

**FORM B – INSTRUCTIONS
FOR INSURANCE HOLDING COMPANY SYSTEM
ANNUAL REGISTRATION STATEMENT
PURSUANT TO § 38.2-1329 OF THE CODE OF VIRGINIA.**

[Note: The following form and instructions pertain to rules regarding Insurance Holding Companies at **14 VAC 5-260** of the Virginia Administrative Code issued by the Virginia State Corporation Commission for entities subject to regulation through the Bureau of Insurance.]

I. Regulation as to Use of Form B.

(1) Form B shall be used by an insurer (Registrant) required to file a statement with the Commission pursuant to § 38.2-1329 of the Code of Virginia. The Registrant's initial registration statement, prepared in the format of Form B, shall be filed with the Commission within 15 days after the Registrant becomes subject to registration under § 38.2-1329 of the Code of Virginia. Annually thereafter by April 30 of each year, but dated as of the end of the previous calendar year, the Registrant shall file a completely restated up-to-date registration statement in the format designated on Form B, with amendments consolidated therein. Disclosures which may be filed in the format of Form A, D, E or F shall be filed in such formats. Filings made in the format of Form A, D, E or F may be deemed amendments filed in the Form B format when accompanied by certification under oath or affirmation that the transaction reported on such Form A, D, E or F has been consummated. If the Commission's approval of the transaction is required by the Act, the certification shall state also that consummation was pursuant to terms and agreements approved by the Commission. All other amendments shall be filed in the format required by Form B, provided that all such amendments, and any confirmation certification, shall include a cover which commences: "Amendment No. to" and shall indicate as its "Date," the date of the amendment and not the date of the original filing.

(2) Information required by and filed in the format of Form B shall receive confidential treatment pursuant to § 38.2-1333 of the Code of Virginia. The Registrant may request in writing that specific documents incorporated by reference, including any exhibits attached to and filed with the Form B statement, similarly receive confidential treatment.

II. Preparation of Statement. This form is not to be used as a blank form to be filled in, but only as a guide in the preparation of the statement. The statement shall contain the numbers and captions of all items, but the text of the items may be omitted provided the answers thereto are prepared in such a manner as to indicate clearly the scope and coverage of the items. All instructions, whether appearing under the items of the form or elsewhere therein, are to be omitted. Unless expressly provided otherwise, if any item is inapplicable or the answer thereto is in the negative, an appropriate statement to that effect shall be made.

III. Number of Copies; Signatures.

(1) The original and one copy of each statement, including exhibits and all other papers and documents filed as a part thereof, shall be filed with the Commission by personal delivery or mail addressed to: State Corporation Commission, Bureau of Insurance, ATTN: Financial Regulation Division, P.O. Box 1157, Richmond, VA 23218 (Tyler Building - 6th Floor, 1300 East Main Street, 23219).

(2) At least one copy of each statement filed with the Commission shall be manually signed in the manner prescribed by this form. Unsigned copies shall be conformed.

(3) If the signature of any person is affixed pursuant to a power of attorney or other similar authority, a copy of such power of attorney or other authority shall also be filed with the statement.

IV. Requirements as to Printing and Language.

(1) Statements should be prepared on paper 8 1/2"x11" in size and preferably bound at the top or the top left-hand corner. All pages should be sequentially numbered. Exhibits and financial statements, unless specifically prepared for the filing, may be submitted in their original size.

(2) All copies of any filed statements, papers or documents shall be clear, easily readable and suitable for photocopying. Debits in credit categories and credits in debit categories shall be designated so as to be clearly distinguishable as such on photocopies.

(3) 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.

(4) Any amendments to the application that include the refiling of original documents in their entirety shall be "red-lined" or otherwise marked to reflect all changes made by the amendment.

V. Additional Information and Exhibits.

(1) In addition to the information expressly required to be included in the statement there shall be added such further material information, if any, as may be necessary to make the information contained therein not misleading.

(2) The Registrant may file such exhibits as it may desire in addition to those expressly required by the statement. Such exhibits shall be so marked as to indicate clearly the subject matters to which they refer.

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

(1) The Registrant shall give such information on the subject as it possesses or can acquire without unreasonable effort or expense, together with the sources thereof; and

(2) The Registrant 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 such person for the information.

VII. Incorporation by Reference.

(1) Information required by any item of this statement may be incorporated by reference in answer or partial answer to any other item.

(2) Information contained in a statement filed pursuant to the Securities Act of 1933, the Securities Exchange Act of 1934 or disclosure and information contained in any financial statement, annual report, proxy statement, any other document filed with a governmental authority, or any other document may be incorporated by reference in answer or partial answer to any item of this statement, provided such information substantially satisfies the requirements of this statement and copies of all documents containing such information are attached as exhibits to this statement. Excerpts of documents may be filed as exhibits if the documents are extensive.

(3) Material incorporated by reference shall be clearly identified in the reference. An express statement that the specified matter is incorporated by reference shall be made at the particular place in the application where the information is required. Matter shall not be incorporated by reference in any case where such incorporation would render the statement incomplete, unclear or confusing.

(4) Documents incorporated by reference which are currently on file with the Commission and which were filed within three years need not be attached as exhibits unless the Commission specifically requests otherwise. References to information contained in exhibits or in documents already on file shall clearly identify the material and shall specifically indicate that such material is to be incorporated by reference in answer to the item. The Commission may at any time in its discretion require the filing of copies of any omitted documents.

VIII. Summaries or Outlines of Documents. Where an item requires a summary or outline of the provisions of any document, only a brief statement shall be made as to the pertinent provisions of the document. In addition to such statement, the summary or outline may incorporate by reference particular parts of any exhibit or document currently on file with the

Commission which was filed within three years and may be qualified in its entirety by such reference.

IX. Omission of Substantially Identical Documents. In any case where two or more documents required to be filed as exhibits are substantially identical in all material respects except as to the parties thereto, the dates of execution, or other details, the person filing need file a copy of only one of such documents with a schedule identifying the omitted documents and setting forth the material details in which cited documents differ from filed documents. The Commission may at any time in its discretion require the filing of copies of any omitted documents.

X. Extension of Time for Furnishing Information. If it is impractical to furnish any required information, document or report at the time it is required to be filed, the Registrant may file with the Commission as a separate document an application (i) identifying the information, document or report in question, (ii) stating why the filing thereof at the time required is impractical, and (iii) 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 Commission, within 30 days after receipt thereof enters an order denying the request.

The cover page for a Form B filing shall contain one of the following headings:

- Initial Filing:
**INSURANCE HOLDING COMPANY SYSTEM
INITIAL REGISTRATION STATEMENT**
- Amendments, if filed in the first year of registration prior to filing of a restatement due under 14 VAC 5-260 on or before April 30:
**Amendment No. _____ to
INSURANCE HOLDING COMPANY SYSTEM
INITIAL REGISTRATION STATEMENT**
- Restatement due 4/30:
**INSURANCE HOLDING COMPANY SYSTEM
ANNUAL REGISTRATION STATEMENT**
restated as of 12/31/ _____
- Amendments:
**Amendment No. _____ to
INSURANCE HOLDING COMPANY SYSTEM
ANNUAL REGISTRATION STATEMENT**
brought current from 12/31/ _____

The heading is to be followed by the following data:

filed with the
**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION
Bureau of Insurance**

DATE: _____

by

Name of Registrant

On Behalf of the Following Insurance Companies

Name

NAIC No.

Dom. State

Name	NAIC No.	Dom. State
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Name	NAIC No.	Dom. State
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Name, Title, Address and Telephone Number of Individual to Whom Notices and Correspondence Concerning this Statement Should be Addressed:

FORM B

ITEM 1. IDENTITY AND CONTROL OF REGISTRANT

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

ITEM 2. ORGANIZATIONAL CHART

Furnish a chart or listing clearly presenting the identities of and interrelationships among all affiliated persons within the insurance holding company system. Show the Federal Employers Identification No. for each listed person. Also identify each insurer as such and list its NAIC Company Code. All affiliated non-insurers must be shown. The chart or listing should show the percentage of each class of voting securities of each affiliate which is owned, directly or indirectly, by another affiliate. If control of any person within the system is maintained other than by the ownership or control of voting securities, indicate the basis of such control. As to each person specified in such chart or listing indicate the type of organization (e.g., corporation, trust, partnership) and the state or other jurisdiction of domicile.

ITEM 3. THE ULTIMATE CONTROLLING PERSON

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

- (a) Name.
- (b) Home office address.
- (c) Principal executive office address.

- (d) The organizational structure of the person, i.e., corporation, partnership, individual, trust, etc.
- (e) The principal business of the person.
- (f) The capital structure of the person, including the type and number of shares issued and whether such shares are outstanding.
- (g) 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 state whether or not such person has filed a disclaimer of affiliation as to such ownership interests pursuant to § 38.2-1329 I of the Code of Virginia.
- (h) 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 or her principal occupation and all offices and positions held during the past five years, and any conviction of crimes (excluding minor traffic violations) during the past ten years.

ITEM 5. TRANSACTIONS AND AGREEMENTS

Briefly describe the following agreements in force, relationships subsisting 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 or other third party 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 and service contracts and all cost-sharing arrangements;
- (f) Reinsurance agreements or other risk-sharing arrangements;

- (g) Dividends and other distributions to shareholders;
- (h) Consolidated tax allocation agreements; and
- (i) Any pledge or hypothecation 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.

Unless the Commission provides otherwise by rule, order or regulation, no information need be disclosed for sales, purchases, exchanges, loans or extensions of credit, investments or guarantees involving the lesser of (i) one-half of 1% (0.5%) of the Registrant's admitted assets or (ii) five percent (5.0%) of the Registrant's surplus to policyholders, as of the 31st day of December next preceding, unless such sale or other transaction is one of a series of transactions, occurring within a 12-month period, that are sufficiently similar in nature as to be reasonably construed as a single transaction and that in the aggregate exceed the minimum limits herein provided.

The Commission must be notified, in writing within 30 days, of an investment in any one corporation when the total investment in that corporation, by the insurance holding company system, exceeds 10% of that corporation's voting securities. (§ 38.2-1330 D of the Code of Virginia)

The description shall be in a manner as to permit the proper evaluation thereof by the Commission, and shall include at least the following:

- (j) The nature and purpose of the transaction,
- (k) The nature and amounts of any payments or transfers of assets between the parties,
- (l) The identity of all parties to such transaction, and
- (m) The relationship of the affiliated parties to the Registrant.

ITEM 6. LITIGATION OR ADMINISTRATIVE PROCEEDINGS

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

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

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

ITEM 7. STATEMENT REGARDING PLAN OR SERIES OF TRANSACTIONS

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

ITEM 8. FINANCIAL STATEMENTS AND EXHIBITS

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

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

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

- (c) Exhibits shall include:
 - i. The most recent annual report to shareholders of the ultimate controlling person;
 - ii. The latest proxy material used by the ultimate controlling person;

- iii. The most recent annual financial audit report prepared by an independent public accountant including, if available, individual audit reports of any affiliated domestic insurers;
- iv. All reports submitted to the Securities and Exchange Commission during the preceding year, including, but not limited to, Forms 8K, 10K and 10Q; and
- v. Any additional documents or papers required by this Form B.

ITEM 9. FORM C REQUIRED

A Form C, Summary of Registration Statement, must be prepared and filed with the Registrant's initial Form B filing. A Form C filing shall also be filed with the Form B filing due from each Registrant, pursuant to 14 VAC 5-260-60 of the Virginia Administrative Code, within 120 days of the end of the calendar year.

ITEM 10. SIGNATURE AND OATH

- (a) Signature and oath shall be in the following form for Registrant's initial registration statement and all amendments filed in the format of Form B:

SIGNATURE

Pursuant to the requirements of § 38.2-1329 of the Code of Virginia and 14 VAC 5-260 of the Virginia Administrative Code, the Registrant has caused this application to be duly signed on its behalf in the City/County of _____ and State of _____ on the ___ day of _____, 20__.

(SEAL)

Name of Registrant
By: _____
(Name) (Title)

Attest:

Title: _____

OATH

The undersigned deposes and says that (s)he has duly executed the attached application dated _____, 20 ____, for and on behalf of _____,
(name of applicant company)
that (s)he is the _____ of such company; and that
(title of officer)

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

(Signature)

(Type or print name beneath signature)

Subscribed and sworn to before me this ____ day of _____, 20__.

(SEAL)

Notary Public in and for the
City/County of _____
State of _____

My commission expires on the ____ day of _____, 20__.

(b) Signature and oath shall be as follows when treating other form filings as amendments to a Form B filing:

SIGNATURE AND OATH

Pursuant to the requirements of §§ 38.2-1329 E and 38.2-1331 D of the Code of Virginia and 14 VAC 5-260 of the Virginia Administrative Code, the undersigned deposes and says that the transaction described in the Form ____ filing dated _____, 20__, filed by _____, and approved on _____ by the Bureau of Insurance State Corporation Commission for the Commonwealth of Virginia (Commission) was consummated, as approved by the Commission, on _____, 20__.

The undersigned further deposes and says:

(i) That (s)he is authorized to execute and file this certification with the Commission as an amendment to the Form B Registration Statement filed by _____

(Registrant)
on behalf of _____ (the insurance company);

(ii) That (s)he is familiar with the transaction, such instruments and the contents thereof, and that the facts therein set forth and herein certified are true to the best of his/her knowledge, information and belief;

(iii) That (s)he is the _____ of such Registrant.

(Title of Officer)

(Signature)

(Type or print name beneath)

Subscribed and sworn to before me this ____ day of _____, 20__.

(SEAL)

Notary Public in and for the

City/County of _____

State of _____

My commission expires on the ____ day of _____, 20__.