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Pursuant to section 1011(c) of the California Insurance Code, application is made to the California Insurance Commissioner for consent to the merger or consolidation transaction described below. In support of this application, First Company and Second Company declare as follows:

**FIRST COMPANY/SURVIVOR**

1. Name: \_\_\_\_\_

2. Home Office Address: \_\_\_\_\_

3. Incorporated or organized under the law of: \_\_\_\_\_

4. Has a California Certificate of Authority for the following lines:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

a. If UTC, has a license for the following counties:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

5. To complete the transaction, must amend its Certificate of Authority to add the following lines:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

a. If UTC, must amend its license to add the following counties:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

6. Has securities on deposit in California in the sum of \$\_\_\_\_\_

a. For what purpose are the securities on deposit?

\_\_\_\_\_  
\_\_\_\_\_

b. If UTC, has escrow deposits for the following counties:

\_\_\_\_\_  
\_\_\_\_\_

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7. After merger, will continue under the name: \_\_\_\_\_

a. After merger, or concurrently therewith, will amend its articles by changing its name to: \_\_\_\_\_

8. Merger to be effective: \_\_\_\_\_

a. If already in effect, or scheduled to be effective prior to consent, effective date is: \_\_\_\_\_

Note: If 8a applies, fully explain in the cover letter.

**SECOND COMPANY/NONSURVIVOR**

1. Name: \_\_\_\_\_

2. Home Office Address: \_\_\_\_\_

3. Incorporated or organized under the law of: \_\_\_\_\_

4. Has a California Certificate of Authority for the following lines:  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

a. If UTC, has a license for the following counties:  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

5. Has securities on deposit in California in the sum of \$ \_\_\_\_\_

a. For what purpose are the securities on deposit?  
\_\_\_\_\_  
\_\_\_\_\_

b. If UTC, has escrow deposits for following counties:  
\_\_\_\_\_  
\_\_\_\_\_

## CHECKLIST

1. Cover Letter  
Applicant affirms that it has submitted a cover letter explaining the nature of and the reason for the merger, including a discussion of any relevant timing issues. [Upload.]
2. Application Fee  
Applicant affirms that it has paid \$ \_\_\_\_\_, the application fee required by section 1011.5 of the California Insurance Code.<sup>1</sup> For the merger of a domestic fraternal benefit society, see section 11019.
3. Merger Agreements  
Applicant affirms that it has submitted a copy of the proposed agreement, contract or instrument(s) by which the merger will be accomplished. [Upload.]
4. Supporting Authorizations and Documentation  
Applicant affirms that it has submitted copies of the minutes and resolutions (or appropriate excerpt thereof) evidencing approval of the merger by each constituent corporation's board of directors and shareholders. Each copy is certified by an officer of the appropriate corporation to be a true copy of that portion of the corporation's official records. [Upload.]
- Applicant agrees to immediately file with the Insurance Commissioner any and all further or additional company proceedings, of any party, regarding this transaction. Copies will be certified by an officer of the corporation(s) involved.
5. Tax Commitment  
Applicant affirms that it has submitted the Annual Statement and Tax Return Commitment By Surviving Entity in a Merger on the form provided by the Department, executed by the Survivor regarding the making and filing of annual statements and tax returns and the payment of premium taxes with respect to the Nonsurvivor. [Upload.]
6. Survivor Needs to Add Lines of Authority  
If the merger requires the Survivor to add lines, Survivor affirms that it has submitted to the Department its completed application to amend its certificate of authority accordingly.
7. Survivor Name Change  
If Survivor will change its name as part of the transaction, Survivor affirms it has filed with the Department its application for a name change, or Survivor has provided an explanation in its cover letter.

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<sup>1</sup> Applicants should consult Department's fee schedule to determine and confirm current fees.

8. Notice to Policyholders of Merger  
Applicant affirms that it has submitted a copy of the form or letter Survivor proposes to send to policyholders of the Nonsurvivor.

At a minimum, such notice informs the policyholders of the merger and provides them with the information they may require to obtain their full benefits under their existing policies. The notice includes the name and contact information of the Survivor (phone and fax numbers, address, e-mail) and a clear statement that Survivor assumes all of the Nonsurvivor's liabilities and obligations to its policyholders. [Upload]

9. Surrender of Certificate of Authority  
Nonsurviving admitted constituent affirms it has submitted for surrender, or if filed electronically will mail to the Department within two (2) business days of the electronic filing, its California Certificate of Authority for cancellation. *See* Cal. Ins. Code § 1070.6(d).

10. Ratification of Appointment of Agents  
If the Survivor intends to adopt the agents of the Nonsurvivor, the Survivor affirms that it has submitted, or if filed electronically has uploaded, a properly executed Ratification of Appointment of Agents form.

11. Home State Approval  
If either party to the proposed merger is organized outside of California, Applicant affirms that it has submitted a copy of the written consent to the merger from that party's home state regulator. [Upload]

If not available, explain the status of home state approval in the cover letter.

12. Survivor Not Yet Admitted  
If the Survivor is not already admitted in California, Survivor affirms that, prior to or simultaneously with this application, it has filed with the Departments its application for a Certificate of Authority.

13. Applicability of 10 C.C.R. § 2303.15(o)  
Applicant affirms that it has read and is aware that the cited regulation fully applies to this application.

14. Applications of Affiliated Companies  
Applicant affirms that it has disclosed any affiliated companies (i.e., member companies within the same ultimate holding company system) that have any applications pending with the Department, and has submitted a complete disclosure for each company.

The disclosure must identify each company, and include the date the application was filed, type of application regardless of whether a filing fee is required (e.g., Certificate of Authority, merger, holding company filing, reinsurance and assumption, request for

exemption, servicing by nonadmitted insurer, investments, etc.), applicant's relationship with all applicable affiliates, and any other information pertinent to complete the disclosure.

15. If the nonsurvivor to the merger transaction is a domestic insurer and is seeking release of a general deposit being held by the California Department of Insurance, please:
- Fill-out the appropriate Securities Transaction Request Form; and
  - Provide written confirmation from the domestic regulator for the merger survivor that the deposit being held is no longer required to be maintained. The regulator certification is required because the funds sought to be released were accepted in California as a result of the deposit laws of another state or of a foreign country. *See* Cal. Ins. Code § 940.

Applicants understand that should they fail to obtain the Insurance Commissioner's written consent before entering into any transaction the effect of which is to merge, consolidate or reinsure substantially its entire property or business in or with the property or business of any other person, or shall have transferred or attempted to transfer substantially its entire property or business without such prior written consent, such transaction is a statutory ground on the basis of which the Insurance Commissioner is authorized to apply for a summary order of court vesting title in him to all of the insurer's assets wherever situated. *See* Cal. Ins. Code §§ 1010-1011.

\_\_\_\_\_  
First Company

By: \_\_\_\_\_  
\_\_\_\_\_  
Title (Chairman, President, Vice President)

By: \_\_\_\_\_  
\_\_\_\_\_  
Title (Corporate Secretary, Assistant Secretary, CFO, Treasurer)

\_\_\_\_\_  
Second Company

By: \_\_\_\_\_  
\_\_\_\_\_  
Title (Chairman, President, Vice President)

By: \_\_\_\_\_  
\_\_\_\_\_  
Title (Corporate Secretary, Assistant Secretary, CFO, Treasurer)

**VERIFICATION - FIRST COMPANY**

State of \_\_\_\_\_ )  
County of \_\_\_\_\_ )

\_\_\_\_\_, being duly sworn, deposes and says:  
Name of officer

That he/she is the \_\_\_\_\_ of \_\_\_\_\_  
Title Name of Company

executing the foregoing document on behalf of said Company and that all the statements contained in this application are true and correct.

\_\_\_\_\_  
Signature of officer who signed the application

\_\_\_\_\_, being duly sworn, deposes and says:  
Name of officer

That he/she is the \_\_\_\_\_ of \_\_\_\_\_  
Title Name of Company

executing the foregoing document on behalf of said Company and that all the statements contained in this application are true and correct.

\_\_\_\_\_  
Signature of officer who signed the application

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)

**VERIFICATION - SECOND COMPANY**

State of \_\_\_\_\_ )  
County of \_\_\_\_\_ )

\_\_\_\_\_, being duly sworn, deposes and says:  
Name of officer

That he/she is the \_\_\_\_\_ of \_\_\_\_\_  
Title Name of Company

executing the foregoing document on behalf of said Company and that all the statements contained in this application are true and correct.

\_\_\_\_\_  
Signature of officer who signed the application

\_\_\_\_\_, being duly sworn, deposes and says:  
Name of officer

That he/she is the \_\_\_\_\_ of \_\_\_\_\_  
Title Name of Company

executing the foregoing document on behalf of said Company and that all the statements contained in this application are true and correct.

\_\_\_\_\_  
Signature of officer who signed the application

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)