



OFFICE OF INSURANCE REGULATION

Company Admissions

**STATEMENT OF ACQUISITION, MERGER OR CONSOLIDATION OF
A SPECIALTY INSURER
PURSUANT TO FLORIDA STATUTES
628.461, 628.4615**

1. Acquiring Company:

(Name)

(Address)

(City, State, Zip)

(Telephone Number)

(Federal Identification Number)

(Contact Person)

2. Specialty Insurer Affected: Certificate of Authority or License Number

(Type of Certificate of Authority)

(Name)

(Address)

(City, State, Zip)

(Telephone Number)

(Fax Number)

(Federal Identification Number)

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3. This filing is for (check those applicable):

- | | |
|--|--------------------------|
| a) Acquisition of Controlling Stock (Corporation) | <input type="checkbox"/> |
| b) Acquisition of ownership interest (Partnership) | <input type="checkbox"/> |
| c) Acquisition of parent company | <input type="checkbox"/> |
| d) Merger or Consolidation | <input type="checkbox"/> |

4. Check one or both of the following:

- a) This filing affects a Specialty Insurer licensed with the Office pursuant to Chapter _____, Florida Statutes.
- b) This filing affects a company which controls a Specialty Insurer licensed with the Office pursuant to Chapter _____, Florida Statutes.

5. The transaction for which this form is filed is scheduled to Occur _____ or, if it is a post filing, occurred._____.

6. In summary, the transaction is as follows: _____

7. A statement of Acquisition, Consolidation or Merger was submitted to the Office on _____ (date submitted).

8. This statement was sent by registered mail on _____ (date sent) to the Specialty Insurer and any controlling company, if applicable. Please note any additional information required by the Office pursuant to Section 628.4615(4), Florida Statutes, must also be sent by registered mail to the Specialty Insurer and to the controlling company of the Specialty Insurer.

Provide documentation to support this information was received.

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9. Have there been any material changes in the facts set forth in the Statement of Acquisition, Consolidation or Merger since it was filed by the Office?
___Yes ___No

If yes, include amendments that set forth the changes. If yes, when was the notice of these changes sent to the affected parties (listed in #8) by registered mail _____ (date sent)?

10. a) Does the acquiring person or persons plan to:
- i) Liquidate the Specialty Insurer? ___ Yes ___ No
 - ii) Sell its assets? ___ Yes ___ No
 - iii) Merge or consolidate with any other person? ___ Yes ___ No
 - iv) Make any major change in its business or corporate structure or management? ___ Yes ___ No

(If the acquirer does intend to do one or more of the above, such plan must demonstrate that it is fair and free of prejudice to the insureds of the Specialty Insurer and to the public. The burden of proof is on the acquiring entity.)

- b) Does the acquiring person plan to:
- i) Liquidate the parent of the Specialty Insurer? ___ Yes ___ No
 - ii) Sell the assets of the parent of the Specialty Insurer?
___ Yes ___ No
 - iii) Merge the parent or consolidate it with any other person?
___ Yes ___ No
 - iv) Make any major change in the parent's business or corporation structure or management? ___ Yes ___ No

(If the acquirer does intend to do one or more of the above, such plan must demonstrate that it is fair and free of prejudice to the insureds of the Specialty Insurer and to the public. The burden of proof is on the acquiring entity.)

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11. Upon completion of the acquisition, will the Specialty Insurer be able to satisfy the requirement for the issuance of a license or certificate to write the line of insurance for which it is presently licensed or certified? ___ Yes ___ No

If "NO", explain.

12. If the acquisition has already taken place, has the acquirer agreed not to make any material changes in the management or operation of the Specialty Insurer or its controlling company while this application is being considered? ___ Yes ___ No

a) Has the acquirer agreed not to obligate 5% or more of its net worth?
___ Yes ___ No

b) Has the acquirer agreed not to make any managerial changes?
___ Yes ___ No

13. For HMOs only:

a) If for-profit, a statement setting forth method of compliance with Florida Statute 628.451.

b) If non-profit, a statement setting forth method of compliance with Florida Statute 628.471.

14. Identify the source and amount of the funds or other consideration used, or to be used, in making the acquisition.

EXHIBITS

1. All written agreements between parties.
2. Summary of any verbal agreements between parties including:
- a) Any transfer of securities?
- b) Any option arrangements?
- c) Any puts or calls?
- d) Any proxies given or received?

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3. Description of the transaction including:
 - a) Controlling interest;
 - b) Terms of the acquisition;
 - c) Number and percentage of shares to be acquired;
 - d) Any transfer of securities, any option arrangements, any calls, and any proxies given or received.
4. Financial statements of the acquiring company that clearly indicate the acquiring company can fulfill its financial responsibilities.
5. Evidence that all required reserves are in place.
6. Copies of all new or revised escrows, contracts or agreements that demonstrate compliance with all applicable statutory provisions by the acquiring company.
7. Evidence that the status of revised and existing escrows, contracts or agreements with the consumer are, and will be, satisfactory.
8. If needed, copies of pro-forma financial statements that clearly demonstrate the effect of the acquisition after completion of the transaction.
9. A statement outlining material changes in the operation or business operations of the affected company or a statement citing no adverse material change in operations.
10. Certified copies of the appropriate organizational documents of the acquiring company, i.e., Articles of Incorporation, Bylaws, Partnership Agreements, Certificate of Good Standing, etc. and 1 facsimile copy of each.
11. Evidence that all requirements have been met with respect to:
 - a) Bonding
 - b) Deposits
 - c) Reserves
 - d) Solvency
 - e) Insurance
12. Status of existing debts or obligations including all claims of the Specialty Insurer.

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13. An organizational chart indicating the corporate structure of the acquiring entity and the seller, which reflects all affiliate entities prior to and subsequent to the acquisition for each.
14. The following background information must be provided to the office of Insurance Regulation for each natural person who possesses, directly or indirectly, the power to direct or cause the direction of the management policies of the applicant, whether through the ownership of voting securities, title or position, by contract or otherwise; including all partners, and if a corporation, all stockholders and directors, and the President, Chief Executive Officer, all Vice-Presidents, Secretary, Treasurer and Chief Financial Officer.
 - a) Biographical Affidavits
 - b) Fingerprint Cards
 - c) Investigative Reports

Applicants are required to prepay electronically for the processing of the fingerprint cards. Please see form OIR-C1-938 for instructions. The fingerprint cards are to be submitted with the application filing.

A copy of your on-line payment confirmation along with the fingerprint cards must be provided with your application.

NOTE: Florida residents have the option of having their fingerprints digitally scanned rather than providing paper fingerprint cards. Please see form OIR-C1-938 for instructions.

NOTE: Individuals who are non-U.S. citizens with no social security number should continue to submit payment of fingerprint fees per instructions in form OIR-C1-903.

Background reports must be submitted by the selected background investigator vendor directly to the Office prior to or contemporaneously with the submission of the application filing. Please refer to form OIR-C1-905 for instructions.

15. "Waiver of Public Hearing and Request for Approval," Form.
16. If an HMO, file documents supporting compliance with Florida Statutes 628.451 or 628.471, as applicable.
17. Other (identify and explain):

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The Following Attestation Form Shall Be Used:

I, the undersigned, do hereby affirm that all the responses, information, exhibits and documentary evidence submitted with and in support of this application are true and correct.

(Corporate Seal)

(Typed Name and Title)

State of _____

(Signature)

County of _____

Sworn to and subscribed before me

this _____ day of _____, 20_____

(Notary Public)

(Seal)

My Commission Expires _____

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WAIVER OF PUBLIC HEARING AND REQUEST FOR APPROVAL

We, the undersigned, on behalf of _____
hereby waive our right to a public hearing on the proposed acquisition of
_____ by _____
a _____ corporation, as outlined in the documents
submitted pursuant to Florida Statutes S.628.4615, and respectfully request that the
Director of the Office of Insurance Regulation approve the acquisition immediately.

Date: _____

Attest: _____ By _____
(Name and Title) (Name and Title)

_____ By _____
(Name and Title) (Name and Title)