

STATE OF CALIFORNIA – DEPARTMENT OF INSURANCE
ANNUAL STATEMENT AND TAX RETURN COMMITMENT
BY SURVIVING ENTITY IN A MERGER
CDI-012 (Rev. 01/2016)

In the Matter of the Application of _____ a
_____ Corporation, Non-Survivor, and _____
a _____ Corporation, Survivor (admitted) for the Insurance Commissioner's Consent to the
Merger of First Named Corporation with and into the Second Named Corporation as the Surviving Entity.

State of _____)
County of _____)

_____, first being duly sworn, deposes and says:

That he is an executive officer, to wit, the _____ of the above-named surviving entity to the above-described merger. In furtherance of applicant's application for the Insurance Commissioner's written consent required by law to such transaction the undersigned insurer as surviving entity in said merger hereby undertakes to make (or cause to be made) and file the following:

- (1) On behalf of itself and each non-surviving constituent, an annual statement for the calendar year of the merger as of the effective date thereof without giving effect thereto (in triplicate for each admitted constituent and one copy for each other constituent or party to the transaction).
- (2) For itself, in addition to the "before merger" statement mentioned above, a consolidated annual statement (in triplicate) as of the effective date of the merger giving effect thereto. Hence, e.g., in a two-company merger there will be three annual statements: a "before merger" statement by each company, and an "after merger statement" by the survivor. The latter may be simplified so as to show only beginning balances, assets, liabilities and surplus, plus a reconciliation of any inter-company accounts.
- (3) On behalf of each non-surviving admitted constituent to the captioned transaction, such California Annual Tax Returns (in duplicate) as may become due between the date hereof and consummation of the transaction, including one for the last calendar year during any part of which such admitted non-surviving constituent last held a valid California Certificate of Authority; and such Periodic Prepayment Tax Returns (one copy only) as may be required by the California Revenue and Taxation Code, and not already filed, including that for any calendar period during any part of which any such admitted non-surviving constituent last held a valid California Certificate of Authority.
- (4) (Applies only with respect to such admitted non-surviving constituents as insured directly or reinsured ocean marine risks.) Such ocean marine insurance tax reports as may become due between the date hereof and completion of the captioned transaction, including that for the calendar year during any part of which such constituent(s) last held a valid California Certificate(s) of Authority.

Additionally, the undersigned insurer agrees: (a) to pay all taxes when due, plus any penalties and interest lawfully found due and owing after receipt and audit of all statutory returns; (b) to pay any statutory penalties that may accrue on account of late filing of or failure to file any of the foregoing applicable items in this commitment; (c) to pay any retaliatory charges lawfully due and owing; and, (d) in the event any admitted constituent to the subject transaction was transacting business in California on December 31st last preceding the effective date of such transaction, to pay the current annual statement filing fee due pursuant to Insurance Code Section 900.5 if such

STATE OF CALIFORNIA – DEPARTMENT OF INSURANCE
ANNUAL STATEMENT AND TAX RETURN COMMITMENT
BY SURVIVING ENTITY IN A MERGER
CDI-012 (Rev. 01/2016)

constituent does not itself pay said fee.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the company's seal on this ____ day of _____, 20____.

(Full corporate name of surviving corporation)

By: _____
(Officer executing for company)

(Title or position)

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of _____)
County of _____)

On _____ before me, _____
(Notary Public)

personally appeared _____,
who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature _____ (Seal)

INFORMATION AND INSTRUCTIONS TO COMPANY

Premium and retaliatory taxes shall be paid simultaneously by remittance payable to the State Controller, separately from any filing fees or other fees. Tax payments should be addressed as indicated on your tax forms, to the California Insurance Commissioner, Attention: Cashier. Said remittance shall reflect the insurer's premium and retaliatory tax liability inclusive of interest and penalties due. In the event a fee for filing an annual statement is incurred, it should be paid by check payable to the California Department of Insurance, Financial Analysis Division, 300 South Spring Street, South Tower, 13th Floor, Los Angeles, CA 90013.

All premium and retaliatory returns and taxes, except filings made in conjunction with ocean marine insurance, shall be due and payable annually on or before April 1. Returns and taxes due on account of ocean marine insurance shall be due and payable on or before June 15th.