

HEARING

IN THE MATTER OF

PROPOSED AMENDED RULE 15
"INSURANCE HOLDING COMPANY SYSTEMS WITH
REPORTING FORMS AND INSTRUCTIONS"

HONORABLE SUZANNE TIPTON
DEPUTY Correct.COMMISSIONER & HEARING OFFICER
ARKANSAS INSURANCE DEPARTMENT

HEARING PROCEEDINGS

NOVEMBER 12, 2015

at 1:00 P.M.

APPEARANCES

ON BEHALF OF THE ARKANSAS INSURANCE DEPARTMENT:

MS. AMANDA CAPPS ROSE
ARKANSAS INSURANCE DEPARTMENT
1200 WEST THIRD STREET
LITTLE ROCK, ARKANSAS 72201-1904

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ORIGINAL

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CAPTION

PROCEEDINGS in the above-styled and numbered cause on the 12th day of November, 2015, before Faith Grigsby, Arkansas Supreme Court Certified Court Reporter #686, at 1:00 p.m., in the Hearing Room of the Arkansas Insurance Department, 1200 West Third Street, Little Rock, Arkansas, pursuant to the agreement hereinafter set forth.

* * * * *

PROCEEDINGS

NOVEMBER 12, 2015

1
2
3 HEARING OFFICER: Today is November 12,
4 2015. We're here in the matter of Proposed
5 Amended Rule 15, "Insurance Holding Company
6 Systems with Reporting Forms and Instructions".

7 My name is Suzanne Tipton, General Counsel
8 for the Insurance Department, and Commissioner
9 Kerr has appointed me to be the hearing officer
10 in this matter. Present and representing the
11 Department is Attorney Amanda Rose.

12 You may proceed.

13 MS. ROSE: Thank you. I have eleven
14 exhibits on behalf of the Department that I'd
15 like to introduce into the record. Exhibit
16 Number 1 is a copy of Proposed Amended Rule 15
17 which, again, as you said, is the Insurance
18 Holding Company Systems Act Regulation with
19 Reporting Forms and Instructions.

20 Number 2 is a mark-up version of the
21 Proposed Amended Rule 15 as compared to the
22 current Rule 15. Number 3 is the Insurance
23 Department's Notice of Public Hearing for
24 today. Number 4 is the designation of hearing
25 officer.

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Number 5 is proof of publication of the hearing in the Arkansas Democrat Gazette. Number 6 is a copy of October 12, 2015, correspondence regarding submission of the proposed rule to the Arkansas Bureau of Legislative Research.

Number 7 is an October 9, 2015, electronic mailing proof of the Governor's approval to proceed with this proposed amended rule. Number 8 is a copy of October 12, 2015, correspondence to the Secretary of State. Number 9, proof of Arkansas Insurance Department's electronic mail blast to those who are subscribed to that.

Number 10 is a summary of the substantive changes to Proposed Rule 15. And Number 11 we received yesterday, a November 11, 2015, correspondence from Arkansas Blue Cross Blue Shield regarding this Proposed Amended Rule 15.

HEARING OFFICER: Are there any objections to any of the exhibits?

(No audible response given)

HEARING OFFICER: Exhibits 1 through 11 will be admitted to the record.

(WHEREUPON, Exhibits Number 1 through 11

1 were marked for identification and are attached
2 hereto.)

3 MS. ROSE: I do not believe that we have
4 any witnesses today, although we certainly are
5 open to that. This rule is an NAIC model that
6 will become an accreditation standard in 2016.
7 It supports legislation that was passed this
8 year by providing instructions and forms for
9 filing.

10 The big things that it does is adds a Form
11 F for certain companies above a certain premium
12 level. It gives us authority to participate in
13 supervisory colleges with group companies that
14 are part of an alien group, I guess I should
15 say. And finally, it expounds a little bit on
16 the confidentiality procedures that we put in
17 place in the Act that we passed this year.

18 We have gotten one public comment, which is
19 Exhibit 11. We have gotten two requests from
20 industry for a mark-up version, to look at the
21 changes. And other than that, we have had no
22 public comments.

23 HEARING OFFICER: And what were the
24 comments in Exhibit 11?

25 MS. ROSE: Mr. Sewall noted that we removed

1 language that described how the paper copy of
2 these forms should be filed, and he's correct.
3 We have looked back at that and that's no
4 longer in the model. But I think he's correct
5 in saying, we do still want the paper copy in
6 addition to the electronic copy, so I would
7 offer that Mr. Sewall and I can work together
8 probably this afternoon and resolve his
9 concerns.

10 And the NAIC would not have a problem with
11 us adding back in that paper copy language.
12 Our Finance Division did not have concerns with
13 that. And that's an easy fix. That is not
14 substantive, in my opinion, so we're happy to
15 work with Blue Cross on that.

16 HEARING OFFICER: Does anyone else have any
17 comments outside of what she's discussed?

18 (No audible response given)

19 HEARING OFFICER: Is there any reason to
20 keep the record open? Do we want to keep the
21 record open to go ahead and make those changes?

22 MS. ROSE: Let's keep it open, if you
23 agree, until, say, end of business tomorrow. I
24 mean, this is an easy fix. I know we can get
25 it done today or tomorrow. And I'm seeing Mr.

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Sewall shake his head yes.

MR. SEWALL: Yeah.

HEARING OFFICER: We'll keep the record open until end of business tomorrow in order to allow Amanda and Mr. Sewall to deal with the changes of Exhibit 11.

If there are no other comments --

MS. ROSE: I would just say that we will reissue the changed rule to the Secretary of State, as well as the Bureau, and proceed with having the Bureau hear our rule on December 15th.

HEARING OFFICER: Anything else?

(No audible response given)

HEARING OFFICER: Then the record will remain open and the hearing is closed.

(WHEREUPON, the proceedings were concluded in this matter at 1:05 p.m.)

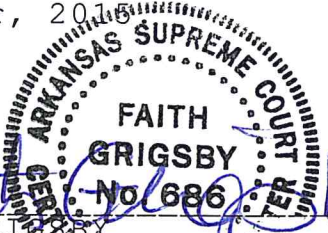
CERTIFICATE

STATE OF ARKANSAS)
) ss
COUNTY OF PULASKI)

I, Faith Grigsby, CCR, Certified Stenomask Reporter before whom the foregoing testimony was taken, do hereby certify that the witness was duly sworn by me; that the testimony of said witness was taken by me and was thereafter reduced to typewritten form under my supervision; that the deposition is a true and correct record of the testimony given by said witness; that I am neither counsel for, related to, nor employed by the parties to the action in which this deposition was taken, and further, that I am not a relative or employee of any attorney or counsel employed by the parties hereto, nor financially interested in the outcome of this action.

I FURTHER CERTIFY, that I have no contract with the parties within this action that affects or has a substantial tendency to affect impartiality, that requires me to relinquish control of an original deposition transcript or copies of the transcript before it is certified and delivered to the custodial attorney, or that requires me to provide any service not made available to all parties to the action.

WITNESS MY HAND AND SEAL this 19th day of November, 2015



Faith Grigsby

FAITH GRIGSBY
Arkansas State Supreme Court
Certified Court Reporter #686

EXHIBIT LIST

DATE: NOVEMBER 12, 2015

SUBJECT: PROPOSED AMENDED RULE 15
"INSURANCE HOLDING COMPANY SYSTEMS WITH
REPORTING FORMS AND INSTRUCTIONS"

HEARING OFFICER: SUZANNE TIPTON
GENERAL COUNSEL/DEPUTY COMMISSIONER

<u>Exhibit No.</u>	<u>Description</u>
1.	Proposed Amended Rule 15, "Insurance Holding Company Systems with Reporting Forms and Instructions"
2.	Mark-Up Version of Proposed Amended Rule 15; comparison between existing Rule 15 and Proposed Amended Rule 15
3.	Arkansas Insurance Department's October 12, 2015 NOTICE OF PUBLIC HEARING concerning Proposed Amended Rule 15, "Insurance Holding Company Systems with Reporting Forms and Instructions"
4.	Designation of Hearing Officer
5.	Proof of Publication of Hearing on Proposed Amended Rule 15 in the Arkansas Democrat-Gazette as required by the Arkansas Administrative Procedures Act, Ark. Code Ann. §§ 25-15-201, <i>et seq.</i>
6.	Copy of October 12, 2015 correspondence regarding submission of Proposed Amended Rule 15 to the Arkansas Bureau of Legislative Research, including the Questionnaire and Financial Impact Statement
7.	Copy of October 9, 2015 electronic mail regarding the Governor's approval of Proposed Amended Rule 15
8.	Copy of October 12, 2015 correspondence to the Arkansas Secretary of State, providing copies of the Notice of Public Hearing and Proposed Amended Rule 15
9.	Proof of Arkansas Insurance Department's electronic mail "blast" to all those who have requested receipt of such from the Department
10.	Summary of Substantive Changes in Proposed Amended Rule 15
11.	November 11, 2015 correspondence from Arkansas Blue Cross and Blue Shield

PROPOSED AMENDED RULE 15

**INSURANCE HOLDING COMPANY SYSTEMS
WITH REPORTING FORMS AND INSTRUCTIONS**

RECEIVED

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OCT 12 2015

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LEGISLATIVE RESEARCH

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

Form B Insurance Holding Company System Registration Statement

Form C Summary of Registration Statement

Form D Prior Notice of a Transaction

Form E Pre-Acquisition Notification

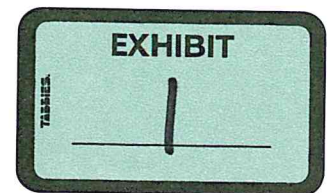
Form F Enterprise Risk Report

SECTION 1. AUTHORITY.

This Rule is promulgated by the Commissioner pursuant to the authority granted by Ark. Code Ann. §§ 23-61-108, 23-63-501, *et seq.*, and 25-15-201, *et seq.*

SECTION 2. EFFECTIVE DATE.

This Rule shall become effective on January 1, 2016.



FILED
REGISTER DIV.
15 OCT 12 AM 10:12
SECRETARY OF STATE
STATE OF ARKANSAS

SECTION 3. PURPOSE.

The purpose of this Rule is to set forth rules and procedures that the Commissioner deems necessary to carry out the provisions of Ark. Code Ann. §§ 23-63-501, *et seq.*, the Insurance Holding Company Regulatory Act, hereinafter referred to as “the Act.” The information to be filed pursuant to this Rule is hereby declared to be necessary and appropriate in the public interest and for the protection of the policyholders in this State.

SECTION 4. SEVERABILITY CLAUSE.

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

SECTION 5. FORMS - GENERAL REQUIREMENTS.

(a) Forms A, B, C, D, E and F are intended to be guides in the preparation of the statements required by the Act. 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 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.

(b) Two (2) complete copies of each statement including exhibits and all other papers and documents filed as a part thereof, accompanied by the appropriate filing fee set forth in Arkansas Insurance Department Rule 57, shall be filed with the Insurance Commissioner by personal delivery or mail addressed to:

Insurance Commissioner of the State of Arkansas
1200 West Third Street
Little Rock, Arkansas 72201-1904
Attention: Legal Division

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 such power of attorney or other authority shall also be filed with the statement.

(c) Statements should be prepared electronically. Statements shall be easily readable and suitable for review and reproduction. 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.

SECTION 6. FORMS - INCORPORATION BY REFERENCE, SUMMARIES AND OMISSIONS.

(a) Information required by any item of Form A, Form B, Form D, Form E or Form F 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, Form E or Form F provided such 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 such incorporation would render the statement incomplete, unclear or confusing.

(b) 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 such 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 such documents need be filed with a schedule identifying the omitted documents and setting forth the material details in which the documents differ from the documents, a copy of which is filed.

SECTION 7. FORMS - INFORMATION UNKNOWN OR UNAVAILABLE AND EXTENSION OF TIME TO FURNISH.

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

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

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

(3) 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.

SECTION 8. FORMS - ADDITIONAL INFORMATION AND EXHIBITS.

In addition to the information expressly required to be included in Form A, Form B, Form C, Form D, Form E and Form F, 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. Such exhibits shall be so marked as to indicate clearly the subject matters to which they refer. Changes to Forms A, B, C, D, E or F 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.

SECTION 9. DEFINITIONS.

- (a) "Commissioner" means the Arkansas Insurance Commissioner.
- (b) "Enterprise risk" means any activity, circumstance, event, or series of events involving at least one (1) affiliate of an insurer that, if not remedied, are likely to have a material adverse effect on the financial condition or liquidity of the insurer or the insurer's insurance holding company as a whole, including any action that may cause an insurer's risk-based capital to fall into company action level or cause an insurer to be in hazardous financial condition.
- (c) "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.
- (d) "Ultimate controlling person" means that person which is not controlled by any other person.
- (e) Unless the context otherwise requires, other terms found in this Rule and in Ark. Code Ann. § 23-63-503 are used as defined in the Act if not defined herein. Other nomenclature or terminology is in accordance with the Insurance Code or industry usage if not defined by the Insurance Code.

SECTION 10. SUBSIDIARIES OF DOMESTIC INSURERS.

The authority to invest in subsidiaries under Ark. Code Ann. § 23-63-505 is in addition to any authority to invest in subsidiaries which may be contained in any other provision of the Insurance Code.

SECTION 11. ACQUISITION OF CONTROL - STATEMENT FILING.

A person required to file a statement pursuant to Ark. Code Ann. §§ 23-63-506 – 23-63-513 shall furnish the required information on Form A, hereby made a part of this Rule. Such person shall also furnish the required information on Form E, hereby made a part of this Rule and described in Section 14 of this Rule.

SECTION 12. 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 such information was furnished, but prior to the Commissioner's disposition of the application.

SECTION 13. ACQUISITION OF ARK. CODE ANN. § 23-63-506 INSURERS.

(a) If the person being acquired is deemed to be a “domestic insurer” solely because of the provisions of Ark. Code Ann. § 23-63-506, the name of the domestic insurer on the cover page should be indicated as follows:

“ABC Insurance Company, a subsidiary of XYZ Holding Company.”

(b) Where an Ark. Code Ann. § 23-63-506 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.

SECTION 14. PRE-ACQUISITION NOTIFICATION.

If a domestic insurer, including any person controlling a domestic insurer, is proposing a merger or acquisition pursuant to Ark. Code Ann. §§ 23-63-506 – 23-63-513, that person shall file a pre-acquisition notification form, Form E, which was developed pursuant to Ark. Code Ann. § 23-63-527.

Additionally, if a non-domiciliary insurer licensed to do business in this State is proposing a merger or acquisition pursuant to Ark. Code Ann. §§ 23-63-525 – 23-63-530, 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 Ark. Code Ann. §§ 23-63-525 – 23-63-528, as set forth in Ark. Code Ann. § 23-63-526(b), unless the Commissioner so requests.

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.

SECTION 15. ANNUAL REGISTRATION OF INSURERS - STATEMENT FILING.

An insurer required to file and maintain a registration statement pursuant to Ark. Code Ann. § 23-63-514 shall furnish the required information on Form B, hereby made a part of this Rule.

Notwithstanding the frequency or lack of filed amendments that report material transactions in the intervening period, each domestic insurer subject to registration under this Rule shall update, restate and refile with the Department a full and complete registration statement (Form B), with the companion summary (Form C), annually on or before May 1st.

SECTION 16. SUMMARY OF REGISTRATION - STATEMENT FILING.

An insurer required to file and maintain a registration statement pursuant to Ark. Code Ann. § 23-63-514 is also required to furnish information required on Form C, hereby made a part of this Rule. 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 twenty (20) days from receipt of the notice to file such form.

SECTION 17. AMENDMENTS TO FORM B.

(a) An amendment to Form B shall be filed within fifteen (15) days after the end of any month in which there is a material change to the information provided in the annual registration statement.

(b) Amendments shall be filed in the Form B format reporting only those items which are being amended. Each amendment shall include at the top of the cover page "AMENDMENT NO. [insert number] to Form B for [insert year]" and shall indicate the date of the change and not the date of the original filings.

SECTION 18. ALTERNATIVE AND CONSOLIDATED REGISTRATIONS.

(a) Any authorized insurer may file a registration statement on behalf of any affiliated insurer or insurers which are required to register under Ark. Code Ann. § 23-63-514. 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:

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

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

(b) 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.

(c) 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 subsection (a) above.

(d) Any insurer may take advantage of the provisions of Ark. Code Ann. § 23-63-514(f) or (g) without obtaining the prior approval of the Commissioner. The Commissioner, however, reserves the right to require individual filings if he deems such filings necessary in the interest of clarity, ease of administration or the public good.

SECTION 19. DISCLAIMERS AND TERMINATION OF REGISTRATION.

(a) 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:

- (1) The number of authorized, issued and outstanding voting securities of the subject;
- (2) 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;
- (3) All material relationships and bases for affiliation between the subject and the person whose control is denied and all affiliates of such person;
- (4) A statement explaining why the person should not be considered to control the subject.

(b) 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.

SECTION 20. TRANSACTIONS SUBJECT TO PRIOR NOTICE - NOTICE FILING.

(a) An insurer required to give notice of a proposed transaction pursuant to Ark. Code Ann. § 23-63-515(a)(2) shall furnish the required information on Form D, hereby made a part of this Rule.

(b) Agreements for cost sharing services and management services shall at a minimum and as applicable:

- (1) Identify the person providing services and the nature of such services;
- (2) Set forth the methods to allocate costs;
- (3) Require timely settlement, not less frequently than on a quarterly basis, and compliance with the requirements in the Accounting Practices and Procedures Manual;
- (4) Prohibit advancement of funds by the insurer to the affiliate except to pay for services defined in the agreement;
- (5) State that the insurer will maintain oversight for functions provided to the insurer by the affiliate and that the insurer will monitor services annually for quality assurance;

- (6) Define books and records of the insurer to include all books and records developed or maintained under or related to the agreement;
- (7) Specify that all books and records of the insurer are and remain the property of the insurer and are subject to control of the insurer;
- (8) State that all funds and invested assets of the insurer are the exclusive property of the insurer, held for the benefit of the insurer and are subject to the control of the insurer;
- (9) Include standards for termination of the agreement with and without cause;
- (10) Include provisions for indemnification of the insurer in the event of gross negligence or willful misconduct on the part of the affiliate providing the services;
- (11) Specify that, if the insurer is placed in receivership or seized by the Commissioner under Ark. Code Ann. §§ 23-68-101, *et seq.*:
 - (i) all of the rights of the insurer under the agreement extend to the receiver or Commissioner; and,
 - (ii) all books and records will immediately be made available to the receiver or the Commissioner, and shall be turned over to the receiver or the Commissioner immediately upon the receiver or the Commissioner's request;
- (12) Specify that the affiliate has no automatic right to terminate the agreement if the insurer is placed in receivership pursuant to Ark. Code Ann. §§ 23-68-101, *et seq.*; and
- (13) Specify that the affiliate will continue to maintain any systems, programs, or other infrastructure notwithstanding a seizure by the Commissioner under Ark. Code Ann. §§ 23-68-101, *et seq.*, and will make them available to the receiver, for so long as the affiliate continues to receive timely payment for services rendered.

SECTION 21. ENTERPRISE RISK REPORT.

The ultimate controlling person of an insurer required to file an enterprise risk report pursuant to Ark. Code Ann. § 23-63-514(m) shall furnish the required information on Form F, hereby made a part of this Rule.

SECTION 22. EXTRAORDINARY DIVIDENDS AND OTHER DISTRIBUTIONS.

- (a) 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 thereof, 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 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 insurer's 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 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 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 31st day of December next preceding and the two 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.

(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; and

(6) 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.

(b) Subject to Ark. Code Ann. § 23-63-515(c), (d), (e) and (f) as to extraordinary dividends, each registered insurer shall report to the Commissioner all dividends and other distributions to shareholders within fifteen (15) business days following the declaration thereof, including the same information required by subsections (a)(4)(i)-(v) of this section.

SECTION 23. ADEQUACY OF SURPLUS.

The factors set forth in Ark. Code Ann. § 23-63-515(b) 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.

ALLEN KERR
INSURANCE COMMISSIONER
STATE OF ARKANSAS

DATE

RULE 15

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 the State of _____ (State of domicile of insurer being acquired)

Dated: _____, (Year) _____

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

ITEM 1. 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 (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 and 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 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 (s)he is an individual 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 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 five (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 therewith.
- (d) 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.

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 OF INSURER

Describe any plans or proposals which the applicant may have to declare an extraordinary dividend, to liquidate such 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 4 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 determined.

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 4.

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 4 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.

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 4 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 such 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 4, or by anyone based upon interviews or at the suggestion of the applicant, its affiliates or any person listed in Item 4 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, exhibits, and three (3) year financial projections of the insurer(s) 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 3(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 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 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 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 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 two (2) fiscal years, and any additional documents or papers required by Form A or Sections 5 and 7 of this Rule.

ITEM 13. AGREEMENTS FOR ENTERPRISE RISK MANAGEMENT

Applicant 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 14. SIGNATURE AND CERTIFICATION

Signature and certification required as follows:

SIGNATURE

Pursuant to the requirements of Ark. Code Ann. §§ 23-63-506 – 23-63-513 _____ has caused this application to be duly signed on its behalf in the City of _____ and State of _____ on the _____ day of _____, (Year) _____.

Name of Applicant

(SEAL)

BY _____
(Name) (Title)

Attest:

(Signature of Officer)

(Title)

CERTIFICATION

The undersigned deposes and says that (s)he has duly executed the attached application dated _____, (Year) _____, 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 the 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) _____

RULE 15

FORM B

**INSURANCE HOLDING COMPANY SYSTEM
REGISTRATION STATEMENT**

Filed with the Insurance Department of the State of _____

By

Name of Registrant

On Behalf of Following Insurance Companies

Name

Address

Date: _____, (Year) _____

Name, Title, Address and telephone number of Individuals 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 affiliated persons within the insurance holding company system. No affiliate need be shown if its total assets are equal to less than 1/2 of 1% (one percent) of the total assets of the ultimate controlling person 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 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.

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 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 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

If the ultimate controlling person is a corporation, an organization, a limited liability company, or other legal entity, 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 five (5) years, and any conviction of crimes other than minor traffic violations. If the ultimate controlling person is an individual, furnish the individual's name and address, his or her principal occupation and all offices and positions held during the past five (5) years, and any conviction of crimes other than minor traffic violations.

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:

- (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 agreements, service contracts and all cost-sharing 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 for purposes of Ark. Code Ann. § 23-63-514(c).

Sales, purchases, exchanges, loans or extensions of credit, investments or guarantees involving one-half of one percent (0.5%) 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 relationship 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 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 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 statements of the ultimate controlling person in the insurance holding company system as of the end of the 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 such 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 such insurer filed with the insurance department of the insurer's domiciliary state and are in accordance with requirements of the insurance or other accounting principles prescribed or permitted under the law and regulations of that state.

(c) Exhibits shall include copies of the latest annual reports to shareholders of the ultimate controlling person and proxy material used by the ultimate controlling person; and any additional documents or papers required by Form B or Sections 5 and 7 of this Rule.

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 Ark. Code Ann. § 23-63-514, _____ 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 _____, (Year)_____.

Name of Registrant

(SEAL)

BY _____
(Name) (Title)

Attest:

(Signature of Officer)

(Title)

CERTIFICATION

The undersigned deposes and says that (s)he has duly executed the attached registration statement dated _____, (Year)_____, for and on behalf of (Name of Registrant) _____; 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 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) _____

RULE 15

FORM C

SUMMARY OF REGISTRATION STATEMENT

Filed with the Insurance Department of the State of _____

By

Name of Registrant

On Behalf of the Following Insurance Companies

Name

Address

Name	Address

Date: _____, (Year) _____

Name, Title, Address and telephone number of Individuals to whom Notices and Correspondence Concerning This Statement Should be Addressed:

Furnish a brief description of all items in the current registration statement which represent changes from the prior registration statement. The description shall be in a manner so as to permit the proper evaluation thereof by the Commissioner, and shall include specific references to Item numbers in the 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 10 percent 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 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 person.

If a transaction disclosed on the prior registration statement has been changed, the nature of such change shall be included. If a transaction disclosed on the prior 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 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 Ark. Code Ann. § 23-63-514, _____ the Registrant has caused this summary of registration statement to be duly signed on its behalf in the City of _____ and State of _____ on the _____ day of _____, (Year)_____.

Name of Registrant

(SEAL)

BY _____
(Name) (Title)

Attest:

(Signature of Officer)

(Title)

CERTIFICATION

The undersigned deposes and says that (s)he has duly executed the attached summary of registration statement dated _____, (Year)_____, for and on behalf of _____ (Name of Registrant); 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 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) _____

RULE 15

FORM D

PRIOR NOTICE OF A TRANSACTION

Filed with the Insurance Department of the State of _____

By

Name of Registrant

On Behalf of the Following Insurance Companies

Name

Address

Date: _____, (Year) _____

Name, Title, Address and telephone number of Individuals to whom Notice 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:

- (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 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 Ark. Code Ann. § 23-63-515(a)(2)(A), (B), (C), (D) or (E).

(b) A statement of the nature of the transaction.

(c) A statement of how the transaction meets the “fair and reasonable” standard of Ark. Code Ann. § 23-63-515(a)(1)(A).

(d) 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 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 percent (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 31st day of December next preceding.

ITEM 5. REINSURANCE

If the transaction is a reinsurance agreement or modification thereto, as described by Ark. Code Ann. § 23-63-515(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, or the projected reinsurance premium or change in the insurer's liabilities in any of the next three (3) years, 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 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;
- (d) A brief description of the accounting basis to be used in calculating each party's costs under the agreement;
- (e) A brief statement as to the effect of the transaction upon the insurer's policyholder surplus;
- (f) A statement regarding the cost allocation methods that specifies whether proposed charges are based on "cost or market." If market based, rationale for using market instead of cost, including justification for the company's determination that amounts are fair and reasonable; and
- (g) A statement regarding compliance with the *NAIC Accounting Practices and Procedure Manual* regarding expense allocation.

ITEM 7. SIGNATURE AND CERTIFICATION

Signature and certification required as follows:

SIGNATURE

Pursuant to the requirements of Ark. Code Ann. § 23-63-515 _____ has caused this notice to be duly signed on its behalf in the City of _____ and State of _____ on the _____ day of _____, (Year)_____.

Name of Applicant

(SEAL)

BY _____
(Name) (Title)

Attest:

(Signature of Officer)

(Title)

CERTIFICATION

The undersigned deposes and says that (s)he has duly executed the attached statement dated _____, (Year)_____, 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 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) _____

RULE 15
FORM E

**PRE-ACQUISITION NOTIFICATION
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**

Name of Applicant

Name of Other Person Involved
In Merger or Acquisition

Filed with the Insurance Department of the State of _____

Dated: _____, (Year) _____

Name, Title, Address and Telephone Number of Person Completing This Statement:

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. NAMES 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. Provide a determination as to whether the proposed acquisition or merger, if consummated, would violate the competitive standards of the state as stated in Ark. Code Ann. § 23-63-528. If the proposed acquisition or merger would violate competitive standards, provide justification of why the acquisition or merger would not substantially lessen competition or create a monopoly in the state.

For purposes of this notice "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. Under Ark. Code Ann. § 23-63-525(1) "acquisition" is defined to include acquisition of assets, bulk reinsurance and mergers, as well as a change in control.

CERTIFICATION

The undersigned deposes and says that (s)he has duly executed the attached pre-acquisition notification dated _____, (Year) _____, 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 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 above) _____

FORM F

ENTERPRISE RISK REPORT

Filed with the Insurance Department of the State of _____

By

Name of Registrant/Applicant

On Behalf of/Related to Following Insurance Companies

Name Address

Date: _____, 20 _____

Name, Title, Address and telephone number of Individual to Whom Notices and Correspondence Concerning This Statement Should Be Addressed:

ITEM 1. ENTERPRISE RISK

The Registrant/Applicant, to the best of its knowledge and belief, shall provide information regarding the following areas that could produce enterprise risk as defined in Ark. Code Ann. § 23-63-503(9), provided such information is not disclosed in the Insurance Holding Company System Annual Registration Statement filed on behalf of itself or another insurer for which it is the ultimate controlling person:

- (a) Any material developments regarding strategy, internal audit findings, compliance or risk management affecting the insurance holding company system;

- (b) Acquisition or disposal of insurance entities and reallocating of existing financial or insurance entities within the insurance holding company system;
- (c) Any changes of shareholders of the insurance holding company system exceeding ten percent (10%) or more of voting securities;
- (d) Developments in various investigations, regulatory activities or litigation that may have a significant bearing or impact on the insurance holding company system;
- (e) Business plan of the insurance holding company system and summarized strategies for next twelve (12) months;
- (f) Identification of material concerns of the insurance holding company system raised by supervisory college, if any, in last year;
- (g) Identification of insurance holding company system capital resources and material distribution patterns;
- (h) Identification of any negative movement, or discussions with rating agencies which may have caused, or may cause, potential negative movement in the credit ratings and individual insurer financial strength ratings assessment of the insurance holding company system (including both the rating score and outlook);
- (i) Information on corporate or parental guarantees throughout the holding company and the expected source of liquidity should such guarantees be called upon; and
- (j) Identification of any material activity or development of the insurance holding company system that, in the opinion of senior management, could adversely affect the insurance holding company system.

The Registrant/Applicant may attach the appropriate form most recently filed with the U.S. Securities and Exchange Commission, provided the Registrant/Applicant includes specific references to those areas listed in Item 1 for which the form provides responsive information. If the Registrant/Applicant is not domiciled in the U.S., it may attach its most recent public audited financial statement filed in its country of domicile, provided the Registrant/Applicant includes specific references to those areas listed in Item 1 for which the financial statement provides responsive information.

ITEM 2: OBLIGATION TO REPORT

If the Registrant/Applicant has not disclosed any information pursuant to Item 1, the Registrant/Applicant shall include a statement affirming that, to the best of its knowledge and belief, it has not identified enterprise risk subject to disclosure pursuant to Item 1.

CERTIFICATION

The undersigned deposes and says that (s)he has duly executed the attached pre-acquisition notification dated _____, (Year) _____, 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 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 above) _____

PROPOSED AMENDED RULE AND REGULATION 15

**INSURANCE HOLDING COMPANY SYSTEMS
WITH REPORTING FORMS AND INSTRUCTIONS**

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SECTION 1. AUTHORITY.

This Rule and Regulation is promulgated by the Commissioner pursuant to the authority granted by Arkansas Ark. Code Annotated §§ Ann. §§ 23-61-108, 23-63-548501, et seq., and 25-15-201, et seq.

SECTION 2. EFFECTIVE DATE.



This Rule and Regulation shall become effective on January 1, 19992016.

SECTION 3. PURPOSE.

The purposespurpose of this Rule and Regulation areis to set forth rules and procedural requirements whichprocedures that the Commissioner deems necessary to carry out the provisions of Ark. Code Ann. §§ 23-63-501, et seq. Thethe Insurance Holding Company Regulatory Act, hereinafter referred to as "the Act". The information called for byto be filed pursuant to this Rule and Regulation is hereby declared to be necessary and appropriate in the public interest and for the protection of the policyholders in this State.

SECTION 4. SEVERABILITY CLAUSE.

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

SECTION 5. FORMS - GENERAL REQUIREMENTS.

(a) Forms A, B, C, D, E and EF are intended to be guides in the preparation of the statements required by the Act. 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 thereto are so prepared in such a manner as to indicate toclearly the reader thescope 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.

(b) Two (2) complete copies of each statement including exhibits and all other papers and documents filed as a part thereof, accompanied by the appropriate Rule 57 filing fee set forth in Arkansas Insurance Department Rule 57, shall be filed with the Insurance Commissioner of the State of Arkansas by personal delivery or mail addressed to:

Insurance Commissioner of the State of Arkansas
1200 West Third Street
Little Rock, Arkansas 72201-1904
Attention: Legal Division

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 twenty (20) 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

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similar authority, a copy of such power of attorney or other authority shall also be filed with the statement.

(c) Statements should be prepared on paper 8 1/2" x 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-electronically. Statements shall be easily readable and suitable for review and reproduction. 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.

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SECTION 6. FORMS - INCORPORATION BY REFERENCE, SUMMARIES AND OMISSIONS.

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(a) Information required by any item of Form A, Form B, Form D, Form E or Form EF 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, Form E or Form EF provided such 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 such incorporation would render the statement incomplete, unclear or confusing.

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(b) 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 such 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 such documents need be filed with a schedule identifying the omitted documents and setting forth the material details in which the documents differ from the documents, a copy of which is filed.

SECTION 7. FORMS - INFORMATION UNKNOWN OR UNAVAILABLE AND EXTENSION OF TIME TO FURNISH, OF TIME TO FURNISH.

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(a) 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)

(1) 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

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(2) 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.

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

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- (1) Identifying the information, document or report in question;
- (2) Stating why the filing thereof at the time required is impractical; and
- (3) 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.

SECTION 8. FORMS - ADDITIONAL INFORMATION AND EXHIBITS.

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In addition to the information expressly required to be included in Form A, Form B, Form C, Form D, Form E and Form EF, 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. Such exhibits shall be so marked as to indicate clearly the subject matters to which they refer. Changes to Forms A, B, C, D, E, or EF 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.

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SECTION 9. DEFINITIONS.

(a) "Commissioner" means the Arkansas Insurance Commissioner.

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(b) "Executive officer" (b) "Enterprise risk" means any activity, circumstance, event, or series of events involving at least one (1) affiliate of an insurer that, if not remedied, are likely to have

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a material adverse effect on the financial condition or liquidity of the insurer or the insurer's insurance holding company as a whole, including any action that may cause an insurer's risk-based capital to fall into company action level or cause an insurer to be in hazardous financial condition.

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(c) "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.

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(c) "Foreign insurer" shall include an alien insurer as defined in Ark. Code Ann. §23-60-102(8) except where clearly noted otherwise.

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

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(e) Unless the context otherwise requires, other terms found in this Rule and Regulation and in Ark. Code Ann. § 23-63-503 are used as defined in the Act, if not defined herein. Other nomenclature or terminology is according to in accordance with the Insurance Code, or industry usage if not defined by the Insurance Code.

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SECTION 10. SUBSIDIARIES OF DOMESTIC INSURERS.

The authority to invest in subsidiaries under Ark. Code Ann. § 23-63-505 is in addition to any authority to invest in subsidiaries which may be contained in any other provision of the Insurance Code.

SECTION 11. ACQUISITION OF CONTROL - STATEMENT FILING.

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A person required to file a statement pursuant to Ark. Code Ann. §§ 23-63-514-506 – 23-63-513 shall furnish the required information on Form A, hereby made a part of this Rule and Regulation. Such person shall also furnish the required information on Form E, hereby made a part of this Rule and Regulation and described in Section 14 of this Rule and Regulation.

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SECTION 12. AMENDMENTS TO FORM A.

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

SECTION 13. ACQUISITION OF ARK. CODE ANN. § 23-63-506 INSURERS.

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(a) If the person being acquired is deemed to be a "domestic insurer" solely because of the provisions of Ark. Code Ann. § 23-63-506, the name of the domestic insurer on the cover page should be indicated as follows:

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

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(b) Where an Ark. Code Ann. § 23-63-506 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.

SECTION 14. PRE-ACQUISITION NOTIFICATION.

If a domestic insurer, including any person controlling a domestic insurer, is proposing a merger or acquisition pursuant to §§ Ark. Code Ann. §§ 23-63-506, et seq., - 23-63-513, that person shall file a pre-acquisition notification form, Form E, which was developed pursuant to § Ark. Code Ann. § 23-63-527.

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Additionally, if a non-domiciliary insurer licensed to do business in this State is proposing a merger or acquisition pursuant to §§ Ark. Code Ann. §§ 23-63-506, et seq., 525 - 23-63-530, 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 §§ Ark. Code Ann. §§ 23-63-525, et seq., - 23-63-528, as set forth in § Ark. Code Ann. § 23-63-526(b); unless the Commissioner so requests.

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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.

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The Form E filing shall be accompanied by the Rule 57 fee for notice filings or exemptions.

SECTION 15. ANNUAL REGISTRATION OF INSURERS - STATEMENT FILING.

An insurer required to file and maintain a registration statement pursuant to Ark. Code Ann. § 23-63-514 shall furnish the required information on Form B, hereby made a part of this Rule and Regulation.

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Notwithstanding the frequency or lack of filed amendments reporting material transactions in the intervening period, each domestic insurer subject to registration under this Rule shall update, restate and refile with the Department a full and complete registration statement (Form B), with the companion summary (Form C), annually on or before April 1st. The Form B filing shall be accompanied by the proper Rule 57 fee.

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SECTION 16. SUMMARY OF REGISTRATION STATEMENT FILING.

An insurer required to file and maintain a registration statement pursuant to Ark. Code Ann. § 23-63-514 is also required to furnish information required on Form C, hereby made a part of this Rule and Regulation. 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.

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SECTION 17. AMENDMENTS TO FORM B.

(a) An amendment to Form B shall be filed within fifteen (15) days after the end of any month in which there is a material change to the information provided in the registration statement.

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(b) Amendments shall be filed in the Form B format reporting only those items which are being amended. Each amendment shall include at the top of the cover page "AMENDMENT NO. [insert number] to Form B for [insert year]" and shall indicate the date of the change and not the date of the original filings.

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(c) Amendments shall be accompanied by the proper Rule 57 fee.

(d) Notwithstanding the frequency or lack of filed amendments reporting report material transactions in the intervening period, each domestic insurer subject to registration under this Rule shall update, restate and refile with the Department a full and complete registration statement (Form B), with the companion summary (Form C), annually on or before April 1st. The Form B filing shall be accompanied by the proper Rule 57 fee. May 1st.

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SECTION 16. SUMMARY OF REGISTRATION - STATEMENT FILING.

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An insurer required to file and maintain a registration statement pursuant to Ark. Code Ann. § 23-63-514 is also required to furnish information required on Form C, hereby made a part of this Rule. 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 twenty (20) days from receipt of the notice to file such form.

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SECTION 17. AMENDMENTS TO FORM B.

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(a) An amendment to Form B shall be filed within fifteen (15) days after the end of any month in which there is a material change to the information provided in the annual registration statement.

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(b) Amendments shall be filed in the Form B format reporting only those items which are being amended. Each amendment shall include at the top of the cover page "AMENDMENT NO. [insert number] to Form B for [insert year]" and shall indicate the date of the change and not the date of the original filings.

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SECTION 18. ALTERNATIVE AND CONSOLIDATED REGISTRATIONS.

(a) Any authorized insurer may file a registration statement on behalf of any affiliated insurer or insurers which are required to register under Ark. Code Ann. § 23-63-514. 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:

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

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

(b) 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.

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(c) 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 Subsection (a) above.

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(d) Any insurer may take advantage of the provisions of Ark. Code Ann. § 23-63-514(f) or (g) without obtaining the prior approval of the Commissioner. The Commissioner, however, reserves the right to require individual filings if he deems such filings necessary in the interest of clarity, ease of administration or the public good.

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SECTION 19. DISCLAIMERS AND TERMINATION OF REGISTRATION.

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(a) 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:

- (1) The number of authorized, issued and outstanding voting securities of the subject;
- (2) 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;
- (3) All material relationships and bases for affiliation between the subject and the person whose control is denied and all affiliates of such person;
- (4) A statement explaining why the person should not be considered to control the subject.

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

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SECTION 20. TRANSACTIONS SUBJECT TO PRIOR NOTICE - NOTICE FILING.

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(a) ~~An insurer required to give notice of a proposed transaction under Subsection (a)(2) pursuant to Ark. Code Ann. § 23-63-515(a)(2) shall furnish the required information on Form D, hereby made a part of this Rule.~~

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(b) Agreements for cost sharing services and Regulation-management services shall at a minimum and as applicable:

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(1) Identify the person providing services and the nature of such services;

(2) Set forth the methods to allocate costs;

(3) Require timely settlement, not less frequently than on a quarterly basis, and compliance with the requirements in the Accounting Practices and Procedures Manual;

(4) Prohibit advancement of funds by the insurer to the affiliate except to pay for services defined in the agreement;

(5) State that the insurer will maintain oversight for functions provided to the insurer by the affiliate and that the insurer will monitor services annually for quality assurance;

(6) Define books and records of the insurer to include all books and records developed or maintained under or related to the agreement;

(7) Specify that all books and records of the insurer are and remain the property of the insurer and are subject to control of the insurer;

(8) State that all funds and invested assets of the insurer are the exclusive property of the insurer, held for the benefit of the insurer and are subject to the control of the insurer;

(9) Include standards for termination of the agreement with and without cause;

(10) Include provisions for indemnification of the insurer in the event of gross negligence or willful misconduct on the part of the affiliate providing the services;

(11) Specify that, if the insurer is placed in receivership or seized by the Commissioner under Ark. Code Ann. §§ 23-68-101, et seq.:

(i) all of the rights of the insurer under the agreement extend to the receiver or Commissioner; and,

(ii) all books and records will immediately be made available to the receiver or the Commissioner, and shall be turned over to the receiver or the Commissioner immediately upon the receiver or the Commissioner's request;

(12) Specify that the affiliate has no automatic right to terminate the agreement if the insurer is placed in receivership pursuant to Ark. Code Ann. §§ 23-68-101, et seq.; and

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(13) Specify that the affiliate will continue to maintain any systems, programs, or other infrastructure notwithstanding a seizure by the Commissioner under Ark. Code Ann. §§ 23-68-101, et seq., and will make them available to the receiver, for so long as the affiliate continues to receive timely payment for services rendered.

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SECTION 21. ENTERPRISE RISK REPORT.

The ultimate controlling person of an insurer required to file an enterprise risk report pursuant to Ark. Code Ann. § 23-63-514(m) shall furnish the required information on Form F, hereby made a part of this Rule.

SECTION 22. EXTRAORDINARY DIVIDENDS AND OTHER DISTRIBUTIONS.

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(a) 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 thereof, 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 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 insurer's 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 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 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 31st day of December next preceding and the two preceding twelve (12)-month periods; and

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(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.

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(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; and

(6) 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.

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(b) Subject to Ark. Code Ann. § 23-63-515(c), (d), (e) and (f) as to extraordinary dividends, each registered insurer shall report to the Commissioner all dividends and other distributions to shareholders within fifteen (15) business days following the declaration thereof, including the same information required by Subsections (a)(4)(i)-(v) of this Section.

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SECTION 2223. ADEQUACY OF SURPLUS.

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The factors set forth in Ark. Code Ann. § 23-63-515(b) 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.

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(signed by Commissioner Pickens)
MIKE PICKENS

ALLEN KERR
INSURANCE COMMISSIONER
STATE OF ARKANSAS

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(October 6, 1998)

DATE

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RULE AND REGULATION 15

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 the State of _____ (State of domicile of insurer being acquired)

Dated: _____, (Year)

Name, Title, Address and Telephone Number of Individual 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 (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 and~~ ~~the inter-~~ ~~relationships~~ ~~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

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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

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State the following with respect to (1) the applicant if (s)he is an individual 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 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 five (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 therewith.
- (d) 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.

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.

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(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 such 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

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State the number of shares of the insurer's voting securities which the applicant, its affiliates and any person listed in Item 34 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 determined.

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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 34.

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ITEM 8. CONTRACTS, ARRANGEMENTS, OR UNDERSTANDINGS WITH RESPECT TO VOTING SECURITIES OF THE INSURER

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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 34 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.

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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 34 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 such shares so purchased are hypothecated.

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ITEM 10. RECENT RECOMMENDATIONS TO PURCHASE

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Describe any recommendations to purchase any voting security of the insurer made by the applicant, its affiliates or any person listed in Item 34, or by anyone based upon interviews or at the suggestion of the applicant, its affiliates or any person listed in Item 34 during the twelve (12) calendar months preceding the filing of this Statement.

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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, exhibits, and three (3) year financial projections of the insurer(s) shall be attached to this Statement as an appendix, but list under this item the financial statements and exhibits so attached.~~

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(b) The financial statements shall include the annual financial statements of the persons identified in Item 23(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 such consolidated statements are prepared in the usual course of business.

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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 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 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 two (2) fiscal years, and any additional documents or papers required by Form A or Sections 5 and 7 of this Rule and Regulation.

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ITEM 13. AGREEMENTS FOR ENTERPRISE RISK MANAGEMENT

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Applicant 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 14. SIGNATURE AND CERTIFICATION

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Signature and certification required as follows:

SIGNATURE

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Pursuant to the requirements of Ark. Code Ann. §§ 23-63-506 -- 23-63-513 has caused this application to be duly signed on its behalf in the City of _____ and State of _____ on the _____ day of _____, (Year) _____.

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(SEAL)

Name of Applicant

BY _____
(Name) (Title)

Attest:

(Signature of Officer)

(Title)

CERTIFICATION

The undersigned deposes and says that (s)he has duly executed the attached application dated _____, (Year) _____, 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 the 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) _____

Agency #054.00

RULE AND REGULATION 15

FORM B

**INSURANCE HOLDING COMPANY SYSTEM
REGISTRATION STATEMENT**

Filed with the Insurance Department of the State of _____

By _____

Name of Registrant

On Behalf of Following Insurance Companies

Name

Address

Date: _____, (Year) _____

Name, Title, Address and telephone number of Individuals 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. No affiliate need be shown if its total assets are equal to less than 1/2 of 1% (one percent) of the total assets of the ultimate controlling person 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

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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.

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 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 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.

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ITEM 4. BIOGRAPHICAL INFORMATION

Furnish If the ultimate controlling person is a corporation, an organization, a limited liability company, or other legal entity, furnish the following information for the directors and executive officers of the ultimate controlling person: the individual's name and address, his or her other principal occupation and all offices and positions held during the past five (5) years, and any conviction of crimes other than minor traffic violations during the past ten (10) years. If the ultimate controlling person is an individual, furnish the individual's name and address, his or her principal occupation and all offices and positions held during the past five (5) years, and any conviction of crimes other than minor traffic violations.

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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:

- (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 agreements, service contracts and all cost-sharing arrangements;
- (6) reinsurance agreements;
- (7) dividends and other distributions to shareholders;

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- (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 for purposes of Ark. Code Ann. § 23-63-514(c).

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Sales, purchases, exchanges, loans or extensions of credit, investments or guarantees involving one-half of ~~4%~~ one percent (0.5%) or less of the Registrant's admitted assets as of the 31st day of December next preceding shall not be deemed material.

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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 relationship 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 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 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 statements of the ultimate controlling person in the insurance holding company system as of the end of the person's latest fiscal year.

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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 such 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 such insurer filed with the insurance department of the insurer's domiciliary state and are in accordance with requirements of the insurance or other accounting principles prescribed or permitted under the law and regulations of that state.

(c) Exhibits shall include copies of the latest annual reports to shareholders of the ultimate controlling person and proxy material used by the ultimate controlling person; and any additional documents or papers required by Form B or Sections 5 and 7 of this Rule and Regulation.

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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 Ark. Code Ann. § 23-63-514, _____ 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 _____, (Year) _____.

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(SEAL)

Name of Registrant

BY _____
(Name) (Title)

Attest:

(Signature of Officer)

(Title)

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CERTIFICATION

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The undersigned deposes and says that (s)he has duly executed the attached registration statement dated _____, (Year)_____, for and on behalf of (Name of Registrant) _____; 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 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) _____

RULE AND REGULATION 15

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FORM C

SUMMARY OF REGISTRATION STATEMENT

Filed with the Insurance Department of the State of _____

By

Name of Registrant

On Behalf of the Following Insurance Companies

Name

Address

Date: _____, (Year) _____

Name, Title, Address and telephone number of Individuals to whom Notices and Correspondence Concerning This Statement Should be Addressed:

Furnish a brief description of all items in the current registration statement which represent changes from the prior registration statement. The description shall be in a manner so as to permit the proper evaluation thereof by the Commissioner, and shall include specific references to Item numbers in the 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 10 percent 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 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 person.

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If a transaction disclosed on the prior registration statement has been changed, the nature of such change shall be included. If a transaction disclosed on the prior 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 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

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Signature and certification required as follows:

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SIGNATURE

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Pursuant to the requirements of Ark. Code Ann. § 23-63-514, _____ the Registrant has caused this summary of registration statement to be duly signed on its behalf in the City of _____ and State of _____ on the _____ day of _____, (Year)_____.

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(SEAL) _____
Name of Registrant
BY _____
(Name) (Title)

Attest:

(Signature of Officer) (Title)

CERTIFICATION

The undersigned deposes and says that (s)he has duly executed the attached summary of registration statement dated _____, (Year)_____, for and on behalf of _____ (Name of Registrant); 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 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) _____

RULE AND REGULATION 15

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FORM D

PRIOR NOTICE OF A TRANSACTION

Filed with the Insurance Department of the State of _____

By

Name of Registrant

On Behalf of the Following Insurance Companies

Name	Address

Date: _____, (Year) _____

Name, Title, Address and telephone number of Individuals to whom Notice 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:

- (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: _____

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(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

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Furnish the following information for each transaction for which notice is being given:

(a) A statement as to whether notice is being given under Ark. Code Ann. § 23-63-515(a)(2)(A), (B), (C), (D), or (E).

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(b) A statement of the nature of the transaction.

~~(c)~~ A statement of how the transaction meets the "fair and reasonable" standard of Ark. Code Ann. § 23-63-515(a)(1)(A).

(d) The proposed effective date of the transaction.

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

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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 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 percent (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 31st day of December next preceding.

ITEM 5. REINSURANCE

If the transaction is a reinsurance agreement or modification thereto, as described by Ark. Code Ann. § 23-63-515(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.

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No notice need be given for reinsurance agreements or modifications thereto if the reinsurance premium or a change in the insurer's liabilities, or the projected reinsurance premium or change in the insurer's liabilities in any of the next three (3) years, 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 31st day of December next preceding.

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

For management and service agreements, furnish:

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- (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 costs under the agreement;

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(e) A brief statement as to the effect of the transaction upon the insurer's policyholder surplus;

(f) A statement regarding the cost allocation methods that specifies whether proposed charges are based on "cost or market." If market based, rationale for using market instead of cost, including justification for the company's determination that amounts are fair and reasonable; and

(g) A statement regarding compliance with the NAIC Accounting Practices and Procedure Manual regarding expense allocation.

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ITEM 7. SIGNATURE AND CERTIFICATION

Signature and certification required as follows:

SIGNATURE

Pursuant to the requirements of Ark. Code Ann. § 23-63-515 _____ has caused this notice to be duly signed on its behalf in the City of _____ and State of _____ on the _____ day of _____, (Year) _____.

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(SEAL)

Name of Applicant

BY _____
(Name) (Title)

Attest:

(Signature of Officer)

(Title)

CERTIFICATION

The undersigned deposes and says that (s)he has duly executed the attached statement dated _____, (Year) _____, 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 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) _____

RULE AND REGULATION 15

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FORM E

PRE-ACQUISITION 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

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Name of Applicant

Name of Other Person Involved
In Merger or Acquisition

Filed with the Insurance Department of the State of _____

Dated: _____, (Year) _____

Name, Title, Address and Telephone Number of Person Completing This Statement:

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. NAMES 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

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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

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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. Provide a determination as to whether the proposed acquisition or merger, if consummated, would violate the competitive standards of the state as stated in Ark. Code Ann. § 23-63-528. If the proposed acquisition or merger would violate competitive standards, provide justification of why the acquisition or merger would not substantially lessen competition or create a monopoly in the state.

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For purposes of this notice "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. Under §Ark. Code Ann. § 23-63-525(1) "acquisition" is defined to include acquisition of assets, bulk reinsurance and mergers, as well as a change in control.

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CERTIFICATION

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The undersigned deposes and says that (s)he has duly executed the attached pre-acquisition notification dated _____, (Year) _____, 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 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 above) _____

FORM F

ENTERPRISE RISK REPORT

Filed with the Insurance Department of the State of _____

By

Name of Registrant/Applicant

On Behalf of/Related to Following Insurance Companies

Name _____ Address _____

Date: _____, 20____

Name, Title, Address and telephone number of Individual to Whom Notices and Correspondence Concerning This Statement Should Be Addressed:

ITEM 1. ENTERPRISE RISK

The Registrant/Applicant, to the best of its knowledge and belief, shall provide information regarding the following areas that could produce enterprise risk as defined in Ark. Code Ann. § 23-63-503(9), provided such information is not disclosed in the Insurance Holding Company System Annual Registration Statement filed on behalf of itself or another insurer for which it is the ultimate controlling person:

- (a) Any material developments regarding strategy, internal audit findings, compliance or risk management affecting the insurance holding company system:

- (b) Acquisition or disposal of insurance entities and reallocating of existing financial or insurance entities within the insurance holding company system;
- (c) Any changes of shareholders of the insurance holding company system exceeding ten percent (10%) or more of voting securities;
- (d) Developments in various investigations, regulatory activities or litigation that may have a significant bearing or impact on the insurance holding company system;
- (e) Business plan of the insurance holding company system and summarized strategies for next twelve (12) months;
- (f) Identification of material concerns of the insurance holding company system raised by supervisory college, if any, in last year;
- (g) Identification of insurance holding company system capital resources and material distribution patterns;
- (h) Identification of any negative movement, or discussions with rating agencies which may have caused, or may cause, potential negative movement in the credit ratings and individual insurer financial strength ratings assessment of the insurance holding company system (including both the rating score and outlook);
- (i) Information on corporate or parental guarantees throughout the holding company and the expected source of liquidity should such guarantees be called upon; and
- (j) Identification of any material activity or development of the insurance holding company system that, in the opinion of senior management, could adversely affect the insurance holding company system.

The Registrant/Applicant may attach the appropriate form most recently filed with the U.S. Securities and Exchange Commission, provided the Registrant/Applicant includes specific references to those areas listed in Item 1 for which the form provides responsive information. If the Registrant/Applicant is not domiciled in the U.S., it may attach its most recent public audited financial statement filed in its country of domicile, provided the Registrant/Applicant includes specific references to those areas listed in Item 1 for which the financial statement provides responsive information.

ITEM 2: OBLIGATION TO REPORT

If the Registrant/Applicant has not disclosed any information pursuant to Item 1, the Registrant/Applicant shall include a statement affirming that, to the best of its knowledge and belief, it has not identified enterprise risk subject to disclosure pursuant to Item 1.

CERTIFICATION

The undersigned deposes and says that (s)he has duly executed the attached pre-acquisition notification dated _____, (Year) _____, 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 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 above) _____

Arkansas Insurance Department

Mike Beebe
Governor



Jay Bradford
Commissioner



October 12, 2015

TO: ALL LICENSED INSURERS, HEALTH MAINTENANCE ORGANIZATIONS,
TRADE ORGANIZATIONS, NAIC AND OTHER INTERESTED PARTIES

FROM: ARKANSAS INSURANCE DEPARTMENT

SUBJECT: PROPOSED AMENDED RULE 15
"INSURANCE HOLDING COMPANY SYSTEMS WITH REPORTING
FORMS AND INSTRUCTIONS"

NOTICE OF PUBLIC HEARING

Pursuant to Arkansas Code Ann. §§ 23-61-108, 23-63-501, *et seq.*, 25-15-201, *et seq.*, and other applicable Arkansas laws or rules, NOTICE is hereby given that a PUBLIC HEARING will be held on November 12, 2015 at 1:00 p.m., in the Commissioner's Conference Room on the Third Floor, Arkansas Insurance Department ("Department"), 1200 West Third Street, Little Rock, Arkansas.

The purpose of the Public Hearing is to determine whether the Insurance Commissioner should adopt Proposed Amended Rule 15, "INSURANCE HOLDING COMPANY SYSTEMS WITH REPORTING FORMS AND INSTRUCTIONS" as a permanent Rule. The purpose of this proposed amendment to Rule 15 is to modernize the Rule and promote uniformity among the states as well as to clarify Sections 8 – 14 of Act 1223 of 2015, amending the law regarding insurance holding companies.

All interested persons are encouraged to attend the Public Hearing and may appear and present, orally or in writing, statements, arguments or opinions on the proposed amended Rule. All licensees and other interested persons are responsible for notifying their personnel, agents, and employees about this Public Hearing.

Persons wishing to testify should notify the Legal Division as soon as possible, and are requested to submit intended statements in writing in advance.

Direct your inquiries to the Legal Division at (501) 371-2820 or insurance.legal@arkansas.gov.

A copy of Proposed Amended Rule 15 can be obtained on the Legal Division's Internet Web Site at <http://www.insurance.arkansas.gov/prop-rules.htm>.

Sincerely yours,

A handwritten signature in blue ink that reads "ARose". The letters are cursive and connected.

Amanda Capps Rose
Associate Counsel, Legal Division
Amanda.Rose@arkansas.gov

ACR/

cc: Sandy Myrick
Mel Anderson
Ryan James
Faith Grigsby
Correspondence

Arkansas Insurance Department

Asa Hutchinson
Governor



Allen Kerr
Commissioner

DESIGNATION OF HEARING OFFICER

DATE: NOVEMBER 12, 2015

SUBJECT: PROPOSED AMENDED RULE 15
"INSURANCE HOLDING COMPANY SYSTEMS WITH
REPORTING FORMS AND INSTRUCTIONS"

HEARING OFFICER: SUZANNE TIPTON
DEPUTY COMMISSIONER/GENERAL COUNSEL

Pursuant to Ark. Code Ann. § 23-61-103(e)(1), I hereby delegate Suzanne Tipton, Deputy Commissioner and General Counsel, to serve as the Hearing Officer in the above-referenced matter. Pursuant to this Designation, Ms. Tipton will have at her disposal all of the powers and duties vested in the office of the Commissioner of Insurance for the State of Arkansas.

A handwritten signature in black ink, appearing to read "Allen Kerr", written over a horizontal line.

ALLEN KERR
INSURANCE COMMISSIONER
STATE OF ARKANSAS

11/2/15
Date



Arkansas Democrat Gazette

STATEMENT OF LEGAL ADVERTISING

ARK INSURANCE DEPARTMENT
1200 W THIRD
LITTLE ROCK AR 72201

REMIT TO:
ARKANSAS DEMOCRAT-GAZETTE, INC.
P.O. BOX 2221
LITTLE ROCK, AR 72203

ATTN: Pam Looney

DATE : 10/18/15 INVOICE #: 3056214
ACCT #: L801001 P.O. #:

BILLING QUESTIONS CALL 378-3812

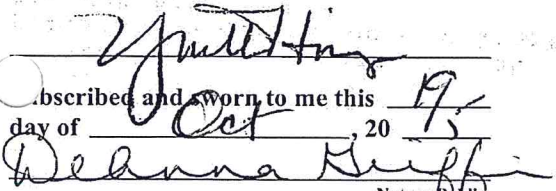
STATE OF ARKANSAS,)
COUNTY OF PULASKI,) ss.

I, Yvette Hines, do solemnly swear that I am the Legal Billing Clerk of the Arkansas Democrat - Gazette, a daily newspaper printed and published in said County, State of Arkansas; that I was so related to this publication at and during the publication of the annexed legal advertisement in the matter of:

hearing
pending in the Court, in said County, and at the dates of the several publications of said advertisement stated below, and that during said periods and at said dates, said newspaper was printed and had a bona fide circulation in said County; that said newspaper had been regularly printed and published in said County, and had a bona fide circulation therein for the period of one month before the date of the first publication of said advertisement; and that said advertisement was published in the regular daily issues of said newspaper as stated below.

DATE	DAY	LINAGE	RATE	DATE	DAY	LINAGE	RATE
10/16	Fri	50	1.35				
10/17	Sat	50	1.35				
10/18	Sun	50	1.57				

TOTAL COST ----- 213.50
Billing Ad #: 73406520

Subscribed and sworn to me this 19
day of Oct, 2015

Deanna Griffin
Notary Public

OFFICIAL SEAL - No. 12347408
DEANNA GRIFFIN
NOTARY PUBLIC - ARKANSAS
PULASKI COUNTY
MY COMMISSION EXPIRES 3-30-2016

AD COPY

ARKANSAS INSURANCE DEPARTMENT
PROPOSED AMENDED RULE 15
NOTICE OF PUBLIC HEARING
Pursuant to Arkansas Code Ann. §§ 23-61-108, 23-63-501, et seq., 25-15-201, et seq., and other applicable Arkansas laws or rules, NOTICE is hereby given that a PUBLIC HEARING will be held on November 12, 2015 at 1:00 p.m., in the Hearing Room on the First Floor, Arkansas Insurance Department ("Department"), 1200 West Third Street, Little Rock, Arkansas. The purpose of the Public Hearing is to determine whether the Insurance Commissioner should adopt Proposed Amended Rule 15, "INSURANCE HOLDING COMPANY SYSTEMS WITH REPORTING FORMS AND INSTRUCTIONS" as a permanent Rule. Copies of this Proposed Amended Rule 15 may be obtained by writing or calling the Arkansas Insurance Department; or by visiting on the Department's Internet website at <http://insurance.arkansas.gov/pro-p-rules.htm>. For more information, please contact Associate Counsel, Amanda Capps Rose, Legal Division, at 501-371-2820, or amanda.rose@arkansas.gov. Proposed Amended Rule 15 will replace Rule 15 effective January 1, 2016.
73406520f

RECEIVED

OCT 21 2015

LEGAL
ARKANSAS INSURANCE DEPT.

RECEIVED

OCT 21 2015

ACCOUNTING
ARKANSAS INSURANCE DEPARTMENT

EXHIBIT
5

Arkansas Insurance Department

Asa Hutchinson
Governor



Allen Kerr
Commissioner

October 12, 2015

HAND DELIVERY

Ms. Donna Davis
Arkansas Legislative Council
Arkansas Bureau of Legislative Research
State Capitol, Suite 315
Little Rock, Arkansas 72201

RE: Public Hearing on Proposed Amendment to Rule 15
"Insurance Holding Company Systems with Reporting Forms
and Instructions"

Dear Ms. Davis:

Enclosed for your review and for filing with the Subcommittee of the Arkansas Legislative Council, is Proposed Amended Rule 15, "Insurance Holding Company Systems with Reporting Forms and Instructions," as listed above. I have enclosed a triplicate set of the Proposed Amended Rule, the standard Questionnaire, and the Financial Impact Statement.

The Public Hearing is scheduled for November 12, 2015 at 1:00 p.m. in the Arkansas Insurance Department's Hearing Room. A copy of the Notice of Hearing is also enclosed. Please let me know when this will be heard at Legislative Council. Due to the need to have this amended Rule in place as quickly as possible, I would respectfully request that we be included on the agenda for the December 2015 meeting is possible. The public comment period for this rule will end prior to November 15, 2015. Thank you very much.

Sincerely yours,

Amanda Capps Rose
Associate Counsel, Legal Division
Amanda.Rose@arkansas.gov

ACR/

cc: Correspondence/File

LEGISLATIVE RESEARCH
BUREAU OF

OCT 12 2015

RECEIVED



**QUESTIONNAIRE FOR FILING PROPOSED RULES AND REGULATIONS
WITH THE ARKANSAS LEGISLATIVE COUNCIL AND JOINT INTERIM COMMITTEE**

DEPARTMENT/AGENCY Arkansas Insurance Department
DIVISION Legal
DIVISION DIRECTOR Suzanne Tipton
CONTACT PERSON Amanda Rose
ADDRESS 1200 West Third Street, Little Rock, AR 72201
PHONE NO. 501-371-2820 FAX NO. 371-2639 E-MAIL amanda.rose@arkansas.gov
NAME OF PRESENTER AT COMMITTEE MEETING Amanda Rose and Mel Anderson
PRESENTER E-MAIL amanda.rose@arkansas.gov mel.anderson@arkansas.gov

INSTRUCTIONS

- A. Please make copies of this form for future use.
- B. Please answer each question completely using layman terms. You may use additional sheets, if necessary.
- C. If you have a method of indexing your rules, please give the proposed citation after "Short Title of this Rule" below.
- D. Submit two (2) copies of this questionnaire and financial impact statement attached to the front of two (2) copies of the proposed rule and required documents. Mail or deliver to:

**Donna K. Davis
Administrative Rules Review Section
Arkansas Legislative Council
Bureau of Legislative Research
One Capitol Mall, 5th Floor
Little Rock, AR 72201**

- *****
- 1. What is the short title of this rule? Insurance Holding Company Systems with Reporting Forms and Instructions
 - 2. What is the subject of the proposed rule? Regulatory requirements for insurers that are part of a holding company
 - 3. Is this rule required to comply with a federal statute, rule, or regulation? Yes No
If yes, please provide the federal rule, regulation, and/or statute citation. n/a
 - 4. Was this rule filed under the emergency provisions of the Administrative Procedure Act? Yes No
If yes, what is the effective date of the emergency rule? n/a
- When does the emergency rule expire? n/a

Will this emergency rule be promulgated under the permanent provisions of the Administrative Procedure Act?

Yes

No

5. Is this a new rule? Yes No

If yes, please provide a brief summary explaining the regulation. n/a

Does this repeal an existing rule? Yes No

If yes, a copy of the repealed rule is to be included with your completed questionnaire. If it is being replaced with a new rule, please provide a summary of the rule giving an explanation of what the rule does. n/a

Is this an amendment to an existing rule?

Yes

No

If yes, please attach a mark-up showing the changes in the existing rule and a summary of the substantive changes. **Note: The summary should explain what the amendment does, and the mark-up copy should be clearly labeled "mark-up."**

6. Cite the state law that grants the authority for this proposed rule? If codified, please give the Arkansas Code citation. §§ 23-61-108, 23-63-501, et seq., and 25-15-101, et seq.

7. What is the purpose of this proposed rule? Why is it necessary? The Holding Company Act was amended to meet national accreditation standards in 2015. This corrolary Rule will assist insurers in complying with the Holding Company Act. It is also in the interest of national uniformity with regard to regulation of insurance groups.

8. Please provide the address where this rule is publicly accessible in electronic form via the Internet as required by Arkansas Code § 25-19-108(b). <http://www.insurance.arkansas.gov/prop-rules.htm>

9. Will a public hearing be held on this proposed rule? Yes No

If yes, please complete the following:

Date: November 12, 2015

Time: 1:00 p.m.

Place: Arkansas Insurance Department

10. When does the public comment period expire for permanent promulgation? (Must provide a date.)

November 11, 2015

11. What is the proposed effective date of this proposed rule? (Must provide a date.)

January 1, 2016

12. Do you expect this rule to be controversial? Yes No

If yes, please explain.

n/a

13. Please give the names of persons, groups, or organizations that you expect to comment on these rules?
Please provide their position (for or against) if known.

n/a

FINANCIAL IMPACT STATEMENT

PLEASE ANSWER ALL QUESTIONS COMPLETELY

DEPARTMENT Arkansas Insurance Department
DIVISION Legal
PERSON COMPLETING THIS STATEMENT Amanda Rose
TELEPHONE NO. 501-371-2828 **FAX NO.** 371-2639 **EMAIL:** amanda.rose@arkansas.gov

To comply with Ark. Code Ann. § 25-15-204(e), please complete the following Financial Impact Statement and file two copies with the questionnaire and proposed rules.

SHORT TITLE OF THIS RULE Insurance Holding Company Systems with Reporting Forms and Instructions

1. Does this proposed, amended, or repealed rule have a financial impact? Yes No
2. Is the rule based on the best reasonably obtainable scientific, technical, economic, or other evidence and information available concerning the need for, consequences of, and alternatives to the rule? Yes No
3. In consideration of the alternatives to this rule, was this rule determined by the agency to be the least costly rule considered? Yes No

If an agency is proposing a more costly rule, please state the following:

- (a) How the additional benefits of the more costly rule justify its additional cost;
n/a
- (b) The reason for adoption of the more costly rule;
n/a
- (c) Whether the more costly rule is based on the interests of public health, safety, or welfare, and if so, please explain; and;
n/a
- (d) Whether the reason is within the scope of the agency's statutory authority; and if so, please explain.
n/a

4. If the purpose of this rule is to implement a federal rule or regulation, please state the following:

- (a) What is the cost to implement the federal rule or regulation?

Current Fiscal Year

General Revenue n/a
Federal Funds n/a
Cash Funds n/a
Special Revenue n/a
Other (Identify) n/a

Next Fiscal Year

General Revenue n/a
Federal Funds n/a
Cash Funds n/a
Special Revenue n/a
Other (Identify) n/a

Total n/a

Total n/a

(b) What is the additional cost of the state rule?

Current Fiscal Year

General Revenue n/a
Federal Funds n/a
Cash Funds n/a
Special Revenue n/a
Other (Identify) n/a

Total n/a

Next Fiscal Year

General Revenue n/a
Federal Funds n/a
Cash Funds n/a
Special Revenue n/a
Other (Identify) n/a

Total n/a

5. What is the total estimated cost by fiscal year to any private individual, entity and business subject to the proposed, amended, or repealed rule? Identify the entity(ies) subject to the proposed rule and explain how they are affected.

Current Fiscal Year

\$ n/a

Next Fiscal Year

\$ n/a

Insurers that are part of a holding company are already subject to this rule and should not be substantially affected.

6. What is the total estimated cost by fiscal year to state, county, and municipal government to implement this rule? Is this the cost of the program or grant? Please explain how the government is affected.

Current Fiscal Year

\$ n/a

Next Fiscal Year

\$ n/a

There should not be any financial impact due to the amendments to this current rule.

7. With respect to the agency's answers to Questions #5 and #6 above, is there a new or increased cost or obligation of at least one hundred thousand dollars (\$100,000) per year to a private individual, private entity, private business, state government, county government, municipal government, or to two (2) or more of those entities combined?

Yes No

If YES, the agency is required by Ark. Code Ann. § 25-15-204(e)(4) to file written findings at the time of filing the financial impact statement. The written findings shall be filed simultaneously with the financial impact statement and shall include, without limitation, the following:

(1) a statement of the rule's basis and purpose;

(2) the problem the agency seeks to address with the proposed rule, including a statement of whether a rule is required by statute;

(3) a description of the factual evidence that:

- (a) justifies the agency's need for the proposed rule; and
 - (b) describes how the benefits of the rule meet the relevant statutory objectives and justify the rule's costs;
- (4) a list of less costly alternatives to the proposed rule and the reasons why the alternatives do not adequately address the problem to be solved by the proposed rule;
- (5) a list of alternatives to the proposed rule that were suggested as a result of public comment and the reasons why the alternatives do not adequately address the problem to be solved by the proposed rule;
- (6) a statement of whether existing rules have created or contributed to the problem the agency seeks to address with the proposed rule and, if existing rules have created or contributed to the problem, an explanation of why amendment or repeal of the rule creating or contributing to the problem is not a sufficient response; and
- (7) an agency plan for review of the rule no less than every ten (10) years to determine whether, based upon the evidence, there remains a need for the rule including, without limitation, whether:
- (a) the rule is achieving the statutory objectives;
 - (b) the benefits of the rule continue to justify its costs; and
 - (c) the rule can be amended or repealed to reduce costs while continuing to achieve the statutory objectives.

Amanda Rose

From: Vu Ritchie <Vu.Ritchie@governor.arkansas.gov>
Sent: Friday, October 09, 2015 3:58 PM
To: Allen Kerr; Amanda Rose; Mel Anderson
Cc: Justin Tate; Carlton Saffa
Subject: Governor's Rule Approval - Rule 15

All:

The Governor has approved the Rule 15. Please proceed with the rule promulgation process. If you have any questions or concerns, please feel free to contact me.

Thanks,
Vu

Andrew "Vu" Ritchie
Deputy Legal Counsel
Office of Governor Asa Hutchinson
Direct: (501) 683-6462
vu.ritchie@governor.arkansas.gov



Arkansas Insurance Department

Asa Hutchinson
Governor



Allen Kerr
Commissioner

October 12, 2015

VIA HAND DELIVERY

Arkansas Secretary of State
State Capitol Building
Little Rock, AR 72201
Attn. Arkansas Register

Re: Proposed Amendment to Rule 15, "Insurance Holding Company Systems with Reporting Forms and Instructions"

Dear Mr. Secretary:

Enclosed for your review is the Proposed Amendment to Rule 15 prepared by the Insurance Department for Public Hearing before Commissioner Kerr, or his designee, on November 12, 2015 at 1:00 P.M., in the Hearing Room of the Insurance Department at Third and Cross Streets.

Enclosed is one copy of the Proposed Amendment to Rule 15, regarding the Insurance Holding Company Act, for adoption. Please don't hesitate to contact me at 371-2820 if you have any questions.

Pursuant to the Administrative Services Act, please arrange to publish the enclosed Notice of Public Hearing and the Proposed Amended Rule on the Secretary of State's website for at least 30 days in advance of the public hearing as required by Ark. Code Ann. §§ 25-15-204(a)(1)(D)(ii) and 25-15-218. We would greatly appreciate evidence of this publication for use as an exhibit in our hearing on this matter. Thank you for your assistance.

Sincerely yours,

Amanda Capps Rose
Associate Counsel, Legal Division
(501) 371-2820

cc: File/Correspondence



BY _____
STATE OF ARKANSAS
SECRETARY OF STATE
MAJOR CLERK
15 OCT 12 AM 10:11
REGISTER DIV.
FILED

Brandy Wedsted

From: Arkansas Insurance Department
<insurance.legal=arkansas.gov@mail96.suw15.mcsv.net> on behalf of Arkansas Insurance Department <insurance.legal@arkansas.gov>
Sent: Monday, October 12, 2015 11:02 AM
To: Brandy Wedsted
Subject: Legal Notice: Proposed Amended Rule 15, "INSURANCE HOLDING COMPANY SYSTEMS WITH REPORTING FORMS AND INSTRUCTIONS"

Legal Notice: ??Proposed Amended Rule 15, "INSURANCE HOLDING COMPANY SYSTEMS WITH REPORTING FORMS AND INSTRUCTIONS"

[View this email in your browser](#)

Arkansas Insurance Department

Asa Hutchinson
Governor



Allen Kerr
Commissioner

Legal Notice

Notice of Hearing Proposed Amended Rule 15

Please click on the link below to view the Department's Proposed Amended Rule 15 "Insurance Holding Company Systems with Reporting Forms and Instructions" along with the Notice of Hearing information.

<http://insurance.arkansas.gov/prop-rules.htm>

Direct your inquiries to the Legal Division at (501) 371-2820 or insurance.legal@arkansas.gov.



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**1200 West Third Street, Little Rock, AR 72201-1904 · (501) 371-2600 · (501) 371-2618 fax · www.insurance.arkansas.gov
Information (800) 282-9134 · Consumer Services (800) 852-5494 · Seniors (800) 224-6330 · Criminal Inv. (866) 660-0888**

SUMMARY

Arkansas Insurance Department
Proposed Amended Rule 15 – “Insurance Holding Company
Systems with Reporting Forms and Instructions”

The 2015 legislative session passed updated financial solvency regulation standards to modernize certain Arkansas statute provisions and provide enhancements necessary to meet national accreditation requirements. While amending the statute was a primary step in implementing the updated standards, Rule 15 must also be amended to partner with the new holding company act provisions.

Rule 15 – Insurance Holding Company Systems With Reporting Forms and Instructions

The revised NAIC Insurance Holding Company System Model Regulation is part of a larger national effort to provide uniform standards for regulation of domestic and global insurance holding companies. The new Part A accreditation standards become effective January 1, 2016. The changes made during the 2015 legislative session to update the Arkansas Insurance Holding Company Regulatory Act also require revisions to the Insurance Department’s Rule 15. Consistent with NAIC model language, the proposed Rule 15 amendments provide the necessary guidelines and reporting format needed to support new annual disclosure requirements for enterprise risk reporting within an insurance holding company system.





Arkansas
BlueCross BlueShield
An Independent Licensee of the Blue Cross and Blue Shield Association

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November 11, 2015

The Honorable Amanda Capps Rose
Associate Counsel
Arkansas Insurance Department
1200 West Third Street
Little Rock, Arkansas 72201-1904

Re: Proposed Amended Rule 15: “Insurance Holding Company
Systems with Reporting Forms and Instructions”

Dear Ms. Rose:

In response to the notice of public hearing issued by the Arkansas Insurance Department on October 12, 2015 in connection with the proposed Amended Rule 15: “Insurance Holding Company Systems with Reporting Forms and Instructions,” I am writing to provide comments on behalf of Arkansas Blue Cross and Blue Shield.

Generally, we understand and support the Department’s decision to amend Arkansas Insurance Department Rule 15 to adopt the provisions of the NAIC Insurance Company System Model Regulation as published in January 2011.

However, in adopting the NAIC model, it appears that the Department has inadvertently deleted the provision in the current Rule 15 that allows the submission of paper statements required by the Insurance Holding Company Regulatory Act. Subsection 5(c) of the proposed rule does not contain the following language that is in the current rule:

Statements should be prepared on paper 8 ½” x 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.”



The Honorable Amanda Capps Rose
Associate Counsel

Re: Proposed Amended Rule 15: "Insurance Holding Company Systems with
Reporting Forms and Instructions"

November 11, 2015

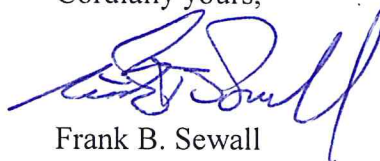
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Instead, Subsection 5(c) of the proposed rule only provides: "Statements should be prepared electronically. Statements shall be easily readable and suitable for review and reproduction."

We recommend that Subsection 5(c) of the proposed rule be amended to allow for the submission of statements in either paper or electronic form.

Ms. Rose, please let me know if you have any questions concerning my comments. I plan to be present at the hearing on November 12, 2015 at 1:00 P.M.

Cordially yours,



Frank B. Sewall

FBS:add

