

STATE OF NEW JERSEY
DEPARTMENT OF BANKING AND INSURANCE

IN THE MATTER OF FILINGS REQUIRED)
BY N.J.S.A. 17:27A-1 ET SEQ. AS) ORDER
AMENDED BY P.L. 2014, c. 81)

This matter having been opened by the Commissioner of the Department of Banking and Insurance (“the Commissioner”) pursuant to N.J.S.A. 17:1C-1 et seq., and 17:27A-1 et seq., and all powers expressed or implied therein; and

IT APPEARING that P.L. 2014, c. 81, enacted December 26, 2014, amends N.J.S.A. 17:27A-1 et seq., which regulates insurance holding company systems in this State. The amendments conform New Jersey’s laws with the amendments to the Model Insurance Holding Company Systems Act adopted by the National Association of Insurance Commissioners (“NAIC”) in 2010 and are required for state insurance departments to maintain NAIC accreditation; and

IT FURTHER APPEARING that the Department of Banking and Insurance (“the Department”) intends to propose amendments to the existing rules implementing N.J.S.A. 17:27A-1 et seq., originally adopted in 1993, to reflect the amendments to the statute referenced above and to conform the rules to the current NAIC Model Insurance Holding Company System Regulation, which amendments also are required to be adopted for state insurance departments to maintain NAIC accreditation; and

IT FURTHER APPEARING that the proposed amendments will include changes to the existing required form filings (Forms A through E) and new Form F related to Enterprise Risk

Reports, which the Commissioner may require to be filed pursuant to N.J.S.A. 17:27A-2b(12) and which must be filed pursuant to N.J.S.A. 17:27A-3k; and

IT FURTHER APPEARING that, pending proposal and adoption of these changes, the Department believes that it is reasonable and appropriate to provide guidance to insurers and other entities subject to N.J.S.A. 17:27A-1 et seq. at this time with respect to the required form filings to reflect the requirements of the statute and the current national standard as adopted by the NAIC;

NOW, THEREFORE IT IS on this 1st day of April 2015 ORDERED that:

1. Any entity required to make any filings pursuant to N.J.S.A. 17:27A-1 et seq. (commonly referred to as Forms A through F) shall use the forms as set forth in Exhibits A through F in the Appendix attached hereto and made a part hereof until superseded by the adoption of amendments to N.J.A.C. 11:1-35; and

2. Failure to comply with the terms of this Order shall result in the imposition of penalties as authorized by law.

4-1-15
Date



Kenneth E. Kobylowski
Commissioner

APPENDIX

EXHIBIT A

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 the State of NEW JERSEY

Dated:, 20.....

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 inter-relationships among the applicant and all affiliates of the applicant, regardless of the amount of the affiliate's total assets. Indicate in such chart or listing the percentage of voting securities of each such person which is owned or controlled by the applicant or by any other such person. If control of any person is maintained other than by the ownership or control of voting securities, indicate the basis 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, indicate which person, and set forth the title of the court, nature of proceedings and the date when commenced.

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

On the biographical affidavit, include third-party background check, and state the following with respect to (1) the applicant if (s)he is an individual; (2) all persons who are directors, executive officers or owners of 10 percent or more of the voting securities of the

applicant if the applicant is not an individual; (3) all general partners of the applicant if the applicant is a limited partnership; or (4) all members of the applicant if the applicant is a limited liability company.

(a) Name and business address;

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

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

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

The information set forth above shall be submitted in the form of the biographical affidavit adopted by the National Association of Insurance Commissioners. However, the applicant may file for the public record as part of the Form A statement a biographical affidavit excluding the individual's Social Security number and residence addresses, provided that a complete biographical affidavit is filed with the Department that contains the individual's Social Security number and residence addresses for the Department's review. When a biographical

affidavit excluding the individual's Social Security number and residence address is filed, the complete biographical affidavit also filed shall not be deemed part of the public record, and shall be confidential and not subject to public inspection or copying pursuant to the Open Public Records Act, N.J.S.A. 47:1A-1 et seq.

ITEM 4. NATURE, SOURCE AND AMOUNT OF CONSIDERATION

(a) Describe the nature, source and amount of funds or other consideration 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 thereto, the relationship, if any, between the borrower and the lender, the amounts borrowed or to be borrowed, and copies of all agreements, promissory notes and security arrangements relating thereto.

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

(c) If the source of the consideration is a loan made in the lender's ordinary course of business and if the applicant wishes the identity of the lender to remain confidential, 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 determined. A copy of the final executed purchase agreement shall also be attached to this statement, unless the insurer being acquired is in rehabilitation. In such a case, a copy of the draft purchase agreement shall nevertheless be attached, which shall reflect the general terms for the purchase as agreed to by the parties as of the date of the filing.

ITEM 7. OWNERSHIP OF VOTING SECURITIES

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

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

Give a full description of any contracts, arrangements or understandings with respect to any voting security of the insurer in which the applicant, its affiliates or any person listed in Item 3 is involved, including but not limited to transfer of any of the securities, joint ventures, loan or option arrangements, puts or calls, guarantees of loans, guarantees against loss or guarantees of

profits, or the giving or withholding of proxies. Such description shall identify the persons with whom such contracts, arrangements or understandings have been entered into.

ITEM 9. RECENT PURCHASES OF VOTING SECURITIES

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

ITEM 10. RECENT RECOMMENDATIONS TO PURCHASE

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

ITEM 11. AGREEMENTS WITH BROKER-DEALERS

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

ITEM 12. FINANCIAL STATEMENTS AND EXHIBITS

(a) Financial statements and exhibits, and three-year financial projections of the insurer(s) shall be attached to this statement as an appendix, but list under this item the financial statements and exhibits so attached.

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

The annual financial statements of the applicant shall be accompanied by the certificate of an independent public accountant to the effect that such statements present fairly the financial position of the applicant and the results of its operations for the year then ended, in conformity with generally accepted accounting principles or with requirements of insurance or other accounting principles prescribed or permitted under law. In the case of annual statements for individuals, in lieu of an annual statement certified by an independent certified public accountant, the Commissioner may accept annual statements for individuals that conform with the Institute of Certified Public Accountants Guidelines for Financial Compilation, or such similar guidelines acceptable to the Commissioner.

Financial statements for individuals shall consist of: (1) a balance sheet showing the status of the individual's assets and liabilities and equity (net worth) as of year end for each of

the preceding five years; and (2) a statement of income or statement of revenue and expenses for the same period. The statements shall include the total assets and total liabilities, and shall accurately reflect the net income, of the individual for each of the preceding five years. Financial statements of individuals shall be confidential and not subject to public inspection or copying pursuant to the Open Public Records Act, N.J.S.A. 47:1A-1 et seq., shall not be subject to subpoena, and shall not be made public by the Commissioner or any other person without the prior written consent of the individual, except pursuant to an order of a court of competent jurisdiction. The Department shall promptly notify any person affected thereby of the application for such an order.

If the applicant is an insurer which is actively engaged in the business of insurance, the financial statements need not be certified, provided they are based on the Annual Statement of such person filed with the insurance department of the person's domiciliary state and are in accordance with the requirements of insurance or other accounting principles prescribed or permitted under the law and regulations of such state.

(c) File as exhibits copies of all tender offers for, requests or invitations for, tenders of, exchange offers for, and agreements to acquire or exchange any voting securities of the insurer and (if distributed) of additional soliciting material relating thereto, any proposed employment, consultation, advisory or management contracts concerning the insurer, annual reports to the stockholders of the insurer and the applicant for the last two fiscal years, and any additional documents or papers required by Form A or N.J.A.C. 11:1-35.3.

ITEM 13. AGREEMENT REQUIREMENTS FOR ENTERPRISE RISK MANAGEMENT

Applicant agrees to provide, to the best of its knowledge and belief, the information required by Exhibit F in the Appendix, incorporated herein by reference, within 15 days after the end of the month in which the acquisition of control occurs.

ITEM 14. ACKNOWLEDGEMENT OF PROVISION OF ENTERPRISE RISK INFORMATION

Applicant agrees that it will provide the annual enterprise risk report, specified in N.J.S.A. 17:27A-3k, so long as control exists. Applicant also acknowledges that applicant and all subsidiaries within control of the insurance holding company system will provide information to the Commissioner upon request as necessary to evaluate enterprise risk to the insurer and/or entity subject to N.J.S.A. 17:27A-1 et seq.

ITEM 15. SIGNATURE AND CERTIFICATION

Signature and certification required as follows:

SIGNATURE

Pursuant to the requirements of N.J.S.A. 17:27A-2 has caused this application to be duly signed on its behalf in the City of and State of on the day of, 20.....

(SEAL)
Name of Applicant

BY
(Name) (Title)

Attest:
(Signature of Officer)

.....
(Title)

CERTIFICATION

The undersigned deposes and says that (s)he has duly executed the attached application dated, 20....., for and on behalf of;
(Name of Applicant)

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

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

(Signature)

(Type or print name beneath)

EXHIBIT B

FORM B

INSURANCE HOLDING COMPANY SYSTEM ANNUAL REGISTRATION STATEMENT

Filed with the Insurance Department of the State of NEW JERSEY

By

.....

Name of Registrant

On Behalf of Following Insurance Companies

Name

Address

.....
.....
.....
.....

Date:, 20.....

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

.....
.....
.....

ITEM 1. IDENTITY AND CONTROL OF REGISTRANT

Furnish the exact name of each insurer registering or being registered (hereinafter called "the Registrant"), the home office address and principal executive offices of each; the date on

which each Registrant became part of the insurance 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 within the insurance holding company system, regardless of the amount of the affiliate's total assets. The chart or listing should show the percentage of each class of voting securities of each affiliate which is owned, directly or indirectly, by another affiliate. If control of any person within the system is maintained other than by the ownership or control of voting securities, indicate the basis of such control. As to each person specified in such chart or listing indicate the type of organization (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 10 percent or more of any class of voting security, the class of such security, the number of shares held of record or known to be beneficially owned, and the percentage of class so held or owned.

(g) If court proceedings 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

If the ultimate controlling person is a corporation, an organization, a limited liability company, or other legal entity, furnish the following information for the directors and executive officers of the ultimate controlling person: the individual's name and address, his or her principal occupation and all offices and positions held during the past five years, and any conviction of crimes other than minor traffic violations. If the ultimate controlling person is an individual, furnish the individual's name and address, his or her principal occupation and all offices and positions held during the past five years, and any conviction of crimes other than minor traffic violations.

Include a statement that the insurer's board of directors is responsible for and oversees corporate governance and internal controls and that the insurer's officers or senior management have approved, implemented, and continue to maintain and monitor corporate governance and internal control procedures.

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:

- (1) Loans, other investments, or purchases, sales or exchanges of securities of the affiliates by the Registrant or of the Registrant by its affiliates;
- (2) Purchases, sales or exchanges of assets;
- (3) Transactions not in the ordinary course of business;
- (4) 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;
- (5) All management agreements, service contracts and all cost-sharing arrangements;
- (6) Reinsurance agreements;
- (7) Dividends and other distributions to shareholders, including the declarations and authorizations thereof;
- (8) Consolidated tax allocation agreements; and
- (9) Any pledge of the Registrant's stock and/or of the stock of any subsidiary or controlling affiliate, for a loan made to any member of the insurance holding company system.

No information need be disclosed if such information is not material.

Sales, purchases, exchanges, loans or extensions of credit, investments, guarantees or other contingent obligations involving 0.5 percent or less of the Registrant's admitted assets as of the 31st day of December next preceding shall not be deemed material.

The description shall be in a manner as to permit the proper evaluation thereof by the Commissioner, and shall include at least the following: the nature and purpose of the transaction,

the nature and 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 such litigation or proceedings is or was pending:

(a) Criminal prosecutions or administrative proceedings by any government agency or authority which may be relevant to the trustworthiness of any party thereto; and

(b) Proceedings which may have a material effect upon the solvency or capital structure of the ultimate controlling person including, but not necessarily limited to, bankruptcy, receivership or other corporate reorganizations.

ITEM 7. STATEMENT REGARDING PLAN OR SERIES OF TRANSACTIONS

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

ITEM 8. FINANCIAL STATEMENTS AND EXHIBITS

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

(b) If the ultimate controlling person is a corporation, an organization, a limited liability company, or other legal entity, the financial statements shall include the annual financial statements of the ultimate controlling person in the insurance holding company system as of the end of the person's latest fiscal year.

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

Other than with respect to the foregoing, such financial statement shall be filed in a standard form and format adopted by the National Association of Insurance Commissioners, unless an alternative form is accepted by the Commissioner. Documentation and financial statements filed with the Securities and Exchange Commission or audited GAAP financial statements shall be deemed to be an appropriate form and format for such statements.

Unless the Commissioner otherwise permits, the annual financial statements shall be accompanied by the certificate of an independent public accountant to the effect that such statements present fairly the financial position of the ultimate controlling person and the results of its operations for the year 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 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.

Any ultimate controlling person who is an individual may file personal financial statements that are reviewed rather than audited by an independent public accountant. The review shall be conducted in accordance with standards for review of personal financial statements published in the Personal Financial Statements Guide by the American Institute of Certified Public Accountants. Personal financial statements shall be accompanied by the independent public accountant's Standard Review Report stating that the accountant is not aware of any material modifications that should be made to the financial statements in order for the statements to be in conformity with generally accepted accounting principles.

(c) Exhibits shall include copies of the latest annual reports to shareholders of the ultimate controlling person and proxy material used by the ultimate controlling person, and any additional documents or papers required by Form B or N.J.A.C. 11:1-35.3.

(d) Upon request of the Department, the financial statements of any and all affiliates within an insurance holding company of the registered insurer shall be provided pursuant to N.J.S.A. 17:27A-3b(5).

ITEM 9. FORM C REQUIRED

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

ITEM 10. STATEMENT REGARDING CORPORATE GOVERNANCE, INTERNAL CONTROLS, AND ENTERPRISE RISK

The insurer shall furnish a statement that the insurer’s board of directors is responsible for and oversees corporate governance and internal controls and that the insurer’s officers or senior management have approved, implemented and continue to maintain and monitor corporate governance and internal control procedures. The insurer shall also furnish a statement that the ultimate controlling person of the insurer has simultaneously filed an Enterprise Risk Report with its lead state Commissioner, if applicable, and identify the lead state.

ITEM 11. SIGNATURE AND CERTIFICATION

Signature and certification required as follows:

SIGNATURE

Pursuant to the requirements of N.J.S.A. 17:27A-3 the Registrant has caused this annual registration to be duly signed on its behalf in the City of and State of on the day of, 20.....

(SEAL)
Name of Registrant

BY
(Name) (Title)

Attest:
(Signature of Officer)
.....

(Title)

CERTIFICATION

The undersigned deposes and says that (s)he has duly executed the attached annual Registration statement dated, 20....., for and on behalf of; (Name of Company)

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

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

(Signature)

(Type or print name beneath)

EXHIBIT C

FORM C

SUMMARY OF CHANGES TO REGISTRATION STATEMENT

Filed with the Insurance Department of the State of New Jersey

BY

.....

Name of Registrant

On Behalf of the Following Insurance Companies

Name

Address

.....
.....
.....
.....

Date:, 20.....

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

.....
.....
.....

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

specific reference to Item numbers in the annual registration statement and to the terms contained therein.

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

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

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

SIGNATURE AND CERTIFICATION

Signature and certification required as follows:

SIGNATURE

Pursuant to the requirements of N.J.S.A. 17:27A-3, the Registrant has caused this summary of registration statement to be duly signed on its behalf in the City of and State of on the day of, 20.....

(SEAL)
Name of Registrant

BY
(Name) (Title)

Attest:
(Signature of Officer)
.....
(Title)

CERTIFICATION

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

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

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

(Signature)

(Type or print name beneath)

EXHIBIT D

FORM D

PRIOR NOTICE OF A TRANSACTION

Filed with the Insurance Department of the State of NEW JERSEY

By

.....
Name of Registrant

On Behalf of Following Insurance Companies

Name

Address

.....
.....
.....
.....

Date:, 20....

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

.....
.....
.....

ITEM 1. IDENTITY OF PARTIES TO TRANSACTION

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

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

ITEM 2. DESCRIPTION OF THE TRANSACTION

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

- (a) A statement as to whether notice is being given pursuant to N.J.S.A. 17:27A-4a(2)(a), a(2)(b), a(2)(c), a(2)(d), a(2)(e), a(2)(f), or a(2)(g).
- (b) A statement of the nature of the transaction.
- (c) A statement of how the transaction meets the "fair and reasonable" standard of N.J.S.A. 17:27A-4a(1)(a).
- (d) The proposed effective date of the transaction.

ITEM 3. SALES, PURCHASES, EXCHANGES, LOANS, EXTENSIONS OF CREDIT, GUARANTEES OR OTHER CONTINGENT OBLIGATIONS, INVESTMENTS OR LOANS COLLATERALIZED BY THE STOCK OF A SUBSIDIARY OR AFFILIATE

Furnish a brief description of the amount and source of funds, securities, property or other consideration for the sale, purchase, exchange, loan, extension of credit, guarantee or other contingent obligation, investment, or loan collateralized by the stock of a subsidiary or affiliate; whether any provision exists for purchase by the insurer filing notice, by any party to the transaction, or by any affiliate of the insurer filing notice; a description of the terms of any securities being received, if any; and a description of any other agreements relating to the transaction such as contracts or agreements for services, consulting agreements and the like. If the transaction involves other than cash, furnish a description of the consideration, its cost and its fair market value, together with an explanation of the basis for evaluation.

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

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

No notice need be given if the maximum amount which can at any time be outstanding or for which the insurer can be legally obligated under the loan, extension of credit or guarantee is

less than (a) in the case of non-life insurers, the lesser of 3 percent of the insurer's admitted assets or 25 percent of surplus as regards policyholders or, (b) in the case of life insurers, 3 percent of the insurer's admitted assets, each as of the 31st day of December next preceding.

ITEM 4. LOANS OR EXTENSIONS OF CREDIT TO A NONAFFILIATE

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

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

ITEM 5. REINSURANCE

If the transaction is a reinsurance agreement or modification thereto, as described in N.J.S.A. 17:27A-4a(2)(c)(ii), or a reinsurance agreement or modification thereto, as described in N.J.S.A. 17:27A-4a(2)(c)(i), furnish a description of the known and/or estimated amount of liability to be ceded and/or assumed in each calendar year, the period of time during which the agreement will be in effect, and a statement whether an agreement or understanding exists between the insurer and non-affiliate to the effect that any portion of the assets constituting the consideration for the agreement will be transferred to one or more of the insurer's affiliates. Furnish a brief description of the consideration involved in the transaction, and a brief statement as to the effect of the transaction upon the insurer's surplus.

No notice need be given for reinsurance agreements or modifications thereto if the reinsurance premium or a change in the insurer's liabilities, or the projected reinsurance premium or change in the insurer's liabilities in any of the next three years, in connection with the reinsurance agreement or modification thereto is less than 5 percent of the insurer's surplus as regards policyholders, as of the 31st day of December next preceding. Notice shall be given for all reinsurance pooling agreements, including modifications thereto.

ITEM 6. MANAGEMENT AGREEMENTS, SERVICE CONTRACTS, TAX ALLOCATION AGREEMENTS, AND COST-SHARING ARRANGEMENTS

For management and service contracts, furnish:

(a) A brief description of the managerial responsibilities, or services to be performed.

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

For tax allocation agreements, furnish:

(a) A brief description of the tax allocation agreement, including identification of the affiliates that are party to the agreement, an explanation of the tax effects on the holding company as a whole and each affiliate party, and the duration of the agreement.

For cost-sharing arrangements, furnish:

- (a) A brief description of the purpose of the agreement.
- (b) A description of the period of time during which the agreement is to be in effect.
- (c) A brief description of each party's expenses or costs covered by the agreement.
- (d) A brief description of the accounting basis to be used in calculating each party's costs under the agreement.
- (e) A brief statement as to the effect of the transaction upon the insurer's policyholder surplus.
- (f) A statement regarding the cost allocation methods that specifies whether proposed charges are based on "cost or market." If market based, the rationale for using market instead of cost, including justification for the company's determination that amounts are fair and reasonable.
- (g) A statement regarding compliance with the NAIC Accounting Practices and Procedure Manual regarding expense allocation.

ITEM 7. GUARANTEES WHEN MADE BY A DOMESTIC INSURER

If a guarantee is being provided to an affiliate within a holding company system by a domestic insurer that either:

(a) exceeds the lesser of one-half of one percent (.5%) of the insurer's admitted assets or ten percent (10%) of surplus as regards policyholders as of the 31st day of December next preceding; or

(b) is not quantifiable as to amount;

then the domestic insurer shall furnish:

(i) A brief statement describing the guarantee, including a quantification of the amount if calculable;

(ii) A description of what specific circumstances can trigger payment under the guarantee;

(iii) An explanation of the affiliate's purpose and/or need for the guarantee;

(iv) Identification of the length of the guarantee and how it can be terminated;

(v) Any other pertinent information.

ITEM 8. DIRECT OR INDIRECT ACQUISITION OR INVESTMENTS

If a direct or indirect acquisition or investment in a person that controls the insurer or in an affiliate of the insurer in an amount which, together with the acquiring party's present

holdings in such investments, exceeds two and one-half percent (2.5%) of the insurer's surplus to policyholders, then the insurer shall furnish:

- (a) A statement describing the acquisition, including:
 - (i) the nature of the acquisition/investment;
 - (ii) the party being acquired/invested in;
 - (iii) the acquiring party;
 - (iv) the nature and amount of consideration for the acquisition/investment;
 - (v) any other information required by the Department.

This requirement shall not apply if the acquisition/investment is subject to the requirements of N.J.S.A. 17:27A-2.

ITEM 9. SIGNATURE AND CERTIFICATION

Signature and certification required as follows:

SIGNATURE

Pursuant to the requirements of N.J.S.A. 17:27A-4, has caused this notice to be duly signed on its behalf in the City of and State of on the day of, 20.....

(SEAL)
Name of Applicant

BY
(Name) (Title)

Attest:
(Signature of Officer)
.....
(Title)

CERTIFICATION

The undersigned deposes and says that (s)he has duly executed the attached notice dated
....., 20...., for and on behalf of;
(Name of Applicant)

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

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

(Signature)

(Type or print name beneath)

EXHIBIT E

FORM E

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

.....
Name of Applicant

.....
Name of Other Person
Involved in Merger or Acquisition

Filed with the Insurance Department of

.....

Dated:, 20.....

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

.....
.....
.....
.....

ITEM 1. NAME AND ADDRESS

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

ITEM 2. NAMES AND ADDRESSES OF AFFILIATED COMPANIES

State the names and addresses of the persons affiliated with those listed in Item 1. Describe their affiliations.

ITEM 3. NATURE AND PURPOSE OF THE PROPOSED MERGER OR ACQUISITION

State the nature and purpose of the proposed merger or acquisition.

ITEM 4. NATURE OF BUSINESS

State the nature of the business performed by each of the persons identified in response to Item 1 and Item 2.

ITEM 5. MARKET AND MARKET SHARE

State specifically what market and market share in each relevant insurance market the persons identified in Item 1 and Item 2 currently enjoy in this State. Provide historical market and market share data for each person identified in Item 1 and Item 2 for the past five years and identify the source of such data. Provide a determination as to whether the proposed acquisition or merger, if consummated, would violate the competitive standards of the State as stated in N.J.S.A. 17:27A-4.1. If the proposed acquisition or merger would violate competitive standards, provide justification of why the acquisition or merger would not substantially lessen competition or create a monopoly in the State.

For purpose of this question, market means direct written insurance premium in this State for a line of business as contained in the annual statement required to be filed by insurers licensed to do business in this State.

EXHIBIT F

FORM F

ENTERPRISE RISK REPORT

Filed with the Insurance Department of the State of _____

By

Name of Registrant/Applicant

On Behalf of/Related to Following Insurance Companies

Name

Address

.....
.....
.....
.....

Date:, 20....

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

.....
.....
.....

ITEM 1. ENTERPRISE RISK

The Registrant/Applicant, to the best of its knowledge and belief, shall provide information regarding the following areas that could produce enterprise risk as defined in N.J.S.A. 17:27A-11, provided such information is not disclosed in the Insurance Holding Company System Annual Registration Statement filed on behalf of itself or another insurer for which it is the ultimate controlling person:

- (a) Any material developments regarding strategy, internal audit findings, compliance or risk management affecting the insurance holding company system;
- (b) Acquisition or disposal of insurance entities and reallocating of existing financial or insurance entities within the insurance holding company system;
- (c) Any changes of shareholders of the insurance holding company system exceeding 10 percent or more of voting securities;
- (d) Developments in various investigations, regulatory activities or litigation that may have a significant bearing or impact on the insurance holding company system;
- (e) Business plan of the insurance holding company system and summarized strategies for next 12 months;
- (f) Identification of material concerns of the insurance holding company system raised by supervisory college, if any, in last year;
- (g) Identification of insurance holding company system capital resources and material distribution patterns;
- (h) Identification of any negative movement, or discussions with rating agencies which may have caused, or may cause, potential negative movement in the credit ratings and

individual insurer financial strength ratings assessment of the insurance holding company system (including both the rating score and outlook);

(i) Information on corporate or parental guarantees throughout the holding company and the expected source of liquidity should such guarantees be called upon; and

(j) Identification of any material activity or development of the insurance holding company system that, in the opinion of senior management, could adversely affect the insurance holding company system.

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

ITEM 2: OBLIGATION TO REPORT.

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

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