantee is
22 less than: (a) in the case of a nonlife insurer, the lesser of
23 three percent of the insurer's admitted assets or 25 percent of
24 surplus as regards policyholders, or (b) in the case of a life
25 insurer, three percent of the insurer's admitted assets, each as
26 of the preceding December 31.

27 ITEM 4. LOANS OR EXTENSIONS OF CREDIT TO A NONAFFILIATE

28 If the transaction involves a loan or extension of credit
29 to any person who is not an affiliate, furnish a brief
30 description of the agreement or understanding whereby the
31 proceeds of the proposed transaction, in whole or in substantial
32 part, are to be used to make loans or extensions of credit to,
33 to purchase the assets of, or to make investments in any
34 affiliate of the insurer making the loans or extensions of
35 credit, and specify in what manner the proceeds are to be used
36 to loan to, extend credit to, purchase assets of, or make

1 investments in any affiliate. Describe the amount and source of
2 duns, securities, property, or other consideration for the loan
3 or extension of credit and, if the transaction is one involving
4 consideration other than cash, a description of its cost and its
5 fair market value, together with an explanation of the basis for
6 evaluation. Furnish a brief statement as to the effect of the
7 transaction on the insurer's surplus.

8 No notice need be given if the loan or extension of credit
9 is one which equals less than, in the case of a nonlife insurer,
10 the lesser of three percent of the insurer's admitted assets or
11 25 percent of surplus as regards policyholders or, with respect
12 to life insurers, three percent of the insurer's admitted
13 assets, each as of the preceding December 31.

14 ITEM 5. REINSURANCE

15 If the transaction is a reinsurance agreement or
16 modification to the agreement, as described by Minnesota
17 Statutes, section 60D.20, subdivision 1, paragraph (b), clause
18 (3), furnish a description of the known and/or estimated amount
19 of liability to be ceded and/or assumed in each calendar year,
20 the period of time during which the agreement will be in effect,
21 and a statement whether an agreement or understanding exists
22 between the insurer and nonaffiliate to the effect that any
23 portion of the assets constituting the consideration for the
24 agreement will be transferred to one or more of the insurer's
25 affiliates. Furnish a brief description of the consideration
26 involved in the transaction, and a brief statement as to the
27 effect of the transaction on the insurer's surplus.

28 No notice need be given for reinsurance agreements or
29 modifications to the agreement if the reinsurance premium or a
30 change in the insurer's liabilities in connection with the
31 reinsurance agreement or modification to the agreement is less
32 than five percent of the insurer's surplus as regards
33 policyholders, as of the preceding December 31.

34 ITEM 6. MANAGEMENT AGREEMENTS, SERVICE AGREEMENTS, AND
35 COST-SHARING ARRANGEMENTS

36 (a) For management and service agreements, furnish:

1 (1) a brief description of the managerial responsibilities,
2 or services to be performed; and

3 (2) a brief description of the agreement, including a
4 statement of its duration, together with brief descriptions of
5 the basis for compensation and the terms under which payment or
6 compensation is to be made.

7 (b) For cost-sharing arrangements, furnish:

8 (1) a brief description of the purpose of the agreement;

9 (2) a description of the period of time during which the
10 agreement is to be in effect;

11 (3) a brief description of each party's expenses or costs
12 covered by the agreement; and

13 (4) a brief description of the accounting basis to be used
14 in calculating each party's costs under the agreement.

15 ITEM 7. SIGNATURE AND CERTIFICATION

16 Signature and certification are required as follows:

17 SIGNATURE

18 Pursuant to Minnesota Statutes, section 60D.20,

19 _____ (Applicant) has caused this notice to be
20 duly signed on its behalf in the City of _____
21 and State of _____, on the _____ day of
22 _____, 19__.

23
24 (SEAL) _____
25 (Name of Applicant)

26
27 By _____
28 (Name) (Title)

29 Attest:

30
31 _____
32 (Signature of Officer)

33
34 _____
35 (Title)

CERTIFICATION

36 The undersigned deposes and says that the undersigned has
37 duly executed the attached notice dated _____, 19__, for
38 and on behalf of _____ (Name of Applicant);
39 that the undersigned is the _____ (Title of
40 Officer) of the company, and that the undersigned is authorized
41 to execute and file the instrument. Deponent further says that
42 the deponent is familiar with the instrument and the contents of

1 the instrument, and that the facts in the instrument set forth
2 are true to the best of the undersigned's knowledge,
3 information, and belief.

4 (Signature) _____

5
6 (Type or print name beneath) _____
7

8 REPEALER. Minnesota Rules, ~~part~~ parts 2720.0100, subparts 3
9 and 4; and 2720.0200, are repealed.