

CHAPTER 60D

INSURANCE HOLDING COMPANY SYSTEMS

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60D.01 DEFINITIONS. Subdivision 1. As used in sections 60D.01 to 60D.13, the terms defined in this section shall have the meanings given them in this section unless the context requires otherwise.

Subd. 2. An "affiliate" of, or person "affiliated" with a specific person, is a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the person specified.

Subd. 3. "Commissioner" means the commissioner of insurance or, in his absence or disability, one duly designated to act in his place, and shall include the insurance division, as appropriate.

Subd. 4. "Control", including the terms "controlling", "controlled by" and "under common control with" means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of a person, whether through the ownership of voting securities, by contract other than a commercial contract for goods or nonmanagement services, or otherwise unless the power is the result of an official position with or corporate office held by the person. Control shall be presumed to exist if any person, directly or indirectly, owns, controls, holds with the power to vote, or holds proxies representing, ten percent or more of the voting securities of any other person. This presumption may be rebutted by filing a disclaimer of affiliation with any authorized insurer as provided for in section 60D.03, subdivision 9, and by showing that control does not exist in fact. The commissioner may determine after furnishing all persons in interest notice and opportunity to be heard and making specific findings of fact to support such determination, that control exists in fact, notwithstanding the absence of a presumption to that effect.

Subd. 5. "Insurance holding company system" means two or more affiliated persons, one or more of which is an insurer.

Subd. 6. "Insurer" means a company, including a fraternal beneficiary association, qualified and licensed by the commissioner to transact the business of insurance in this state, but shall not include an insurance solicitor, agent or agency.

Subd. 7. "Person" means an individual, corporation, partnership, association, joint stock company, trust, unincorporated organization, or any similar entity or any combination of the foregoing acting in concert, but shall not include any securities broker performing no more than the usual and customary broker's function.

Subd. 8. "Securityholder" of a specified person means one who owns any security of such person, including common stock, preferred stock, debt obligations, and any other security convertible into or evidencing the right to acquire any of the foregoing.

Subd. 9. "Subsidiary" of a specified person means an affiliate controlled by such person directly, or indirectly through one or more intermediaries.

Subd. 10. "Voting security" means a security which entitles the holder to vote and includes any security convertible into or evidencing a right to acquire a voting security, but shall not include a contract on a variable basis, as that term is defined in section 61A.13, subdivision 1.

[1971 c 288 s 1]

60D.02 ACQUISITION OF CONTROL OF DOMESTIC INSURER. Subdivision 1. **Prerequisites to acquisition of control.** No person shall make a tender offer for or a request or invitation for tenders of, or enter into any agreement to exchange securities for, or otherwise seek to acquire, or acquire, any voting security issued by a domestic

insurer or by a person which (1) is in control of a domestic insurer, and (2) is engaged primarily either directly or indirectly through its subsidiaries in the business of insurance, if such acquisition would result in a change in the direct or indirect control of the domestic insurer, unless prior thereto:

(1) The person proposing to make the acquisition shall have filed with the commissioner a statement containing the information required by this section and shall have furnished a copy of the statement to the domestic insurer for mailing to its shareholders pursuant to subdivision 5; and

(2) The proposed acquisition has been approved by the commissioner in the manner hereinafter prescribed.

Subd. 2. Content of statement. The statement to be filed with the commissioner shall be made under oath or affirmation and shall contain:

(1) The name and address of each person by whom or on whose behalf the acquisition of control is to be effected (hereinafter called "acquiring party"), and

(i) if such person is an individual, 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;

(ii) if such person is not an individual, a report of the nature of its business operations during the past five years or for such lesser period as such person and any predecessors thereof shall have been in existence; an informative description of the business intended to be done by such person and such person's subsidiaries; and a list of all individuals who are or who have been selected to become directors or executive officers of such person, or who perform or will perform functions appropriate to such positions. Such list shall include for each such individual the information required by paragraph (1) (i).

(2) The source, nature and amount of the consideration used or to be used in effecting the acquisition of control, a description of any transaction wherein funds were or are to be obtained for any such purpose, and the identity of persons furnishing such consideration, provided, however, that where a source of such consideration is a loan made in the lender's ordinary course of business, the identity of the lender shall remain confidential, if the person filing such statement so requests.

(3) Fully audited financial information as to the earnings and financial condition of each acquiring party and, if requested by the commissioner, its affiliates, for the preceding five fiscal years, or for such lesser period as such acquiring party and any predecessors thereof shall have been in existence, and similar unaudited information as of a date not earlier than 90 days prior to the filing of the statement.

(4) Any plans or proposals which each acquiring party may have to liquidate such insurer, to sell its assets or merge or consolidate it with any person, or to make any other material change in the business or corporate structure or management.

(5) The number of shares of any security which each acquiring party proposes 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.

(6) The amount of each class of any security referred to in subdivision 1 which is beneficially owned or concerning which there is a right to acquire beneficial ownership by each acquiring party.

(7) A full description of any contracts, arrangements or understandings with respect to any security referred to in subdivision 1 in which any acquiring party 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. The description shall identify the persons with whom the contracts, arrangements or understandings have been entered into.

(8) A description of the purchase of any security referred to in subdivision 1 during the twelve calendar months preceding the filing of the statement by any acquiring party, including the dates of purchase, names of the purchasers, and consideration paid or agreed to be paid therefor.

(9) A description of any recommendations to purchase any security referred to in subdivision 1 made during the twelve calendar months preceding the filing of the statement, by any acquiring party, or by anyone based upon interviews or at the suggestion of such acquiring party.

(10) Copies of all tender offers for, requests or invitations for tenders or exchange offers for, and agreements to acquire or exchange any securities referred to in subdivision 1, and (if distributed) of additional soliciting material relating thereto.

(11) The terms of any agreement, contract or understanding made with any broker-dealer as to solicitation of securities referred to in subdivision 1 for tender, and the amount of any fees, commissions or other compensation to be paid to broker-dealers with regard thereto.

(12) Such additional information as the commissioner may by rule or regulation prescribe as necessary or appropriate for the protection of policyholders and securityholders of the insurer or in the public interest. If the person required to file the statement referred to in subdivision 1 is a partnership, limited partnership, syndicate or other group, the commissioner may require that the information called for in this subdivision shall be given with respect to each partner of such partnership or limited partnership, each member of such syndicate group, and each person who controls such partner or member. If any partner, member or person is a corporation or the person required to file the statement referred to in subdivision 1 is a corporation, the commissioner may require that the information called for in this subdivision shall be given with respect to the corporation, each officer and director of the corporation, and each person who is directly or indirectly the beneficial owner of more than ten percent of the outstanding voting securities of the corporation. If any material change occurs in the facts set forth in the statement filed with the commissioner and sent to the insurer pursuant to this section, an amendment setting forth the change, together with copies of all documents and other material relevant to the change, shall be filed with the commissioner and sent to the insurer within two business days after the person learns of the change. The insurer shall send the amendment to its shareholders.

Subd. 3. Alternative filing. If any offer, request, invitation, agreement or acquisition referred to in subdivision 1 is proposed to be made by means of a registration statement under the Securities Act of 1933 or in circumstances requiring the disclosure of similar information under the Securities Exchange Act of 1934, or under the laws of the state of Minnesota requiring similar registration or disclosure, the person required to file the statement referred to in subdivision 1 may utilize such documents in furnishing the information called for by that statement.

Subd. 4. Approval by commissioner; hearings. (1) Pursuant to the powers granted under section 60A.03, subdivision 2, the commissioner shall approve any acquisition of control unless, after a public hearing, he finds that:

(i) after the change of control the domestic insurer would not be able to satisfy the requirements for the issuance of a license to write the line or lines of insurance for which it is presently licensed;

(ii) the effect of the acquisition of control would be substantially to lessen competition in insurance in this state or tend to create a monopoly;

(iii) the financial condition of any acquiring party is such as might jeopardize the financial stability of the insurer, or prejudice the interest of its policyholders or the interests of any securityholders who are unaffiliated with such acquiring party;

(iv) the terms of the offer, request, invitation, agreement or acquisition are unfair and unreasonable to the securityholders of the insurer;

(v) the plans or proposals which the acquiring party has to liquidate the insurer, sell its assets or consolidate or merge it with any person, or to make any other material change in its business or corporate structure or management, are unfair and unreasonable to policyholders of the insurer and not in the public interest; or

(vi) the competence, experience and integrity of those persons who would control the operation of the insurer are such that it would not be in the interest of policyholders of the insurer and of the public to permit the acquisition of control.

(2) The hearing shall be held within 30 days after the statement is filed, and at least 20 days' notice shall be given by the commissioner to the person filing the statement. Not less than seven days' notice shall be given by the person filing the statement to the insurer and to such other persons as may be designated by the commissioner. The insurer shall give notice of the hearing to its securityholders. The commissioner shall make a determination within 30 days after the conclusion of the hearing. At the hearing, the person filing the statement, the insurer, any person to whom notice of hearing was sent, and any other person whose interests may be affected, shall have the right to present evidence, examine and cross-examine witnesses,

offer oral and written arguments according to the procedure for contested cases under chapter 15. The persons participating may conduct discovery proceedings in the same manner as prescribed for the district courts of this state. All discovery proceedings shall be concluded not later than three days prior to the commencement of the public hearing.

Subd. 5. Mailings to shareholders; payment of expenses. All statements, amendments, or other material filed pursuant to subdivisions 1 or 2, and all notices of public hearings held pursuant to subdivision 4, shall be mailed by the insurer to its shareholders within five business days after receipt by the insurer. The expenses of mailing shall be borne by the person making the filing. As security for the payment of such expenses, the person shall file with the commissioner an acceptable bond or other deposit in an amount to be determined by the commissioner.

Subd. 6. Exemptions. The provisions of this section shall not apply to the acquisition of any voting security

- (1) which immediately prior to the acquisition was not issued and outstanding;
- (2) by will or by the laws of descent and distribution;
- (3) in the regular course of securing or collecting a debt previously contracted in good faith, but any voting security so acquired shall be disposed of within a period of two years from the date on which it was acquired;
- (4) issued by any person which is not either a domestic insurer or engaged primarily in the business of insurance; no person shall be deemed to be engaged primarily in the business of insurance unless 50 percent or more of the gross income received by it and its affiliates during the last fiscal year was derived from the business of insurance;
- (5) by any person engaged in an underwriting of the securities, if the securities are held only for such period of time as will permit the sale thereof on a reasonable basis;
- (6) by reason of a transaction which is subject to the provisions of section 60A.16;
- (7) if, and to the extent, the commissioner has exempted from this section as not being for the purpose of and having the effect of changing or influencing the control of a domestic insurer, or as otherwise not comprehended within the purposes of this section.

Subd. 7. Violations. The following shall be violations of this section:

- (1) The failure to file any statement, amendment, or other material required to be filed pursuant to subdivision 1 or 2; or
- (2) The acquisition or attempted acquisition of control of a domestic insurer unless the commissioner has given his approval.

Subd. 8. Jurisdiction; consent to service of process. The courts of this state are hereby vested with jurisdiction over every person not resident, domiciled, or authorized to do business in this state who files a statement with the commissioner under this section, and over all actions involving such person arising out of violations of this section, and each such person shall be deemed to have appointed the commissioner as his attorney upon whom may be served all lawful process in any action, suit or proceeding arising out of violations of this section. Copies of process shall be served on the commissioner and transmitted by registered or certified mail by the commissioner to such person at his last known address.

[1971 c 288 s 2]

60D.03 REGISTRATION OF INSURERS. Subdivision 1. **Registration.** Every insurer which is authorized to do business in this state and which is a member of an insurance holding company system shall register with the commissioner, except a foreign insurer subject to disclosure requirements and standards adopted by statute or regulation in the jurisdiction of its domicile which are substantially similar to those contained in sections 60D.01 to 60D.13. Any insurer which is subject to registration under this section shall register within 60 days after May 15, 1971, or 15 days after it becomes subject to registration, whichever is later, unless the commissioner for good cause shown extends the time for registration, and then within such extended time. The commissioner may require any authorized insurer which is a member of a holding company system which is not subject to registration under this section to furnish a

copy of the registration statement or other information filed by such insurance company with the insurance regulatory authority of domiciliary jurisdiction.

Subd. 2. Information and form required. Every insurer subject to registration shall file a registration statement on a form provided by the commissioner, containing current information about:

(1) the capital structure, general financial condition, ownership and management of the insurer and the insurer's ultimate holding company;

(2) the identity of every member of the insurance holding company system;

(3) the following agreements in force, relationships subsisting, and transactions currently outstanding between such insurer and its affiliates:

(i) loans, other investments, or purchases, sales or exchanges of securities of the affiliates by the insurer or of the insurer by its affiliates;

(ii) purchases, sales, or exchanges of assets;

(iii) transactions not in the ordinary course of business;

(iv) guarantees or undertakings for the benefit of an affiliate which result in an actual contingent exposure of the insurer's assets to liability, other than insurance contracts entered into in the ordinary course of the insurer's business;

(v) all management and service contracts and all cost sharing arrangements, other than cost allocation arrangements based upon generally accepted accounting principles; and

(vi) reinsurance agreements covering all or substantially all of one or more lines of insurance of the ceding company.

(4) other matters concerning transactions between registered insurers and any affiliates as may be included from time to time in any registration forms adopted or approved by the commissioner.

Subd. 3. Materiality. No information need be disclosed on the registration statement filed pursuant to this section if the information is not material for the purposes of this section. Unless the commissioner by rule, regulation or order provides otherwise, sales, purchases, exchanges, loans, or extensions of credit, or investments, involving one-half of one percent or less of an insurer's admitted assets as of the thirty-first day of December next preceding shall not be deemed material for the purposes of this section.

Subd. 4. Amendments to registration statements. Each registered insurer shall keep current the information required to be disclosed in its registration statement by reporting all material changes or additions on amendment forms provided by the commissioner within such time as he by regulation shall require.

Subd. 5. Termination of registration. The commissioner shall terminate the registration of any insurer which demonstrates that it no longer is a member of an insurance holding company system or which demonstrates that it has filed a substantially similar registration statement in its state of domicile.

Subd. 6. Consolidated filing. The commissioner may require or allow two or more affiliated insurers subject to registration hereunder to file a consolidated registration statement or consolidated reports amending their consolidated registration statement or their individual registration statements.

Subd. 7. Alternative registration. The commissioner may allow an insurer which is authorized to do business in Minnesota and which is part of an insurance holding company system to register on behalf of any affiliated insurer which is required to register and to file all information and material required to be filed under this section.

Subd. 8. Exemptions. The provisions of this section shall not apply to any insurer, information or transaction if and to the extent that the commissioner by rule, regulation or order shall exempt the same from the provisions of this section.

Subd. 9. Disclaimer. Any person may file with the commissioner a disclaimer of affiliation with any authorized insurer or such a disclaimer may be filed by such insurer or any member of an insurance holding company system. The disclaimer shall fully disclose all material relationships and bases for affiliation between the person and the insurer as well as the basis for disclaiming affiliation. After a disclaimer has been filed, the insurer shall be relieved of any duty to register or report under this section which may arise out of the insurer's relationship with the person unless and until

the commissioner disallows the disclaimer. The commissioner shall disallow a disclaimer only after furnishing all parties in interest with notice and opportunity to be heard and after making specific findings of fact to support disallowance.

Subd. 10. **Violations.** The failure to file a registration statement or any amendment thereto required by this section within the time specified for filing shall be a violation of this section.

[1971 c 288 s 3]

60D.04 STANDARDS. Subdivision 1. **Transactions with affiliates.** Material transactions by registered insurers with their affiliates shall be subject to the following standards:

- (1) The terms shall be fair and reasonable;
- (2) The books, accounts and records of each party shall be maintained to clearly and accurately disclose the precise nature and details of the transactions; and
- (3) The insurer's surplus as regards policyholders following any dividends or distributions to shareholder affiliates shall be reasonable in relation to the insurer's outstanding liabilities and adequate to its financial needs.

Subd. 2. **Adequacy of surplus.** For the purposes of sections 60D.01 to 60D.13, in determining whether an insurer's surplus as regards policyholders is reasonable in relation to the insurer's outstanding liabilities and adequate to its financial needs, the following factors, among others, shall be considered:

- (1) The size of the insurer as measured by its assets, capital and surplus, reserves, premium writings, insurance in force and other appropriate criteria;
- (2) The extent to which the insurer's business is diversified among the several lines of insurance;
- (3) The number and size of risks insured in each line of business;
- (4) The extent of the geographical dispersion of the insurer's insured risks;
- (5) The nature and extent of the insurer's reinsurance program;
- (6) The quality, diversification, and liquidity of the insurer's investment portfolio;
- (7) The recent past and projected future trend in the size of the insurer's surplus as regards policyholders;
- (8) The surplus as regards policyholders maintained by other comparable insurers;
- (9) The adequacy of the insurer's reserves.

Subd. 3. **Dividends and other distributions.** No insurer subject to registration under section 60D.03 shall pay any extraordinary dividend or make any other extraordinary distribution to its shareholders until 30 days after the commissioner has received notice of the declaration or during such 30 day period has approved the payment thereof. Any such extraordinary dividend paid or distribution made within the 30 day notice period, or paid or made without first mailing such notice to the commissioner, shall be invalid and shall confer no rights or benefits upon any stockholders.

During such period the commissioner may give notice to the insurer of a hearing to be held not less than ten nor more than 15 days after such notice to determine if the standards required by subdivision 1(3) will be violated by payment of the dividend. The insurer may appear at the hearing by counsel or by its authorized officer and may present such records, books, documents, oral or written arguments and other evidence as it may deem necessary to support the approval of its proposed action. Within 15 days following the hearing the commissioner shall enter his order either approving or disapproving the dividend. The insurer shall be entitled to a copy of the specific findings obtained from the hearing upon which the commissioner shall have based his decision. During the pendency of such hearing and for 15 days thereafter, the insurer shall pay no extraordinary dividends or make no other extraordinary distribution, unless approved and permitted by the commissioner.

In the absence of an order on hearing being entered within the period specified, or in the absence of notice given to hold such a hearing within the period specified, the commissioner shall be deemed to have approved the payment of the dividend.

For the purposes of this section, an extraordinary dividend or distribution includes any dividend or distribution of cash or other property, the fair market value of

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which together with that of other dividends or distributions made within the preceding 12 months exceeds the greater of (i) 15 percent of such insurer's surplus as regards policyholders as of the thirty-first day of December next preceding, or (ii) the net gain from operations of such insurer if a life insurer, or the net investment income, if such insurer is not a life insurer, for the 12 month period ending the thirty-first day of December next preceding, but shall not include pro rata distributions of any class of the insurer's own securities. Nothing in this section shall authorize the payment of any dividend in violation of state law.

[1971 c 288 s 4]

60D.05 EXAMINATION. Subdivision 1. **Power of commissioner.** In addition to the powers which the commissioner has under section 60A.031, the commissioner shall also have the power to order any insurer registered under section 60D.03, to produce such records, books, or other information or papers in possession of the insurer or its affiliates as shall be necessary to ascertain the financial condition or legality of conduct of such insurer. In the event such insurer fails to comply with such order, the commissioner shall have the power to examine such affiliates to obtain such information. The commissioner may exercise his power under this section if the examination of the insurer under section 60A.031, is inadequate or the interests of the policyholders of such insurer may be adversely affected.

Subd. 2. **Expenses.** Each registered insurer producing for examination records, books and papers pursuant to this section shall be liable for and shall pay the expense of such examination in accordance with section 60A.03, subdivision 5.

[1971 c 288 s 5]

60D.06 CONFIDENTIAL TREATMENT. All information, documents and copies thereof obtained by or disclosed to the commissioner or any other person in the course of an examination or investigation made pursuant to section 60D.05, and all information reported pursuant to section 60D.03, shall be given confidential treatment and shall not be subject to subpoena and shall not be made public by the commissioner or any other person, except to insurance departments of other states, without the prior written consent of the insurer to which it pertains unless the commissioner, after giving the insurer and its affiliates who would be affected thereby, notice and opportunity to be heard, determines that the interests of policyholders, shareholders or the public will be served by the publication, in which event he may publish all or any part in such manner as he may deem appropriate.

[1971 c 288 s 6]

60D.07 RULES AND REGULATIONS. The commissioner may in the manner prescribed by chapter 15, issue rules, regulations, and orders as necessary to carry out the provisions of sections 60D.01 to 60D.13.

[1971 c 288 s 7]

60D.08 INJUNCTIONS; PROHIBITIONS AGAINST VOTING SECURITIES; SEQUESTRATION OF VOTING SECURITIES. Subdivision 1. **Injunctions.** Whenever it appears to the commissioner that an insurer or any director, officer, employee or agent thereof has committed or is about to commit a violation of sections 60D.01 to 60D.13 or of any rule, regulation, or order issued by the commissioner, the commissioner may apply to the district court for the county in which the principal office of the insurer is located or if such insurer has no such office in this state then to the district court for Ramsey county for an order enjoining such insurer or such director, officer, employee or agent thereof from violating or continuing to violate sections 60D.01 to 60D.13 or any rule, regulation or order, and for such other equitable relief as the nature of the case and the interests of the insurer's policyholders, creditors and shareholders or the public may require.

Subd. 2. **Voting of securities; when prohibited.** No security which is the subject of any agreement or arrangement regarding acquisition, or which is acquired in contravention of the provisions of sections 60D.01 to 60D.13 or of any rule, regulation or order issued by the commissioner may be voted at any shareholders' meeting, or may be counted for quorum purposes, and any action of shareholders requiring the affirmative vote of a percentage of shares may be taken as though such securities were not issued and outstanding; but no action taken at any such meeting shall be invalidated by the voting of such securities, unless the action would materially affect control of the insurer or unless the courts of this state have so ordered. If an insurer or the com-

missioner has reason to believe that any security of the insurer has been or is about to be acquired in contravention of the provisions of sections 60D.01 to 60D.13 or of any rule, regulation or order issued by the commissioner, the insurer or the commissioner may apply to the appropriate court as designated in subdivision 1, to enjoin any offer, request, invitation, agreement or acquisition made in contravention of section 60D.02 or any rule, regulation, or order issued by the commissioner, to enjoin the voting of any security so acquired, to void any vote of such security already cast at any meeting of shareholders, and for other equitable relief as the nature of the case and the interests of the insurer's policyholders, creditors and shareholders or the public may require.

Subd. 3. Sequestration of voting securities. If a person has acquired or is proposing to acquire any voting securities in violation of sections 60D.01 to 60D.13 or any rule, regulation, or order issued by the commissioner hereunder, the appropriate court as provided in subdivision 1 may, on such notice as the court deems appropriate, upon the application of the insurer or the commissioner, seize or sequester any voting securities of the insurer owned directly or indirectly by such person, and issue such orders with respect thereto as may be appropriate to effectuate the provisions of sections 60D.01 to 60D.13. Notwithstanding any other provisions of law, for the purposes of sections 60D.01 to 60D.13 the situs of the ownership of the securities of domestic insurers shall be deemed to be in this state.

[1971 c 288 s 8]

60D.09 CRIMINAL PROCEEDINGS. Whenever it appears to the commissioner that any insurer or any director, officer, employee or agent thereof has committed a willful violation of sections 60D.01 to 60D.13, the commissioner may cause criminal proceedings to be instituted by the district court for the county in which the principal office of the insurer is located or if such insurer has no such office in the state, then by the district court for Ramsey county against such insurer or the responsible director, officer, employee or agent thereof. Any person who willfully violates sections 60D.01 to 60D.13 shall be guilty, for the first offense, of a misdemeanor, and for each subsequent offense, of a gross misdemeanor.

[1971 c 288 s 9]

60D.10 REVOCATION, SUSPENSION, OR NONRENEWAL OF INSURER'S LICENSE. Whenever it appears to the commissioner that any person has committed a violation of sections 60D.01 to 60D.13 which makes the continued operation of an insurer contrary to the interests of policyholders or the public, the commissioner may, after giving notice and an opportunity to be heard, determine to suspend, revoke or refuse to renew such insurer's license or authority to do business in this state for such period as he finds is required for the protection of policyholders or the public. Any such determination shall be accompanied by specific findings of fact and conclusions of law.

[1971 c 288 s 10]

60D.11 RECEIVERSHIP. Whenever it appears to the commissioner that any person has committed a violation of sections 60D.01 to 60D.13 which so impairs the financial condition of a domestic insurer as to threaten insolvency or make the further transaction of business by it hazardous to its policyholders, creditors, shareholders or the public, the commissioner may proceed as provided in chapter 60B, to take possession of the property of such domestic insurer and to conduct the business thereof.

[1971 c 288 s 11]

60D.12 JUDICIAL REVIEW; MANDAMUS. Subdivision 1. Any person aggrieved by any act, determination, or order or any other action of the commissioner pursuant to sections 60D.01 to 60D.13 may appeal therefrom to the district court for Ramsey county. The court shall conduct its review without a jury and by trial de novo, except that if all parties, including the commissioner, so stipulate, the review shall be confined to the record. Portions of the record may be introduced by stipulation into evidence in a trial de novo as to those parties so stipulating or by either party without stipulation where a witness is not available for trial.

Subd. 2. The filing of an appeal pursuant to this section shall stay the application of any order or other action of the commissioner to the appealing party unless the court, after giving such party notice and an opportunity to be heard, determines that a

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stay would be detrimental to the interests of policyholders, shareholders, creditors or the public.

Subd. 3. Any person aggrieved by any failure of the commissioner to act or make a determination required by this section may petition the district court for Ramsey county for an appropriate writ under chapter 586.

[1971 c 288 s 12]

60D.13 USE OF CONSULTANTS. The commissioner may retain at the filing party's expense such attorneys, actuaries, accountants and other experts not otherwise a part of the commissioner's staff as shall be reasonably necessary to assist in the analysis of filings and the conduct of examinations under sections 60D.02, 60D.03 and 60D.05. Any persons so retained shall be under the direction and control of the commissioner and shall act in a purely advisory capacity.

[1971 c 288 s 13]