Notice of Rulemaking Hearing
Department of Commerce and Insurance
Insurance Division

There will be a hearing before the Insurance Division of the Department of Commerce and Insurance ("Division") to consider the promulgation of amendments of rules in Chapter 0780-1-67. The hearing will be conducted in the manner prescribed by the Uniform Administrative Procedures Act, Tenn. Code Ann. § 4-5-204, and will take place in Conference Room A, on the Fifth Floor of the Davy Crockett Tower, 500 James Robertson Parkway, Nashville, Tennessee 37243 at 10:00 a.m. CST on the 18th day of November, 2002.

Any individuals with disabilities who wish to participate in these proceedings should contact the Division to discuss any auxiliary aids of services needed to facilitate such participation. Such initial contact may be made no less than ten (10) days prior to the scheduled meeting date to allow time for the Division to determine how it may reasonably provide such aid or service. Initial contact may be made with the Division's ADA Coordinator at Davy Crockett Tower, 500 James Robertson Parkway, Nashville, Tennessee 37243 at (615) 741-2176.

For a copy of this notice of rulemaking hearing, please contact John F. Morris, Staff Attorney, at (615) 741-2199.

Chapter 0780-1-67
Insurance Holding Company System Regulation
With Reporting Forms And Instructions

Amendments

Chapter 0780-1-67 Insurance Holding Company System Regulation with Reporting Forms and Instructions is amended by deleting the chapter in its entirety and substituting the following language so that, as amended, the chapter shall read:

Chapter 0780-1-67
Insurance Holding Company System Regulation
With Reporting Forms And Instructions

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0780-1-67-.01 Authority.

This Chapter is promulgated pursuant to the authority granted by Tenn. Code Ann. §§ 56-2-301 and 56-11-209.

Authority: Tenn. Code Ann. §§ 56-2-301 and 56-11-209.

0780-1-67-.02 Purpose.

The purpose of this Chapter is to set forth rules and procedural requirements which the Commissioner deems necessary to carry out the provisions of the Insurance Holding Company System Act of 1986, Tenn. Code Ann. § 56-11-201, *et seq.* The information called for by this Chapter is hereby declared to be in the public interest and necessary and appropriate for the protection of the policyholders in this State.

Authority: Tenn. Code Ann. §§ 56-2-301 and 56-11-209.

0780-1-67-.03 Definitions.

The following terms are defined as used herein, and, to the extent it is not inconsistent, in the Insurance Holding Company System Act of 1986, as amended, as well.

(1) "Acquisition" includes a purchase, assignment, transfer, or pledge of voting securities, or an increase in percentage ownership of a domestic insurance company or an ultimate controlling person or ultimate controlling business entity resulting from a redemption of voting securities.

(2) "Act" means the Insurance Holding Company System Act of 1986, as amended, Tenn. Code Ann. §§ 56-11-201, *et seq.*

(3) "Acting in concert" includes knowing participation in a joint activity or parallel action towards a common goal of acquiring control, directly or indirectly, of a domestic insurance company whether or not pursuant to an express agreement.

(a) For purposes of the Act, the following persons shall be presumed to be acting in concert for purposes of this subpart:

(i) A company and any controlling shareholder, partner, trustee, or management official of the company, if both the company and the person own voting securities of the insurance company or a company in the insurance holding company system;

(ii) An individual and the individual's immediate family;

(iii) Companies under common control;

(iv) Persons that are parties to any agreement, contract, understanding, relationship, or other arrangement, whether written or otherwise, regarding the direct or indirect acquisition, voting, or transfer of control of voting securities of a domestic insurance company;

(v) Persons that have made, or propose to make, a joint filing under sections 13 or 14 of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78n), and the rules promulgated thereunder by the Securities and Exchange Commission; and

(vi) A person and any trust for which the person serves as trustee.

(b) The presumption established in this paragraph may be rebutted under the same procedures enumerated in Tenn. Code Ann. § 56-11-205(k).

(4) "Commissioner" means the Commissioner of the Tennessee Department of Commerce and Insurance.

(5) "Department" means the Tennessee Department of Commerce and Insurance.

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

(7) "Immediate family" includes a person's father, mother, stepfather, stepmother, brother, sister, stepbrother, stepsister, son, daughter, stepson, stepdaughter, grandparent, grandson, granddaughter, father-in-law, mother-in- law, brother-in-law, sister-in-law, son-in-law, daughter-in-law, the spouse of any of the foregoing, and the person's spouse.

(8) "Insurer" means any insurance company or health maintenance organization required to comply with the provisions of the Act.

(9) "Ultimate controlling person" means any person which is not controlled by any other person.

(10) "Ultimate controlling business entity" means any business entity which is not controlled by another business entity.

(11) Unless the context otherwise requires, other terms found in this Chapter and in Tenn. Code Ann. §§ 56-11-201, *et seq.*, are used as defined in the Act. Other nomenclature or terminology is according to Tenn. Code Ann. Title 56, or industry usage if not defined by Tenn. Code Ann. Title 56.

Authority: Tenn. Code Ann. §§ 56-2-301, 56-11-201 and 56-11-209.

0780-1-67-.04 Forms – General Requirements.

(1) Forms A, B, C, D and E are intended to be guides in the preparation of the statements required by Tenn. Code Ann. §§ 56-11-203 through 56-11-206. 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 test 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.

(2) One (1) copy of each statement using Forms B, C and D, and three (3) copies of statements using Form A and E shall be filed with the Commissioner by personal delivery or mail addressed to: Insurance Division of the Department of Commerce and Insurance, State of Tennessee, 500 James Robertson Parkway, Nashville, Tennessee 37243, Attention: Director Analytical Section. Each copy shall include all exhibits and other papers and documents filed

as a part of the statement. 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 fifteen (15) days from receipt of the notice to file such form. At least one (1) of the copies shall be manually stamped or otherwise 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.

(3) Statements should be prepared on paper 8 1/2" x 11" or 8 1/2" x 14" 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 normally shall be converted into United States currency.

Authority: Tenn. Code Ann. §§ 56-2-301, 56-11-203 through 56-11-206 and 56-11-209.

0780-1-67-.05 Forms - Incorporation by Reference, Summaries and Omissions.

(1) Information required by an item of Form A, Form B, Form D or Form E 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, Form D or Form E 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 three (3) years need not be attached as exhibits. References to information contained in exhibits or in documents already on file shall clearly identify the material and shall specifically indicate that such 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) 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 three (3) years and may be qualified in its entirety by such reference. In any case where two (2) or more documents required to be filed as exhibits are substantially identical in all material respects except as to the parties thereto, 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 the omitted documents differ from the documents being filed.

Authority: Tenn. Code Ann. §§ 56-2-301, 56-11-203 through 56-11-206 and 56- 11-209.

0780-1-67-.06 Forms - Information Unknown or Unavailable and Extension of Time to Furnish.

(1) Information required need be given only insofar as it is known or reasonably available to the person filing the statement. If any required information is unknown and not reasonably available to the person filing, either because the obtaining thereof would involve unreasonable effort or expense, or because it rests peculiarly within the knowledge of another person not

affiliated with the person filing, the information may be omitted, subject to the following conditions:

(a) The person filing shall give such information on the subject as it possesses or can acquire without unreasonable effort or expense, together with the sources thereof; 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 that person for the information.

(2) If it is impractical to furnish any required information, document or report at the time it is required to be filed, there may be filed with the Commissioner a separate document:

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

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

(c) 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 Commissioner within sixty (60) days after receipt thereof enters an order denying the request.

Authority: Tenn. Code Ann. §§ 56-2-301 and 56-11-209.

0780-1-67-.07 Forms - Additional Information and Exhibits.

In addition to the information expressly required to be included in Form A, Form B, Form C, Form D and Form E, the Commissioner may request such further material information, if any, as may be necessary to make the information contained therein not misleading. The person filing may also file such exhibits as it may desire in addition to those expressly required by the statement. The exhibits shall be so marked as to indicate clearly the subject matters to which they refer. Changes to Forms A, B, C, D or E shall include on the top of the cover page the phrase: "Change No. [insert number] to" and shall indicate the date of the change and not the date of the original filing.

Authority: Tenn. Code Ann. §§ 56-2-301, 56-11-203-206 and 56-11-209.

0780-1-67-.08 Acquisition of Control - Statement Filing.

(1) A statement filed pursuant to the requirements of Tenn. Code Ann. § 56-11-203 shall not be considered to be complete until the filing party furnishes the Commissioner the following:

(a) All of the information required on the Form A, hereby made a part of this Chapter as Appendix A;

(b) All of the information required on the Form E, hereby made a part of this Chapter as Appendix E;

(c) All other information requested by the Commissioner of the requesting party which is deemed necessary in order to determine whether any of the grounds for denial of the merger or acquisition enumerated in Tenn. Code Ann. § 56-11-203 exist; and

(d) A non-refundable filing fee in the amount set forth in Tenn. Code Ann. § 56-4-101(a)(1).

Authority: Tenn. Code Ann. §§ 56-2-301, 56-11-203, and 56-11-209.

0780-1-67-.09 Amendments to Form A.

The applicant shall promptly advise the Commissioner of any changes in the information furnished on Form A arising subsequent to the date upon which the information was furnished but prior to the Commissioner's disposition of the application.

Authority: Tenn. Code Ann. §§ 56-2-301, 56-11-203 and 56-11-209.

0780-1-67-.10 Acquisition of Domestic Insurers.

(1) If the person being acquired is deemed to be a "domestic insurer" solely because of the provisions of Tenn. Code Ann. § 56-11-203(a), the name of the domestic insurer on the cover page should be indicated as follows:

"ABC Insurance Company, a subsidiary of XYZ Holding Company."

(2) Where a Tenn. Code Ann. § 56-11-203(a) insurer is being acquired, references to "the insurer" contained in Form A shall refer to both the domestic subsidiary insurer and the person being acquired.

Authority: Tenn. Code Ann. §§ 56-2-301, 56-11-203(a) and 56-11-209.

0780-1-67-.11 Pre-Acquisition Notification.

(1) If a domestic insurer, including any person controlling a domestic insurer, is proposing a merger or acquisition pursuant to Tenn. Code Ann. § 56-11-203(a)(1) that person shall file a pre-acquisition notification form, Form E, which was developed pursuant to Tenn. Code Ann. § 56-11-204(c)(1).

(2) Additionally, if a non-domiciliary insurer licensed to do business in this state is proposing a merger or acquisition pursuant to Tenn. Code Ann. § 56-11-204 that person shall file a pre-acquisition notification form, Form E. No pre-acquisition notification form need be filed if the acquisition is beyond the scope of Tenn. Code Ann. § 56-11-204 as set forth in Tenn. Code Ann. § 56-11-204(b)(2).

(3) In addition to the information required by Form E, the Commissioner may wish to require an expert opinion as to the competitive impact of the proposed acquisition.

Authority: Tenn. Code Ann. §§ 56-2-301, 56-11-203(a)(1), 56-11-204 and 56-11-209.

0780-1-67-.12 Annual Registration of Insurers - Statement Filing.

An insurer required to file an annual registration statement pursuant to Tenn. Code Ann. § 56-11-205 shall furnish the required information on Form B, hereby made a part of this Chapter as Appendix B.

Authority: Tenn. Code Ann. §§ 56-2-301, 56-11-205 and 56-11-209.

0780-1-67-.13 Summary of Registration - Statement Filing.

An insurer required to file an annual registration statement pursuant to Tenn. Code Ann. § 56-11-205 is also required to furnish information required on Form C, hereby made a part of this Chapter as Appendix C. 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.

Authority: Tenn. Code Ann. §§ 56-2-301, 56-11-205 and 56-11-209.

0780-67-1-.14 Alternative and Consolidated Registrations.

(1) Any authorized insurer may file a registration statement on behalf of any affiliated insurer or insurers which are required to register under Tenn. Code Ann. § 56-11-205. A registration statement may include information not required by the Act regarding any insurer in the insurance holding company system even if the insurer is not authorized to do business in this State. In lieu of 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, provided:

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

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

(2) The question of whether the filing insurer is the principal insurance company in the insurance holding company system is a question of fact and an insurer filing a registration statement or report in lieu of Form B on behalf of an affiliated insurer, shall set forth a brief statement of facts which will substantiate the filing insurer's claim that it, in fact, is the principal insurer in the insurance holding company system.

(3) 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 paragraph (1) above.

(4) Any insurer may take advantage of the provisions of Tenn. Code Ann. § 56-11-205(h) and (i) without obtaining the prior approval of the Commissioner. The Commissioner, however, reserves the right to require individual filings if he or she deems such filings necessary in the interest of clarity, ease of administration or the public good.

Authority: Tenn. Code Ann. §§ 56-2-301, 56-11-205(h) and (i) and 56-11-209.

0780-1-67-.15 Disclaimers and Termination of Registration.

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

(a) The number of authorized, issued and outstanding voting securities of the subject;

(b) With respect to the person whose control is denied and all affiliates of such person, the number and percentage of shares of the subject's voting securities which are held of record or known to be beneficially owned, and the number of shares concerning which there is a right to acquire, directly or indirectly;

(c) All material relationships and bases for affiliation between the subject and the person whose control is denied and all affiliates of such person;

(d) A statement explaining why the person should not be considered to control the subject.

(2) A request for termination of registration shall be deemed to have been granted unless the Commissioner, within thirty (30) days after receipt of the request, notifies the registrant otherwise.

Authority: Tenn. Code Ann. §§ 56-2-301, 56-11-205(k) and 56-11-209.

0780-1-67-.16 Transactions Subject to Prior Notice - Notice Filing.

An insurer required to give notice of a proposed transaction pursuant to Tenn. Code Ann. § 56-11-206 shall furnish the required information on Form D, hereby made a part of this Chapter as Appendix D.

Authority: Tenn. Code Ann. §§ 56-2-301, 56-11-206 and 56-11-209.

0780-1-67-.17 Extraordinary Dividends and Other Distributions.

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

(a) The amount of the proposed dividend;

(b) The date established for payment of the dividend;

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

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

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

(ii) Surplus as regards policyholders (total capital and surplus) as of the thirty-first (31st) day of December next preceding;

(iii) If the insurer is a life insurer, the net gain from operations for the twelve (12) month period ending the thirty-first (31st) day of December next preceding;

(iv) If the insurer is not a life insurer, the net income less realized capital gains for the twelve (12) month period ending the thirty-first (31st) day of December next preceding and the two (2) preceding twelve (12) month periods; and

(v) If the insurer is not a life insurer, the dividends paid to stockholders excluding distributions of the insurer's own securities in the preceding two (2) calendar years;

(e) 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; and

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

(2) Subject to Tenn. Code Ann. § 56-11-206(b), each registered insurer shall report to the Commissioner all dividends and other distributions to shareholders within five (5) business days following the declaration thereof, and at least ten (10) days prior to their payment, including the same information required by subparagraph (1)(d) of this rule.

Authority: Tenn. Code Ann. §§ 56-2-301, 56-11-206 and 56-11-209.

0780-1-67-.18 Adequacy of Surplus.

The factors set forth in Tenn. Code Ann. § 56-11-206(d) are not intended to be an exhaustive list. In determining the adequacy and reasonableness of an insurer's surplus no single factor is necessarily controlling. The Commissioner instead will consider the net effect of all of these factors plus other factors bearing on the financial condition of the insurer. In comparing the surplus maintained by other insurers, the Commissioner will consider the extent to which each of these factors varies from company to company and in determining the quality and liquidity of investments in subsidiaries, the Commissioner will consider the individual subsidiary and may discount or disallow its valuation to the extent that the individual investments so warrant.

Authority: Tenn. Code Ann. §§ 56-2-301, 56-11-206(d) and 56-11-209.

0780-1-67-.19 Severability Clause.

If any provision of this Chapter, or the application thereof to any person or circumstance, is held invalid, such determination shall not affect other provisions or applications of this Chapter which can be given effect without the invalid provision or application, and to that end the provisions of this Chapter are severable.

Authority: Tenn. Code Ann. §§ 56-2-301 and 56-11-209.

APPENDIX 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>

Filed with the Tennessee Department of Commerce and Insurance

SEND ALL CORRESPONDENCE TO:

<Name of Contact for Acquiring Person>
<Title of Contact>
<Address>
<Phone Number>

ITEM 1. METHOD OF ACQUISITION

State the names 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 (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 one-half of one percent (.5%) of the total assets of the ultimate controlling person affiliated with 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 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

Provide a completed NAIC Biographical Data Form for

(1) The applicant, if (s)he is a natural person; or

(2) All persons who are directors, executive officers or owners of ten percent (10%) or more of the voting securities of the applicant if the applicant is not a natural person.

All such persons should also file a notarized statement attesting to the accuracy of the information contained in the NAIC Biographical Data Form.

ITEM 4. NATURE, SOURCE AND AMOUNT OF CONSIDERATION

(a) Describes 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 this 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 the insurer, to sell its assets to or merge it with any person or persons or to make any other material change in its

business operations or corporate structure or management.

ITEM 6. VOTING SECURITIES TO BE ACQUIRED

State the number of shares of the insurer's voting securities which the applicant, its affiliates and any person listed in ITEM 3 plan to acquire, and the terms of the offer, request, invitation, agreement or acquisition, and a statement as to the method by which the fairness of the proposal was arrived at.

ITEM 7. OWNERSHIP OF VOTING SECURITIES

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

ITEM 8. CONTRACTS, ARRANGEMENTS, OR 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 lose 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 twelve (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 twelve (12) calendar months preceding the filing of this statement.

ITEM 11. AGREEMENTS WITH BROKER-DEALERS

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

ITEM 12. FINANCIAL STATEMENTS AND EXHIBITS

(a) Financial statements and exhibits 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) for the preceding five (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 on either 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 year then ended, in conformity with generally accepted accounting principles or with requirements of insurance or other accounting principles prescribed or permitted under law. If the applicant is an insurer which is actively engaged in the business of insurance, the financial statements need not be certified, provided they are based on the Annual Statement of the 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 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 far the last two fiscal years, and any additional documents or papers required by FORM A or Rules 0780-1-67-.04 and 0780-1-67-.06.

ITEM 13. SIGNATURE AND CERTIFICATION

Signature and certification required as follows:

SIGNATURE

Pursuant to the requirements of Tenn. Code Ann. § 56-11-203, <Applicant> has caused this application to be duly signed on its behalf in the City of _____ in the State of _____; on this the _____ day of _____, _____.

(SEAL) _____
Name of Applicant

BY _____
<Name and Title>

Attest:

_____
<Signature of Officer>

_____
<Title>

CERTIFICATION

The undersigned deposes and says that (s)he has duly executed the attached application dated _____, _____ for and on behalf of _____ <Name of Applicant>; that (s)he is the _____ <Title of Officer> of such company and 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>

_____
<Print Name>

APPENDIX B

FORM B

INSURANCE HOLDING COMPANY SYSTEM ANNUAL REGISTRATION STATEMENT

Filed with the Tennessee Department of Commerce and Insurance

by

<Name of Registrant>

on Behalf of the Following Insurance Companies:

< Names and Addresses of Insurance Companies >

Date:

SEND ALL CORRESPONDENCE TO:

<Name of Contact for Registrant>
<Title of Contact>
<Address>
< Phone Number >

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 this 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. No affiliate need be shown if its total assets are equal to less than one-half of one percent (.5%) of the total asserts of the ultimate controlling person within the insurance holding company system unless it has assets valued at or exceeding $< amount >. The chart or listing should show the percentage of each class of voting securities of each affiliate which is owned, directly or indirectly, by another affiliate. If control of any person within the system is maintained other than by the ownership or control of voting securities, indicate the basis of control. As to each person specified in the 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 and any affiliates or persons who control a company 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 place of business of the person;

(f) The name and addressee of any person who holds ten percent (10%) or more of any class of voting security, the class of such security, the number of shares held of record or known to be beneficially owned, and the percentage of class so held or owned; and

(g) If there are court proceedings involving a reorganization or liquidation currently pending, indicate the title and location of the court, the nature of the proceedings and the date when commenced.

ITEM 4. BIOGRAPHICAL INFORMATION

Provide a completed National Association of Insurance Commissioner ("NAIC") Biographical Data Form for all persons who are directors, executive officers or owners of ten percent (10%) or more of the voting securities of the ultimate controlling person if the ultimate controlling person is not a natural person, or of any person or affiliate who controls a company in the insurance holding company system. All such persons should also file a notarized statement attesting to the accuracy of the information contained in the NAIC Biographical Data Form.

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 this Registrant and its affiliates:

(a) Loans, other investments, or purchases, sales or exchanges of securities of the affiliates by the Registrant or of the Registrant by its affiliates;

(b) Purchases, sales or exchanges of assets;

(c) Transactions not in the ordinary course of business;

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

(e) All management agreements, service contracts and all cost-sharing arrangements;

(f) Reinsurance agreements;

(g) Dividends and other distributions to shareholders;

(h) Consolidated tax allocation agreements; and

(i) Any pledge of the Registrant's stock 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, as discussed in Tenn. Code Ann. § 56-11-205(d).

Sales, purchases, exchanges, loans or extensions of credit, investments or guarantees involving one-half of one percent (.5%) or less of the Registrant's admitted assets as of the thirty-first (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 the transaction, and relationship of the affiliated parties to the Registrant.

ITEM 6. LITIGATION OR ADMINISTRATIVE PROCEEDINGS

Give 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 officer was a party or of which the property of any such person is or was the subject; give the names of the parties and the court or agency in which the litigation or proceeding is or was pending:

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

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

ITEM 7. STATEMENT REGARDING PLAN OR SERIES OF TRANSACTIONS

The insurer shall furnish a statement that transactions entered into since the filing of the prior years 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

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.

The financial statements should include the annual financial statements of the ultimate controlling person in the insurance holding company system as well as each person or affiliate which controls a company in the insurance holding company system as of the end of each such 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 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 each person and the results of their 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.

Any person who is required to file under this item need not file certified financial statements if such person is an insurer which is actively engaged in the business of insurance in another state, and have filed certified annual financial statements in accordance with requirements of insurance or other accounting principles prescribed or permitted under the law and regulation of that state

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 Tenn. Code Ann. § 56-11-205, <Registrant> has caused this application to be duly signed on its behalf in the City of _____ in the State of _____; on this the _____ day of _____, _____.

(SEAL) _____
Name of Applicant

BY _____
<Name and Title>

Attest:

_____
<Signature of Officer>

_____
<Title>

CERTIFICATION

The undersigned deposes and says that (s)he has duly executed the attached annual registration statement dated _____, _____ for and on behalf of _____ <Name of Applicant>; that (s)he is the _____ <Title of Officer> of such company and 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>

_____
<Print Name>

APPENDIX C

FORM C

SUMMARY OF REGISTRATION STATEMENT

Filed with the Tennessee Department of Commerce and Insurance

by

<Name of Registrant>

on Behalf of the Following Insurance Companies:

<Names and Addresses of Insurance Companies>

Date:

SEND ALL CORRESPONDENCE TO:

<Name of Contact for Registrant>
<Title of Contact>
<Address>
<Phone Number>

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 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 included where such changes are ones which result in ownership or holdings of ten percent (10%) or more of voting securities, loss or transfer of control, or acquisition or loss of partnership interest.

Changes occurring under ITEM 4 of FORM B need any 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 persons.

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 Tenn. Code Ann. § 56-11-205, <Registrant> has caused this application to be duly signed on its behalf in the City of _____ in the State of _____; on this the _____ day of _____, _____.

(SEAL) _____
Name of Applicant

BY _____
<Name and Title>

Attest:

_____
<Signature of Officer>

_____
<Title>

CERTIFICATION

The undersigned deposes and says that (s)he has duly executed the attached annual registration statement dated _____, _____ for and on behalf of _____ <Name of Applicant>; that (s)he is the _____ <Title of Officer> of such company and 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>

_____
<Print Name>

APPENDIX D

FORM D

PRIOR NOTICE OF A TRANSACTION

Filed with the Tennessee Department of Commerce and Insurance

by

<Name of Registrant>

On Behalf of Following Insurance Companies:

<Names and Addresses of Insurance Companies>

Date:

SEND ALL CORRESPONDENCE TO:

<Name of Contact for Registrant>
<Title of Contact>
<Address>
<Phone Number>

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 (i.e. cooperation, partnership, individual, trust, etc.);

(e) A description of the nature of the parties' business operation;

(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; and

(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 (A), (B), (C), (D), or (E) of Tenn. Code Ann. § 56-11-206(a)(1);

(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, 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 three percent (3%) of the insurer's admitted assets or twenty-five percent (25%) of surplus as regards policyholders, or (b) in the case of life insurers, three percent (3%) of the insurer's admitted assets, each as of the thirty-first (31st) day of December next preceding.

ITEM 4. LOANS OR EXTENSIONS OF CREDIT TO A NON-AFFILIATE

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 three percent (3%) of the insurer's admitted assets or twenty-five (25%) of surplus as regards policyholders or, with respect to life insurers, three percent (3%) of the insurer's admitted assets, each as of the thirty-first (31st) day of December next preceding.

ITEM 5. REINSURANCE

If the transaction is a reinsurance agreement or modification thereto, as described by Tenn. Code Ann. § 56-11-206(a)(2)(c), 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 in connection with the reinsurance agreement or modification thereto is less than five percent (5%) of the insurer's surplus as regards policyholders, as of the thirty-first (31st) day of December next preceding

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; and

(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; and

(d) A brief description of the accounting basis to be used in calculating each party's as costs under the agreement.

ITEM 7. SIGNATURE AND CERTIFICATION

Signature and certification required as follows:

SIGNATURE

Pursuant to the requirements of Tenn. Code Ann. § 56-11-206, <Applicant> has caused this application to be duly signed on its behalf in the City of _____ in the State of _____; on this the _____ day of _____, _____.

(SEAL) _____
Name of Applicant

BY _____
<Name and Title>

Attest:

_____
<Signature of Officer>

_____
<Title>

CERTIFICATION

The undersigned deposes and says that (s)he has duly executed the attached application dated _____, _____ for and on behalf of _____ <Name of Applicant>; that (s)he is the _____ <Title of Officer> of such company and 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>

_____
<Print Name>

APPENDIX E

FORM E

PRE-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

Filed with the Tennessee Department of Commerce and Insurance

by

<Name of Applicant>

Name of Other Person
Involved in Merger or
Acquisition

Date:

SEND ALL CORRESPONDENCE TO:

<Name of Contact for Registrant>
<Title of Contact>
<Address>
<Phone Number>

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. NAME 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 (5) years and identify the source of such data.

For purposes 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.

Legal Contact and/ or party who will approve final copy for publication:
John F. Morris
Staff Attorney
Office of Legal Counsel
Department of Commerce and Insurance
25th Floor Tennessee Tower
312 Eighth Avenue, North
Nashville, Tennessee 37243
615-741-2199

Contact for disk acquisition:
John F. Morris
Staff Attorney
Office of Legal Counsel
Department of Commerce and Insurance
25th Floor Tennessee Tower
312 Eighth Avenue, North
Nashville, Tennessee 37243
615-741-2199

I certify that this is an accurate and complete representation of the intent and scope of rulemaking proposed by the Commissioner of Commerce and Insurance.

John F. Morris
Staff Attorney

Subscribed and sworn to before me this the 30th day of September, 2002.

W C Henderson
Notary Public

My commission expires on the 30th day of May, 2005.

The notice of rulemaking set out herein was properly filed in the Department of State on the 30th day of September, 2002.

Riley C. Darnell
Secretary of State

BY: Shawna Gaw