

## Chapter Ins 40

### INSURANCE HOLDING COMPANY SYSTEM REGULATION

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**Note:** The annual registration requirements under this chapter first apply after December 31, 1993.

#### Subchapter I—Insurance Holding Company Standards

**Ins 40.01 Definitions.** In this chapter, unless the context otherwise requires:

(1) “Acquiring person” means each person by whom or on whose behalf a merger or other acquisition of control is to be effected.

(2) “Affiliate” has the meaning provided under s. 600.03 (1), Stats.

(3) “Commissioner” means the commissioner of insurance of this state, the deputy commissioner, or the office of the commissioner of insurance of this state, as appropriate.

(4) “Control” has the meaning provided under s. 600.03 (13), Stats.

(5) “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 one of those positions under whatever title.

(6) “Insurance holding company system” means 2 or more persons who are affiliates, one or more of which is an insurer.

(7) “Insurer” has the meaning provided under s. 600.03 (27), Stats.

(8) “Policyholder surplus” means capital and surplus.

(9) “Security holder” means a person who owns any security of a person, including, but not limited to, common stock, preferred stock, debt obligations or any other security convertible into or evidencing the right to acquire stock or debt obligations.

(10) “State of domicile” means the state where an insurer is domiciled or, for an alien insurer, its port of entry state.

(11) “Subsidiary” of a person means a person which is controlled, directly or indirectly through one or more intermediaries, by the first person.

(12) “Ultimate controlling person” means a person who is not controlled by any other person.

(13) “Voting security” includes, but is not limited to, any security convertible into or evidencing a right to acquire a voting security.

**History:** Cr. Register, July, 1993, No. 451, eff. 8-1-93; correction in (12) made under s. 13.93 (2m) (b) 12., Stats., Register, June, 1997, No. 498.

**Ins 40.02 Acquisition of control of or merger with domestic insurer.** (1) FILING REQUIREMENTS. (a) Except as provided under par. (b), no person, other than the insurer, may:

1. Make a tender offer for, request or invitation for, tenders of, or enter into any agreement to exchange securities for, seek to acquire, or acquire, in the open market or otherwise, any voting

security of a domestic insurer if after the consummation of the offer, request, invitation, agreement or acquisition, the person would, directly or indirectly, or by conversion or by exercise of any right to acquire, be in control of the insurer; or

2. Enter into an agreement to merge with or otherwise to acquire or attempt to acquire control of a domestic insurer or any person having control of a domestic insurer.

(b) A person is not subject to par. (a), only if:

1. The person first files the information required under sub. (2) with the commissioner and sends a copy of the information to the domestic insurer; and

2. The offer, request, invitation, agreement or acquisition has been approved by the commissioner under ss. 611.72, 611.73, 612.21, 612.22, 613.72, or 614.73, Stats., and 617.21, Stats.

(c) For purposes of this section “domestic insurer” includes any person having control of a domestic insurer. This section does not apply to a person who is a securities broker holding, in the usual and customary securities broker’s function, less than 20% of the voting securities of an insurer or of any person which controls an insurer.

(2) CONTENT OF STATEMENT. Except as provided under sub. (5), a person required to file under sub. (1) shall file the following information, using form A in the appendix to this chapter, in a sworn statement:

(a) For each acquiring person:

1. The acquiring person’s name and address;

2. If the acquiring person is an individual, his or her principal occupation and all offices and positions held during the past 5 years, any conviction of crimes other than traffic violations not involving death or injury during the past 10 years and all relevant information regarding any occupational license or registration; and

3. If the acquiring person is not an individual, a report of the nature of its business operations during the past 5 years or for the lesser period that the acquiring person and any predecessors of the acquiring person have been in existence, if shorter, an informative description of the business intended to be done by the acquiring person and the acquiring person’s subsidiaries, and a list of all individuals who are or who have been selected to become directors or executive officers of the acquiring person, or who perform or will perform functions similar to those positions. The list shall include for each individual the information required by subs. 1. and 2.

(b) The source, nature and amount of the consideration used or to be used in effecting the merger or other acquisition of control, a description of any transaction from which funds were or are to be obtained for that purpose, including any pledge of the insurer’s stock, or the stock of any of its subsidiaries or affiliates which control the insurer, the criteria used in determining the nature and amount of consideration and the identity of persons furnishing the consideration.

(c) Fully audited financial information as to the earnings and financial condition of each acquiring person for the preceding 5 fiscal years of each acquiring person or for the period the acquiring person and any predecessors of the acquiring person have been in existence, if shorter, and similar unaudited information as of a date not earlier than 90 days prior to the filing of the statement.

(d) Any plans or proposals which any acquiring person is considering to liquidate, to sell assets of, or to merge or consolidate the insurer or to make any other material change in the insurer's business or corporate structure or management.

(e) The number of shares of any security which each acquiring person proposes to acquire; 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.

(f) The amount of each class of any security which is beneficially owned or concerning which there is a right to acquire beneficial ownership by any acquiring person.

(g) A full description of any contracts, arrangements or understandings with respect to any security in which any acquiring person is involved, including, but not limited to, transfer of any of the securities, joint ventures, loan or option arrangements, puts or calls, guarantees of loans, guarantees against loss or guarantees of profits, division of losses or profits, or the giving or withholding of proxies. The description shall identify the persons with whom the contracts, arrangements or understandings have been entered into.

(h) A description of the purchase of any security of the entity to be acquired during the 12 calendar months preceding the filing of the statement by any acquiring person, including the dates of purchase, names of the purchasers and consideration paid or agreed to be paid.

(i) A description of any recommendations to purchase any security made during the 12 calendar months preceding the filing of the statement by any acquiring person, or by anyone at the suggestion of the acquiring person.

(j) Copies of all tender offers for, requests or invitations for, tenders of, exchange offers for, or agreements to acquire or exchange any securities, and, if distributed, of additional soliciting material relating to those offers, requests, invitations or agreements.

(k) The term of any agreement, contract or understanding made with or proposed to be made with any broker-dealer as to solicitation of securities for tender, and the amount of any fees, commissions or other compensation to be paid to broker-dealers relating to the solicitation.

**(3) PARTNERS AND STOCKHOLDERS.** If the person required to file under sub. (1) is a partnership, limited partnership, syndicate or other group, the commissioner may require that the information required under sub. (2) be given with respect to each partner of the partnership or limited partnership, each member of the syndicate or group, and each person who controls the partner or member. If any partner, member or person is a corporation or the person required to file under sub. (1) is a corporation, the commissioner may require that the information required under sub. (2) be given with respect to the corporation, each officer and director of the corporation, and each person who is directly or indirectly the beneficial owner of more than 10% of the outstanding voting securities of the corporation.

**(4) MATERIAL CHANGES.** A person required to file under sub. (1) shall file an amendment to the filing if any material change occurs in the facts set forth in a statement previously filed with the commissioner. The person shall include in the amendment a description of the change and copies of all documents and other material relevant to the change. The amendment shall be filed with the commissioner and sent to the insurer within 2 business days after the person learns of the change.

**(5) ALTERNATIVE FILING MATERIALS.** If any offer, request, invitation, agreement or acquisition is proposed to be made by means

of a registration statement under the Securities Act of 1933 or in circumstances requiring the disclosure of information under the Securities Exchange Act of 1934, or under a state law requiring similar registration or disclosure, the person required to file information under sub. (1) may utilize those documents to furnish the information required to be filed under sub. (2).

**History:** Cr. Register, July, 1993, No. 451, eff. 8-1-93.

**Ins 40.03 Registration. (1) REGISTRATION.** (a) Except as provided under par. (b), every insurer which is authorized to do business in this state and which is a member of an insurance holding company system, and every person having or attempting to acquire control of such an insurer, shall register with the commissioner.

(b) This subsection does not apply to a person, foreign insurer or alien insurer which is exempt from registration under s. 617.11 (2), Stats., unless otherwise ordered by the commissioner. An insurer may register on behalf of a person having or attempting to acquire control of the insurer or on behalf of an insurer which is an affiliate of the insurer. Lack of knowledge that an insurer has not registered on behalf of the person or affiliate or that the registration is incomplete or inaccurate is not a defense for the person or affiliate.

**(2) TIME FOR FILING.** Any person which is subject to registration under this section shall register within 15 days after it becomes subject to registration, and annually by June 1 of each subsequent year for the immediately preceding calendar year, unless the commissioner for good cause shown extends the time for registration, and then within the extended time.

**(3) INFORMATION AND FORM REQUIRED.** Every person subject to registration shall file the registration statement on the forms prescribed under s. Ins 40.15, and it shall contain the following information which is current on the date of filing:

(a) The capital structure, general financial condition, ownership and management of the insurer and any person having control of the insurer;

(b) The identity and relationship of every member of the insurance holding company system except affiliates whose total assets are less than the lesser of .5% of the total assets of the ultimate controlling person or \$10 million;

(c) The following agreements in force, and transactions currently outstanding or which have occurred during the immediately preceding calendar year between the insurer and its affiliates:

1. Loans, extensions of credit, other investments, or purchases, sales or exchanges of securities of the affiliates by the insurer or of the insurer by its affiliates;
2. Purchases, sales or exchange 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 insurer's assets to liability, other than insurance contracts entered into in the ordinary course of the insurer's business;
5. All management agreements, exclusive agent agreements, service contracts and all cost-sharing arrangements;
6. Reinsurance agreements;
7. Dividends and other distributions to shareholders; and
8. Consolidated tax allocation agreements.

(d) Any pledge of the insurer's stock, including stock of any subsidiary or affiliate having control of the insurer, for a loan made to any member of the insurance holding company system;

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

**(4) SUMMARY OF REGISTRATION STATEMENT.** All registration statements shall contain a summary on form C contained in the

appendix to this chapter outlining all items in the current registration statement representing changes from the prior registration statement.

(5) **MATERIALITY.** No information need be disclosed on the registration statement required under this section if the information is not material for the purposes of this section. Any transaction related to a management, exclusive agency or similar agreement or which is a service contract or cost-sharing arrangement is a material transaction. Any other transaction subject to sub. (3) is a material transaction if it involves or exposes to risk in a single transaction or group or series of related transactions an amount which is more than .5% of the insurer's admitted assets as of the 31st day of December of the immediately preceding calendar year, unless the commissioner by order provides otherwise.

(6) **AFFILIATE TO PROVIDE INFORMATION.** A person within an insurance holding company system which includes an insurer subject to registration shall provide to the insurer any information which is reasonably necessary to enable the insurer to comply with this chapter and ch. 617, Stats. The person shall provide complete and accurate information.

(7) **CONSOLIDATED FILING.** The commissioner may require or allow 2 or more insurers which are affiliates subject to registration to file a consolidated registration statement.

**History:** Cr. Register, July, 1993, No. 451, eff. 8-1-93.

**Ins 40.04 Standards for transactions within a holding company system.** (1) **TRANSACTIONS WITHIN A HOLDING COMPANY SYSTEM.** An insurer, or affiliate of an insurer, which is required to register under s. Ins 40.03 may not enter directly or indirectly into a transaction between the insurer and the affiliate unless the insurer and affiliate:

(a) Comply with s. 617.21 (1), Stats., and sub. (6);

(b) Expenses incurred and payment received for the transaction are allocated to the insurer in conformity with customary insurance accounting practices consistently applied; and

(c) The books, accounts and records of each party to the transaction clearly and accurately disclose the nature and details of the transaction including the accounting information which is necessary to support the reasonableness of the charges or fees to the respective parties.

(2) **TRANSACTIONS REQUIRED TO BE REPORTED AND SUBJECT TO DISAPPROVAL.** A domestic insurer, and a person attempting to acquire control of a domestic insurer, or an affiliate of a domestic insurer, which directly or indirectly is involved in or benefits from, a transaction, shall report, under s. 617.21 (2), Stats., each of the following transactions to the commissioner in writing at least 30 days before the domestic insurer enters into the transaction, unless the commissioner in writing approves a shorter period:

(a) Sales, purchases, exchanges, loans, extensions of credit, guarantees, or investments involving the domestic insurer and an affiliate or a person attempting to acquire control of the domestic insurer if the transactions are equal to or exceed the lesser of 2% of the domestic insurer's admitted assets or 10% of policyholder surplus as of the 31st day of December of the immediately preceding calendar year;

(b) Loans or extensions of credit or guarantees to any person who is not an affiliate, where the domestic insurer makes loans, extensions of credit or guarantees with the agreement or understanding that the proceeds of the transactions or benefit of the guarantees, in whole or in significant part, directly or indirectly, are to be used to make loans or extensions of credit to, to purchase assets of, or to make investments in, any affiliate of the domestic insurer making the loans, extensions of credit, or guarantee, or any person attempting to acquire control of the insurer, if the transactions are equal to or exceed the lesser of 2% of the domestic insurer's admitted assets or 10% of policyholder surplus as of the 31st day of December of the immediately preceding calendar year;

(c) Reinsurance agreements, or modifications to reinsurance agreements, which involve a domestic insurer and either an affiliate or a person attempting to acquire control of the domestic insurer in which the reinsurance premium or a change in the insurer's liabilities equals or exceeds 5% of the insurer's policyholder surplus, as of the 31st day of December of the immediately preceding calendar year, including, but not limited to, those agreements which may require as consideration the transfer of assets from an insurer to a nonaffiliate, if an agreement or understanding exists between the insurer and nonaffiliate that any portion of the assets will be transferred to one or more affiliates of the insurer;

(d) All management agreements, exclusive agency agreements, service contracts or cost-sharing arrangements which involve a domestic insurer and either an affiliate or a person attempting to acquire control of the domestic insurer;

(e) A transaction not in the ordinary course of business which involves a domestic insurer and either an affiliate of, or a person attempting to acquire control of, a domestic insurer and which involves or exposes to risk an amount equal to or exceeding the lesser of 2% of the domestic insurer's admitted assets or 10% of policyholder surplus as of the 31st day of December of the immediately preceding calendar year; and

(f) Any material transactions which the commissioner requires to be reported by order.

(3) **ILLEGAL TRANSACTIONS NOT AUTHORIZED.** This section does not authorize or permit any transaction which would be otherwise contrary to law.

(4) **GROUP OR SERIES OF RELATED TRANSACTIONS.** For the purpose of applying sub. (2), a group or series of related transactions shall be treated as if they are a single transaction.

(5) **SUBTERFUGE PROHIBITED.** A domestic insurer, person attempting to acquire control of a domestic insurer, person having control of a domestic insurer or affiliate of a domestic insurer may not enter into transactions which are part of a group or series of transactions if the purpose of those separate transactions is to attempt to avoid a threshold amount under this chapter.

(6) **DISAPPROVAL.** Transactions subject to reporting under sub. (2) may be disapproved by the commissioner under s. 617.21 (3), Stats. No person may enter into or assent to a transaction that is disapproved by the commissioner or which is subject to reporting under sub. (2) but not reported.

(7) **INSURER MAY REPORT ON BEHALF OF AFFILIATE OR PERSON ATTEMPTING TO ACQUIRE CONTROL.** A domestic insurer may file a report under sub. (2) on behalf of its affiliate or of the person attempting to acquire control of the insurer. Lack of knowledge that an insurer has not reported on behalf of the affiliate or person or that the report is incomplete or inaccurate is not a defense for the affiliate or person attempting to acquire control of the insurer.

**History:** Cr. Register, July, 1993, No. 451, eff. 8-1-93.

**Ins 40.05 Privileged information.** The information required to be filed with the commissioner under s. Ins 40.02 is required under s. 601.42, Stats., and the commissioner may keep it confidential under s. 601.465, Stats.

**History:** Cr. Register, July, 1993, No. 451, eff. 8-1-93.

## Subchapter II—Insurance Holding Company Systems—Reporting Forms

**Ins 40.11 Instructions.** (1) **GENERAL.** Forms A, B, C, and D contained in the appendix to this chapter are intended to be guides in the preparation of the statements required by subch. I of this chapter. They are not intended to be blank forms which are to be filled in. The 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 the form or elsewhere therein, 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.

**(2) FILING FORMAT AND PROCEDURE.** (a) One complete copy of each statement, including exhibits and all other papers and documents filed as a part of the statement, shall be filed with the commissioner. A copy of form C shall be filed in each state in which an insurer is authorized to do business, if the commissioner of that state has notified the insurer of its request in writing, in which case the insurer has 15 days from receipt of the notice to file such form. At least one of the copies shall be manually signed in the manner prescribed on the form. Unsigned copies shall be conformed. If the signature of any person is affixed pursuant to a power of attorney or other similar authority, a copy of the power of attorney or other authority shall also be filed with the statement.

(b) Statements shall be prepared on paper 8 1/2x 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 designated 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 shall be converted into United States currency.

**History:** Cr. Register, July, 1993, No. 451, eff. 8-1-93.

**Ins 40.12 Forms—incorporation by reference, summaries and omissions.** **(1) INCORPORATION BY REFERENCE.** Information required by any item of form A, form B or form 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, form B or form D provided the 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 commissioner which were filed within 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 the 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.

**(2) SUMMARY.** 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 the statement, the summary or outline may incorporate by reference particular parts of any exhibit or document currently on file with the commissioner which was filed within 3 years and may be incorporated in its entirety by the reference. In any case where 2 or more documents required to be filed as exhibits are substantially identical in all material respects except as to the parties to the documents, the dates of execution, or other details, a copy of only one of the documents need be filed with a schedule identifying the omitted documents and setting forth the material details in which such documents differ from the documents, a copy of which is filed.

**History:** Cr. Register, July, 1993, No. 451, eff. 8-1-93.

**Ins 40.13 Forms—information unknown or unavailable and extension of time to furnish.** **(1) UNKNOWN OR UNAVAILABLE INFORMATION.** Information required to be submitted under this chapter need be given only insofar as it is known or reasonably available to the person filing the statement. If any required information is unknown or not reasonably available to

the person filing, either because obtaining it would involve unreasonable effort or expense, or because it rests peculiarly within the knowledge of another person who is not an affiliate of the person filing, the information may be omitted, subject to the following conditions:

(a) The person filing shall give the information on the subject as it possesses or can acquire without unreasonable effort or expense, together with the sources of the information; and

(b) 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 the person for the information.

**(2) EXTENSION.** If it is impractical to furnish any required information, document or report at the time it is required to be filed, the person required to file may file with the commissioner a separate document:

(a) Identifying the information, document or report in question;

(b) Stating why the filing at the time required is impractical; and

(c) Requesting an extension of time for filing the information, document or report to a specified date.

**(3) TIME TO ALLOW.** A request for extension shall be deemed granted unless the commissioner within 60 days after receipt of a complete request enters an order denying the request.

**History:** Cr. Register, July, 1993, No. 451, eff. 8-1-93.

**Ins 40.14 Forms—additional information and exhibits.** **(1) SUPPLEMENTAL INFORMATION.** In addition to the information expressly required to be included in form A, form B, form C and form D contained in the appendix to this chapter, the person required to file shall add the further material information, if any, which is necessary to make the information contained in the statements accompanying the forms not misleading. The person filing may also file such exhibits as it may desire in addition to those expressly required by the statement. Those exhibits shall be so marked as to indicate clearly the subject matters to which they refer.

**(2) CHANGES.** Changes to forms A, B, C or D shall be submitted as required under ss. Ins 40.02 (4), 40.04 (2) and 40.13 (2) and shall include on the top of the cover page the phrase: "Change No. to" and indicate the date of the change and not the date of the original filing.

**History:** Cr. Register, July, 1993, No. 451, eff. 8-1-93.

**Ins 40.15 Registration form.** A person required to file a registration statement under this chapter shall furnish the required information on form B and on form C contained in the appendix to this chapter. 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 commissioner of that state.

**History:** Cr. Register, July, 1993, No. 451, eff. 8-1-93.

**Ins 40.16 Alternative and consolidated registrations.** **(1) FILING FOR AFFILIATE INSURER.** If an authorized insurer files a registration statement on behalf of an insurer which is its affiliate and which is required to register under this chapter, the registration statement may include information which is not required by this chapter 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 filing 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, if:

(a) The statement or report contains substantially similar information required to be furnished on form B; and

(b) The filing insurer is the principal insurer in the insurance holding company system.

(2) **PRINCIPAL INSURER STATEMENT.** The question of whether the filing insurer is the principal insurer in the insurance holding company system is a question of fact. An insurer filing a registration statement or report in lieu of form B on behalf of an insurer which is its affiliate, 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.

(3) **UNAUTHORIZED INSURER.** With the prior approval of the commissioner, an unauthorized insurer may follow any of the procedures which could be done by an authorized insurer under sub. (1).

**History:** Cr. Register, July, 1993, No. 451, eff. 8-1-93.

**Ins 40.17 Transactions subject to prior notice—notice filing.** A person required to give notice of a proposed transaction under this chapter shall furnish the required information on form D.

**History:** Cr. Register, July, 1993, No. 451, eff. 8-1-93.

**Ins 40.18 Extraordinary dividends and other distributions.** 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 calculations 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 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 previous calendar year;

(b) Policyholder surplus as of the 31st day of December of the immediately preceding calendar year;

(c) If the insurer is a life insurer, the net income less realized capital gains for the previous calendar year;

(d) If the insurer is not a life insurer, the net income less realized capital gains for the previous calendar year and the 2 calendar years preceding that calendar year; and

(e) If the insurer is not a life insurer, the dividends paid to stockholders excluding distributions of the insurer's own securities in the preceding 3 calendar years.

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

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

**History:** Cr. Register, July, 1993, No. 451, eff. 8-1-93.

**Ins 40.19 Consent to jurisdiction.** Any person required to file consent to jurisdiction under s. 617.11 (5), Stats., shall do so using form E contained in the appendix to this chapter.

**History:** Cr. Register, July, 1993, No. 451, eff. 8-1-93.

APPENDIX

**FORM A  
STATEMENT REGARDING THE ACQUISITION OF  
CONTROL OF OR MERGER WITH A  
DOMESTIC INSURER**

Filed with the Office of the Commissioner of Insurance,  
State of Wisconsin

\_\_\_\_\_  
Name of Domestic Insurer

By

\_\_\_\_\_  
Name of Acquiring Person (Applicant)

Filed with the insurance department of \_\_\_\_\_  
(state of domicile of insurer being acquired)

Date: \_\_, \_\_\_\_\_

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 briefly describe 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 5 years or for such lesser period as such person and any predecessors thereof shall have been in existence. Briefly describe the business intended to be done by the applicant and the applicant's subsidiaries.

(c) Furnish a chart or listing clearly presenting the identities of the interrelationships among the applicant and all affiliates of the applicant. No affiliate need be identified if its total assets are equal to less than .5% of the total assets of the ultimate controlling person of the applicant. 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 (e.g., corporation, trust, partnership) and the state 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**

State the following with respect to (1) the applicant if the applicant is an individual or (2) all persons who are directors, executive officers or owners of 10% or 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 such employment is carried on;

(c) Material occupations, positions, offices or employment during the last 5 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 with the license or registration whether pending or concluded.

(d) Whether or not such person has ever been convicted in a criminal proceeding (excluding traffic violations not involving death or injury) during the last 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 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.

**ITEM 5. APPLICANT'S FUTURE PLANS FOR THE INSURER**

Describe any plans or proposals which the applicant may have to declare an extraordinary dividend, to liquidate the insurer, to sell the insurer's 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 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, division of losses or profits, or the giving or withholding of proxies. Such 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 12 calendar months preceding the filing of this statement. Include in the description the dates of purchase, the names of the purchasers, and the consideration paid or agreed to be paid therefor. 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 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) 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 5 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 the information is available. The statements may be prepared either on an individual basis or, unless the commissioner otherwise requires, on a consolidated basis if 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 person's last fiscal year, 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 the person filed with the insurance department of the person's state of domicile and are in accordance with the requirements of insurance or other accounting principles prescribed or permitted under the law and regulations of the 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 2 fiscal years, and any additional documents or papers required by form A or ss. Ins 40.11 and 40.13, Wis. Adm. Code.

**ITEM 13. SIGNATURE AND CERTIFICATION**

Signature and certification required as follows:

**SIGNATURE**

Pursuant to the requirements of ch. Ins 40, Wis. Adm. Code, \_\_\_\_\_ has caused this application to be duly signed on its behalf in the city of \_\_\_\_\_ and state of \_\_\_\_\_ on the day of \_\_\_\_\_.

(SEAL)

Name of Applicant

BY \_\_\_\_\_  
(Name) (Title)

Attest:

\_\_\_\_\_  
(Signature of Officer)

\_\_\_\_\_  
(Title)

The undersigned deposes and says that (s)he has duly executed the attached application dated \_\_\_\_\_, for and on behalf of \_\_\_\_\_; that (s)he is the \_\_\_\_\_ of such company and \_\_\_\_\_

(Name of Applicant)

that (s)he is authorized to execute and file such instrument.

Deponent further says that (s)he is familiar with the 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)

Subscribed and sworn to this

\_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

Notary Public  
My commission expires on \_\_\_\_\_

**FORM B  
INSURANCE HOLDING COMPANY SYSTEM  
ANNUAL REGISTRATION STATEMENT**

Filed with the Office of the Commissioner of Insurance,  
State of Wisconsin  
By

\_\_\_\_\_  
Name of Registrant

On behalf of following insurers

Name: \_\_\_\_\_ Address: \_\_\_\_\_

Date: \_\_\_\_\_, \_\_\_\_\_

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 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 affiliate persons within the insurance holding company system. No affiliate need be shown if the affiliate's total assets are equal to or less than .5% of the total assets of the ultimate controlling person within the insurance holding company system unless it has assets valued at or exceeding \$10,000,000. 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 control. As to each person specified in the chart or listing indicate the type of organization (e.g.,—corporation, trust, partnership) and the state 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 name and address of any person who holds or owns 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;
- (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 or her principal occupation and all offices and positions held during the past 5 years, and any conviction of crimes other than traffic violations not involving death or injury during the past 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, extensions of credit 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, exclusive agency 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 or of the stock of any subsidiary or affiliate having control of the insurer, for a loan made to any member of the insurance holding company system.

No information need be disclosed if the information is not material according to s. Ins 40.03 (5), Wis. Adm. Code.

Sales, purchases, exchanges, loans or extensions of credit, investments or guarantees involving .5% or less of the registrant's admitted assets as of the 31st day of December next preceding shall not be deemed material.

**Note:** Commissioner may by order provide otherwise.

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 the transaction, and relationship of the affiliates of the registrant.

**ITEM 6. LITIGATION OR ADMINISTRATIVE PROCEEDINGS**

Briefly describe 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 is or 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 was held or is 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 GROUP OR SERIES OF TRANSACTIONS**

Furnish a statement that transactions entered into since the filing of the prior year's annual registration statement are neither part of a group or series of related or like transactions nor made for the purpose of avoiding regulatory threshold amounts and the review that might otherwise occur. Groups or series of related transactions shall be treated as single transactions.



**ITEM 8. FINANCIAL STATEMENTS AND EXHIBITS**

(a) Attach financial statements and exhibits to this statement as an appendix, and 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 immediately preceding fiscal year.

If at the time of the initial registration, the annual financial statements for the immediately preceding 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 either on an individual basis or unless the commissioner otherwise requires, on a consolidated basis if consolidated statements are prepared in the usual course of business.

Unless the commissioner otherwise permits, the annual financial statements shall be accompanied by the certificate of an independent public accountant to the effect that the 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 the insurer filed with the insurance department of the insurer's state of domicile and are in accordance with requirements of insurance or other accounting principles prescribed or permitted under the law and regulations of that state.

(c) Exhibits shall include copies of the last annual reports to shareholders of the ultimate controlling person, proxy material used by the ultimate controlling person, and any additional documents or papers required by form B or ch. Ins 40, Wis. Adm. Code.

**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 ch. Ins 40, Wis. Adm. Code, Registrant has caused this annual registration statement to be duly signed on its behalf in the city of \_\_\_\_\_ and state of \_\_\_\_\_ on the \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

(SEAL) \_\_\_\_\_  
Name of Registrant

BY \_\_\_\_\_  
(Name) (Title)

Attest:

\_\_\_\_\_  
(Signature of Officer)

\_\_\_\_\_  
(Title)

The undersigned deposes and says that (s)he has duly executed the attached annual registration statement dated \_\_\_\_\_, for and on behalf of \_\_\_\_\_;

(Name of Registrant)  
that (s)he is the \_\_\_\_\_ and that (s)he is authorized  
(Title of Officer)

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)

Subscribed and sworn to this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.  
Notary Public  
My commission expires on \_\_\_\_\_

**FORM C  
SUMMARY OF REGISTRATION STATEMENT**

Filed with the office of the commissioner of insurance,  
state of Wisconsin

By

\_\_\_\_\_  
Name of Registrant

On behalf of following insurers

Name: \_\_\_\_\_ Address: \_\_\_\_\_

Date: \_\_\_\_\_, \_\_\_\_\_

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 annual registration statement, form B, which are required to be filed with this form, 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 references 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 described where such changes are ones which result in ownership or holdings of 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 described 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 immediately 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, describe 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 immediately prior year's annual regis-

tration statement are not part of a group or series of like transactions or entered into for the purpose of avoiding reporting threshold amounts.

**SIGNATURE**

Signature and certification required as follows:

Pursuant to the requirements of ch. Ins 40, Wis. Adm. Code, Registrant has caused this annual summary of the registration statement to be duly signed on its behalf of the city of \_\_\_\_\_ and State of \_\_\_\_\_ on the \_\_\_\_\_ day of \_\_\_\_\_.

(SEAL) \_\_\_\_\_  
Name of Registrant

BY \_\_\_\_\_  
(Name) (Title)

Attest:

\_\_\_\_\_  
(Signature of Officer)

\_\_\_\_\_  
(Title)

The undersigned deposes and says that (s)he has duly executed the attached annual registration statement dated, \_\_\_\_\_, \_\_\_\_\_ for and on behalf of; \_\_\_\_\_ that (s)he is the \_\_\_\_\_

(Title of Officer)  
of such Registrant 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 beneath)

Subscribed and sworn to this  
\_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_  
Notary Public  
My commission expires

**FORM D  
PRIOR NOTICE OF A TRANSACTION**

Filed with the office of the commissioner of insurance,  
state of Wisconsin

By

\_\_\_\_\_

Name of Registrant

On behalf of following insurers

Name: \_\_\_\_\_ Address: \_\_\_\_\_

Date: \_\_\_\_\_, \_\_\_\_\_

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 covered under s. 617.21 (2), Stats., and s. Ins 40.04 (2), Wis. Adm. Code:

- (a) Name;
- (b) Home office address;
- (c) Principal executive office address;
- (d) The organizational structure, i.e., 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 for the affiliates;
- (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 under s. Ins 40.04 (2) (a), (b), (c), (d), (e) or (f);
- (b) A statement of the nature of the transaction; and
- (c) The proposed effective date of the transaction.

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

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 investment. Describe any provision for purchase of the insurer filing notice, by any party to the transaction, or by any affiliate of the insurer filing notice. Give 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 policyholder 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 nonlife insurers, the lesser of 2% of the insurer's admitted assets or 10% of policyholder surplus or (b) in the case of life insurers, the lesser of 2% of the insurer's admitted assets or 10% of policyholder surplus, each as of the 31st day of December of the immediately preceding calendar year.

**ITEM 4. LOANS, EXTENSIONS OF CREDIT, OR GUARANTEES TO OR FOR A NONAFFILIATE**

If the transaction involves a loan, extension of credit, or guarantee 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, extensions of credit, or guarantee. 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, describe 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 policyholder surplus.

No notice need be given if the loan or extension of credit is one which equals less than the lesser of 2% of the insurer's admitted assets or 10% of policyholder surplus as of the 31st day of December of the immediately preceding calendar year.

**ITEM 5. REINSURANCE**

If the transaction is a reinsurance agreement or modification thereto, as described by s. Ins 40.04 (2) (c), furnish a description of the known and estimated amount of liability to be ceded 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 nonaffiliate 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 policyholder surplus.

No notice need be given for reinsurance agreements or modifications thereto if the reinsurance premium or the change in the insurer's liabilities in connection with the reinsurance agreement or modification thereto is less than 5% of the insurer's policyholder surplus, as of the 31st day of December of the immediately preceding calendar year.

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

For management and service agreements, 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 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.

**ITEM 7. TRANSACTIONS NOT IN THE ORDINARY COURSE OF BUSINESS**

Provide a brief but complete description of any transaction not in the ordinary course of business.

**ITEM 8. OTHER TRANSACTIONS REPORTABLE UNDER AN ORDER**

Provide a brief but complete description of any transaction reportable under an order.

**ITEM 9. SIGNATURE AND CERTIFICATION**

Signature and certification required as follows:

**SIGNATURE**

Pursuant to the requirements of ch. Ins 40, Wis. Adm. Code, \_\_\_\_\_ has caused this notice to be duly signed on its behalf in the city of \_\_\_\_\_ and state of \_\_\_\_\_ on the \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_.

(SEAL) \_\_\_\_\_  
Name of Registrant

BY \_\_\_\_\_  
(Name) (Title)

Attest:

\_\_\_\_\_  
(Signature of Officer)

\_\_\_\_\_  
(Title)

The undersigned deposes and says that (s)he has duly executed the attached notice dated \_\_\_\_\_, \_\_\_\_\_, for and on behalf of \_\_\_\_\_; and that s(he) is the

(Name of Registrant)

\_\_\_\_\_ 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 therein set forth are true to the best of his/her knowledge, information and belief.

\_\_\_\_\_  
(Signature)

(Type or print name beneath)

Subscribed and sworn to this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_  
Notary Public  
My commission expires \_\_\_\_\_

**FORM E  
CONSENT TO JURISDICTION STATEMENT**

Filed with the office of the commissioner of insurance,  
of the state of Wisconsin  
BY

\_\_\_\_\_  
Name of Affiliate

On Behalf of the Following Insurers

Name	Address
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

Date: \_\_\_\_\_, 19\_\_

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

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**CONSENT TO JURISDICTION**

The, (I), \_\_\_\_\_, an affiliate of \_\_\_\_\_,  
(Affiliate) (Insurer)  
an insurer authorized to do business in the state of Wisconsin, pursuant to the requirements of ch. 617, Stats., do hereby consent to the jurisdiction of the Commissioner of Insurance and the courts of the state of Wisconsin.

**SIGNATURE**

\_\_\_\_\_ has caused this statement to be duly signed  
(Name of Affiliate)  
on its behalf in the city of \_\_\_\_\_ and state of \_\_\_\_\_  
on the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_

\_\_\_\_\_  
(Name of Affiliate)

(SEAL)

BY \_\_\_\_\_  
(Name)

\_\_\_\_\_  
(Title)

Attest:

\_\_\_\_\_  
(Signature of Officer)

\_\_\_\_\_  
(Title)

**CERTIFICATION**

The undersigned deposes and says that he or she has duly executed the attached statement dated \_\_\_\_\_,  
19\_\_\_\_, for and on behalf of \_\_\_\_\_,

(Name of Affiliate)

that he or she is the \_\_\_\_\_ of such company,  
(Title of Officer)

and that he or she is authorized to execute and file such instrument. Depo-  
nent further says that he or she is familiar with such instrument and the  
contents thereof, and that the facts therein set forth are true to the best of  
his or her knowledge and belief.

(Signature) \_\_\_\_\_

(Type or print name beneath) \_\_\_\_\_

Subscribed and sworn to this  
\_\_\_\_\_ day of \_\_\_\_\_,

Notary Public  
My commission expires \_\_\_\_\_