
**Rules of
Department of Insurance
Division 200—Financial Examination
Chapter 11—Control and Management of
Insurance Companies**

Title	Page
20 CSR 200-11.100 Insurance Holding Company Registration (Rescinded December 3, 1992).....	3
20 CSR 200-11.101 Insurance Holding Company System Regulation With Reporting Forms and Instructions	3
20 CSR 200-11.150 Dividends	10
20 CSR 200-11.200 Proxies, Consents and Disclosure Requirements	11
20 CSR 200-11.300 Management Contracts to be Filed	16

Title 20—DEPARTMENT OF INSURANCE

Division 200—Financial Examination Chapter 11—Control and Management of Insurance Companies

20 CSR 200-11.100 Insurance Holding Company Registration (Rescinded December 3, 1992)

20 CSR 200-11.101 Insurance Holding Company System Regulation With Reporting Forms and Instructions

PURPOSE: This rule sets forth rules and procedural requirements which the director deems necessary to carry out the provisions of sections 382.010—382.300, RSMo, also referred to as the Act. The information called for by this rule is declared to be necessary and appropriate in the public interest and for the protection of policyholders in this state.

(1) If any provision of this rule, or its application to any person or circumstance, is held invalid, the determination shall not affect other provisions or applications of these rules which can be given effect without the invalid provision or application, and to this end the provisions of this rule are severable.

(2) Forms—General Requirements.

(A) Forms A, B, C and D are intended to be guides in the preparation of the statements required by sections 382.040—382.230, RSMo. They are not intended to be blank forms which are to be filled in. These statements filed shall contain the numbers and captions of all items, but the text of the items may be omitted provided the answers 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 all items or elsewhere, are to be omitted. Unless expressly provided otherwise, if any item is inapplicable or the answer is in the negative, an appropriate statement to that effect shall be made.

(B) Three (3) complete copies of each Form A statement and one (1) copy of each other statement, including exhibits and all other papers and documents filed as a part of it, shall be filed with the director by personal delivery or mail addressed to: Director of Insurance of the State of Missouri, Attention: Chief Financial Examiner, P.O. Box 690, Jefferson City, MO 65102-0690. A copy of Form C shall be filed in each state in which an insurer is authorized to do business, if the director of that state has notified the insurer of its request in writing, in

which case the insurer has fifteen (15) days from receipt of the notice to file that form. At least one (1) of the copies shall be manually signed in the manner prescribed on the form. Unsigned copies shall be confirmed. If the signature of any person is affixed pursuant to a power of attorney or other authority, the power or other authority also shall be filed with the statement.

(C) Statements should be prepared on paper eight and one-half inches by eleven inches (8 1/2" × 11") in size and preferably bound at the top or the top left-hand corner. Exhibits and financial statements, unless specifically prepared for the filing, may be submitted in their original size. All copies of any statement, financial statements or exhibits shall be clear, easily readable and suitable for photocopying. Debits in credit categories and credits in debit categories shall be designed so as to be clearly distinguishable as such on photocopies. 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.

(3) Forms—Incorporation by Reference, Summaries and Omissions.

(A) Information required by any item of Form A, B or D 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, B or D provided that 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 director 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 this material is to be incorporated by reference in answer to the item. Matter shall not be incorporated by reference in any case where the incorporation would render the statement incomplete, unclear or confusing.

(B) 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 this statement, the summary or outline may incorporate by reference particular parts of any exhibit or document currently

on file with the director which was filed within three (3) years and may be qualified in its entirety by that reference. In any case where two (2) or more documents required to be filed as exhibits are substantially identical in all material respects except as to the parties, the dates of execution or other details, a copy of only one (1) of these documents need be filed with a schedule identifying the omitted documents and setting forth the material details in which these documents differ from the documents a copy of which is filed.

(4) Forms—Information Unknown or Unavailable and Extension of Time to Furnish.

(A) Information required need to be given only insofar as it is known or reasonably available to the person filing the statement. If any required information is unknown and not reasonably available to the person filing, either because the obtaining would involve unreasonable effort or expense, or because it rests peculiarly within the knowledge of another person not affiliated with the person filing, the information may be omitted, subject to the following conditions:

1. The person filing shall give information on the subject as s/he possesses or can acquire without unreasonable effort or expense, together with his/her sources; and

2. The person filing shall include a statement either showing that unreasonable effort or expense would be involved or indicating the absence of any affiliation with the person within whose knowledge the information rests and stating the result of a request made to that person for the information.

(B) If it is impractical to furnish any required information, document or report at the time it is required to be filed, it may be filed with the director as a separate document by—

1. Identifying the information, document or report in question;

2. Stating why the filing at the time required is impractical; and

3. Requesting an extension of time for filing the information, document or report to a specified date. The request for extension shall be deemed granted unless the director, within sixty (60) days after receipt, enters an order denying the request.

(5) Forms—Additional Information and Exhibits. In addition to the information expressly required to be included in Forms A, B, C and D, there shall be added further material information, if any, as may be necessary to make the information contained not misleading. The person filing also may file these exhibits as s/he may desire in addition to those expressly required by the statement. These exhibits shall be so marked as to



indicate clearly the subject matters to which they refer. Changes to Forms A, B, C or D 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.

(6) Definitions.

(A) The Act means sections 382.010—382.300, RSMo.

(B) Executive officer means chief executive officer, chief operating officer, chief financial officer, treasurer, secretary, controller and any other individual performing functions corresponding to those performed by the foregoing officers under whatever title.

(C) Foreign insurer shall include an alien insurer except where clearly noted otherwise.

(D) Ultimate controlling person means that person which is not controlled by any other person.

(E) Unless the context otherwise requires, other terms found in these rules and in section 382.010 of the Act are used as defined in section 382.010, RSMo. Other nomenclature or terminology is according to the Insurance Code, or industry usage if not defined by the Code.

(7) Subsidiaries of Domestic Insurers. The authority to invest in subsidiaries under section 382.020 of the Act is in addition to any authority to invest in subsidiaries which may be contained in any other provision of the Insurance Code.

(8) Acquisition of Control—Statement Filing. A person required to file a statement pursuant to sections 382.040 and 382.050 of the Act shall furnish the required information on Form A, which follows this rule.

(9) Amendments to Form A. The applicant shall promptly advise the director of any changes in the information so furnished on Form A arising subsequent to the date upon which that information was furnished but prior to the director's disposition of the application.

(10) Acquisition of Section 382.040 Insurers.

(A) If the person being acquired is deemed to be a domestic insurer solely because of the provisions of section 382.040 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.

(B) Where a section 382.040 insurer is being acquired, references to the insurer contained in Form A shall refer to both the domestic subsidiary insurer and the person being acquired.

(11) Annual Registration of Insurers—Statement Filing. An insurer required to file an annual registration statement pursuant to sections 382.100—382.160 of the Act shall furnish the required information on Form B, which follows this rule.

(12) Summary of Registration—Statement Filing. An insurer required to file an annual registration statement pursuant to section 382.100—382.160 of the Act is also required to furnish the information required on Form C, which follows this rule. 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 director of that state.

(13) Alternative and Consolidated Registrations.

(A) Any authorized insurer may file a registration statement on behalf of any affiliated insurer(s) which is required under sections 382.100—382.160 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 the insurer is not authorized to do business in this state. In lieu of a registration statement on Form B, 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—

1. The statement or report contains substantially similar information required to be furnished on Form B; and

2. The filing insurer is the principal insurance company in the insurance holding company system.

(B) The question of whether the filing insurer is the principal insurance company in the insurance holding company system is a question of fact and an insurer filing a registration statement or report in lieu of Form B 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.

(C) With the prior approval of the director, an unauthorized insurer may follow any of the procedures which could be done by an authorized insurer under subsection (13)(A).

(D) Any insurer may take advantage of the provisions of section 382.140 or 382.150 of the Act without obtaining the prior approval of the director. The director, however, reserves the right to require individual filings if s/he deems the filings necessary in the interest of clarity, ease of administration or the public good.

(14) Disclaimers and Termination of Registration.

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

1. The number of authorized, issued and outstanding voting securities of the subject;

2. With respect to the person whose control is denied and all affiliates of that 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 the shares concerning which there is a right to acquire, directly or indirectly;

3. All material relationships and bases for affiliation between the subject and the person whose control is denied and all affiliates of that person;

4. A statement explaining why the person should not be considered to control the subject.

(B) A request for termination of registration shall be deemed to have been granted unless the director, within thirty (30) days after s/he receives the request, notifies the registrant otherwise.

(15) Transactions Subject to Prior Notice—Notice Filing. An insurer required to give notice of a proposed transaction pursuant to section 382.195 of the Act shall furnish the required information on Form D, which follows this rule.

(16) Extraordinary Dividends and Other Distributions.

(A) Requests for approval of extraordinary dividends or any other extraordinary distribution to shareholders shall include the following:

1. The amount of the proposed dividend;

2. The date established for payment of the dividend;

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

4. A copy of the calculations determining that the proposed dividend is extraordinary. The work paper shall include the following information:

A. The amounts, dates and form of payment of all dividends or distributions (including regular dividends but excluding distributions of the insurer's own securities) paid within the period of twelve (12) consecutive months ending on the date fixed for payment of the proposed dividend for which approval is sought and commencing on the day after the same day of the same month in the last preceding year;

B. Surplus as regards policyholders (total capital and surplus) as of December 31 next preceding;

C. If the insurer is a life insurer, the net gain from operations for the twelve (12)-month period ending December 31 next preceding; and

D. If the insurer is not a life insurer, the net investment income for the twelve (12)-month period ending December 31 next preceding and the two (2) preceding twelve (12)-month periods;

5. A balance sheet and statement of income for the period intervening from the last annual statement filed with the director and the end of the month preceding the month in which the request for dividend approval is submitted; and

6. A brief statement as to the effect of the proposed dividend upon the insurer's surplus and the reasonableness of surplus in relation to the insurer's outstanding liabilities and the adequacy of surplus relative to the insurer's financial needs.

(B) Subject to section 382.210 of the Act, each registered insurer shall report to the director all dividends and other distributions to shareholders within fifteen (15) business days following the declaration, including the same information required by subparagraphs (16)(A)4.A.—D.

(17) Adequacy of Surplus. The factors set forth in section 382.200 of the Act are not intended to be an exhaustive list. In determining the adequacy and reasonableness of an insurer's surplus no single factor is necessarily controlling. The director, instead, will consider the net effect of all of these factors plus other factors bearing on the financial condition of the insurer. In comparing the surplus maintained by other insurers, the director will consider the extent to which each of these factors varies from company-to-company and in determining the quality and liquidity of investments in subsidiaries, the director will consider the individual subsidiary and may discount or disallow its valuation to the extent that the individual investments so warrant.

FORM A

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 Department of

(State of domicile of insurer being acquired)

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. Identify 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 (5) years or for lesser period as the applicant person and any of its 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 of list 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 (1/2) of one percent (1%) of the total assets of the ultimate controlling person affiliated with the applicant. Indicate in the 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 of such control. As to each person specified in such chart or listing indicate the type of organization (for example, corporation, trust, partnership) and the state or other jurisdiction of domicile. If court proceedings involving a reorganization or liquidation are pending with respect to any such person, and set forth the title of the court, nature of proceedings and the date when commenced.

Item 3. Identify 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 ten percent (10%) of 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 the employment is carried on;

(c) Material occupations, positions, offices or employment during the last five (5) years, giving the starting and ending dates of each and the name, principal business and address of any business operation or other corporation 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 the licensing or registration, and an explanation of any surrender, revocation, suspension or disciplinary proceedings in connection with the licensing or registration;

(d) Whether or not such person has ever been convicted in a criminal proceeding (excluding minor traffic violations) during the last ten (10) years and, if so, give the date, nature of conviction, name and location of court, 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 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 to the transaction, 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 of the lender to remain confidential, s/he must specifically request that the identity be kept confidential.

Item 5. Future Plans of 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 Understanding 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. This description shall identify the persons with whom the 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. during the twelve (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. State whether any 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 twelve (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 as to solicitation of voting

securities of the insurer for tender and the amount of any fees, commission or other compensation to be paid to broker-dealers with regard thereto.

Item 12. Financial Statements and Exhibits.

(a) Attach financial statements and exhibits 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(c) for the preceding five (5) fiscal years (or for a lesser period as the applicant and its affiliates and any predecessors of the applicant shall have been in existence), and similar information covering the period from the end of the person's last fiscal year, if this information is available. These statements may be prepared on either an individual basis or, unless the director otherwise requires, on a consolidated basis if consolidated statements are prepared in the usual course of business.

(c) The annual financial statements of the applicant shall be accompanied by the certificate of an independent public accountant to the effect that the 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.

(d) 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 (2) fiscal years, and any additional documents or papers required by Form A or 20 CSR 200-11.101(2) and (4).

Item 13. Signature and Certification.

Signature and certification required as follows:

SIGNATURE _____

Pursuant to the requirements of sections 382.040—382.060 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 _____, 19_____.

(SEAL)

(Name of Applicant)

by

(Name)

(Title)

Attest:

(Signature of Officer)

(Title)

CERTIFICATION

The undersigned deposes and says that s/he has duly executed the attached application dated _____, 19_____, for and on behalf of _____;

(Name of Applicant)

that s/he is the _____
(Title of Officer)

of _____
(Name of 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)



FORM B

**Insurance Holding Company System
Annual Registration Statement**

Filed with the Insurance Department of
the state of _____

By _____

(Name of Registrant)

On behalf of following insurance companies:
Name Address

Date _____, 19____

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

Item 1. Identity and Control of Registrant.

Furnish the exact name of each insurer registering or being registered (after this 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.

Furnish a chart or listing clearly presenting the identities of and interrelationships among all affiliated persons with the insurance holding company system. No affiliate need be shown its total assets are equal to less than one-half (1/2) of one percent (1%) of the total assets of the ultimate controlling person within the insurance holding company system unless it has assets valued at or exceeding (insert amount). 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 the control. As to each person specified or listing indicate the type of organization (for

example, 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, that is, corporation, partnership, individual, trust, etc;
- (e) The principal business of the person;
- (f) The name and address of any person who holds or owns ten percent (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; and
- (g) If court proceedings involving 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/her principal occupation and all offices and positions held during the past five (5) years, and any conviction of crimes other than minor traffic violations during the past ten (10) years.

Item 5. Transactions 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 the stock, of any subsidiary or controlling affiliate, or both, 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 sections 382.100—382.160 of the Act.

Sales, purchases, exchanges, loans or extension of credit, investments or guarantees involving one-half (1/2) of one percent (1%) of less the registrant's admitted assets as of the 31st day of December next preceding shall not be deemed material. (Note: the director by rule or order may provide otherwise.)

The description shall be in a manner as to permit the proper evaluation by the director, and shall include at least the following: the nature and purpose of the transaction, the nature and amounts of any payments or transfers of assets between the parties, the identity of all parties to such transaction, and 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 the 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 to the prosecutions or proceedings; 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 or 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 statement shall include the annual financial statements of the ultimate controlling person in the holding company system as of the end of the person's latest fiscal year.

(c) 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. These financial statements may be prepared on either an individual basis, or unless the director otherwise requires, on a consolidated basis if such consolidated statements are prepared in the usual course of business.

(d) Unless the director otherwise permits, the annual financial statements shall be accompanied by the certificate of an independent public accountant to the effect that these 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 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.

(e) Exhibits shall include copies of the latest annual reports to shareholders of the ultimate controlling person and proxy materials used by the ultimate controlling person; and any additional documents or papers required by Form B or 20 CSR 200-11.101(2) and (4).

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 sections 382.100—382.160 of the Act, the Registrant has caused this annual registration statement to be duly signed on its behalf in the City of

_____ and the State of _____ on the _____

_____ day of _____, 19_____.

(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 _____, 19_____, for and on behalf of _____;

(Name of Officer)

that s/he is the _____

(Title of Officer)

of _____
(Name of 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)

FORM C

Summary of Registration

STATEMENT

Filed with the Insurance Department of the State of _____

By _____

(Name of Registrant)

On behalf of following insurance companies:
Name Address

Date _____, 19_____

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 proper evaluation by the director, and shall include specific references to Item numbers in the annual registration statement and to the terms contained in the statement.

Changes occurring under Item 2. of Form B insofar as changes in the percentage of each class of voting securities held by each affiliate is concerned, need only be included where such changes are ones which result in ownership or holdings of ten percent (10%) or 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 next time, made a director or executive officer of the ultimate controlling person; a director or executive officer terminates his/her responsibilities with the ultimate controlling person; or in the event an individual is named president of the ultimate controlling person.

If a transaction disclosed on the prior year's annual registration statement has been changed, the nature of this 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