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Proxies, Consents and Authorizations of Domestic Stock Insurers

Sec. 38a-147-1. Application

This regulation is applicable to each domestic stock insurer which has any class of equity security held of record by one hundred or more persons; provided this regulation shall not apply to any insurer if ninety-five per cent or more of its equity securities is owned or controlled by a parent or an affiliated insurer and the remaining securities are held of record by less than five hundred persons. A domestic stock insurer which files with the securities and exchange commission forms of proxies, consents and authorizations complying with the requirements of the securities exchange act of 1934, as amended, and the applicable regulations promulgated thereunder, shall be exempt from the provisions of this regulation with respect to any class of securities subject to the jurisdiction of said commission.

(Effective September 25, 1992)

Sec. 38a-147-2. Proxies, consents and authorizations

No domestic stock insurer, or any director, officer or employee of such insurer subject to section 38a-147-1, or any other person, shall solicit, or permit the use of his name to solicit, by mail or otherwise, any proxy, consent or authorization in respect of any class of equity security of such insurer held of record by one hundred or more persons in contravention of this regulation and Schedules A and B hereto annexed and hereby made a part of this regulation.

(Effective September 25, 1992)

Sec. 38a-147-3. Information statement

Unless proxies, consents or authorizations in respect of any class of equity security of a domestic insurer subject to section 38a-147-1 are solicited by or on behalf of the management of such insurer from the holders of record of such security prior to any annual or other meeting of such security holders, such insurer shall, in accordance with this regulation and the schedule thereunder, file with the insurance commissioner, hereafter referred to as commissioner, and transmit to all security holders of record information substantially equivalent to the information which would be required to be transmitted if a solicitation were made. Such insurer shall transmit a written information statement containing the information specified in subsection (d) of section 38a-147-5 to every security holder who is entitled to vote in regard to any matter to be acted upon at the meeting and from whom a proxy is not solicited on behalf of the management of the insurer, except that, in the case of a class of securities in unregistered or bearer form, such statement need be transmitted only to those security holders whose names and addresses are known to the insurer.

(Effective September 25, 1992)

Sec. 38a-147-4. Definitions

(a) The definitions and instructions set out in Schedule SIS, as promulgated by the National Association of Insurance Commissioners, attached as Exhibit 1 hereto, shall be applicable for purposes of this regulation.

(b) The terms "solicit" and "solicitation" for purposes of this regulation shall include: (1) Any request for a proxy, whether or not accompanied by or included in a form of proxy; or (2) any request to execute or not to execute, or to revoke, a proxy; or (3) the furnishing of a proxy or other communication to stockholders under circumstances reasonably calculated to result in the procurement, withholding or revocation of a proxy.

(c) The terms "solicit" and "solicitation" shall not include: (1) Any solicitation by a person in respect of securities of which he is the beneficial owner; (2) action by a broker or other person in respect to securities carried in his name or in the name of his nominee in forwarding to the beneficial owner of such securities soliciting material received from the company, or impartially instructing such beneficial owner to forward a proxy to the person, if any, to whom the beneficial owner desires to give a proxy, the beneficial owner desires or impartially requesting instructions from the beneficial owner with respect to the authority to be conferred by the proxy and stating that a proxy will be given if the instructions are received by a certain date; (3) the furnishing of a form of proxy to a security holder upon the unsolicited request of such security holder, or the performance by any person of ministerial acts on behalf of a person soliciting a proxy.

(d) The term "equity security" shall have the same meaning given to it in section 38a-117 of the general statutes.

(Effective September 25, 1992)

Sec. 38a-147-5. Information furnished to security holders

(a) No solicitation subject to this regulation shall be made unless each person solicited is concurrently furnished or has previously been furnished with a written proxy statement containing the information specified in Schedule A.

(b) If the solicitation is made on behalf of the management of the insurer and relates to an annual meeting of security holders at which directors are to be elected, each proxy statement furnished pursuant to subsection (a) hereof shall be accompanied or preceded by an annual report, in preliminary or final form, to such security holders containing such financial statements for the last fiscal years as are referred to in Schedule SIS under the heading "Financial Reporting to Stockholders." Subject to the foregoing requirements with respect to financial statements, the annual report to security holders may be in any form deemed suitable by the management.

(c) Two copies of each report sent to the security holders pursuant to this section shall be mailed to the commissioner, not later than the date on which such report is first sent or given to security holders or the date on which preliminary copies of solicitation material are filed with the commissioner pursuant to subsection (a) of section 38a-147-7, whichever date is later.

(d) If no solicitation is being made by management of the insurer with respect to any annual or other meeting, such insurer shall mail to every security holder of record at least twenty days prior to the meeting date, an information statement as required by section 38a-147-3, containing the information called for by all of the items of Schedule A, other than items 1, 3 and 4 thereof, which would be applicable to any matter to be acted upon at the meeting if proxies were to be solicited in connection with the meeting. If such information statement relates to an annual meeting at which directors are to be elected, it shall be accompanied by an annual report to such security holders in the form provided in subsection (b) hereof.

(Effective September 25, 1992)

Sec. 38a-147-6. Requirements of proxy

(a) The form of proxy (1) shall indicate in bold-faced type whether or not the proxy is solicited on behalf of the management, (2) shall provide a specifically designated blank space for dating the proxy and (3) shall identify clearly and impartially each matter or group of related matters intended to be acted upon, whether proposed by the management or security holders. No reference need be made to proposals as to which discretionary authority is conferred pursuant to subsection (c) hereof.

(b) (1) Means shall be provided in the proxy for the person solicited to specify by ballot a choice between approval or disapproval of each matter or group of related matters referred to therein, other than elections to office. A proxy may confer discretionary authority with respect to matters as to which a choice is not so specified if the form of proxy states in bold-faced type how it is intended to vote the shares or authorization represented by the proxy in each such case.

(2) A form of proxy which provides both for elections to office and for action on other specified matters shall be prepared so as to clearly provide, by a box or otherwise, means by which the security holder may withhold authority to vote for elections to office. Any such form of proxy which is executed by the security holder in such manner as not to withhold authority to vote for elections to office shall be deemed to grant such authority, provided the form of proxy shall so state in bold-faced type.

(c) A proxy may confer discretionary authority with respect to other matters which may come before the meeting, provided the persons on whose behalf the solicitation is made are not aware a reasonable time prior to the time the solicitation is made that any other matters are to be presented for action at the meeting and provided further that a specific statement to that effect is made in the proxy statement or in the form of proxy.

(d) No proxy shall confer authority (1) to vote for the election of any person to any office for which a bona fide nominee is not named in the proxy statement or (2) to vote at any annual meeting other than the next annual meeting, or any adjournment thereof, to be held after the date on which the proxy statement and form of proxy are first sent or given to security holders.

(e) The proxy statement or form of proxy shall provide, subject to reasonable specified conditions, that the proxy will be voted and that, where the person solicited specifies by means of ballot provided pursuant to subsection (b) hereof a choice with respect to any matter to be acted upon, the vote will be in accordance with the specifications so made.

(f) The information included in the proxy statement or information statement shall be clearly presented and the statements made shall be divided into groups according to subject matter, with appropriate headings. All printed proxy statements or information statements shall be clearly and legibly presented.

(Effective September 25, 1992)

Sec. 38a-147-7. Material to be filed

(a) Two preliminary copies of the proxy statement and form of proxy and any other soliciting material to be furnished to security holders concurrently therewith shall be filed with the commissioner at least ten days prior to the date definitive copies of such material are first sent or given to security holders, or such shorter period prior to that date as the commissioner may authorize upon a showing of good cause therefor.

(b) Two preliminary copies of any additional soliciting material relating to the same meeting or subject matter to be furnished to security holders subsequent to the proxy statements shall be filed with the commissioner at least two days, exclusive of Saturdays, Sundays or holidays, prior to the date copies of this material are first sent or given to security holders or a shorter period prior to such date as the commissioner may authorize upon a showing of good cause therefor.

(c) Two definitive copies of the proxy statement, form of proxy and all other soliciting material, in the form in which this material is furnished to security holders,

shall be filed with, or mailed for filing to, the commissioner not later than the date such material is first sent or given to the security holders.

(d) Where any proxy statement, form of proxy or other material filed pursuant to these rules is amended or revised, two of the copies shall be marked to clearly show such changes.

(e) Copies of replies to inquiries from security holders requesting further information and copies of communications which do no more than request that forms of proxy theretofore solicited be signed and returned need not be filed pursuant to this section.

(f) Notwithstanding the provisions of subsections (a) and (b) hereof and of subsection (e) of section 38a-147-10, copies of soliciting material in the form of speeches, press releases and radio or television scripts may, but need not, be filed with the commissioner prior to use or publication. Definitive copies, however, shall be filed with or mailed for filing to the commissioner as required by subsection (c) hereof not later than the date such material is used or published. The provisions of subsections (a) and (b) hereof and subsection (e) of section 38a-147-10 shall apply, however, to any reprints or reproductions of all or any part of such material.

(Effective September 25, 1992)

Sec. 38a-147-8. False or misleading statements

No proxy statement, form of proxy, notice of meeting, information statement, or other communication, written or oral, subject to this regulation shall contain any statement which, at the time and in the light of the circumstances under which it is made, is false or misleading with respect to any material fact, or which omits to state any material fact necessary in order to make the statements therein not false or misleading or necessary to correct any statement in any earlier communication with respect to the same meeting or subject matter which has become false or misleading.

(Effective September 25, 1992)

Sec. 38a-147-9. Exclusion

No person making a solicitation which is subject to this regulation shall solicit any undated or postdated proxy or any proxy which provides that it shall be deemed to be dated as of any date subsequent to the date on which it is signed by the security holder.

(Effective September 25, 1992)

Sec. 38a-147-10. Special provisions

(a) This section shall apply to any solicitation subject to this regulation by any person or group for the purpose of opposing a solicitation subject to this regulation by any other person or group with respect to the election or removal of directors at any annual or special meeting of security holders.

(b) (1) For purposes of this section the terms "participant" and "participant in a solicitation" include: (A) The insurer; (B) any director of the insurer, and any nominee for whose election as a director proxies are solicited; (C) any other person, acting alone or with one or more other persons, committees or groups, in organizing, directing or financing the solicitation. (2) For the purposes of this section the terms "participant" and "participant in a solicitation" do not include: (A) A bank, broker or dealer who, in the ordinary course of business, lends money or executes orders for the purchase or sale of securities and who is not otherwise a participant; (B) any person or organization retained or employed by a participant to solicit security holders or any person who merely transmits proxy soliciting material or performs ministerial or clerical duties; (C) any person employed in the capacity of attorney,

accountant or advertising, public relations or financial adviser, and whose activities are limited to the performance of his duties in the course of such employment; (D) any person regularly employed as an officer or employee of the insurer or any of its subsidiaries or affiliates who is not otherwise a participant; or (E) any officer or director of, or any person regularly employed by, any other participant, if such officer, director or employee is not otherwise a participant.

(c) (1) No solicitation subject to this section shall be made by any person other than the management of an insurer unless at least five business days prior thereto, or such shorter period as the commissioner may authorize upon a showing of good cause therefor, there has been filed, with the commissioner, by or on behalf of each participant in such solicitation, a statement in duplicate containing the information specified by Schedule B and a copy of any material proposed to be distributed to security holders in furtherance of such solicitation. Where preliminary copies of any materials are filed, distribution to security holders should be deferred until the commissioner's comments have been received and complied with. (2) Within five business days after a solicitation subject to this section is made by the management of an insurer, or such longer period as the commissioner may authorize upon a showing of good cause therefor, there shall be filed with the commissioner by or on behalf of each participant in such solicitation, other than the insurer, and by or on behalf of each management nominee for director, a statement in duplicate containing the information specified by Schedule B. (3) If any solicitation on behalf of management or any other person has been made or if proxy material is ready for distribution, prior to a solicitation subject to this section in opposition thereto, a statement in duplicate containing the information specified in Schedule B shall be filed with the commissioner by or on behalf of each participant in such prior solicitation, other than the insurer, as soon as reasonably practicable after the commencement of the solicitation in opposition thereto. (4) If, subsequent to the filing of the statements required by subdivisions (1), (2) and (3) of this subsection, additional persons become participants in a solicitation subject to this regulation, there shall be filed with the commissioner, by or on behalf of each such person, a statement in duplicate containing the information specified by Schedule B, within three business days after such person becomes a participant, or such longer period as the commissioner may authorize upon a showing of good cause therefor. (5) If any material change occurs in the facts reported in any statement filed by or on behalf of any participant, an appropriate amendment to such statement shall be filed promptly with the commissioner. (6) Each statement and amendment thereto filed pursuant to this subsection shall be part of the public files of the commissioner.

(d) Notwithstanding the provisions of subsection (a) of section 38a-147-5, a solicitation subject to this section may be made prior to furnishing security holders a written proxy statement containing the information specified in Schedule A with respect to such solicitation, provided (1) the statements required by subsection (c) hereof are filed by or on behalf of each participant in such solicitation; (2) no form of proxy is furnished to security holders prior to the time the written proxy statement required by subsection (a) of section 38a-147-5 is furnished to such persons; provided this subdivision (2) shall not apply where a proxy statement then meeting the requirements of Schedule A has been furnished to security holders; (3) at least the information specified in subdivisions (2) and (3) of the statements required by subsection (c) hereof to be filed by each participant, or an appropriate summary thereof, are included in each communication sent or given to security holders in connection with the solicitation; (4) a written proxy statement containing the

information specified in Schedule A with respect to a solicitation is sent or given security holders at the earliest practicable date.

(e) Two copies of any soliciting material proposed to be sent or given to security holders prior to the furnishing of the written proxy statement required by subsection (a) of section 38a-147-5 shall be filed with the commissioner in preliminary form at least five business days prior to the date definitive copies of such material are first sent or given to such persons, or such shorter period as the commissioner may authorize upon a showing of good cause therefor.

(f) Notwithstanding the provisions of subsections (b) and (c) of section 38a-147-5, two copies of any portion of the report referred to in subsection (b) of section 38a-147-5 which comments upon or refers to any solicitation subject to this section, or to any participant in any such solicitation, other than the solicitation by the management, shall be filed with the commissioner as proxy material subject to this regulation. Such portion of the report shall be filed with the commissioner in preliminary form at least five business days prior to the date copies of the report are first sent or given to security holders.

(Effective September 25, 1992)

Schedule A

Information Required in Proxy Statement

1. Revocability of proxy. State whether or not the person giving the proxy has the power to revoke it. If the right of revocation before the proxy is exercised is limited or is subject to compliance with any formal procedure, briefly describe such limitation or procedure.

2. Dissenters' rights of appraisal. Outline briefly the rights of appraisal or similar rights of dissenting security holders with respect to any matter to be acted upon and indicate any statutory procedure required to be followed by such security holders in order to perfect their rights. Where such rights may be exercised only within a limited time after the date of the adoption of a proposal, the filing of a charter amendment, or other similar act, state whether the person solicited will be notified of such date.

3. Persons making solicitations not subject to section 38a-147-10. (a) If the solicitation is made by the management of the insurer, so state. Give the name of any director of the insurer who has informed the management in writing that he intends to oppose any action intended to be taken by the management and indicate the action which he intends to oppose.

(b) If the solicitation is made otherwise than by the management of the insurer, state the names and addresses of the persons by whom and on whose behalf it is made and the names and addresses of the persons by whom the cost of solicitation has been or will be borne, directly or indirectly.

(c) If the solicitation is to be made by specially engaged employees or paid solicitors, state (1) the material features of any contract or arrangement for such solicitation and identify the parties, and (2) the cost or anticipated cost thereof.

4. Interest of certain persons in matters to be acted upon. Describe briefly any substantial interest, direct or indirect, by security holdings or otherwise, of any director, nominee for election for director, officer and, if the solicitation is made otherwise than on behalf of management, each person on whose behalf the solicitation is made, in any matter to be acted upon other than elections to office.

5. Voting securities and principal holders thereof. (a) State, as to each class of voting securities of the insurer entitled to be voted at the meeting, the number of shares outstanding and the number of votes to which each class is entitled.

(b) Give the date as of which the record list of security holders entitled to vote at the meeting will be determined. If the right to vote is not limited to security holders of record on that date, indicate the conditions under which other security holders may be entitled to vote.

(c) If action is to be taken with respect to the election of directors and if the persons solicited have cumulative voting rights, make a statement that they have such rights and state briefly the conditions precedent to the exercise thereof.

6. Nominees and directors. If action is to be taken with respect to the election of directors, furnish the following information, in tabular form to the extent practicable, with respect to each person nominated for election as a director and each other person whose term of office as a director will continue after the meeting:

(a) Name each such person, state when his term of office or the term of office for which he is a nominee will expire, and all other positions and offices with the insurer presently held by him, and indicate which persons are nominees for election as directors at the meeting.

(b) State his present principal occupation or employment and give the name and principal business of any corporation or other organization in which such employment is carried on. Furnish similar information as to all of his principal occupations or employments during the last five years, unless he is now a director and was elected to his present term of office by a vote of security holders at a meeting for which proxies were solicited under this regulation.

(c) If he is or has previously been a director of the insurer, state the period or periods during which he has served as such.

(d) State, as of the most recent practicable date, the approximate amount of each class of equity securities of the insurer or any of its parents, subsidiaries or affiliates other than directors' qualifying shares, benefically owned directly or indirectly by him. If he is not the beneficial owner of any such securities, make a statement to that effect.

7. Remuneration and other transactions with management and others. Furnish the information reported or required in item One of Schedule SIS under the heading ''Information Regarding Management and Directors'' if action is to be taken with respect to (1) the election of directors, (2) any remuneration plan, contract or arrangement in which any director, nominee for election as a director, or officer of the insurer will participate, (3) any pension or retirement plan in which any such person will participate, or (4) the granting or extension to any such person of any options, warrants or rights to purchase any securities, other than warrants or rights issued to security holders, as such, on a pro rata basis. If the solicitation is made on behalf of persons other than the management, information shall be furnished only as to Item One-A of the aforesaid heading of Schedule SIS.

8. Bonus, profit sharing and other remuneration plans. If action is to be taken with respect to any bonus, profit sharing or other remuneration plan of the insurer, furnish the following information:

(a) A brief description of the material features of the plan, each class of persons who will participate therein, the approximate number of persons in each such class and the basis of such participation.

(b) The amounts which would have been distributable under the plan during the last calendar year to (1) each person named in item 7 of this schedule, (2) directors and officers as a group and (3) all other employees as a group, if the plan had been in effect.

(c) If the plan to be acted upon may be amended, other than by a vote of security holders, in a manner which would materially increase the cost thereof to the insurer

or materially alter the allocation of the benefits as between the groups specified in paragraph (b) of this item, the nature of such amendments should be specified.

9. Pension and retirement plan. If action is to be taken with respect to any pension or retirement plan of the insurer, furnish the following information:

(a) A brief description of the material features of the plan, each class of persons who will participate therein, the approximate number of persons in each such class and the basis of such participation.

(b) State (1) the approximate total amount necessary to fund the plan with respect to past services, the period over which such amount is to be paid and the estimated annual payments necessary to pay the total amount over such period; (2) the estimated annual payment to be made with respect to current services; and (3) the amount of such annual payments to be made for the benefit of (a) each person named in item 7 of this schedule, (b) directors and officers as a group and (c) employees as a group.

(c) If the plan to be acted upon may be amended, other than by a vote of security holders, in a manner which would materially increase the cost thereof to the insurer or materially alter the allocation of the benefits as between the groups specified in subparagraph (b) (3) of this item, the nature of such amendments should be specified.

10. Options, warrants or rights. If action is to be taken with respect to the granting or extension of any options, warrants or rights, all referred to herein as "warrants," to purchase securities of the insurer or any subsidiary or affiliate, other than warrants issued to all security holders on a pro rata basis, furnish the following information:

(a) The title and amount of securities called for or to be called for, the prices, expiration dates and other material conditions upon which the warrants may be exercised, the consideration received or to be received by the insurer, subsidiary or affiliate for the granting or extension of the warrants and the market value of the securities called for or to be called for by the warrants, as of the latest practicable date.

(b) If known, state separately the amount of securities called for or to be called for by warrants received or to be received by the following persons, naming each such person: (1) each person named in item 7 of this schedule and (2) each other person who will be entitled to acquire five per cent or more of the securities called for or to be called for by such warrants.

(c) If known, state also the total amount of securities called for or to be called for by such warrants, received or to be received by all directors and officers of the company as a group and all employees, without naming them.

11. Authorization or issuance of securities.

(a) If action is to be taken with respect to the authorization or issuance of any securities of the insurer, furnish the title, amount and description of the securities to be authorized or issued.

(b) If the shares of securities are other than additional shares of common stock of a class outstanding, furnish a brief summary of the following, if applicable: Dividend, voting, liquidation, pre-emptive and conversion rights, redemption and sinking fund provisions, interest rate and date of maturity.

(c) If the shares of securities to be authorized or issued are other than additional shares of common stock of a class outstanding, the commissioner may require financial statements comparable to those contained in the annual report.

12. Mergers, consolidations, acquisitions and similar matters. (a) If action is to be taken with respect to a merger, consolidation, acquisition or similar matter, furnish in brief outline the following information: (1) The rights of appraisal or similar rights of dissenters with respect to any matters to be acted upon. Indicate any procedure required to be followed by dissenting security holders in order to perfect such rights; (2) the material features of the plan or agreement; (3) the business

done by the company to be acquired or whose assets are being acquired; (4) if available, the high and low sales prices for each quarterly period within two years; (5) the percentage of outstanding shares which must approve the transaction before it is consummated.

(b) For each company involved in a merger, consolidation or acquisition, the following financial statements should be furnished: (1) A comparative balance sheet as of the close of the last two fiscal years; (2) a comparative statement of operating income and expenses for each of the last two fiscal years and, as a continuation of each statement, a statement of earnings per share after related taxes and cash dividends paid per share; (3) a pro forma combined balance sheet and income and expenses statement for the last fiscal year giving effect to the necessary adjustments with respect to the resulting company.

13. Restatement of accounts. If action is to be taken with respect to the restatement of any asset, capital or surplus of the insurer, furnish the following information:

(a) State the nature of the restatement and the date as of which it is to be effective; (b) outline briefly the reasons for the restatement and for the selection of the particular effective date; (c) state the name and amount of each account affected by the restatement and the effect of the restatement thereon.

14. Matters not required to be submitted. If action is to be taken with respect to any matter which is not required to be submitted to a vote of security holders, state the nature of such matter, the reason for submitting it to a vote of security holders and what action is intended to be taken by the management in the event of a negative vote on the matter by the security holders.

15. Amendment of charter, bylaws or other documents. If action is to be taken with respect to any amendment of the insurer's charter, bylaws or other documents as to which information is not required above, state briefly the reasons for and general effect of such amendment and the vote needed for its approval.

(Effective September 25, 1992)

Schedule B

Information to Be Included in Statements Filed by or On Behalf of a Participant (Other Than the Insurer) in a Proxy Solicitation in an Election Contest

1. Insurer. State the name and address of the insurer.

2. Identity and background. (a) State the following: (1) Your name and business address; (2) your present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is carried on.

(b) State the following: (1) Your residence address; (2) information as to all material occupations, positions, offices or employments during the last ten years, giving starting and ending dates of each and the name, principal business and address of any business corporation or other business organization in which each such occupation, position, office or employment was carried on.

(c) State whether or not you are or have been a participant in any other proxy contest involving this company or other companies within the past ten years. If so, identify the principals, the subject matter and your relationship to the parties and the outcome.

(d) State whether or not, during the past ten years, you have been convicted in a criminal proceeding, excluding traffic violations or similar misdemeanors, and, if so, give dates, nature of conviction, name and location of court and penalty imposed

or other disposition of the case. A negative answer to this sub-item need not be included in the proxy statement or other proxy soliciting material.

3. Interest in securities of the insurer. (a) State the amount of each class of securities of the insurer which you own beneficially, directly or indirectly.

(b) State the amount of each class of securities of the insurer which you own of record but not beneficially.

(c) State with respect to all securities of the insurer purchased or sold within the past two years, the dates on which they were purchased or sold and the amount purchased or sold on each such date.

(d) If any part of the purchase price or market value of any of the securities specified in paragraph (c) is represented by funds borrowed or otherwise obtained for the purpose of acquiring or holding such securities, so state and indicate the amount of the indebtedness as of the latest practicable date. If such funds were borrowed or obtained otherwise than pursuant to a margin account or bank loan in the regular course of business of a bank, broker or dealer, briefly describe the transaction and state the names of the parties.

(e) State whether or not you are a party to any contracts, arrangements or understandings with any person with respect to any securities of the insurer, including but not limited to joint ventures, loan or option arrangements, puts or calls, guarantees against loss or guarantees of profits, division of losses or profits, or the giving or withholding of proxies. If so, name the persons with whom such contracts, arrangements or understandings exist and give the details thereof.

(f) State the amount of securities of the insurer owned beneficially, directly or indirectly, by each of your associates and the name and address of each such associate.

(g) State the amount of each class of securities of any parent, subsidiary or affiliate of the insurer which you own beneficially, directly or indirectly.

4. Further matters. (a) Describe the time and circumstances under which you became a participant in the solicitation and state the nature and extent of your activities or proposed activities as a participant.

(b) Describe briefly, and where practicable state the approximate amount of, any material interest, direct or indirect, of yourself and of each of your associates in any material transactions since the beginning of the company's last fiscal year, or in any material proposed transactions, to which the company or any of its subsidiaries or affiliates was or is to be a party.

(c) State whether or not you or any of your associates have any arrangement or understanding with any person (1) with respect to any future employment by the insurer or its subsidiaries or affiliates; or (2) with respect to any future transactions to which the insurer or any of its subsidiaries or affiliates will or may be a party. If so, describe such arrangement or understanding and state the names of the parties thereto.

5. Signature. The statement shall be dated and signed in the following manner:

I certify that the statements made in this statement are true, complete, and correct, to the best of my knowledge and belief.

_____ _____

(Date) (Signature of participant or authorized representative)

(Effective September 25, 1992)

EXHIBIT 1

NATIONAL ASSOCIATION OF INSURANCE COMMISSIONERS

SCHEDULE SIS

STOCKHOLDER INFORMATION SUPPLEMENT

REQUIRED BY QUESTION 10 GENERAL INTERROGATORIES (FIRE AND CASUALTY BLANK), QUESTION 4A (LIFE AND ACCIDENT AND HEALTH BLANK), AND QUESTION 16 (TITLE INSURANCE BLANK)

TO ANNUAL STATEMENT OF THE

_____
COMPANY

To The Insurance Department

OF THE STATE OF

CONNECTICUT

FOR THE YEAR ENDED
DECEMBER 31, 19 __

GENERAL INSTRUCTIONS

The Stockholder Information Supplement shall be completed by all stock companies incorporated in the U.S.A. which have 100 or more stockholders. Such supplement shall be filed with the Insurance Commissioner of the company's domiciliary state as a part of its Annual Statement. The information required to be contained in this supplement is to be furnished to the best of the knowledge of the company. Where appropriate, the company should obtain the required information, in writing, from its Directors or Officers and from any person known to the company to be the beneficial owner of more than 10% of any class of its equity securities.

The term "officer" means a President, Vice-President, Treasurer, Actuary, Secretary, Controller and any other person who performs for the company functions corresponding to those performed by the foregoing officers.

FINANCIAL REPORTING TO STOCKHOLDERS

1. Did the company distribute to its stockholders prior to the 19__ Annual Meeting an Annual Report for the year 19__?

   ANSWER_____

   If answer is "Yes" attach copy. If answer is "No" explain in detail below. Attach separate sheet if necessary.

2. Will the company distribute to its stockholders prior to the 19__ Annual Meeting an Annual Report for the year 19__?

   ANSWER_____

   If answer is "Yes" a copy of the report shall be forwarded to the Insurance Commissioner of the company's domiciliary state at the same time as it is distributed to stockholders. If answer is "No" explain in detail below. Attach separate sheet if necessary.

3. If an Annual Report to stockholders was distributed for the year 19__; (1) was such distribution prior to or contemporaneous with the solicitation of proxies in respect of the Annual Meeting?

   ANSWER_____

   If the answer is "No" explain in detail below. Attach separate sheet if necessary.

   (2) did it contain the following financial statements (indicate answer in Column A) and were such financial statements prepared substantially on the basis (individual or consolidated) as required to be presented in the Company's Annual Statement (indicate answer in Column B)?

	COLUMN A		COLUMN B	
	Yes	No	Yes	No
To be answered by Life and A & H Companies:				
a. Statement of Assets, Liabilities, Surplus and Other Funds				
b. Summary of Operations				
c. Surplus Account				
To be answered by Fire and Casualty Companies:				
a. Statement of Assets, Liabilities, Surplus and Other Funds				
b. Statement of Income—Underwriting and Investment Exhibit				
c. Capital and Surplus Account				
To be answered by Title Insurance Companies:				
a. Statement of Assets, Liabilities, Surplus and Other Funds				
b. Statement of Income—Operations and Investment Exhibit				
c. Capital and Surplus Account				

INFORMATION REGARDING MANAGEMENT AND DIRECTORS

(See Instructions Below)

Name and Title	Principal Occupation or Employment	Served as Director From	Aggregate Direct Remuneration	Benefits Accrued or Set Aside During Year		Est. Annual Benefits Upon Retirement	
				Retirement Plan	Other Emp. Benefits	Retirement Plan	Other Emp. Benefits
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)

1. Furnish the above information for each director, and for each of the three highest paid officers, whose aggregate direct remuneration exceeded $20,000 during the year, naming each such person.

Furnish on a separate sheet the following information as to each of the individuals named above (or state below that such information is not present:

A. Information as to any material interest, direct or indirect, on the part of such individual during the year 19__ in any material transaction or any material proposed transaction as to which the company, or any of its subsidiaries, was or is to be a party.

B. Information as to all options to purchase securities of the company granted to or exercised by each such individual during the year.

2. Answer "yes" or "no" in each column as to whether or not the information in Item 1 above has been, or will be, furnished to stockholders in any proxy statement relating to (i) the election of directors, (ii) any bonus, profit sharing or other remuneration plan, contract or arrangement in which any director, nominee for election as a director, or officer of the Company will participate, (iii) any pension or retirement plan in which any such person will participate, or (iv) the granting or extension to any such person of any options, warrants, or rights to purchase any securities, other than warrants or rights issued to security holders, as such, on a pro rata basis. If any answer is "no" explain in detail on separate sheet.

3. Furnish the information specified in Item 1 for all directors and all officers of the Company, as a group, without naming them.

XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX

4. Did the stockholders have an opportunity to vote for or against the election of directors and also other matters to be presented at any stockholder's meeting? ANSWER..... If answer is "no" explain on separate sheet.

5. Will the company solicit proxies from its stockholders during 19__ and will such solicitation(s) precede any shareholders' meeting or meetings by at least 10 days? ANSWER..... If answer is "yes" and proxies are to be solicited, copies of the proxy statement and form of proxy and other soliciting material to be furnished stockholders shall be submitted to the Insurance Commissioner of the Company's domiciliary state at least 10 days prior to the date such material is first sent or given to stockholders.

If answer is "no" and proxies are not to be solicited from stockholders, explain in detail below. Attach separate sheet if necessary.

INSTRUCTIONS FOR INFORMATION REGARDING MANAGEMENT AND DIRECTORS

1. This information applies to any person who was a director or officer of the Company at any time during the year. However, information need not be given for any portion of the year during which such person was not a director or officer of the Company.
2. Include under "Other Employee Benefits" information for such items as savings plans, deferred compensation plans, thrift plans, profit sharing plans, etc., or other contracts, authorizations or arrangements, whether or not set forth in any formal document. Briefly describe such "plans" and the basis upon which directors or officers participate therein, if not previously described in a prior "Stockholder Information Supplement" indicating date thereof. Company cost of benefits accrued or set aside need not be stated with respect to payments computed on an actuarial basis under any plan which provides for fixed benefits on retirement at a specified age or after a specified number of years of service.
3. Information need not be included as to payments made for, or benefits received from, group life or accident insurance, group hospitalization or similar group payments or benefits.
4. If it is impractical to state the amount of the estimated annual benefits proposed to be made upon retirement, the aggregate amount set aside or accrued to date in respect of such payment should be stated, together with an explanation of the basis for future payments.
5. Attach separate sheets if necessary to fully answer any questions.

STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

(See Instructions Below)

Name and title of (a) Each Director and Each Officer with any ownership and (b) any other Owner of more than 10%	Title of Security	Nature of Ownership	Number of Shares				
					Disposed of During 19__		
			Owned at 12-31-__	Acquired During 19__	Held less than 6 mos.	Held 6 mos. or more	Owned at 12-31-__
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)*

*Answer "yes" or "no" as to whether the information concerning the number of shares owned at end of year (as shown in Column 8) by each Director and the three highest paid Officers whose aggregate direct remuneration exceeded $20,000 during the year, has been or will be furnished to stockholders in a proxy statement or otherwise.

ANSWER_____. If answer is "no" explain in detail on separate sheet.

State the number of stockholders of record of the company at the end of 19__. ANSWER_____

INSTRUCTIONS FOR STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Column 1

Indicate relationship of the person to the Company, for example: "Director," "Director and Vice-President," "Beneficial owner of more than 10% of the Company's common stock," etc.

Column 2

The statement of the title of a security should be such as to clearly identify the security, even though there may be only one class, for example: "Common stock," "4% convertible preferred stock," etc.

Column 3

Under "Nature of Ownership" state whether ownership of securities is "direct" or "indirect." If the ownership is indirect, i.e., through a partnership, corporation, trust or other entity, indicate in a footnote or other appropriate manner the name or identity of the medium through which the securities are indirectly owned. The fact that securities are held in the name of a broker or other nominee does not, of itself, constitute indirect ownership. Securities owned indirectly shall be reported on separate lines from those owned directly and from those owned through a different type of indirect ownership.

Columns 4 to 8

In the case of securities owned indirectly, the entire amount of securities owned by the partnership, corporation, trust or other entity shall be stated. There may also be indicated in a footnote or other appropriate manner the extent of the security holder's interest in such partnership, corporation, trust or other entity.

If a transaction in securities of the Company was with the Company or one of its subsidiaries, so state. If it involved the purchase of securities through the exercise of options, so state. If any other purchase or sale was effected otherwise than in the open market, that fact shall be indicated. If the transaction was not a purchase or sale, indicate its character; for example, gift, stock dividend, etc., as the case may be. The foregoing information may be indicated in a footnote or other appropriate manner.

Any additional information or explanation deemed relevant by the Company should be included as a footnote or in other appropriate manner.

(Effective September 25, 1992)