

FORM B

INSURANCE HOLDING COMPANY SYSTEM ANNUAL REGISTRATION STATEMENT

Filed with the Insurance Department of the State of Vermont

By

_____ **Name of Registrant**

On Behalf of the Following Insurance Companies

Date: _____, 19
—

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

FORM B

Item 1. Identity and Control of Registrant

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

Item 2. Organizational Chart

Furnish a chart or listing clearly presenting the identities of and interrelationships among all affiliated persons within the insurance holding company system. 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 of control of voting securities, indicate the basis of such control. As to each person specified in such chart or listing indicate the type of organization (e.g., corporation, trust, partnership) and the state or other jurisdiction of domicile.

Item 3. The Ultimate Controlling Person

As to the ultimate controlling person, 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 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 looking toward 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 person's name and address, his or her principal occupation and all offices and positions held during the past five years, and any conviction of crimes other than minor traffic violations during the past ten years.

Item 5. Transactions, Relationships and Agreements

(a) Briefly describe the following agreements in force, and transactions currently outstanding or which have occurred in the last calendar year between the Registrant and its affiliates:

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

- (2) purchases, sales or exchanges 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 Registrant's assets to liability, other than insurance contracts entered into in the ordinary course of the Registrant's business;
- (5) all management and service contracts and all costsharing arrangements;
- (6) reinsurance agreements;
- (7) dividends and other distributions to shareholders;
- (8) consolidated tax allocation agreements; and
- (9) 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. Sales, purchases, exchanges, loans or extensions of credit, investments or guarantees involving one-half of 1% or less of the Registrant's admitted assets as of the 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 such transaction; and relationships of the affiliated parties to the Registrant.

Item 6. Litigation or Administrative Proceedings

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

- (a) Criminal prosecutions or administrative proceedings by any government agency or authority which may be relevant to the trustworthiness of any party thereto; and
- (b) Proceedings which may have a material effect upon the solvency or capital structure of the ultimate controlling person 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 year's annual registration statement are not part of a plan or series of like

transactions, the purpose of which is to avoid statutory threshold amounts and the review that might otherwise occur.

Item 8. Financial Statements and Exhibits

(a) Financial statements and exhibits should be attached to this statement as an appendix, but list under this item the financial statements and exhibits so attached.

(b) The financial statements shall include the annual financial statement of the ultimate controlling person as of the end of the person's fiscal year, and related statements of income and surplus for the year then ended. Such financial statements shall be accompanied by the certificate of an independent public accountant to the effect that such financials present fairly the financial position of the ultimate controlling person and the results of its operation 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. In lieu of an individual statement, Registrant may furnish a certified consolidated financial statement for the ultimate controlling person prepared in the usual course of business. Such statements need not be separate from the annual report of the ultimate controlling person.

(c) Exhibits shall include copies of the latest annual reports to shareholders of the ultimate controlling person and any proxy material used by the ultimate controlling person during the preceding year.

Item 9. Form C Required

A Form C, Summary of Registration Statement, must be prepared and filed with this Form B.

Item 10. Signatures and Certification

Signatures and certification of the form as follows:

SIGNATURE

Pursuant to the requirements of 8 V.S.A. s 3684 and Regulation No. 71-2, the Registrant has caused this registration statement to be duly signed on its behalf in the City of ____ and State of ____ on the __ day of _____, 19 __ .

(SEAL)

(Name of Registrant)

By _____ (Name) (Title)

Attest:

_____ (Signature of Officer)

_____ (Title)

CERTIFICATION

The undersigned deposes and says that he or she has duly executed the attached registration statement dated _____, 19 __, for and on behalf of _(Name of Company)_ ; that he or she is the _(Title of Officer)_ of such company, and that he or she has authority to execute and file such instrument. Deponent further says that he or she is familiar with such instrument 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 beneath) _____