Applicant Company Name: _____ NAIC No. _____
FEIN: _____

Uniform Certificate of Authority Application
QUESTIONNAIRE

Directions: Each "Yes" or "No" question is to be answered by marking an "X" in the appropriate space. All questions should be answered. If the Applicant Company denotes a question as “Not Applicable” (N/A) an explanation must be provided. Other answers and additional explanations or details may be provided in writing attached to the questionnaire. Please complete this form and file it with the Applicant Company's application for a Certificate of Authority.

1. I hold the position(s) of _____ with the Applicant Company.

2. A. Has the Applicant Company transferred or encumbered any portion of its assets or business, or has its outstanding capital stock been directly or indirectly pledged?

   Yes ____ No ____

   B. Has the Applicant Company merged or consolidated with any other company within the last five years?

   Yes ____ No ____

   If the answer to either question is yes, provide the details in writing and attach to the Questionnaire.

3. Is the Applicant Company presently negotiating for or inviting negotiations for any transaction described above?

   Yes ____ No ____

   If yes, provide the details in writing and attach to the Questionnaire.

4. Has the Applicant Company ever changed its name?

   Yes ____ No ____

   If yes, attach copies of the instruments effecting such transaction certified by the Secretary over corporate seal as a true copy of the originals, including any official state regulatory approvals and filing data.

5. A. Has the Applicant Company undergone a change of management or control since the date of its latest annual statement filed in support of this application?

   Yes ____ No ____

   B. Does the Applicant Company contemplate a change in management or any transaction that would normally result in a change of management within the reasonably foreseeable future?

   Yes ____ No ____

   If the answer to either question is yes, provide the details in writing and attach to the Questionnaire.

6. Is the Applicant Company owned or controlled by a holding corporation?

   Yes ____ No ____

   If yes, attach and make a part hereof an affidavit by an executive officer of the Applicant Company who knows the facts listing the principal owners (10% or more of the outstanding shares) of such holding corporation by name and residence address, business occupation and business affiliations.

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7. Is the Applicant Company owned, operated or controlled, directly or indirectly, by any other state or province, district, territory or nation or any governmental subdivision or agency?

   Yes ____ No ____

   If yes, provide the details in writing and attach to the Questionnaire

8. A. Has the Applicant Company's certificate of authority to do business in any state been suspended or revoked within the last ten years?

   Yes ____ No ____

   B. Has the Applicant Company's application for admission to any state been denied within the last ten years?

   Yes ____ No____

   If the answer to either question is yes, provide the details in writing and attach to the Questionnaire.

9. Has any person who is presently an officer or director of Applicant Company been convicted on, or pleaded guilty or nolo contendere to, an indictment or information in any jurisdiction charging a felony for theft, larceny or mail fraud or, of violating any corporate securities statute or any insurance statute?

   Yes ____ No ____

   If yes, provide the details in writing and attach to the Questionnaire.

10. Is the Applicant Company presently engaged in a dispute with any state of federal regulatory agency?

    Yes ____ No____

    If yes, provide the details in writing and attach to the Questionnaire.

11. Is the Applicant Company a plaintiff or defendant in any legal action other than one arising out of policy claims?

    Yes ____ No____

    If yes, provide a summary of each case and an estimate of the Applicant Company's probable liability, if any, and attach to the Questionnaire.

12. Does the Applicant Company purchase investment securities through any investment banking or brokerage house or firm from whom any of Applicant Company's officers, directors, trustees, investment committee members or controlling stockholders receive a commission on such purchases?

    Yes____ No____

    If yes, provide the details in writing and attach to the Questionnaire.

13. Is the Applicant Company a,

    A. Bank

    Yes ____ No ____

    B. Bank holding company, subsidiary or affiliate

    Yes ____ No ____

    C. Financial holding company

    Yes ____ No ____

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D. Other financial institution

Yes ____ No ____

If yes, identify the bank(s), bank holding company(ies) or financial institution and the affiliation of the Applicant Company. Provide the details in writing and attach to the Questionnaire.

14. Has the Applicant Company, within 18 months last preceding the date of this affidavit, done any of the following:

A. Made a loan to an entity owned or controlled directly or through a holding corporation by one or more of Applicant Company's officers, directors, trustees or investment committee members, or to any such person?

Yes____ No____

B. Sold or transferred any of its assets or property, real or personal, to any such entity or person?

Yes____ No____

C. Had its outstanding capital stock directly or indirectly pledged for the debt of an affiliate?

Yes _____ No _____

D. Purchased securities, assets or property of any kind from an entity owned or controlled by one or more of the Applicant Company's officers, directors, trustees, or any persons who have authority in the management of the Applicant Company's funds (including a controlling stockholder)?

Yes ____ No____

If the answer to any of the last four questions is affirmative, did any officer, director, trustee or any person who had authority in the management of the Applicant Company's funds (including a controlling stockholder) receive any money or valuable thing for negotiating, procuring, recommending or aiding in such transaction?

Yes ____ No ____

If yes, provide the details in writing and attach to the Questionnaire.

15. Attach an organizational depiction (in the format of a flow chart) showing the various executive management, directors and officers and related material functions that require internal control oversight of the Applicant Company, with the name and official title of those responsible for those offices/functions and the portions of the organization they oversee. Material functions should include, but are not limited to, underwriting, claims adjustment/payments, premium accounting, claims accounting, marketing, financial reporting, and investment management. Note any executive or key staff that has access to funds or bank accounts. Submit a map or narrative explaining where offices are geographically located and the approximate number of employees at each location.

A. Designate any common facilities and/or any of the above functions that are shared with affiliates.

B. Designate any of the above office/functions that are delegated to third parties.

C. Attach copies of signed agreements for office functions delegated to either affiliates or third parties.

D. As applicable, attach a separate chart reflecting any other management positions (if different than what was noted above) that exercise control over insurance operations in other jurisdiction where the Applicant Company is seeking admission.

E. Attach any similar information that was submitted to lenders or investment partners.

F. Attach a copy of the Applicant Company's investment policy (required for primary and redomestication applications only).

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16. Provide a detailed description of the Applicant Company's sales techniques. The description should include:

    A. Information regarding recruitment and training of sales representatives.

    B. Identification as to whether the Applicant Company will be a direct writer or will use agents, brokers or a combination thereof.

    C. Explanation of the compensation and control to be provided by the Applicant Company to its agents, brokers or sales personnel.

    D. Sample copies of any agreements entered into between the Applicant Company and its agents or brokers.

    E. If the Applicant Company will use a specific agency or managing general agent, identification of the agency or managing general agent and a copy of the agreement for this arrangement.

    F. Sample contract forms of all types used and remuneration schedule, including those for general agents, if any.

17. For each state in which the Applicant Company is filing, explain:

    A. The product lines currently sold or planned by the Applicant Company,

    B. Specialty line or lines currently sold and planned,

    C. Captive business,

    D. The Applicant Company's marketing plan, including a description of the financial, corporate or other connections productive of insurance,

    E. The Applicant Company's current and expected competition (both regionally and nationally), and

    F. How each state in which admission has been requested fits into the marketing plan. General description of the classes to be transacted is not an adequate response. For example, if the Applicant Company plans to market credit life and disability products tailored for use by credit unions, simply stating that it will transact credit life and disability is inadequate.

18. If a parent, subsidiary and/or affiliated insurer is admitted for the classes of insurance requested in the pending application, please differentiate the products and/or markets of the Applicant Company from those of the admitted insurer(s).

19. Provide a detailed description of the advertising that will be used by the Applicant Company to market its products in each state. Include a detailed explanation as to how the Applicant Company will develop, purchase, control and supervise its advertising.

20. For each State, explain in detail the following:

    A. How the Applicant Company's policies will be underwritten, including the issuance of policies and endorsements,

    B. How policies will be cancelled,

    C. How premiums and other funds will be handled, and

    D. How personnel will be trained, supervised, and compensated.

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21. Explain in detail how the Applicant Company will adjust and pay claims.

A. Describe how the Applicant Company will train, supervise and compensate the personnel handling claims adjusting and claims payment.

B. Provide detailed information as to how and by whom claim reserves will be set and modified.

C. Does the Applicant Company pay any representative given discretion as to the settlement or adjustment of claims whether in direct negotiation with the claimant or in supervision of the person negotiating, a compensation which is in any way contingent upon the amount of settlement of such claims?

Yes ____ No ____

22. Is the Applicant Company a member of a group of companies that shares any of the following:

A. Common facilities with another company or companies

Yes ____ No ____

B. Services (e.g. accounting personnel for financial statement preparation)

Yes ____ No ____

C. Or, is a party to a tax allocation agreement in common with another company

Yes ____ No ____

If the answer to any of the above is yes, explain the division of costs between participants. If costs are pro-rated, what is the basis for division? Attach a copy of relevant contracts and include a summary of any attached contract.

23. Does the Applicant Company have any reinsurance contracts which contracts that in effect provide that Applicant Company will reimburse or indemnify the Reinsurer for losses payable there under?

Yes ____ No____

If yes, provide the details in writing and attach to the Questionnaire.

24. Does any salaried employee or officer, exclusive of a director, presently have in force a license as an insurance broker issued by the _____ Department of Insurance?
(Name of Application State)

Yes ____ No____

If yes, please identify his/her license and position held with applicant.

25. Does the Applicant Company have outstanding unexercised stock options?

Yes ____ No ____

A. If yes, to whom and in what number of shares?

B. If options are outstanding for a number of shares greater than 10% of the number of shares presently issued and outstanding, a copy of the option form and of the plan pursuant to which they were granted are attached.

26. Are any of the Applicant Company's policies being sold in connection with a mutual fund or investment in securities?

Yes ____No____ Not Applicable ____

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If yes, supply details including all sales literature which refers to the insurance and mutual fund or other investment literature that refers to the insurance and mutual fund or other investment plan connection.

27. If the Applicant Company is applying for authority to write Variable Annuities, provide the following:

A. Copy(ies) of any third-party management or service contracts

B. Commission schedules

C. Five-year sales and expense projections

D. A statement from the Applicant Company's actuary describing reserving procedures including the mortality and expense risks which the Applicant Company will bear under the contract

E. Statement of the investment policy of the separate account

F. Copy of the variable annuity prospectus as filed with the SEC unless the separate account is not required to file a registration under the federal securities law

G. Copies of the variable annuity laws and regulations of the state of domicile

H. Copy(ies) of the variable annuity contract(s) and application(s)

I. A description of any investment advisory services contemplated relating to Separate Accounts

J. Board of Directors resolution authorizing the creation of the separate account

28. If the Applicant Company is applying for authority to write Variable Life Insurance, provide the following:

A. Copy(ies) of variable life policy(ies) the Applicant Company intends to issue

B. Name and experience of person(s) or firm(s) proposed to supply consulting, investments, administrative, custodial or distribution services to the Applicant Company

C. Disclose whether each investment advisor i) is registered under the Investment Advisers Act of 1940, or ii) is an investment manager under the Employee Retirement Income Security Act of 1974, or iii) whether the Applicant Company will annually file required information and statements concerning each investment advisor as required by its domiciliary state

D. Copy of the variable life prospectus as filed with the SEC unless the separate account is not required to file a registration under the federal securities law

E. Statement of the investment policy of any separate account, and the procedures for changing such policy

F. Copies of the variable life insurance laws and regulations of the state of domicile

G. A statement from the Applicant Company’s actuary describing reserving procedures including the mortality and expense risks which the Applicant Company will bear under the contract

H. Standards of suitability or conduct regarding sales to policyholders

I. Statement specifying the standards of conduct with respect to the purchase or sale of investments of separate accounts (i.e. Board resolution)

J. Board of Directors resolution authorizing the creation of the separate account

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29. If the Applicant Company is applying for authority to write Life Insurance, has the Applicant Company at any time in any jurisdiction while operating under its present management, or at any time within the last five years irrespective of changes in management, taught or permitted its agents to sell insurance by using any of the following devices, or representations resembling any of the following:

A. "Centers of influence" and "advisory board,"

Yes____ No____

B. A charter or founder's policy,

Yes____ No____

C. A profit sharing plan,

Yes____ No____

D. Only a limited number of a certain policies will be sold in any given geographical area;

Yes____ No____

E. "Profits" will accrue or be derived from mortality savings, lapses and surrenders, investment earnings, savings in administration;

Yes____ No____

F. A printed list of several large American or Canadian insurers showing the dollar amounts of "savings", "profits" or "earnings" they have made in such categories.

Yes____ No____

If the answer to any of the above is yes, supply a complete set of all sales material including the sales manual, all Applicant Company instructional material, brochures, illustrations, diagrams, literature, "canned" sales talks, copies of the policies which are no longer in use, list of states where such methods were used and the date (by year) when they were used, the approximate amount of insurance originally written in each state on each policy form thusly sold, the amount currently in force, and the lapse ratio on each form year by year and cumulatively in gross to the present date.

30. Does the Applicant Company pay, directly or indirectly, any commission to any officer, director, actuary, medical director or any other physician charged with the duty of examining risks or applications?

Yes_____ No _____ Not Applicable____

If yes, provide the details in writing and attach to the Questionnaire.

The following questions are to be completed only if the Applicant Company is redomesticating to another state.

31. Does the Applicant Company have any permitted practices allowed by its current state of domicile?

Yes_____ No _____ Not Applicable____

If yes, provide the details in writing and attach a copy of the state of domicile's approval to the Questionnaire.

32. Does the Applicant Company's current state of domicile prescribe any practices of the Applicant Company that are not in accordance with,

A. Laws, regulations or bulletins of proposed state of domicile;

Yes_____ No _____ Not Applicable____

If yes, provide the details in writing and attach to the Questionnaire.

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B. Reserving requirements of proposed state of domicile; or

Yes_____ No _____ Not Applicable____

If yes, provide the details in writing and attach to the Questionnaire.

C. NAIC guidelines

Yes_____ No _____ Not Applicable____

If yes, provide the details in writing and attach to the Questionnaire.

33. Will the Applicant Company's investments comply with the investment laws, regulations or bulletins of the proposed state of domicile?

Yes_____ No _____ Not Applicable____

If no, provide the details in writing and attach to the Questionnaire.

34. Does the Applicant Company have any outstanding surplus notes?

Yes_____ No _____ Not Applicable____

If yes, provide the details in writing and attach to the Questionnaire and attach copy(ies) of the surplus notes reflecting the state of domicile's approval.

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