

FORM A

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

_____ **Name of Domestic Insurer**

By

_____ **Name of Acquiring Person (Applicant)**

Filed with the Insurance Department of Vermont

Dated: _____ , 19 __

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

FORM A

Item 1. Insurer and Method of Acquisition

State the name and address of the domestic insurer to which this application relates
and a brief description of how control is to be acquired.

Item 2. Identity and Background of the Applicant

(a) State the name and address of the applicant seeking to acquire control over the
insurer;

(b) If the applicant is not an individual, state the nature of its business operations for
the past five years or for such lesser period as such person and any predecessors
thereof shall have been in existence. Briefly describe the business intended to be
done by the applicant and the applicant's subsidiaries;

(c) Furnish a chart or listing clearly presenting the identities of the interrelationships
among the applicant and all affiliates of the applicant. No affiliate need be identified
if its total assets are equal to less than 1/2 of 1% 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 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, 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 he or she 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;

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

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

(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 for Insurer

Describe any plans or proposals which the applicant may have to declare an extraordinary dividend, liquidate such insurer, to sell its assets to or merge it with any other 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 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. Such description shall identify the persons with whom such contracts, arrangements or understandings have been entered into.

Item 9. Recent Purchases of Voting Securities

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

Item 10. Recent Recommendations to Purchase

Describe any recommendations to purchase any voting security of the insurer made during the 12 calendar months preceding the filing of this statement 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.

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 fiscal years (or for such lesser period as such applicant and its affiliates and any predecessors thereof shall have been in existence), and similar information covering the period from the end of such person's last fiscal year, if such information is available. Such statements may be prepared on either an individual basis, or, unless the Commissioner otherwise requires, on a consolidated basis if such consolidated statements are prepared in the usual course of business.

The annual financial statements of the applicant shall be accompanied by the certificate of an independent public accountant to the effect that such statements present fairly the financial position of the applicant and the results of its operations for the year 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 such person filed with the insurance department of the person's domiciliary state and are in accordance with the requirements of insurance or other accounting principles prescribed or permitted under the law and regulations of such state.

(c) File as exhibits copies of all tender offers for, requests or invitations for, tenders of, exchange offers for, and agreements to acquire or exchange any voting securities of the insurer and (if distributed) of additional soliciting material relating thereto, any proposed employment, consultation, advisory or management contracts concerning the insurer, annual reports to the stockholders of the insurer and the applicant for the last two fiscal years, and any additional documents or papers required by Form A or Regulation Sections 4 and 6.

Item 13. Signature and Certification

Signature and certification of the following form:

SIGNATURE

Pursuant to the requirements of 8 V.S.A. Section 3683 and Regulation 71-2,

(Name of Applicant)

has caused this application to be duly signed on its behalf in the City of _____
and State of _____, on the ___ day of _____, 19 __.

____ Name of Applicant

By _____ (Name) (Title)

Attest:

_____ (Signature of Officer)

_____ (Title)

CERTIFICATION

The undersigned deposes and says that he/she has duly executed the attached application dated _ , 19 __ , for and on behalf of _ ; that he/she is (Name of Applicant) the ____ of such company, and that he/she is autho- (Title of Officer) rized to execute and file such instrument. Deponent further says that he/she 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) _____