



PROPOSED RULE MAKING

CR-102 (June 2012)

(Implements RCW 34.05.320)

Do NOT use for expedited rule making

Agency: Office of the Insurance Commissioner

Preproposal Statement of Inquiry was filed as WSR 15-13-067; or
 Expedited Rule Making--Proposed notice was filed as WSR _____; or
 Proposal is exempt under RCW 34.05.310(4) or 34.05.330(1).

Original Notice
 Supplemental Notice to WSR
 Continuance of WSR _____

Title of rule and other identifying information: (Describe Subject)

Insurer Holding Companies.

Insurance Commissioner Matter No. R 2015-05

Hearing location(s):

Insurance Commissioner's Office
TR 120
5000 Capitol Blvd.
Tumwater, WA 98504-0255

Date: September 21, 2015 Time: 10:00AM

Submit written comments to:

Name: Jim Tompkins
Address: PO Box 40258
Olympia, WA 98504-0258
e-mail rulescoordinator@oic.wa.gov
Fax: 360-586-3109 by (date) September 18, 2015

Assistance for persons with disabilities:

Contact: Lori Villaflores by September 18, 2015

TTY (360) 586-0241 or (360) 725-7087

Date of intended adoption: September 22, 2015

(Note: This is **NOT** the **effective** date)

Purpose of the proposal and its anticipated effects, including any changes in existing rules:

The proposed rules will amend the existing Holding Company Regulation, chapter 284-18 WAC and other WAC sections to conform with the amendments made by legislation enacted during the 2015 legislative session. In addition, since the legislation repealed chapter 48.31C RCW and provided that the entities regulated by this chapter would now be regulated under chapter 48.31B, the proposed rules will repeal chapter 284-18A WAC.

Reasons supporting proposal: In the 2015 legislative session, Chapter 122 Laws of 2015 was enacted making changes to the Insurer Holding Company Act and repealing chapter 48.31C RCW.

Statutory authority for adoption: RCW 48.02.060 and RCW 48.31B.040.

Statute being implemented: Chapter 48.31B RCW

Is rule necessary because of a:

Federal Law? Yes No
 Federal Court Decision? Yes No
 State Court Decision? Yes No
 If yes, CITATION:

DATE
August 4, 2015

NAME (type or print)
Mike Kreidler

SIGNATURE

TITLE
Insurance Commissioner

CODE REVISER USE ONLY

**OFFICE OF THE CODE REVISER
STATE OF WASHINGTON
FILED**

DATE: August 04, 2015

TIME: 2:35 PM

WSR 15-16-113

Agency comments or recommendations, if any, as to statutory language, implementation, enforcement, and fiscal matters:

None

Name of proponent: (person or organization) Mike Kreidler, Insurance Commissioner

- Private
- Public
- Governmental

Name of agency personnel responsible for:

| Name | Office Location | Phone |
|--------------------------------|--|----------------|
| Drafting..... Jim Tompkins | PO Box 98504-0258 Olympia, WA 98504-0258 | (360) 725-7036 |
| Implementation.... Ron Pastuch | PO Box 98504-0259 Olympia, WA 98504-0259 | (360) 725-7211 |
| Enforcement..... Ron Pastuch | PO Box 98504-0259 Olympia, WA 98504-0259 | (360) 725-7211 |

Has a small business economic impact statement been prepared under chapter 19.85 RCW or has a school district fiscal impact statement been prepared under section 1, chapter 210, Laws of 2012?

Yes. Attach copy of small business economic impact statement or school district fiscal impact statement.

A copy of the statement may be obtained by contacting:

Name:

Address:

phone () _____

fax () _____

e-mail _____

No. Explain why no statement was prepared.

The entities that must comply with the proposed rule are not small businesses, pursuant to chapter 19.85 RCW.

Is a cost-benefit analysis required under RCW 34.05.328?

Yes A preliminary cost-benefit analysis may be obtained by contacting:

Name: Jim Tompkins

Address: PO Box 40258
Olympia, WA 98504-0258

phone (360) 725-7036

fax (360) 586-3109

e-mail rulescoordinator@oic.wa.gov

No: Please explain:

WAC 284-03-030 Exemptions. (1) The Public Records Act provides that a number of types of documents are exempt from public inspection and copying. In addition, documents are exempt from disclosure if any "other statute" exempts or prohibits disclosure. Requestors should be aware of the following exemptions found specifically in the insurance code (Title 48 RCW), that restrict the availability of some documents held by the OIC for inspection and copying:

(a) Medical malpractice - Closed claim reports - Annual reports, RCW 48.140.040 and 48.140.050.

(b) Confidentiality of documents, materials, or other information, RCW 48.02.065.

(c) Insurer's risk-based capital reports, RCW 48.05.510 through 48.05.535.

(d) Insurance fraud, RCW 48.30A.045 through 48.30A.065 and 48.135.060.

(e) (~~Confidential proprietary and trade secret information, RCW 48.31C.020 through 48.31C.050 and 48.31C.070.~~) Documents, materials, or information about insurer's transactions with affiliates, RCW 48.31B.025 and 48.31B.030.

(f) Material acquisitions or disposition information, RCW 48.43.200, 48.44.530 through 48.44.555, and 48.46.600 through 48.46.625.

(g) Service contract provider's annual reports, RCW 48.110.040.

(h) Statistical summaries, RCW 48.140.040.

(2) The OIC is prohibited by statute from disclosing lists of individuals for commercial purposes.

This list is **for informational purposes** only and a failure to list an exemption **shall not affect the efficacy of any exemption.**

WAC 284-07-110 Definitions. For the purposes of WAC 284-07-100 through 284-07-230 the following definitions shall apply:

(1) "Accountant" or "independent certified public accountant" means an independent certified public accountant or accounting firm in good standing with the American Institute of Certified Public Accountants (AICPA) and in all states in which he or she is licensed to practice; for Canadian and British companies, the terms mean a Canadian-chartered or British-chartered accountant.

(2) An "affiliate" of, or person "affiliated" with, a specific person, is a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the person specified.

(3) "Audit committee" means a committee (or equivalent body) established by the board of directors of an entity for the purpose of overseeing the accounting and financial reporting processes of an insurer or group of insurers, and audits of financial statements of the insurer or group of insurers. The audit committee of any entity that controls a group of insurers may be deemed to be the audit committee for one or more of these controlled insurers solely for the purposes of WAC 284-07-100 through 284-07-230 at the election of the controlling person. Refer to WAC 284-07-213(5) for exercising this election. If an audit committee is not designated by the insurer, the insurer's entire board of directors shall constitute the audit committee.

(4) "Audited financial report" means and includes those items specified in WAC 284-07-130.

(5) "Group of insurers" means those licensed insurers included in the reporting requirements of chapter(~~s~~) 48.31B (~~and 48.31C~~) RCW, or a set of insurers as identified by management, for the purpose of assessing the effectiveness of internal control over financial reporting.

(6) "Indemnification" means an agreement of indemnity or a release from liability where the intent or effect is to shift or limit in any manner the potential liability of the person or firm for failure to adhere to applicable auditing or professional standards, whether or not resulting in part from knowing of other misrepresentations made by the insurer or its representatives.

(7) "Independent board member" has the same meaning as described in WAC 284-07-213(3).

(8) "Insurer" has the same meaning as set forth in RCW 48.01.050. It also includes health care service contractors registered under chapter 48.44 RCW, health maintenance organizations registered under chapter 48.46 RCW, fraternal benefit societies registered under chapter 48.36A RCW, and self-funded multiple employer welfare arrangements authorized under chapter 48.125 RCW.

(9) "Internal control over financial reporting" means a process effected by an entity's board of directors, management and other personnel designed to provide reasonable assurance regarding the reliability of the financial statements, i.e., those items specified in WAC 284-07-130 (2)(b) through (g) and includes those policies and procedures that:

(a) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of assets;

(b) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of the financial statements, i.e., those items specified in WAC 284-07-130 (2)(b) through (g) and that receipts and expenditures are being made only in accordance with authorizations of management and directors; and

(c) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of assets that could have a material effect on the financial statements, i.e., those items specified in WAC 284-07-130 (2)(b) through (g).

(10) "NAIC" means the National Association of Insurance Commissioners.

(11) "Policy holder" shall also mean subscriber.

(12) "SEC" means the United States Securities and Exchange Commission.

(13) "Section 404" means Section 404 of the Sarbanes-Oxley Act of 2002 and the SEC's rules and regulations promulgated thereunder.

(14) "Section 404 report" means management's report on internal control over financial reporting as defined by the SEC and the related attestation report of the independent certified public accountant described in WAC 284-07-110(1).

(15) "SOX compliant entity" means an entity that either is required to be compliant with, or voluntarily is compliant with, all of the following provisions of the Sarbanes-Oxley Act of 2002:

(a) The preapproval requirements of Section 201 (Section 10A(i) of the Securities and Exchange Act of 1934);

(b) The audit committee independence requirements of Section 301 (Section 10A (m)(3) of the Securities and Exchange Act of 1934); and

(c) The internal control of financial reporting requirements of Section 404 (Item 308 of SEC Regulations S-K).

AMENDATORY SECTION (Amending WSR 11-24-087, filed 12/7/11, effective 1/7/12)

WAC 284-07-600 Definitions. For the purposes of this regulation, WAC 284-07-610 and 284-07-620, called the biographical affidavits regulation, the following definitions apply:

(1) A "biographical affidavit" means the current National Association of Insurance Commissioners (NAIC) Biographical Affidavit, Form 11, available on the NAIC's web site at www.naic.org.

(2) A "domestic insurer" includes an entity organized under the laws of this state, domiciled in this state or using this state as its state of entry including:

(a) An insurer authorized under chapter 48.05 RCW.

(b) A fraternal benefit society as defined in RCW 48.36A.010 and authorized under chapter 48.36A RCW.

(c) A health care service contractor defined in RCW 48.44.010 and registered under chapter 48.44 RCW.

(d) A health maintenance organization defined in RCW 48.46.020 and registered under chapter 48.46 RCW.

(e) A self-funded multiple employer welfare arrangement defined in RCW 48.125.010 and authorized under chapter 48.125 RCW.

(f) An alien insurer authorized under chapter 48.05 RCW and subject to the requirements under chapter 48.35 RCW.

(3) A "foreign insurer" or an "alien insurer" are as defined in RCW 48.05.010 and authorized under chapter 48.05 RCW.

(4) An "officer" or "director" includes:

(a) (~~(A-controlling)~~) An individual with controlling interests as defined in RCW 48.31B.005(~~(2) and 48.31C.010~~) (3);

(b) An executive officer as defined in WAC 284-18-340 and 284-18A-340; and

(c) Key management personnel who control the operations of a domestic, foreign or alien insurer.

NEW SECTION

WAC 284-18-200 Purpose. The purpose of these rules is to set forth rules and procedural requirements which the commissioner deems necessary to carry out the provisions of the NAIC Insurance Holding Company System Regulatory Act, chapter 48.31B RCW, of the insurance code hereinafter referred to as "the act." The information called for by these rules is hereby declared to be necessary and appropriate in the public interest and for the protection of the policyholders in this state.

AMENDATORY SECTION (Amending WSR 93-19-005, filed 9/1/93, effective 10/2/93)

WAC 284-18-300 Forms—General requirements. (1) Forms A, B, C, ~~((and))~~ D, E, and F are intended to be guides in the preparation of the statements required by ~~((sections 4, 6, and 7, chapter 462, Laws of 1993))~~ RCW 48.31B.015, 48.31B.020, 48.31B.025, and 48.31B.030. They are not intended to be blank forms which are to be filled in. These statements filed ~~((shall))~~ must 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))~~ must be made.

(2) ~~((Two complete copies of))~~ The Forms A, ((and one copy of Forms)) B, C, ((and)) D, E, and F including exhibits and all other papers and documents filed as a part thereof, ((shall)) must be filed with the commissioner ((by personal delivery or mail addressed to: Insurance Commissioner of the State of Washington, Insurance Building, Post Office Box 40255, Olympia, Washington 98504-0255, Attention: Company Supervision. One complete copy of Form A shall also be filed with the commissioner by personal delivery or mail addressed to: Insurance Commissioner of the State of Washington, Seattle, Washington 98104, Attention: Chief Examiner. 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 ten days from receipt of the notice to file such form. At least one of the copies shall)) as instructed on the commissioner's web site. The forms must be manually or electronically signed in the manner prescribed on the ((form)) commissioner's web site. Unsigned copies ((shall)) must be conformed. If the signature of any person is affixed pursuant to a power of attorney or other similar authority, a copy of ((such)) the power of attorney or other authority ((shall)) must also be filed with the statement.

(3) If an applicant requests a hearing on a consolidated basis under RCW 48.31B.015 (4)(c) in addition to filing the Form A with the commissioner, the applicant must file a copy of the Form A with the National Association of Insurance Commissioners (NAIC) in electronic form.

(4) Statements ((should)) must be prepared ((~~on paper 8 1/2" x 11" (or 8 1/2" x 14")~~) in size and preferably bound at the top or the top left hand corner. Exhibits and financial statements, unless specifically prepared for the filing, may be submitted in their original size. All copies of any statement, financial statements, or exhibits shall be clear, easily readable, and suitable for photocopying)) electronically as instructed on the commissioner's web site. Debits in credit categories and credits in debit categories ((shall)) must be designated so as to be clearly distinguishable as such on ((~~photocopies~~) the statements). Statements ((shall)) must be in the English language and monetary values ((shall)) must 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)) must be accompanied by a translation into the English language and any monetary value shown in a foreign currency normally ((shall)) must be converted into United States currency.

AMENDATORY SECTION (Amending WSR 93-19-005, filed 9/1/93, effective 10/2/93)

WAC 284-18-310 Forms—Incorporation by reference, summaries, and omissions. (1) Information required by any item of Form A, ((~~Form~~) B, ((~~or Form~~) D, E, or 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, ((~~or Form~~) D, E, or F) provided ((such)) the document ((~~or paper~~) is filed as an exhibit to the statement. Excerpts of documents may be filed as exhibits if the documents are extensive. Documents currently on file with the commissioner which were filed within three years need not be attached as exhibits. References to information contained in exhibits or in documents already on file ((shall)) must clearly identify the material and ((shall)) must specifically indicate that such material is to be incorporated by reference in answer to the item. Matter ((shall)) must not be incorporated by reference in any case where ((such)) the incorporation would render the statement incomplete, unclear, or confusing.

(2) Where an item requires a summary or outline of the provisions of any document, only a brief statement ((shall)) must be made as to the pertinent provisions of the document. In addition to ((such)) the statement, the summary or outline may incorporate by reference particular parts of any exhibit or document currently on file with the commissioner which was filed within three years and may be qualified in its entirety by ((such)) the reference. In any case where two 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)) the documents need be filed with a schedule identifying the omitted documents and setting forth the material details in which ((such)) the documents differ from the documents a copy of which is filed.

AMENDATORY SECTION (Amending WSR 93-19-005, filed 9/1/93, effective 10/2/93)

WAC 284-18-320 Forms—Information unknown or unavailable and extension of time to furnish. ~~((1) Information required need be given only insofar as it is known or reasonably available to the person filing the statement. If any required information is unknown and not reasonably available to the person filing, either because the obtaining thereof would involve unreasonable effort or expense, or because it rests peculiarly within the knowledge of another person not affiliated with the person filing, the information may be omitted, subject to the following conditions:~~

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

~~(b) The person filing shall include a statement either showing that unreasonable effort or expense would be involved or indicating the absence of any affiliation with the person within whose knowledge the information rests and stating the result of a request made to such person for the information.~~

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

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

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

~~((c)) (3) Requesting an extension of time for filing the information, document, or report to a specified date. The request for extension ((shall be deemed)) is granted unless the commissioner within sixty days after receipt thereof enters an order denying the request.~~

AMENDATORY SECTION (Amending WSR 93-19-005, filed 9/1/93, effective 10/2/93)

WAC 284-18-330 Forms—Additional information and exhibits. In addition to the information expressly required to be included in Forms A, ~~((Form))~~ B, ~~((Form))~~ C, ~~((and Form))~~ D, ~~((there shall be added such))~~ E, and F the commissioner may request 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))~~ The exhibits ~~((shall))~~ must be so marked as to indicate clearly the subject matters to which they refer. Changes to Forms A, B, C, ~~((or))~~ D ~~((shall))~~, E, or F must include on the top of the cover page the phrase: "Change No. (insert number) to" and ~~((shall))~~ must indicate the date of the change and not the date of the original filing.

AMENDATORY SECTION (Amending WSR 93-19-005, filed 9/1/93, effective 10/2/93)

WAC 284-18-340 Definitions. (1) "The act" means the Insurer Holding Company Act, (~~sections 1 through 15, chapter 462, Laws of 1993~~) chapter 48.31B RCW.

(2) "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.

(3) (~~"Foreign insurer" shall include an alien insurer except where clearly noted otherwise.~~

~~(4))~~ "Ultimate controlling person" means that person which is not controlled by any other person.

~~((5))~~ (4) Unless the context otherwise requires, other terms found in (~~these regulations~~) this chapter and in (~~section 2, chapter 462, Laws of 1993~~) RCW 48.31B.005, are used as defined in (~~that section 2, chapter 462, Laws of 1993~~) RCW 48.31B.005. Other nomenclature or terminology is according to Title 48 RCW, or industry usage if not defined by Title 48 RCW.

AMENDATORY SECTION (Amending WSR 93-19-005, filed 9/1/93, effective 10/2/93)

WAC 284-18-350 Subsidiaries of domestic insurers. The authority to invest in subsidiaries under (~~the act~~) chapter 48.31B RCW is in addition to any authority to invest in subsidiaries which may be contained in any other provision of Title 48 RCW.

AMENDATORY SECTION (Amending WSR 93-19-005, filed 9/1/93, effective 10/2/93)

WAC 284-18-360 Acquisition of control—Statement filing. A person required to file a statement (~~pursuant to section 4, chapter 462, Laws of 1993, shall~~) under RCW 48.31B.015, must furnish the required information on Form A, (hereby made a part of this regulation) set forth in WAC 284-18-910. The person must also furnish the required information on Form E set forth in WAC 284-18-950.

AMENDATORY SECTION (Amending WSR 93-19-005, filed 9/1/93, effective 10/2/93)

WAC 284-18-370 Amendments to Form A. The applicant (~~shall~~) must promptly advise the commissioner of any changes in the information (~~so~~) furnished on Form A arising subsequent to the date upon

which ((such)) the information was furnished but prior to the commissioner's disposition of the application.

AMENDATORY SECTION (Amending WSR 93-19-005, filed 9/1/93, effective 10/2/93)

WAC 284-18-380 Acquisition (~~(of section 4(1), chapter 462, Laws of 1993)~~) under RCW 48.31B.015, insurers. (1) If the person being acquired is (~~deemed to be~~) a "domestic insurer" solely because of the provisions of (~~the second paragraph of section (4)(1), chapter 462, Laws of 1993)~~) RCW 48.31B.015 (1)(d), the name of the domestic insurer on the cover page should be indicated as follows:

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

(2) Where ((such an)) the insurer is being acquired, references to "the insurer" contained in Form A (~~shall~~) must refer to both the domestic subsidiary insurer and the person being acquired.

NEW SECTION

WAC 284-18-385 Preacquisition notification. If a domestic insurer, including any person controlling a domestic insurer, is proposing a merger or acquisition under RCW 48.31B.015 (1)(a) that person must file a preacquisition notification form, Form E, set forth in WAC 284-18-950.

Additionally, if a nondomiciliary insurer authorized to do business in this state is proposing a merger or acquisition under RCW 48.31B.020 that person must file a preacquisition notification form, Form E. No preacquisition form need be filed if the acquisition is beyond the scope of RCW 48.31B.020 as set forth in RCW 48.31B.020 (2)(b).

In addition to the information required by Form E, the commissioner may require an expert opinion as to the competitive impact of the proposed acquisition.

AMENDATORY SECTION (Amending WSR 93-19-005, filed 9/1/93, effective 10/2/93)

WAC 284-18-390 Annual registration of insurers—Statement filing. An insurer required to file an annual registration statement (~~(pursuant to section 6, chapter 462, Laws of 1993, shall)~~) under RCW 48.31B.025, must furnish the required information on Form B, (~~(hereby made a part of these regulations)~~) set forth in WAC 284-18-920.

AMENDATORY SECTION (Amending WSR 93-19-005, filed 9/1/93, effective 10/2/93)

WAC 284-18-400 Summary of registration—Statement filing. An insurer required to file an annual registration statement (~~pursuant to section 6, chapter 462, Laws of 1993~~) under RCW 48.31B.025, is also required to furnish information required on Form C, (~~hereby made a part of this 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~~) set forth in WAC 284-18-930.

AMENDATORY SECTION (Amending WSR 93-19-005, filed 9/1/93, effective 10/2/93)

WAC 284-18-410 Amendments to Form B. (1) An amendment to Form B (~~shall~~) must be filed within fifteen days after the end of any month in which there is a material change to the information provided in the annual registration statement.

(2) Amendments (~~shall~~) must be filed in the Form B format with only those items which are being amended reported. Each (~~such~~) amendment (~~shall~~) must include at the top of the cover page "Amendment No. (insert number) to Form B for (insert year)" and (~~shall~~) must indicate the date of the change and not the date of the original filings.

AMENDATORY SECTION (Amending WSR 93-19-005, filed 9/1/93, effective 10/2/93)

WAC 284-18-420 Alternative and consolidated registrations. (1) Any authorized insurer may file a registration statement on behalf of any affiliated insurer or insurers which are required to register under (~~section 6, chapter 462, Laws of 1993~~) RCW 48.31B.025. A registration statement may include information not required by the act regarding any insurer in the insurance holding company system even if (~~such~~) the insurer is not authorized to do business in this state. In lieu of filing a registration statement on Form B, the authorized insurer may file a copy of the registration statement or similar report which it is required to file in its state of domicile, provided:

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

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

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

ing insurer's claim that it, in fact, is the principal insurer in the insurance holding company system.

(3) With the prior approval of the commissioner, an unauthorized insurer may follow any of the procedures which could be done by an authorized insurer under subsection (1) of this section.

(4) Any insurer may take advantage of the provisions of (~~section 6 (8) or (9), chapter 462, Laws of 1993~~) RCW 48.31B.025 (8) or (9), without obtaining the prior approval of the commissioner. The commissioner, however, reserves the right to require individual filings if he or she deems (~~such~~) the filings necessary in the interest of clarity, ease of administration, or the public good.

AMENDATORY SECTION (Amending WSR 93-19-005, filed 9/1/93, effective 10/2/93)

WAC 284-18-430 Disclaimers and termination of registration. (1)

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

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

(b) With respect to the person whose control is denied and all affiliates of (~~such~~) the 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 (~~such~~) the shares concerning which there is a right to acquire, directly or indirectly;

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

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

(2) A request for termination of registration (~~shall be deemed to have been~~) is granted unless the commissioner, within thirty days after he or she receives the request, notifies the registrant otherwise.

AMENDATORY SECTION (Amending WSR 93-19-005, filed 9/1/93, effective 10/2/93)

WAC 284-18-440 Transactions subject to prior notice—Notice filing. (1)

An insurer required to give notice of a proposed transaction (~~pursuant to section 7, chapter 462, Laws of 1993, shall~~) under RCW 48.31B.030, must furnish the required information on Form D, (~~hereby made a part of these regulations~~) set forth in WAC 284-18-940.

(2) Agreements for cost-sharing services and management services must at a minimum and as applicable:

(a) Identify the person providing the services and the nature of the services;

(b) Set forth the methods to allocate costs;

(c) Require timely settlement, not less frequently than on a quarterly basis, and compliance with the requirements in the accounting practices and procedures manual;

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

(e) 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;

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

(g) Specify that all books and records 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;

(h) 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;

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

(j) 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;

(k) Specify that, if the insurer is placed in receivership or delinquency proceedings by the commissioner under either chapter 48.31 or 48.99 RCW, or both:

(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 commissioner, and must be turned over to the receiver or commissioner immediately upon the receiver or the commissioner's request;

(l) Specify that the affiliate has no automatic right to terminate the agreement if the insurer is placed in receivership under either chapter 48.31 or 48.99 RCW, or both; and

(m) Specify that the affiliate will continue to maintain any systems, programs, or other infrastructure notwithstanding a delinquency proceeding by the commissioner under either chapter 48.31 or 48.99 RCW, or both, and will make them available to the receiver, for so long as the affiliate continues to receive timely payments for services rendered.

NEW SECTION

WAC 284-18-445 Enterprise risk report. The ultimate controlling person of an insurer required to file an enterprise risk report under RCW 48.31B.025(12) must furnish the required information on Form F, set forth in WAC 284-18-960.

WAC 284-18-450 Extraordinary dividends and other distributions.

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

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

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

(i) The amounts, dates, and form of payment of all dividends or distributions (including regular dividends but excluding distributions of the insurers own securities) paid within the period of twelve 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~~) preceding December (~~next preceding~~) 31st;

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

(iv) If the insurer is not a life insurer, the net income less realized capital gains for the twelve-month period ending the (~~31st day of December next~~) preceding December 31st and the two preceding twelve-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 calendar years.

(e) A balance sheet and statement of income for the period intervening from the last annual statement filed with the commissioner and the end of the month preceding the month in which the request for dividend approval is submitted; and

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

(2) Subject to RCW 48.31B.030(2) each registered insurer (~~shall~~) must report to the commissioner all (~~other~~) dividends and other distributions to shareholders within (~~five~~) fifteen business days following the declaration thereof, (~~and at least fifteen business days before payment,~~) including the same information required by subsection (1) (~~(a) and (d)(i) through (v)~~) of this section.

AMENDATORY SECTION (Amending WSR 93-19-005, filed 9/1/93, effective 10/2/93)

WAC 284-18-460 Adequacy of surplus. The factors set forth in ((section 7(3), chapter 462, Laws of 1993)) RCW 48.31B.030(3), 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.

NEW SECTION

WAC 284-18-500 Severability. If any provision of this chapter or its application to any person or circumstances is held invalid, the remainder of the chapter or its application of the provision to other persons or circumstances is not affected.

AMENDATORY SECTION (Amending WSR 93-19-005, filed 9/1/93, effective 10/2/93)

WAC 284-18-910 Form A.

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

Name of Domestic Insurer

BY

Name of Acquiring Person (Applicant)

Filed with the Insurance Department of

(State of domicile of insurer being acquired)

Date: _____, ((19)) 20 ____

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

ITEM 1. INSURER AND METHOD OF ACQUISITION

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

ITEM 2. IDENTITY AND BACKGROUND OF THE APPLICANT

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

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

(c) Furnish a chart or listing clearly presenting the identities of the inter-relationships among the applicant and all affiliates of the applicant. (~~No affiliate need be identified if its total assets are equal to less than one half of one percent of the total assets of the ultimate controlling person affiliated with the applicant.~~) Indicate in ((such)) the 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)) the 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

On the biographical affidavit, include a third-party background check, and 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 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 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)) the fact, the current status of ((such)) the licensing or registration, and an explanation of any surrender, revocation, suspension or disciplinary proceedings in connection therewith;

(d) Whether or not ((such)) the person has ever been convicted in a criminal proceeding (excluding minor traffic violations) during the

last ten years and, if so, give the date, nature of conviction, name and location of court, and penalty imposed or other disposition of the case.

ITEM 4. NATURE, SOURCE AND AMOUNT OF CONSIDERATION

(a) Describe the nature, source and amount of funds or other considerations used or to be used in effecting the merger or other acquisition of control. If any part of the same is represented or is to be represented by funds or other consideration borrowed or otherwise obtained for the purpose of acquiring, holding or trading securities, furnish a description of the transaction, the names of the parties thereto, the relationship, if any, between the borrower and the lender, the amounts borrowed or to be borrowed, and copies of all agreements, promissory notes and security arrangements relating thereto.

(b) Explain the criteria used in determining the nature and amount of ~~((such))~~ the 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 or she 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))~~ the insurer, to sell its assets to or merge it with any person or persons or to make any other material change in its business operations or corporate structure or management.

ITEM 6. VOTING SECURITIES TO BE ACQUIRED

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

ITEM 7. OWNERSHIP OF VOTING SECURITIES

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

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

Give a full description of any contracts, arrangements or understandings with respect to any voting security of the insurer in which the applicant, its affiliates or any person listed in Item 3 is involved, including but not limited to transfer of any of the securities, joint ventures, loan or option arrangements, puts or calls, guarantees of loans, guarantees against loss or guarantees of profits, division of losses or profits, or the giving or withholding of proxies. ~~((Such))~~ The description ~~((shall))~~ must identify the persons with whom such contracts, arrangements or understandings have been entered into.

ITEM 9. RECENT PURCHASES OF VOTING SECURITIES

Describe any purchases of any voting securities of the insurer by the applicant, its affiliates or any person listed in Item 3 during the twelve calendar months preceding the filing of this statement. In-

clude in ((such)) 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 3, or by anyone based upon interviews or at the suggestion of the applicant, its affiliates or any person listed in Item 3 during the twelve calendar months preceding the filing of this statement.

ITEM 11. AGREEMENTS WITH BROKER-DEALERS

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

ITEM 12. FINANCIAL STATEMENTS AND EXHIBITS

(a) Financial statements ((and)), exhibits ((shall)), and three-year projections of the insurer(s) must 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)) must include the annual financial statements of the persons identified in Item 2(c) for the preceding five fiscal years (or for such lesser period as ((such)) the applicant and its affiliates and any predecessors thereof shall have been in existence), and similar information covering the period from the end of ((such)) the person's last fiscal year, if ((such)) the information is available. ((Such)) The statements ((may)) must be prepared on either an individual basis, or, unless the commissioner otherwise requires, on a consolidated basis if ((such)) the consolidated statements are prepared in the usual course of business.

The annual financial statements of the applicant ((shall)) must be accompanied by the certificate of an independent public accountant to the effect that ((such)) the 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)) the person filed with the insurance department of the person's domiciliary state and are in accordance with the requirements of insurance or other accounting principles prescribed or permitted under the law and regulations of ((such)) 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 fiscal years, and any additional documents or papers required by Form A or WAC 284-18-300 or 284-18-320.

ITEM 13. AGREEMENT REQUIREMENTS FOR ENTERPRISE RISK MANAGEMENT

Applicant agrees to provide, to the best of its knowledge and belief, the information required by Form F within fifteen business 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))~~ Under the requirements of ~~((section 4, chapter 462, Laws of 1993))~~ RCW 48.31B.015 _____ has caused this application to be duly signed on its behalf in the City of _____ and State of _____ on the ____ day of _____, ~~((19))~~ 20 ____.

(SEAL) _____

Name of Applicant

BY _____

Attest: _____ (Name) (Title)

(Signature of Officer)

(Title)

CERTIFICATION

The undersigned deposes and says that (s)he has duly executed the attached application dated _____, ~~((19))~~ 20 ____, 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))~~ 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) _____

AMENDATORY SECTION (Amending WSR 93-19-005, filed 9/1/93, effective 10/2/93)

WAC 284-18-920 Form B.

FORM B
INSURANCE HOLDING COMPANY SYSTEM
ANNUAL REGISTRATION STATEMENT

Filed with the Insurance Department of the State of

By

Name of Registrant

On Behalf of Following Insurance Companies

Name Address

Date: _____, ((49)) 20 _____

Name, Title, Address, and Telephone Number of Individual 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 one-half of one percent of the total assets of the ultimate controlling person within the insurance holding company system unless it has assets valued at or exceeding ten million dollars.~~) The chart or listing (~~should~~) must 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~~) the control. As to each person specified in (~~such~~) the chart or listing indicate the type of organization (e.g., corporation, trust, partnership) and the state or other jurisdiction of domicile.

ITEM 3. THE ULTIMATE CONTROLLING PERSON

As to the ultimate controlling person 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 or more of any class of voting security, the class of (~~such~~) the security, the number of shares held of record or known to be beneficially owned, and the percentage of class so held or owned.
- (g) If court proceedings 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 years, and any conviction of crimes other than minor traffic violations during the past ten 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 years, and any convictions 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:

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

(b) Purchases, sales or exchanges of assets;

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

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

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

(f) Reinsurance agreements;

(g) Dividends and other distributions to shareholders;

(h) Consolidated tax allocation agreements; and

(i) Any pledge of the registrant's stock 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 (~~section 6, chapter 462, Laws of 1993~~) RCW 48.31B.025.

Sales, purchases, exchanges, loans or extensions of credit, investments or guarantees involving one-half of one percent or less of the registrant's admitted assets as of the (~~31st day of~~) preceding December (~~next preceding shall not be deemed~~) 31st are not material. (Note: Commissioner may by rule, regulation, or order provide otherwise.)

The description (~~shall~~) must be in a manner as to permit the proper evaluation thereof by the commissioner, and (~~shall~~) must 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~~) the 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 ((such)) 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)) must furnish a statement that transactions entered into since the filing of the prior year's annual registration statement are not part of a plan or series of like transactions, the purpose of which is to avoid statutory threshold amounts and the review that might otherwise occur.

ITEM 8. FINANCIAL STATEMENTS AND EXHIBITS

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

(b) If the ultimate controlling person is a corporation, an organization, a limited liability company, or other legal entity, the financial statements ((shall)) must 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)) must be filed for any subsequent period to the extent such information is available. ((Such)) The financial statements may be prepared on either an individual basis, or unless the commissioner otherwise requires, on a consolidated basis if ((such)) the consolidated statements are prepared in the usual course of business.

Other than with respect to the foregoing, the financial statements must be filed in a standard form and format adopted by the National Association of Insurance Commissioners, unless an alternative form is accepted by the commissioner. Documentation and financial statements filed with the Securities and Exchange Commission or audited GAAP financial statements are an appropriate form and format.

Unless the commissioner otherwise permits, the annual financial statements ((shall)) must be accompanied by the certificate of an independent public accountant to the effect that ((such)) 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 insurance or other accounting principles prescribed or permitted under the law and regulations of ((such)) that state.

Any ultimate controlling person who is an individual may file personal financial statements that are reviewed rather than audited by

an independent public accountant. The review must be conducted in accordance with standards for review of personal financial statements published in the personal financial statements guide by the American Institute of Certified Public Accountants. Personal financial statements must be accompanied by the independent public accountant's standard review report stating that the accountant is not aware of any material modifications that should be made to the financial statements in order for the financial statements to be in conformity with generally accepted accounting principles.

(c) Exhibits (~~shall~~) must 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 WAC 284-18-300 and 284-18-320.

ITEM 9. FORM C REQUIRED

A Form C, Summary of Changes to 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))~~ Under the requirements of ~~((section 6, chapter 462, Laws of 1993))~~ RCW 48.31B.025, the registrant has caused this annual registration statement to be duly signed on its behalf in the City of _____ and State of ____ on the ____ day of _____, ~~((19))~~ 20 ____.

(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 annual registration statement dated _____, ~~((19))~~ 20 ____, for and on behalf of (Name of Company); that (s)he is the (Title of Officer) of ~~((such))~~ the company and that (s)he is authorized to execute and file ~~((such))~~ the instrument. Deponent further says that (s)he is familiar with ~~((such))~~ the instrument and the contents thereof, and that the facts therein set forth are true to the best of his/her knowledge, information and belief.

(Signature) _____
(Type or print name beneath) _____

WAC 284-18-930 Form C.

FORM C
SUMMARY OF REGISTRATION STATEMENT

Filed with the Insurance Department of the State of

By

Name of Registrant

On Behalf of Following Insurance Companies

Name Address

Date: _____, ~~((19))~~ 20 ____

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

Furnish a brief description of all items in the current annual registration statement which represent changes from the prior year's annual registration statement. The description (~~((shall))~~) must be in a manner as to permit the proper evaluation thereof by the commissioner, and (~~((shall))~~) must include specific references to Item numbers in the annual registration statement and to the terms contained therein.

Changes occurring under Item 2 of Form B insofar as changes in the percentage of each class of voting securities held by each affiliate is concerned, need only be included where (~~((such))~~) the changes are ones which result in ownership or holdings of ten 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 year's annual registration statement has been changed, the nature of (~~((such))~~) the change (~~((shall))~~) must be included. If a transaction disclosed on the prior year's annual registration statement has been effectuated, furnish the mode of completion and any flow of funds between affiliates resulting from the transaction.

The insurer ((shall)) must furnish a statement that transactions entered into since the filing of the prior year's annual registration statement are not part of a plan or series of like transactions whose purpose it is to avoid statutory threshold amounts and the review that might otherwise occur.

SIGNATURE AND CERTIFICATION

Signature and certification required as follows:

SIGNATURE

((Pursuant to)) Under the requirements of ((section 6, chapter 462, Laws of 1993)) RCW 48.31B.025, 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 _____, ((19)) 20 ____.

(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 _____, ((19)) 20 ____, for and on behalf of (Name of Company); that (s)he is the (Title of Officer) of ((such)) the company and that (s)he is authorized to execute and file ((such)) 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) _____

AMENDATORY SECTION (Amending WSR 93-19-005, filed 9/1/93, effective 10/2/93)

WAC 284-18-940 Form D.

FORM D
PRIOR NOTICE OF A TRANSACTION

Filed with the Insurance Department of the State of

By

Name of Registrant

On Behalf of Following Insurance Companies

Name Address

Date: _____, ((19)) 20 ____

Name, Title, Address, and Telephone Number of
Individual to Whom Notices 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.
- (g) Where the transaction is with a nonaffiliate, 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 (~~section 7 (1)(b)(i), (ii), (iii), (iv), or (v), chapter 462, Laws of 1993.~~) RCW 48.31B.030 (1)(b)(i), (ii), (iii), (iv), or (v);
- (b) A statement of the nature of the transaction(~~(-)~~);i
- (c) A statement of how the transaction meets the "fair and reasonable" standard of RCW 48.31B.030 (1)(a)(i); and
- (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))~~ the 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 nonlife insurers, the lesser of three percent of the insurer's admitted assets or twenty-five percent of surplus as regards policyholders or, (b) in the case of life insurers, three percent of the insurer's admitted assets, each as of the ~~((31st day of December next))~~ preceding December 31st.

ITEM 4. LOANS OR EXTENSIONS OF CREDIT TO A NONAFFILIATE

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

ITEM 5. REINSURANCE

If the transaction is a reinsurance agreement or modification thereto, as described by ~~((section 7 (1)(b)(iii), chapter 462, Laws of 1993))~~ RCW 48.31B.030 (1)(b)(iii)(B), or a reinsurance pooling agreement or modification thereto as described in RCW 48.31B.030

(1)(b)(iii)(A), furnish a description of the known or estimated amount of liability to be ceded 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 nonaffiliate 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 years, in connection with the reinsurance agreement or modification thereto is less than five percent of the insurer's surplus as regards policyholders, as of the ~~((31st day of December next))~~ preceding December 31st. Notice must be given for all reinsurance pooling agreements including modifications thereto.

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.

(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 the 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 NAIC practices and procedures manual regarding expense allocation.

ITEM 7. SIGNATURE AND CERTIFICATION

Signature and certification required as follows:

SIGNATURE

~~((Pursuant to))~~ Under the requirements of ((section 7, chapter 462, Laws of 1993)) RCW 48.31B.030, _____ has caused this notice to be duly signed on its behalf in the City of _____ and State of _____ on the ____ day of _____, ~~((19))~~ 20 ____.

(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 notice dated _____, ((19)) 20 _____, for and on behalf of (Name of Applicant); that (s)he is the (Title of Officer) of ((such)) the company and that (s)he is authorized to execute and file ((such)) the instrument. Deponent further says that (s)he is familiar with ((such)) the instrument and the contents thereof, and that the facts therein set forth are true to the best of his/her knowledge, information and belief.

(Signature) _____
(Type or print name beneath) _____

NEW SECTION

WAC 284-18-950 Form E.

FORM E
PREACQUISITION NOTIFICATION FORM
REGARDING THE POTENTIAL COMPETITIVE IMPACT
OF A PROPOSED MERGER OR ACQUISITION BY A
NONDOMICILIARY 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

(State of domicile of insurer being acquired)

Date: _____, 20 ____

Name, Title, Address, and Telephone Number of person
completing this statement:

ITEM 1. NAME AND ADDRESS

State the name and address of the person who hereby provides notice of their involvement in a pending acquisition or change in corporate control.

ITEM 2. NAME AND ADDRESSES OF AFFILIATED COMPANIES

State the name 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 respect 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 years and identify the source of the data. Provide a determination as to whether the proposed acquisition or merger, if consummated, would violate the competitive standards of this state as stated in RCW 48.31B.020(4). If the proposed acquisition or merger would violate the competitive standards, provide justification of why the acquisition or merger would not substantially lessen competition or create a monopoly in this state.

For purposes of this question, market means direct written premiums in this state for a line of business as contained in the annual statement required to be filed by insurers authorized to do business in this state.

NEW SECTION

WAC 284-18-960 Form F.

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, must provide information regarding the following areas that could produce enterprise risk as defined in RCW 48.31B.005(4), provided the 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 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 this insurance holding company system and summarized for next twelve months;

(f) Identification of insurance holding company system capital resources and material distribution patterns;

(g) 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);

(h) Information on corporate or parental guarantees throughout the holding company and the expected source of liquidity should the guarantees be called upon; and

(i) 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 United States 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 Uni-

ted States, 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 in Item 1 for which the financial statement provides responsive information.

ITEM 2. OBLIGATION REPORT

If the registrant/applicant has not disclosed any information under Item 1, the registrant/applicant must include a statement affirming that, to the best of its knowledge and belief, it has not identified enterprise risk subject to disclosure under Item 1.

REPEALER

The following chapter of the Washington Administrative Code is repealed:

| | |
|-----------------|--|
| WAC 284-18A-300 | Forms—General requirements. |
| WAC 284-18A-310 | Forms—Incorporation by reference, summaries, and omissions. |
| WAC 284-18A-320 | Forms—Information unknown or unavailable and extension of time to furnish. |
| WAC 284-18A-330 | Forms—Additional information and exhibits. |
| WAC 284-18A-340 | Definitions. |
| WAC 284-18A-350 | Acquisition of control—Form A Statement filing. |
| WAC 284-18A-360 | Amendments to Form A. |
| WAC 284-18A-370 | Annual registration of health carriers—Form B Statement filing. |
| WAC 284-18A-380 | Summary of registration—Form C Statement filing. |
| WAC 284-18A-390 | Amendments to Form B. |
| WAC 284-18A-400 | Alternative and consolidated registrations. |
| WAC 284-18A-410 | Disclaimers and termination of registration. |
| WAC 284-18A-420 | Transactions subject to prior approval—Form D Notice filing. |
| WAC 284-18A-430 | Extraordinary dividends and other distributions. |
| WAC 284-18A-440 | Confidential proprietary and trade secret information. |
| WAC 284-18A-910 | Form A. |
| WAC 284-18A-920 | Form B. |
| WAC 284-18A-930 | Form C. |
| WAC 284-18A-940 | Form D. |
| WAC 284-18A-950 | Form E. |
| WAC 284-18A-960 | Dividends and distributions. |