

Statement Regarding the Acquisition of Control of or Merger with a
Domestic Insurer
(Form A)

In conjunction with the Form A filing please provide:

1. [UCAA Proforma Financial Statements](#), including the major assumptions.
2. [NAIC Biographical Affidavits](#) must be completed on the most current form, in effect at the time the affidavit was signed and the affiant shall not sign the Affidavits more than one year before the date the acquiring party files the Form A.
3. Third Party Verifications of the NAIC Biographical Affidavits are required. A listing of approved vendors to conduct such verifications can be located at http://www.naic.org/industry_ucaa.htm.
4. Drafts of Forms Ds in compliance with [IC 27-1-23-4](#) and [IAC 760:1-15.1-7 \(Rule 15.1\)](#).
5. Documentation as to how physical presence requirement will be met in accordance with [IC 27-1-6-21](#).

The information requested in the preceding should be delivered to the following:

Chief Financial Examiner
Indiana Department of Insurance
311 West Washington Street, Suite 103
Indianapolis, Indiana 46204-2787

Any questions may be directed to:

Life & Health, Fraternal, HMO & LSHMO

Amanda Denton
adenton@idoi.in.gov
(317) 232-1369

P & C and Title

Pam Walters
pwalters@idoi.in.gov
(317) 232-5331

STATEMENT REGARDING THE
PROPOSED ACQUISITION OF CONTROL OF

Name(s) of domestic insurer(s) and any corporation(s) controlling such insurer(s) to which this Statement relates (hereinafter called the "company")

BY

Name(s) of person(s) by whom or on whose behalf acquisition of control is to be effected (hereinafter called the "acquiring party")

Filed with the
INDIANA INSURANCE COMMISSIONER
and sent to the company

Dated: _____, 20 ____

Name, title, address, and telephone number of individual to whom notices and correspondence concerning this Statement should be addressed:

FORM A

Item 1. Company and Method of Acquisition

State the name and address of the company and a brief description of how control is to be acquired.

Item 2. Identity and Background of Acquiring Party

(a) State the name and address of the acquiring party.

(b) If the acquiring party is not an individual, state the nature of its business operations for the past five (5) years or for such lesser period as the acquiring party and any predecessors thereof shall have been in existence, including information for such period relating to the acquisition or disposition of control by the acquiring party of any other person and any subsequent material change in the financial condition, management, or operations of such other person. Describe the business intended to be done by the acquiring party and its subsidiaries and any plans or proposals of the acquiring party for the conduct of the business or employment of the assets and surplus of the company.

(c) Furnish a chart or listing clearly presenting the identities of and the interrelationships among the acquiring party and all affiliates of the acquiring party. Indicate in such chart or listing the percentage of voting securities of each such person which is owned or controlled by the acquiring party 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 looking toward a reorganization or liquidation are pending with respect to any such person, indicate which person and set forth the title of the court, the nature of proceedings, and the date when commenced.

Item 3. Identity and Background of Individuals Associated with Acquiring Party

(a) On the biographical affidavit, include a third party background check and state the following with respect to (i) the acquiring party if he or she is an individual or (ii) all persons who are or who have been selected to become directors or executive officers of the acquiring party, or who perform or will perform functions appropriate to such positions, and owners of ten percent (10%) or more of the voting securities of the acquiring party, if the acquiring party is not an individual:

(1) Name and business address.

(2) 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.

(3) Material occupations, positions, offices, or employment during the last five (5) years, giving the starting and ending dates of each and name, principal business, and address of any 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 government agency, indicate such fact, the current status of such licensing or registration, and an explanation of any surrender, revocation, suspension, or disciplinary proceedings in connection therewith.

(4) Whether or not such person has ever been convicted in a criminal proceeding (excluding minor traffic violations) during the last ten (10) years and, if so, give the date, nature of conviction, name and location of court, and penalty imposed or other disposition of the case.

(b) Provide a completed current NAIC biographical form for all individuals identified in Item 3(a).

Item 4. Source, Nature, and Amount of Consideration

(a) Describe the source, nature, and amount of funds or other consideration to be used in effecting the 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 voting 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 acquiring party wishes the identity of the lender to remain confidential, he **or she** must specifically request that the identity be kept confidential and eliminate the lender's name from the Statement sent to the company.

Item 5. Future Plans for the Company

Describe any plans or proposals which the acquiring party may have to cause the company to declare an extraordinary dividend, to liquidate the company, to sell its assets or merge or consolidate it with any person, or to make any other material change in its investment policy, business **operations**, corporate structure, or management.

Item 6. Voting Securities to be Acquired

State the number of shares of the company's voting securities which the acquiring party, its affiliates, and any person listed in Item 3 plan to acquire, the terms of the offer, request, invitation, agreement, or acquisition, and the method by which the terms of the proposal were arrived at.

Item 7. Ownership of Voting Securities

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

Item 8. Contracts, Arrangements, or Understandings with Respect to Voting Securities

Give a full description of any contracts, arrangements, or understandings with respect to any voting security of the company in which the acquiring party, its affiliates, or any persons 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. Identify the persons with whom such contracts, arrangements, or understandings have been entered into.

Item 9. Recent Purchases of Voting Securities

Describe any purchase of any voting security of the company by the acquiring party, its affiliates, or any person listed in Item 3 during the twelve (12) calendar months preceding the filing of this Statement.

Include the dates of purchase, the names of the purchasers, and the consideration paid or agreed to be paid therefor. State whether any such securities so purchased are hypothecated.

Item 10. Recent Recommendations to Purchase

Describe any recommendations to purchase any voting security of the company made by the acquiring party, its affiliates, or any person listed in Item 3, or by anyone based upon interviews or at the suggestion of the acquiring party, 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 company for tender and the amount of any fees, commissions, or other compensation to be paid to broker-dealers with regard thereto.

Item 12. Contracts, Arrangements, or Understandings with Company Personnel

Give a full description of any existing or proposed contracts, arrangements, or understandings between the acquiring party and any present or former director, officer, or employee of the company, other than contracts, arrangements, or understandings entered into in the ordinary course of business with any insurance agent, solicitor, or broker. Identify the persons with whom such contracts, arrangements, or understandings have been entered into.

Item 13. Financial Statements and Exhibits

(a) Financial statements, exhibits, and three-year financial projections of the insurers 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 such lesser period as the acquiring party and its affiliates and any predecessors thereof shall have been in existence), and similar information covering the period from the end of such persons' last fiscal year if the information is available. Such financial statements may be prepared on either an individual basis or, unless the commissioner otherwise requires, on a consolidated basis if such consolidated statements are prepared in the usual course of business.

The annual financial statements of the acquiring party shall be accompanied by the certificate of an independent public accountant to the effect that such statements present fairly the financial position of the acquiring party 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 acquiring party is an insurer which is actively engaged in the business of insurance, the financial statements need not be certified, provided they are based on the Annual Statement of such person filed with the insurance department of the person's domiciliary state and are in accordance with the requirements of insurance or other accounting principles prescribed or permitted under law and regulations of such state.

(c) File as exhibits copies of all tender offers for, requests or invitations for tenders of, exchange offers for, and agreements to acquire or exchange any voting securities of the company and (if distributed) of additional soliciting material relating thereto; any proposed employment, consultation, advisory or management contracts concerning the company; annual reports to the shareholders of the acquiring party for the last two (2) fiscal years; and any additional documents or papers required or permitted by Form A or regulations of which such form is a part.

Item 14. Use of Affiliate's Assets

Furnish an informative description of any transaction in which the acquiring party received, employed, or used any affiliate's assets.

Item 15. Transactions with Affiliates

Furnish an informative description of any transaction or presently proposed transaction between the acquiring party and any of its affiliates in which either the acquiring party or the affiliate has a direct or indirect material interest. No information need be given as to any such transaction or series of similar transactions where the amount involved in the transaction or series of transactions, including all periodic

payments or installments in the case of any lease or agreement providing for periodic payments or installments, does not or would not exceed one hundred thousand dollars (\$100,000).

Item 16. Market Share Studies

Furnish copies of all studies, analysis, and reports which were prepared by or for the acquiring party or any affiliate of the acquiring party for the purpose of evaluating or analyzing the proposed acquisition of control with respect to market shares, competition, competitors, markets, and potential for growth or expansion into product or geographic markets.

Item 17. Competitive Impact

If the acquiring party or any affiliate of the acquiring party is an insurer, furnish the following information:

- (1) The amount of any premiums, deposits, or annuity considerations received by the insurer during each of the last five (5) fiscal years (calculated on an accrual basis) for each line of insurance business conducted in any section of this state, and copies of annual statements for each of the last five (5) fiscal years filed by any such insurer with the insurance regulatory authority of its domiciliary jurisdiction.
- (2) A full and complete description of any direct or indirect reinsurance relationship between the acquiring party or any affiliate of the acquiring party and the domestic insurer or any affiliate of the domestic insurer, together with copies of any treaties or contracts relating to that relationship.
- (3) Any additional information requested by the commissioner to determine that the effect of the acquisition of control would not be substantially to lessen competition in any line of insurance business in any section of this state or tend to create a monopoly therein.

Item 18. Agreement Requirements for Enterprise Risk Management

The acquiring party agrees to provide, to the best of its knowledge and belief, the information required by Form F within fifteen (15) days after the end of the month in which the acquisition of control occurs.

Item 19. Material Changes in Statement as Filed

If any material change occurs in the facts set forth in this statement filed in accordance with the rule and the requirements of IC 27-1-23-2 with the commissioner and sent to the insurer and any controlling corporation, an amendment made under or affirmation setting forth the change, together with copies of all documents and other material relevant to the change, shall be filed with the commissioner and sent to the insurer and any controlling corporation within two (2) business days after any acquiring party learns of this change.

Item 20. Signature and Certification

Signature and certification of the following form:

SIGNATURE

Pursuant to the requirements of IC 27-1-23-2 and Regulations promulgated by the Indiana Insurance Commissioner, (Name of Acquiring Party) has caused this Statement to be duly signed on its behalf in the City of _____ and State of _____, on the ____ day of _____, 20 ____.

(SEAL)

By _____
 (Name of Acquiring Party)
 Name _____ Title _____

Attest:

(Signature of Officer)

(Title)

CERTIFICATION

The undersigned deposes and says that he or she has duly executed the attached Statement dated _____, 20 ____, for and on behalf of (Name of Acquiring Party), and that he or she is authorized to execute and file such instrument. Deponent 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, information, and belief.

(Signature) _____

(Type or print name) _____