Captive Insurance Division
Department of Insurance
State of Arizona
Telephone: (602) 364-4490
Web: https://insurance.az.gov/captives

REFERENCE GUIDE

For All Arizona Captives
(Except Risk Retention Groups)

April 2017

This document is a guide intended to assist you in the formation and ongoing operation of a captive in Arizona and does not supersede established law or regulation. Please consult the applicable provisions of Arizona Revised Statutes (ARS), Title 20, and the Arizona Administrative Code (AAC) for specific language and/or legal requirements for the rules and statutes applicable to Arizona captives. There is a separate reference guide for captives formed as risk retention groups.

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Section 1 – CERTIFICATE OF AUTHORITY APPLICATION PROCESS

In order to license a captive insurer in Arizona, please follow these steps:

Step 1: Pre-Application Phase. Please call our Captive Chief Analyst (602-364-4490) to briefly discuss your proposed captive. Upon the Analyst's recommendation, please proceed to Step 2.

Step 2: Pre-Application Submission. Please submit the following information for our initial evaluation:

1. **Business Plan.** A brief summary of the intended business plan, including as much of the following information as possible:

    a. Proposed license effective date;
    b. Proposed coverage(s) and coverage limits;
    c. Disclosure regarding whether you intend to direct write or assume (reinsure) the proposed lines of coverage;
    d. Proposed reinsurance structure with identification of reinsurers, if known;
    e. Preliminary evaluation of the captive's compliance with AZ Statutes governing acceptable organizational form and structure, captive type, line(s) of business, etc.;
    f. Range of expected gross and net premium levels;
    g. An organizational chart reflecting the relationship between the captive, the insured parties, and other relevant affiliates; and
    h. Proposed capital structure, initial amount and source of funding.

2. **Corporate Governance.** The proposed structure of the Board of Directors and any subcommittees, as well as the initial officers who will manage the operations.

3. **Feasibility Study.** The name of the actuary who will perform the feasibility study and the status of that evaluation as well as any preliminary results. Include a description of the nature and extent of specific historical loss experience available to the actuary in conducting the feasibility study.

4. **Service Providers.** The name of the proposed captive manager and principal service providers. If any of the service providers are related parties, please explain their relationship with the captive.

Step 3: Pre-Application Meeting. After we review the submitted materials, we may require a pre-application meeting to discuss your proposed application. We will contact you to schedule the meeting. It is not uncommon for the meeting to coincide with the pre-application submission in Step 2. Face-to-face meetings are preferred but not always required.

Step 4: Application (ARS § 20-1098.01). The license application is currently in a free form narrative format. See the application form, including instructions, on the Department website. Significant elements of the captive application filing include:

1. **Application Fees (ARS § 20-167 & AAC R20-6-2002)**. Required application fees should be submitted with the application.

Please note that our review of a prospective captive's application is an examination pursuant to ARS §§ 20-1098.08(C), 20-148 & 20-159. Accordingly, the applicant may bear the costs of all application review related expenses incurred <u>in addition</u> to application filing fees.

2. **Biographical Affidavits.** Captives must provide original biographical affidavits for all officers and directors. If we already have a biographical affidavit on file, you may incorporate it by reference. Please do not file multiple copies of the same biographical affidavit. See Corporate Governance in Section 4 for further information.

3. **Bylaws (ARS §§ 10-206, 20-1098.01(E) & 20-1098.04(G)).** The captive's bylaws should be consistent with language in other governance documents and specifically provide for:

   a. at least one Board of Directors or Subscribers Advisory Committee meeting in the State of Arizona annually;
   b. principal place of business in Arizona;
   c. quorum requirements;
   d. compliance with Arizona resident director requirements; and
   e. other statutory requirements as appropriate.

4. **Capital & Surplus Requirements (ARS § 20-1098.03).** Receiving a captive insurer license requires the captive to possess and maintain MINIMUM unimpaired paid-in capital & surplus as follows:

   a. **Pure Captive $250,000**
   b. **Group Captive $500,000**
   c. **Agency Captive $500,000**
   d. **Protected Cell Captive $500,000**
   e. **Reciprocals $500,000**
   f. **Pure or Group Reinsurers: one half of the above indicated amounts**

   The Department has discretionary authority to prescribe capital and surplus requirements greater than the statutory minimum based upon the type, volume and nature of insurance offered, and it is not uncommon for the Department to do so. We will determine if additional capital and surplus (initial or ongoing) will be required after a complete review of all necessary application information, including pro forma financial statements, sponsor's/members' financial condition, actuarial feasibility study, annual reports, etc. See Capital and Surplus Requirements in Section 3 for further information.

5. **Conflict Of Interest Statements.** Provide conflict of interest statements for each captive director and officer with the application. Management should adopt policies and procedures to periodically update all conflict of interest statements. See Corporate Governance in Section 4 for further information.

6. **Feasibility Study.** Actuarial feasibility studies must accompany all applications. The feasibility study should:

   a. be prepared on the actuary's letterhead and signed by the actuary;
   b. include a description of all documents and materials the actuary reviewed and an explanation of how the feasibility study comports with the business plan (e.g. risks,

coverages, retentions, and whether the proposed captive will write business directly, cede, or assume business);

c. review of 3-5 years of loss history specific to the proposed insured population and the business plan;
d. identify the methodology used in preparing the feasibility study including confidence levels, credibility, expected results, worst and best case scenarios with premium and loss components; and
e. include conclusions on proper capitalization and pricing.

7. **Initial Balance Sheet (ARS § 20-1098.01(F)(1)).** The law requires that an initial statement of financial condition, signed by the president and secretary, accompany a captive application. The initial balance sheet should include the proposed amount, types and source of capitalization.

8. **Captive Name Availability.** You must check with the Department to determine the availability of your proposed name for the captive.

9. **Articles of Incorporation** for the captive must be pre-approved by the Department prior to your filing with the Arizona Corporation Commission. Failure to do so will cause unnecessary delays.

10. **NAIC Company Code Application.** This form must be submitted with the captive application; the NAIC will issue a temporary company code before the Certificate of Authority has been issued.

Redomestication Application. Captives seeking to redomesticate to Arizona must follow the same procedure as outlined above for newly formed captives. Use the same form as for a new licensee. In addition to the filings required above, you must also file the following:

1. A written statement signed by the captive's president and secretary that explains the reason(s) for the proposed redomestication to Arizona;

2. Stockholder(s) and Board of Director redomestication resolutions;

3. Documentation of the current domicile's approval of the redomestication;

4. A written statement of whether application for licensure, registration or redomestication has ever been denied or withdrawn from any jurisdiction; and

5. The original and three copies of the Articles of Domestication. If acceptable, the Department will stamp the Articles and return them to you. You then file them directly with the Arizona Corporation Commission (ACC). The ACC requires that a Certificate of Existence (Good Standing), duly authenticated by the official having custody of the corporate records in the jurisdiction in which the corporation was incorporated before the transfer of domicile, be attached to the Articles of Domestication. Click here to be directed to ACC filing information.

Application Deficiencies (ARS § 20-1098.01(J)&(L)). See the most recent application form and instructions on our website to ensure the application is prepared and submitted in accordance with current requirements. Incomplete or poorly organized applications will delay our review and approval process. We will give priority to complete applications. We will notify the captive manager of application deficiencies by letter or email as soon as possible. We will complete our application review process within 30 days of receiving a complete application. The 30-day clock does not begin to run until the applicant adequately responds to all questions and supplies all requested information. If the applicant fails to satisfactorily respond to a deficiency notification within 60 days, we will deem the application inactive and the **applicant will forfeit all fees**.

License Issuance. Once an application is approved, the applicant will be required, in nearly all cases, to execute a Conditions Addendum to the Certificate of Authority, highlighting requirements specific to the licensee. In order to release the Certificate of Authority, evidence of initial capitalization will be required via a properly completed and delivered bank balance confirmation form. The effective date of the Certificate will generally be the date the Director signs the approval form, or a later date. Effective license dates before the Director's formal application approval date are not available.

Section 2 – ONGOING FINANCIAL FILING REQUIREMENTS

Annual Financial Statement Filings (ARS §§ 20-1098.07(A), 20-233 & 20-234). Non-RRG captives must submit an Annual Report on the captive's financial condition, verified under oath by two executive officers and the Captive Manager, within 90 days of the end of the captive's fiscal year. Protected Cell captives must file a financial statement for each cell. The Annual Report shall be submitted in Excel format using the Arizona Captive Annual Report form, unless the Department has instructed otherwise.

Items to be filed directly with the Department via the Captive Insurer Annual Filing Portal on our website are:

1. The annual statement in Excel format;
2. Properly signed Jurat page in .pdf format;
3. The actuarial opinion and actuarial opinion summary (see Appendix A for guidance);
4. The Management Discussion and Analysis (MD&A) Report (see Appendix C for guidance);
5. A summary description of all changes to the business plan made during the year or subsequent to year-end reporting, whether or not each received Department approval;
6. A copy of the parent company's most recent financial statements for review in conjunction with our review of the Annual Report;
7. The Certificate of Disclosure form (Form E-178)
8. Any other required forms or reports specific to the captive; and
9. $5,500 renewal fee and a completed transmittal form.

   Note: Arizona-domiciled Risk Retention Group reporting requirements are different from those noted above for non-RRG captives.

Use of Generally Accepted Accounting Principles (GAAP). The captive may use generally accepted accounting principles (GAAP) when preparing its financial statement filings unless the Department requires the captive to use statutory accounting principles (SAP). The captive must select either GAAP or SAP for its initial filing and may not change to the other method thereafter without approval from the Department. The use of GAAP requires certain modifications and the Department requires certain assets and liabilities to be reported as follows:

1. Reinsurance reserve credits and recoverables should be classified as reductions from gross reserve liabilities, rather than as assets in accordance with GAAP.

2. Letters of credit (LOC) provided as capital funds in accordance with ARS § **20-1098.03(B)**, are an asset for purposes of annual financial statement filings and should be reported at their face value.

3. Surplus notes issued pursuant to ARS § **20-725** are to be reported as surplus items in the capital section rather than a liability in accordance with GAAP.

4. Fixed assets and prepaid expenses are reported as Other Assets on the Arizona Captive Annual Report Form.

5. Deferred acquisition costs are an asset and are reported as Other Assets on the Arizona Captive Annual Report Form.

<u>Actuarial Opinion (15 USC § 3902(d)(3), ARS § 20-1098.07(C)) and Actuarial Opinion Summary (ARS § 20-697 (B)).</u> An Actuarial Opinion on the adequacy of the captive's loss and loss expense reserves must accompany the annual financial statement unless you obtain an exemption from this requirement. Detailed requirements on the Actuarial Opinion and Actuarial Opinion Summary standards are contained in Appendix A - Actuarial Opinion and Actuarial Opinion Summary Standards.

The actuary signing the opinion should be a member in good standing of either the Casualty Actuarial Society or the American Academy of Actuaries, or an individual, approved by the Director, who has demonstrated a level of competence in loss reserve evaluations.

An Actuarial Opinion Summary, or a similar report for life and/or health writers, must accompany the Actuarial Opinion. The Actuarial Opinion Summary must be prepared in accordance with the National Association of Insurance Commissioners' (NAIC's) Annual Statement Instructions. We may ask for a copy of the Actuarial Report if we deem it necessary. Because they are maintained primarily for traditional insurers, the NAIC guidelines may not always dovetail neatly with Arizona non-RRG captive reporting. In those cases, the actuary may, in good faith, use professional judgment to resolve any conflict.

Exemption for Small Companies. A non-RRG captive that has:

(i) less than $1,000,000 total direct plus assumed written premiums during a calendar year, <u>and</u>
(ii) less than $1,000,000 total direct plus assumed loss and loss adjustment expense reserves at year-end,

may submit an affidavit, under oath of an officer of the captive, that specifies its amounts of direct plus assumed written premiums and direct plus assumed loss and loss adjustment reserves in lieu of the Actuarial Opinion required for the calendar year.

The exemption for small companies is automatic and there is no need to request a waiver, though notice of the intention to forgo the Actuarial Opinion filing using this exemption is appreciated.

Undue Hardship Waiver. We will review hardship waiver requests on a case-by-case basis. Captives that do not qualify for the small company exemption may request a waiver by submitting a written request no later than 60 days before the captive's year-end. The request must document in detail why the captive believes the Actuarial Opinion is unnecessary and/or provide evidence of undue hardship. Approval may be granted at the sole discretion of the Department.

More Frequent Reporting. The Director may exercise discretionary authority to require an Actuarial Opinion at any time if analysis of the captive's financial condition indicates its operation may be hazardous or its condition unsound with respect to the public or to its policyholders.

<u>Audited Financial Report (AFR) (ARS §§ 20-1098.07(B) & 20-698).</u> The annual financial statement for every captive must be audited by an independent certified public accountant and a copy of the report must be filed with the Department **within 6 months** of the captive's year-end using the online captive annual filings portal. The audit must be conducted and filed in accordance with ARS § **20-698** and the NAIC's *Annual Financial Reporting Model Regulation* (Model Audit Rule) (See Appendix B for more information).

Note: In accordance with the annual statement instructions regarding audited financial reports, the audit firm should obtain an understanding of the data identified by the Appointed Actuary as significant, oftentimes via a letter requested by the Company, which is sometimes referred to as a “significant data letter”.

Exemption from AFR filing. As described below, there are three ways in which a captive may qualify for an exemption from the AFR filing required pursuant to ARS § **20-1098.07(B).**

1. **Automatic Exemption.** A captive insurer having direct premiums written of less than $1,000,000 in any calendar year, and less than 1,000 policyholders or certificate holders of directly written policies at the end of such calendar year, shall be automatically exempt from filing an AFR. Captive insurers having assumed premiums pursuant to contracts and/or treaties of reinsurance of $1,000,000 or more will not be exempt. A captive insurer who qualifies for this automatic exemption is not required to make any application or execute an affidavit, though notice of the intention to forgo the filing using this exemption is appreciated.

2. **Standardized Hardship Exemption.** A captive may complete and file an affidavit with its annual statement filing requesting a standardized hardship exemption. We will deem the standardized hardship exemption approved upon receipt. We will notify you only in the event that we deny the exemption. We may deny the requested exemption if the captive does not meet <u>all</u> of the following criteria:

    a. The captive had direct premiums written of less than $1,000,000 and assumed premiums pursuant to contracts and/or treaties of reinsurance of no more than $5,000,000 for the calendar year of your application; and

    b. With respect to each assumption reinsurance agreement:
        i. The captive has established a trust account or custodial account with a qualified financial institution in the United States, organized under the laws of the United States or any State of the United States that has been grated authority to operate with fiduciary powers, in which assets equal to the net reserve credit taken by the ceding insurer for the business ceded are deposited or, in the alternative, the reinsurance agreement provides that funds will be withheld by the ceding insurer; and
        ii. The trust account or custodial account requires only the ceding insurer’s (direct writer’s) signature in order to withdraw funds and/or to pay claims, provided however that with the approval of the ceding insurer, the assuming reinsurer may withdraw funds providing that, after the withdrawal, the market value of assets in the trust account or custodial account shall be no less than 102 percent of the net reserves for the business ceded; and
        iii. The captive has obtained from the bank, as custodian or trustee, a verification and listing of assets held in a trust or custodial account as of the calendar year-end for which the exemption is requested.

3. **Non-standard Hardship Exemption.** A captive not meeting the requirements for the standardized hardship exemption may request a non-standard hardship exemption from the annual AFR requirement. The captive may request a non-standard hardship exemption by sending a letter with your annual statement filing requesting a non-standard hardship exemption, signed by one of the captive’s officers avowing to the facts creating the hardship. Non-standard hardship exemptions are discretionary and subject to our review

and approval. We will notify you of our decision to grant or deny the non-standard hardship exemption application.

Late Filing or Fees (ARS §§ 20-223, 20-235(D), 20-481.26 & 20-1098.09). In addition to possible suspension of a captive's certificate of authority, the Department may assess penalties for a captive's failure to file or pay fees timely, as required by statute. To the extent a filing and/or payment is to be made late, the captive manager should inform the Department proactively.

Effective with year-end 2016 filings, renewal payments can be made with most major credit cards or electronic/ACH ("e-check") using the secure online payment portal on the Department's website.

Section 3 – ONGOING GENERAL REQUIREMENTS FOR CAPTIVES

<u>Books & Records (ARS §§ 20-1098.01 & 20-1098.16).</u> Unless the Director specifically approves otherwise, the captive manager must maintain the captive's books and records (*all* information, board of director meeting minutes, financial reports, policies, underwriting and claims records, bookkeeping and accounting records, all documents pertaining to insurance or reinsurance transactions, all organizational documents, all shareholder/participant agreements, all service provider agreements, business plan, financial projections, financial reports – essentially everything) for a minimum of 7 years[1] at an Arizona location. The captive must make all books and records available to the Department upon demand and at the captive's expense. The Department may require the captive to replace its captive manager for failure to comply with any part of this requirement.

<u>Business Plan Changes (ARS §§ 20-1098.01(I) & 20-1098.22).</u> All material changes in business plans shall be submitted for review and approval **<u>prior</u>** to initiating the change. Please make your filings sufficiently in advance to allow the Department adequate review time before the intended effective date. More complex changes may require significant analyst and management review time. To facilitate our review, provide the most recent financial statement and any information pertinent to our review of the change, i.e. policy forms, feasibility study, pro forma financial statements, draft agreements, etc. The criterion is *materiality*, not a fixed percentage, category or type and should be applied in good faith. If you have any question about the need to submit any transaction, agreement or other proposal/change as a material change under ARS § **20-1098.22**, please contact the Captive Chief Analyst.

<u>Capital & Surplus Requirements (ARS § 20-1098.03).</u> A captive must at all times possess and maintain MINIMUM unimpaired paid-in capital & surplus in an amount at least equal to the **greater** of the following or the minimum amount required by the Director as stated in the Conditions Addendum to the certificate of authority.

- Pure Captive $250,000
- Group Captive $500,000
- Agency Captive $500,000
- Protected Cell Captive $500,000
- Reciprocals $500,000
- Pure or Group Reinsurers: one half of the above indicated amounts

1. At any time, the Director has discretionary authority to increase a captive's minimum capital and surplus if the Department determines additional capital is necessary upon financial review of the captive's business plan or financial reports. The Department can amend the Conditions Addendum attached to the captive's certificate of authority to increase or decrease the minimum capital requirement at any time.

2. Non-RRG captives may not use surplus notes for their initial capitalization. Use of surplus notes for additional capitalization must comply with ARS § **20-725** and have the Director's

[1]Other statutes or laws may require different and/or longer time periods for the maintenance of books and records. This Guide does not address any other statutory or legal requirements for the maintenance of books and records of an RRG captive.

prior approval. Requests for payment of interest and repayment of principal must be submitted to the Department for prior approval.

3. LOCs funding capital contributions (ARS § **20-1098.03(B)**) must be:

   a) Irrevocable, unconditional and include an appropriate evergreen clause;
   b) Made payable to and held by the Director;
   c) Issued or confirmed by a qualified US financial institution listed on the NAIC's approved bank list (ARS § **20-261.03)**.

4. The captive insurer shall not be directly or contingently liable for any letter of credit comprising its capital and surplus, and its assets shall not be pledged as security for the letter of credit (ARS § **20-1098.03(B)(2)**).

Captive Manager (ARS §§ 20-1098.01(G)(5) & 20-1098.16). A captive shall engage a competent captive manager that does business at a location in Arizona and maintains the captive's books and records at a location in Arizona accessible to the Director. The Department relies on the captive manager to assist in ensuring the captive's compliance with applicable law and regulation.

Other matters specific to captive managers include:

1. Captive managers should have E&O coverage in place.

2. Captive managers must promptly notify the Director if the captive fails to comply with any pertinent statutes, regulations, or licensure conditions.

3. As determined by the Director, the captive manager must be either a signatory or exercise prior approval on all material expenditures, disbursements and investments.

4. A change in the captive manager is considered a material change in the captive's plan of operations, subject to the Department's prior approval pursuant to ARS § **20-1098.22**. An officer of the captive must advise the Department of the captive's intent to change the manager and provide reasons for replacement at least 30 days prior to the effective date of the change. In addition, a new Captive Insurer Management Firm Profile for the proposed new captive manager, identifying their credentials and qualifications for the position, must be submitted for approval unless the manager has other Arizona-domiciled captives under management. The exiting captive manager should provide a letter to the Department indicating the circumstances attributing to its dismissal or resignation.

Certificates of Compliance or Certification of Documents. Submit your request for Certificates of Compliance or certified copies of any charter documents by mail. The fee for each certificate is $3.00. If the Department is required to make photocopies of any charter documents, there is an additional fee of 60 cents per page. Fee amounts are subject to change.

Dividends. You must obtain prior approval for a captive to accrue or pay dividends.

Examinations (ARS §§ 20-156 & 20-1098.08). Non-RRG captives are not subject to a routine statutory financial examination. At times we may determine it is necessary to conduct a limited scope exam or full scope exam at the Department's discretion.

<u>Information (Confidentiality) (ARS § 20-1098.23).</u> A non-RRG captive's information on file with the Department is confidential. We do not provide information to any other person without the written consent of the captive. Statutory exceptions include use of the information for a regulatory purpose, producing the information pursuant to a subpoena and, if certain conditions are met, producing the information to a party to a civil action or contested case in which the captive is also a party.

Public information related to captives is published on the Department website in a report titled Captive Division Facts and Statistics.

<u>Investments (ARS § 20-1098.10).</u> An investment policy statement must be on file with the Department as part of the captive's business plan. If the Department has approved the investment plan and it is within statutory limits, you do not need prior approval for ongoing investment transactions. Please note the following specific investment policies:

1. A business plan change filing must be made to obtain prior approval for any material change in investment policy.

2. The investment policies and practices of group, agency, and protected cell captives (all but pure captives) must comply with the qualitative and quantitative limits for investments in **Title 20, Chapter 3, Article 2**.

<u>Affiliate Loans (ARS § 20-1098.10(C)).</u> Only pure captives may make loans to its affiliates, sometimes referred to as loan-backs. A pure captive must obtain prior approval before funding loans or investments in affiliates. A note shall evidence the loan. Before making any such loan, the pure captive insurer shall obtain written approval from the Department to make the loan and approval for the form of the note. Affiliate loans must be payable upon demand.

<u>Reinsurance Agreements (ARS §§ 20-261 & 20-1098.11).</u> Reinsurance transactions are almost always material to a captive's financial position and operations. You must file all reinsurance agreements and material changes thereto with the Department as a change in the captive's business plan. Agreements with reinsurers that are accredited or licensed by the Department require the filing of only a detailed term sheet on the reinsurance transaction. Agreements involving unauthorized reinsurers (any reinsurer that is not accredited or does not hold a certificate of authority issued by the Arizona Department of Insurance) merit special attention by the Department. Unauthorized reinsurance transactions are subject to the following prior approval requirements:

1. All requests for approval must identify the proposed reinsurer(s) and include a copy of the proposed reinsurance agreement and/or a detailed itemization of terms. The request for approval must also include the reinsurer's most recent audited financial statements, a copy of the reinsurer's most recent rating agency report, if available, and/or a description of the proposed method for securing the ceded reserves (i.e., withheld funds, LOC, trust) and provide the identity of the bank/custodian and/or a copy of trust agreement.

2. Captives should submit all finalized reinsurance agreements as soon as possible after execution.

3. Prior approval is not required for renewal of reinsurance so long as the renewal contains no material changes to the existing reinsurance agreement.

Section 4 – CORPORATE GOVERNANCE

General Corporate Governance Standards. The following requirements are applicable:

1. **Directors and Officers.** You do not need prior approval to appoint or change a captive's officers and directors. The captive must provide subsequent notice of any change in an officer or director and submit an original biographical affidavit.

2. **Biographical Affidavits**. Captives must provide biographical affidavits for all officers, directors and trustees of the captive including new officers, directors or trustees appointed subsequent to issuance of the captive's certificate of authority. If we already have the new officer's or director's affidavit on file, you may incorporate it by reference, but you must still notify the Department of the appointment. The Department reserves the right to request updated biographical affidavits for its files at any time.

3. **Qualifications.** Board members must demonstrate appropriate qualifications, expertise and experience to competently perform their duties (ARS § **20-1098.01(G)**). Because they are responsible for direction and corporate governance, we recommend that the captive provide the Board of Directors with orientation and continuous training to assure knowledge of insurance principles and regulatory requirements.

4. **D&O.** We recommend that the captive provide board members with Directors and Officers insurance coverage.

5. **Conflict Of Interest Statements.** We recommend that captives adopt policies and procedures to periodically obtain updated conflict of interest statements from its directors and officers for the captive's information and records, and for its annual disclosure to the Department regarding director independence.

Service Provider Contracts and Agreements. Formal written contracts are required for **all** service providers even if the contracting parties are related or affiliated. The following must be submitted for **prior** approval to the Director at least **30** days prior to entering into the agreement, renewal or amendment:

1. all captive manager agreements, renewals and amendments;
2. all related party or affiliate agreements, renewals and amendments,
3. material service provider agreements renewals and amendments.

Executed copies of all contracts, agreements, amendments and renewals must be filed with the Department, whether or not Director's approval was required. All agreements are required to be in the best interests of the captive. Director's approval may be withdrawn at any time as circumstances may require.

1. **Broker.** Provide a copy of the executed broker agreement (specify compensation and reference broker compensation in the Management Discussion & Analysis (MD&A)) for all new engagements or changes in broker agreements.

2. **Managing General Agent (MGA Act) (ARS § 20-311, et. seq.).** If a service provider of the group, agency, protected cell or reciprocal captive (all but pure captives) meets the definition of a managing general agent under the MGA Act, the service provider must comply with the MGA Act.

3. **No Approved Service Provider List.** We DO NOT maintain a list of approved service providers, including captive managers, attorneys, accounting and actuarial firms, etc. Additionally, we are also not in a position to suggest a particular provider. As stated above, we review each service provider agreement individually during the application process for an initial certificate of authority or when a change in business plan filing is made with the Department.

   The Department expects service providers doing business with Arizona-domiciled captives to know and understand applicable laws and regulations governing captive insurers, and perform their duties in an ethical, competent, and professional manner. We reserve the right to require a captive to change any service provider at our discretion.

Section 5 - WITHDRAWAL FROM THE STATE OF ARIZONA OF A CAPTIVE (AAC R20-6-303)

In order for the Department to recognize a captive's withdrawal and proceed with the surrender of its certificate of authority, the following must be submitted:

1. A written request for termination of Certificate of Authority;

2. Evidence that the captive has reinsured all of its business in force with another insurer by entering into a bulk reinsurance agreement, effective only when filed and approved in writing by the Director pursuant to ARS §§ **20-732** & **20-734**, as may be applicable;

3. A draft of the amended articles of incorporation, articles of dissolution, articles of merger, or articles of domestication (whichever applicable);

4. Originally certified (by the corporate secretary) copies of the Board of Directors and shareholders resolutions adopting the amendment to the articles of incorporation, dissolution, merger, or transfer of domicile (whichever applicable);

5. The captive's original Arizona certificate of authority;

6. A statement of the captive's financial condition verified by the captive's president and secretary that includes a schedule of all assets and liabilities, with itemization and adequate detail on all outstanding liabilities, if any. The statement shall reflect the condition of the captive as of a date not more than 60 days prior to the day the captive files its withdrawal application with the Director.

7. A written plan for extinguishment of substantially all liability, together with such documents or assurances as may be reasonably necessary to ensure such extinguishment or a sworn affidavit stating that the captive has no outstanding liabilities to policyholders or claimants under **AAC R20-6-303(C)**;

8. A satisfactory agreement from a person or entity demonstrating financial responsibility for, and guaranteeing all obligations of the captive of any kind, other than policyholder claims covered by the bulk reinsurance agreement;

9. If applicable, a letter requesting release of the captive's letter of credit; and,

10. An affidavit of Revocation of Articles of Dissolution (applicable to withdrawal by dissolution only).

If the captive does not file the appropriate Articles with the Arizona Corporation Commission on or before its year-end, it is required to make its annual filing along with applicable fees.

Appendix A – ACTUARIAL OPINION AND ACTUARIAL OPINION SUMMARY STANDARDS

Actuarial Opinion Standards

1. There is to be included or attached to Page 1 of the Annual Statement, the statement of a Qualified Actuary, entitled “Statement of Actuarial Opinion,” setting forth his or her opinion relating to reserves specified in the SCOPE paragraph. The Actuarial Opinion, both the narrative and required Exhibits, shall be in the format of and contain the information required by this Section of the *Annual Statement Instructions Property and Casualty*.

   The Qualified Actuary must be appointed by the Board of Directors, or its equivalent, or by a committee of the Board, by December 31 of the calendar year for which the opinion is rendered. Upon initial appointment (or “retention”), the company shall notify the domiciliary commissioner within five business days of the appointment with the following information:

   a. Name and title (and, in the case of a consulting actuary, the name of the firm).

   b. Manner of appointment of the Appointed Actuary (e.g., who made the appointment and when).

   c. A statement that the person meets the requirements of a qualified actuary.

   Once this notification is furnished, no further notice is required with respect to this person unless the actuary ceases to be appointed or retained or ceases to meet the requirements of a qualified actuary.

   If an actuary who was the Appointed Actuary for the immediately preceding filed Actuarial Opinion is replaced by an action of the Board of Directors, the insurer shall within five (5) business days notify the Insurance Department of the state of domicile of this event. The insurer shall also furnish the domiciliary Commissioner with a separate letter within ten (10) business days of the above notification stating whether in the twenty four (24) months preceding such event there were any disagreements with the former Appointed Actuary regarding the content of the opinion on matters of the risk of material adverse deviation, required disclosures, scopes, procedure, or data quality. The disagreements required to be reported in response to this paragraph include both those resolved to the former actuary’s satisfaction and those not resolved to the former actuary’s satisfaction. The insurer shall also in writing request such former actuary to furnish a letter addressed to the insurer stating whether the actuary agrees with the statements contained in the insurer’s letter and, if not, stating the reasons for which he does not agree; and the insurer shall furnish such responsive letter from the former actuary to the domiciliary Commissioner together with its own.

   The Appointed Actuary must report to the Board of Directors or the Audit Committee each year on the items within the scope of the Actuarial Opinion. The Actuarial Opinion and the Actuarial Report must be made available to the Board of Directors. The minutes of the Board of Directors should indicate that the Appointed Actuary has presented such information to the Board of Directors or the Audit Committee and that the Actuarial Opinion and the Actuarial Report were made available. A separate Actuarial Opinion is required for each company filing an Annual Statement. When there is an affiliated company pooling arrangement, one Actuarial Report for the aggregate pool is sufficient, but there must be addendums to the Actuarial Report to cover non-pooled reserves for individual companies.

The Statement of Actuarial Opinion and the supporting Actuarial Report and Workpapers, should be consistent with the appropriate Actuarial Standards of Practice (ASOPs), including but not limited to ASOPs 9, 23, and 36, as promulgated by the Actuarial Standards Board, and Statements of Principles adopted by the Casualty Actuarial Society.

1A. .... Definitions

"Qualified Actuary" is a person who is either:

i) A member in good standing of the Casualty Actuarial Society, or

ii) A member in good standing of the American Academy of Actuaries who has been approved as qualified for signing casualty loss reserve opinions by the Casualty Practice Council of the American Academy of Actuaries.

"Insurer" means an insurer or reinsurer authorized to write property and/or casualty insurance under the laws of any state and who files on the Property and Casualty Blank.

"Actuarial Report" means a document or other presentation, prepared as a formal means of conveying the actuary's professional conclusions and recommendations, of recording and communicating the methods and procedures, of assuring that the parties addressed are aware of the significance of the actuary's opinion or findings and that documents the analysis underlying the opinion. The expected content of the report is further described in paragraph 7.

"Long Duration Contracts" refers to contracts, excluding financial guaranty contracts, mortgage guaranty contracts and surety contracts, fulfilling both of the following conditions: (1) the contract term is greater than or equal to thirteen months and (2) the insurer can neither cancel nor increase the premium during the contract term.

1B. .... Exemptions

An insurer who intends to file for one of the exemptions under this Section must submit a letter of intent to its domiciliary commissioner no later than December 1 of the calendar year for which the exemption is to be claimed. The commissioner may deny the exemption prior to December 31 of the same year if he or she deems the exemption inappropriate.

A copy of the approved exemption must be filed with the Annual Statement in all jurisdictions in which the company is authorized.

Exemption for Small Companies

An insurer that has less than $1,000,000 total direct plus assumed written premiums during a calendar year, and less than $1,000,000 total direct plus assumed loss and loss adjustment expense reserves at year-end, in lieu of the Actuarial Opinion required for the calendar year, may submit an affidavit under oath of an officer of the insurer that specifies the amounts of direct plus assumed written premiums and direct plus assumed loss and loss adjustment reserves.

Exemption for Insurers under Supervision or Conservatorship

Unless ordered by the domiciliary commissioner, an insurer that is under supervision or conservatorship pursuant to statutory provision is exempt from the filing requirements contained herein.

Exemption for Nature of Business

An insurer otherwise subject to the requirement and not eligible for an exemption as enumerated above may apply to its domiciliary commissioner for an exemption based on the nature of business written.

Financial Hardship Exemption

An insurer otherwise subject to this requirement and not eligible for an exemption as enumerated above may apply to the commissioner for a financial hardship exemption. Financial hardship is presumed to exist if the projected reasonable cost of the Actuarial Opinion would exceed the lesser of:

i) One percent of the insurer's capital and surplus reflected in the insurer's latest quarterly statement for the calendar year for that the exemption is sought; or

ii) Three percent of the insurer's direct plus assumed premiums written during the calendar year for which the exemption is sought as projected from the insurer's latest quarterly statements filed with its domiciliary commissioner.

1C. .... Special Requirements for Pooled Companies

The following paragraphs apply to companies that are members of an intercompany pooling arrangement whereby there is one lead company that has 100% of the pooled business and all other companies have a 0% share of the pool (no reported Schedule P data).

All companies in the pool shall submit a "pooled opinion" that includes a description of the pool, identification of the lead company, and a listing of all companies in the pool. The IRIS ratios, risk of material adverse deviation discussion, and other relevant comments shall relate to the pooled risks and to the surplus of the lead company.

Exhibits A and B for each company in the pool should represent the company's share of the pool and should reconcile to the financial statement for each company. For non-lead companies, the responses in Exhibit B to question 5 should be $0 and to question 6 should be "not applicable." Also for the non-lead companies, Exhibits A and B of the lead company should be attached as an addendum to the PDF file and/or hard copy being filed (but would not be reported by the non-lead company in their data capture).

2. The Statement of Actuarial Opinion must consist of an IDENTIFICATION paragraph identifying the Appointed Actuary; a SCOPE paragraph identifying the subjects on which an opinion is to be expressed and describing the scope of the actuary's work; an OPINION paragraph expressing his or her opinion with respect to such subjects; and one or more additional RELEVANT COMMENTS paragraphs. These four Sections must be clearly designated.

3. The IDENTIFICATION paragraph should specifically indicate the Appointed Actuary's relationship to the company, qualifications for acting as appointed actuary, date of

appointment, and specify that the appointment was made by the Board of Directors, or its equivalent, or by a committee of the Board.

A member of the American Academy of Actuaries qualifying under paragraph 1.A. (ii) must attach, each year, a copy of the approval letter from the Academy.

These Instructions require that a “qualified actuary” prepare the Opinion. Nevertheless, if a person who does not meet the definition of a “qualified actuary” has been approved by the insurance regulatory official of the domiciliary state, the company must attach, each year, a letter from that official stating that the individual meets the state’s requirements for rendering the Opinion.

4. The SCOPE paragraph should contain a sentence such as the following:

   “I have examined the actuarial assumptions and methods used in determining reserves listed in Exhibit A, as shown in the Annual Statement of the Company as prepared for filing with state regulatory officials, as of December 31, 20__.”

   Exhibit A should list those items and amounts with respect to which the Appointed Actuary is expressing an opinion.

   The Appointed Actuary should state that the items in the SCOPE, on which he or she is expressing an opinion, reflect the Loss Reserve Disclosure items (8 thru 13) in Exhibit B.

   The SCOPE paragraph should include a paragraph such as the following regarding the data used by the Appointed Actuary in forming the opinion:

   “In forming my opinion on the loss and loss adjustment expense reserves, I relied upon data prepared by ___________ (name, affiliation and relation to Company). I evaluated that data for reasonableness and consistency. I also reconciled that data to Schedule P – Part 1 of the company’s current Annual Statement. In other respects, my examination included such review of the actuarial assumptions and methods used and such tests of the calculations as I considered necessary.”

5. The OPINION paragraph should include a sentence that at least covers the points listed in the following illustration:

   “In my opinion, the amounts carried in Exhibit A on account of the items identified:

   A. Meet the requirements of the insurance laws of (state of domicile).

   B. Are computed in accordance with accepted actuarial standards and principles.

   C. Make a reasonable provision for all unpaid loss and loss expense obligations of the Company under the terms of its contracts and agreements.”

   If the Scope includes material Unearned Premium Reserves for Long Duration Contracts, the Opinion should cover the following illustration:

   D. “Make a reasonable provision for the unearned premium reserves for long duration contracts of the Company under the terms of its contracts and agreements.

If there is any aggregation or combination of items in Exhibit A, the opinion language should clearly identify the combined items.

Insurance laws and regulations shall at all times take precedence over the actuarial standards and principles.

If the actuary has relied on the Actuarial Opinion of another actuary (such as for pools and associations, for a subsidiary, or for special lines of business), the other actuary must be identified by name and affiliation within the OPINION paragraph.

A statement of actuarial opinion should be made in accordance with one of the following sections (a-e). The actuary must explicitly identify in Exhibit B which category applies.

a. Determination of Reasonable Provision. When the stated reserve amount is within the actuary's range of reasonable reserve estimates, the actuary should issue a statement of actuarial opinion that the stated reserve amount makes a reasonable provision for the liabilities associated with the specified reserves.

b. Determination of Deficient or Inadequate Provision. When the stated reserve amount is less than the minimum amount that the actuary believes is reasonable, the actuary should issue a statement of actuarial opinion that the stated reserve amount does not make a reasonable provision for the liabilities associated with the specified reserves.

c. Determination of Redundant or Excessive Provision. When the stated reserve amount is greater than the maximum amount that the actuary believes is reasonable, the actuary should issue a statement of actuarial opinion that the stated reserve amount does not make a reasonable provision for the liabilities associated with the specified reserves.

d. Qualified Opinion. When, in the actuary's opinion, the reserves for a certain item or items are in question because they cannot be reasonably estimated or the actuary is unable to render an opinion on those items, the actuary should issue a qualified statement of actuarial opinion. Such a qualified opinion should state whether the stated reserve amount makes a reasonable provision for the liabilities associated with the specified reserves, *except for* the item, or items, to which the qualification relates. The actuary is not required to issue a qualified opinion if the actuary reasonably believes that the item or items in question are not likely to be material.

e. No Opinion. The actuary's ability to give an opinion is dependent upon data, analyses, assumptions, and related information that are sufficient to support a conclusion. If the actuary cannot reach a conclusion due to deficiencies or limitations in the data, analyses, assumptions, or related information, then the actuary may issue a statement of no opinion. A statement of no opinion should include a description of the reasons why no opinion could be given.

6. The Appointed Actuary must provide RELEVANT COMMENT paragraphs to address the following topics of regulatory importance.

   a. Risk of Material Adverse Deviation

The Appointed Actuary must provide specific RELEVANT COMMENT paragraphs to address the risk of material adverse deviation. The actuary must identify the materiality standard and the basis for establishing this standard. The materiality standard must be disclosed in $US in Exhibit B: Disclosures. The actuary should explicitly state whether or not he or she reasonably believes that there are significant risks and uncertainties that could result in material adverse deviation. If such risk exists, the actuary should include an explanatory paragraph to describe the major factors, combination of factors, or particular conditions underlying the risks and uncertainties that the actuary reasonably believes could result in material adverse deviation. The explanatory paragraph should not include general, broad statements about risks and uncertainties due to economic changes, judicial decisions, regulatory actions, political or social forces, etc., nor is the actuary required to include an exhaustive list of all potential sources of risks and uncertainties.

b. Other Disclosures in Exhibit B

RELEVANT COMMENT paragraphs should describe the significance of each of the remaining Disclosure items in Exhibit B. The actuary should address the items individually and in combination when commenting on a material impact.

c. Reinsurance

RELEVANT COMMENT paragraphs should address retroactive reinsurance, financial reinsurance and reinsurance collectability. Before commenting on reinsurance collectability, the actuary should solicit information from management on any actual collectability problems, review ratings given to reinsurers by a recognized rating service, and examine Schedule F for the current year for indications of regulatory action or reinsurance recoverable on paid losses over 90 days past due. The comment should also reflect any other information the actuary has received from management or that is publicly available about the capability or willingness of reinsurers to pay claims. The actuary's comments do not imply an opinion on the financial condition of any reinsurer.

Retroactive reinsurance refers to agreements referenced in SSAP No. 62R, Property and Casualty Reinsurance, of the NAIC *Accounting Practices and Procedures Manual* (SSAP No. 62R).

Financial reinsurance refers to contracts referenced in SSAP No. 62R, of the NAIC *Accounting Practices and Procedures Manual* in which credit is not allowed for the ceding insurer because the arrangements do not include a transfer of both timing and underwriting risk that the reinsurer undertakes in fact to indemnify the ceding insurer against loss or liability by reason of the original insurance.

d. IRIS Ratios

If the company reserves will create exceptional values using the NAIC IRIS Tests for One-Year Reserve Development to Surplus, Two-Year Reserve Development to Surplus and Estimated Current Reserve Deficiency to Surplus, the actuary must include RELEVANT COMMENT on the factors that led to the unusual value(s).

e. Methods and Assumptions

If there has been any significant change in the actuarial assumptions and/or methods from those previously employed, that change should be described in a RELEVANT COMMENT paragraph.

7. The Actuarial Opinion must include assurance that an Actuarial Report and underlying actuarial workpapers supporting the actuarial opinion will be maintained at the company and available for regulatory examination for seven years. The Actuarial Report contains significant proprietary information. It is expected that the Report be held confidential and is not intended for public inspection. The report must be available by May 1 of the year following the year-end for which the opinion was rendered or within two weeks after a request from an individual state commissioner.

   The Actuarial Report should be consistent with the documentation and disclosure requirements of ASOP #9. The Actuarial Report should contain both narrative and technical components. The narrative component should provide sufficient detail to clearly explain to company management, the regulator, or other authority the findings, recommendations and conclusions, as well as their significance. The technical component should provide sufficient documentation and disclosure for another actuary practicing in the same field to evaluate the work. This technical component must show the analysis from the basic data, e.g., loss triangles, to the conclusions.

   The Report must also include:

   - An exhibit which ties to the Annual Statement and compares the Actuary's conclusions to the carried amounts;

   - Summary exhibit(s) of either the actuary's best estimate, range of reasonable estimates, or both, that led to the conclusion in the OPINION paragraph regarding the reasonableness of the provision for all unpaid loss and loss adjustment expense obligations;

   - Documentation of the required reconciliation from the data used for analysis to the Annual Statement Schedule P;

   - Extended comments on trends that indicate the presence or absence of risks and uncertainties that could result in material adverse deviation; and

   - Extended comments on factors that led to unusual IRIS ratios for One-Year Reserve Development to Surplus, Two-Year Reserve Development to Surplus, or Estimated Current Reserve Deficiency to Surplus, and how these factors were addressed in prior and current analyses.

8. The statement should conclude with the signature of the Appointed Actuary responsible for providing the Actuarial Opinion and the date when the opinion was rendered. The signature and date should appear in the following format:

   ____
   Signature of actuary
   Printed name of actuary
   Address of actuary
   Telephone number of actuary
   Date opinion was rendered

9. The insurer required to furnish an Actuarial Opinion shall require its Appointed Actuary to notify its Board of Directors or its audit committee in writing within five (5) business days after any determination by the Appointed Actuary that the Opinion submitted to the domiciliary Commissioner was in error as a result of reliance on data or other information (other than assumptions) that, as of the balance sheet date, was factually incorrect. The Opinion shall be considered to be in error if the Opinion would have not been issued or would have been materially altered had the correct data or other information been used. The Opinion shall not be considered to be in error if it would have been materially altered or not issued solely because of data or information concerning events subsequent to the balance sheet date or because actual results differ from those projected.

   Notification shall be required for any such determination made between the issuance of the Opinion and the balance sheet date that the next Opinion will be issued. The notification should include a summary of such findings and an amended Opinion.

   An insurer who is notified pursuant to the preceding paragraphs shall forward a copy of the summary and the amended Opinion to the domiciliary Commissioner within five (5) business days of receipt of such and shall provide the Appointed Actuary making the notification with a copy of the summary and amended Opinion being furnished to the domiciliary Commissioner. If the Appointed Actuary fails to receive such copy within the five (5) business day period referred to in the previous sentence, the Appointed Actuary shall notify the domiciliary Commissioner within the next five (5) business days that the submitted Opinion should no longer be relied upon or such other notification recommended by the actuary's attorney.

   If the Appointed Actuary learns that the data or other information relied upon was factually incorrect, but cannot immediately determine what, if any, changes are needed in the Actuarial Opinion, the actuary and the company should undertake as quickly as is reasonably practical those procedures necessary for the actuary to make the determination discussed above. If the insurer does not provide the necessary data corrections and other support (including financial support) within ten (10) business days, the actuary should proceed with the notification discussed above.

   No Appointed Actuary shall be liable in any manner to any person for any statement made in connection with the above paragraphs if such statement is made in a good faith effort to comply with the above paragraphs.

10. Data in Exhibits A and B are to be filed in both print and data capture format.

Exhibit A: SCOPE

DATA TO BE FILED IN BOTH PRINT AND DATA CAPTURE FORMATS

	Column 1 Amount
Loss Reserves:	
1. Reserve for Unpaid Losses (Liabilities, Surplus and Other Funds page, Col 1, Line 1)	$ __________
2. Reserve for Unpaid Loss Adjustment Expenses (Liabilities, Surplus and Other Funds page, Col 1, Line 3)	$ __________
3. Reserve of Unpaid Losses – Direct and Assumed (Should equal Schedule P, Part 1, Summary, Totals from Cols. 13 and 15, Line 12 *	$ __________

1000)

4. Reserve for Unpaid Loss Adjustment Expenses – Direct and Assumed (Should equal Schedule P, Part 1, Summary Totals from Cols. 17, 19 and 21, Line 12 * 1000) $ __________
5. The Page 3 write-in item reserve, “Retroactive Reinsurance Reserve Assumed” $ __________
6. Other Loss Reserve items on which the Appointed Actuary is expressing an Opinion (list separately) $ __________

Premium Reserves:

7. Reserve for Direct and Assumed Unearned Premiums for Long Duration Contracts $ __________
8. Reserve for Net Unearned Premiums for Long Duration Contracts $ __________
9. Other Premium Reserve items on which the Appointed Actuary is expressing an Opinion (list separately) $ __________

Exhibit B: DISCLOSURES

DATA TO BE FILED IN BOTH PRINT AND DATA CAPTURE FORMATS

NOTE: Exhibit B should be completed for Net dollar amounts included in the SCOPE. If an answer would be different for Direct and Assumed amounts, identify and discuss the difference within RELEVANT COMMENTS.

1. Name of the Appointed Actuary: Last, First MI __________________________
2. The Appointed Actuary’s Relationship to the Company.
   Enter E or C based upon the following: __________
   - E if an Employee
   - C if a Consultant
3. The Appointed Actuary is a Qualified Actuary based upon what qualification?
   Enter F, A, M, or O based upon the following: __________
   - F if a Fellow of the Casualty Actuarial Society (FCAS)
   - A if an Associate of the Casualty Actuarial Society (ACAS)
   - M if not a member of the Casualty Actuarial Society, but a Member of the American Academy of Actuaries (MAAA) approved by the Casualty Practice Council, as documented with the attached approval letter.
   - O for Other
4. Type of Opinion, as identified in the OPINION paragraph.
   Enter R, I, E, Q, or N based upon the following: __________
   - R if Reasonable
   - I if Inadequate or Deficient Provision
   - E if Excessive or Redundant Provision
   - Q if Qualified. Use Q when part of the OPINION is Qualified

N if No Opinion

5. Materiality Standard expressed in US dollars (Used to Answer Question #6) $ ________

6. Is there a Significant Risk of Material Adverse Deviation?

Yes [ ] No[ ] Not Applicable [ ]

7. Statutory Surplus (Liabilities, Col 1, Line 37) $ ________

8. Anticipated net salvage and subrogation included as a reduction to loss reserves as reported in Schedule P (should equal Part 1 Summary, Col 23, Line 12 * 1000) $ ________

9. Discount included as a reduction to loss reserves and loss expense reserves as reported in Schedule P

   9.1 Nontabular Discount $ ________

   9.2 Tabular Discount $ ________

10. The net reserves for losses and expenses for the company's share of voluntary and involuntary underwriting pools' and associations' unpaid losses and expenses that are included in reserves shown on the Liabilities, Surplus and Other Funds page, Losses and Loss Adjustment Expenses lines. $ ________

11. The net reserves for losses and loss adjustment expenses that the company carries for the following liabilities included on the Liabilities, Surplus and Other Funds page, Losses and Loss Adjustment Expenses lines. *

   11.1 Asbestos, as disclosed in the Notes to Financial Statements $________

   11.2 Environmental, as disclosed in the Notes to Financial Statements $________

12. The total claims made extended loss and expense reserve (Greater than or equal to Schedule P Interrogatories).
P Interrogatories).

   12.1 Amount reported as loss reserves $________

   12.2 Amount reported as unearned premium reserves $________

13. Other items on which the Appointed Actuary is providing Relevant Comment (list separately) $________

* The reserves disclosed in item 11 above, should exclude amounts relating to contracts specifically written to cover asbestos and environmental exposures. Contracts specifically written to cover these exposures include Environmental Impairment Liability (post 1986), Asbestos Abatement, Pollution Legal Liability, Contractor's Pollution Liability, Consultant's Environmental Liability, and Pollution and Remediation Legal Liability.

Actuarial Opinion Summary Standards

1. For all companies that are required by their domiciliary state to submit a confidential document entitled Actuarial Opinion Summary (AOS), such document shall be filed with the domiciliary state no later than March 15 (or by a later date otherwise specified by the domiciliary state). This AOS shall be submitted to a non-domiciliary state within fifteen days of request, but no earlier than March 15, provided that the requesting state can demonstrate, through the existence of law or some similar means, that they are able to preserve the confidentiality of the document.

2. The AOS should be consistent with the appropriate Actuarial Standards of Practice (ASOPs), including but not limited to ASOPs 9, 23, and 36, as promulgated by the Actuarial Standards Board, and Statements of Principles adopted by the Casualty Actuarial Society.

3. Exemptions for filing the AOS are the same as those for filing the Statement of Actuarial Opinion.

4. The AOS contains significant proprietary information. It is expected that the AOS be held confidential and is not intended for public inspection. The AOS should not be filed with the NAIC and should be kept separate from any copy of the Statement of Actuarial Opinion in order to maintain confidentiality of the AOS. The AOS can contain a statement that refers to the Statement of Actuarial Opinion and the date of that opinion.

5. The AOS should be signed and dated by the Appointed Actuary who signed the Statement of Actuarial Opinion and should include at least the following:

   A. The Appointed Actuary's range of reasonable estimates for loss and loss adjustment expense reserves, net and gross of reinsurance; and/or

   B. The Appointed Actuary's point estimates for loss and loss adjustment expense reserves, net and gross of reinsurance; and

   C. The Company's recorded loss and loss adjustment expense reserves, net and gross of reinsurance; and

   D. The difference between the company's carried reserves and the Appointed Actuary's point estimate and/or range of reasonable estimates, net and gross of reinsurance; and

   E. Where there has been one-year adverse development in excess of 5% of surplus as measured by Schedule P, Part 2 Summary in at least three of the past five calendar years, include explicit description of the reserve elements or management decisions which were the major contributors.

6. The AOS for non-lead companies in a pool (as defined in paragraph 1c of the instructions for the Statement of Actuarial Opinion) shall include a statement that the company is a 0% pool participant. For the non-lead company, the information provided for paragraph 5 should be that of the lead company.

7. No Appointed Actuary shall be liable in any manner to any person for any statement made in connection with the above paragraphs if such statement is made in a good faith effort to comply with the above paragraphs.

Appendix B – ANNUAL FINANCIAL REPORTING MODEL REGULATION

Table of Contents

Section 1. Authority

This regulation is promulgated by the commissioner of insurance pursuant to Sections [insert applicable sections] of the [insert state] insurance law.

Section 2. Purpose and Scope

The purpose of this regulation is to improve the [insert state] Insurance Department's surveillance of the financial condition of insurers by requiring (1) an annual audit of financial statements reporting the financial position and the results of operations of insurers by independent certified public accountants, (2) Communication of Internal Control Related Matters Noted in an Audit, and (3) Management's Report of Internal Control over Financial Reporting.

Every insurer (as defined in Section 3) shall be subject to this regulation. Insurers having direct premiums written in this state of less than $1,000,000 in any calendar year and less than 1,000 policyholders or certificateholders of direct written policies nationwide at the end of the calendar year shall be exempt from this regulation for the year (unless the commissioner makes a specific finding that compliance is necessary for the commissioner to carry out statutory responsibilities) except that insurers having assumed premiums pursuant to contracts and/or treaties of reinsurance of $1,000,000 or more will not be so exempt.

Foreign or alien insurers filing the Audited financial report in another state, pursuant to that state's requirement for filing of Audited financial reports, which has been found by the commissioner to be substantially similar to the requirements herein, are exempt from Sections 4 through 13 of this regulation if:

A. A copy of the Audited financial report, Communication of Internal Control Related Matters Noted in an Audit, and the Accountant's Letter of Qualifications that are filed with the other state are filed with the commissioner in accordance with the filing dates specified in Sections 4, 11 and 12, respectively (Canadian insurers may submit accountants' reports as filed with the Office of the Superintendent of Financial Institutions, Canada).

B. A copy of any Notification of Adverse Financial Condition Report filed with the other state is filed with the commissioner within the time specified in Section 10.

Foreign or alien insurers required to file Management's Report of Internal Control over Financial Reporting in another state are exempt from filing the Report in this state provided the other state has substantially similar reporting requirements and the Report is filed with the commissioner of the other state within the time specified.

This regulation shall not prohibit, preclude or in any way limit the commissioner of insurance from ordering or conducting or performing examinations of insurers under the rules and regulations of the [insert state] Department of Insurance and the practices and procedures of the [insert state] Department of Insurance.

Section 3. Definitions

The terms and definitions contained herein are intended to provide definitional guidance as the terms are used within this regulation.

A. "Accountant" or "independent certified public accountant" means an independent certified public accountant or accounting firm in good standing with the American Institute of Certified Public Accountants (AICPA) and in all states in which he or she is licensed to practice; for Canadian and British companies, it means a Canadian-chartered or British-chartered accountant.

B. An "affiliate" of, or person "affiliated" with, a specific person, is a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the person specified.

C. "Audit committee" means a committee (or equivalent body) established by the board of directors of an entity for the purpose of overseeing the accounting and financial reporting processes of an insurer or Group of insurers, and audits of financial statements of the insurer or Group of insurers. The Audit committee of any entity that controls a Group of insurers may be deemed to be the Audit committee for one or more of these controlled insurers solely for the purposes of this regulation at the election of the controlling person. Refer to Section 14E for exercising this election. If an Audit committee is not designated by the insurer, the insurer's entire board of directors shall constitute the Audit committee.

D. "Audited financial report" means and includes those items specified in Section 5 of this regulation.

E. "Indemnification" means an agreement of indemnity or a release from liability where the intent or effect is to shift or limit in any manner the potential liability of the person or firm for failure to adhere to applicable auditing or professional standards, whether or not resulting in part from knowing of other misrepresentations made by the insurer or its representatives.

F. "Independent board member" has the same meaning as described in Section 14C.

G. "Insurer" means a licensed insurer as defined in Sections [insert applicable sections] of the [insert state] insurance law or an authorized insurer as defined in Sections [insert applicable sections] of the [insert state] insurance law.

H. "Group of insurers" means those licensed insurers included in the reporting requirements of [insert state law equivalent of the model Insurance Holding Company System Regulatory Act], or a set of insurers as identified by management, for the purpose of assessing the effectiveness of Internal control over financial reporting.

I. "Internal control over financial reporting" means a process effected by an entity's board of directors, management and other personnel designed to provide reasonable assurance regarding the reliability of the financial statements, i.e., those items specified in Section 5B through 5G of this regulation and includes those policies and procedures that:

   (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of assets;

   (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of the financial statements, i.e., those items specified in Section 5B through 5G of this regulation and that receipts and expenditures are being made only in accordance with authorizations of management and directors; and

   (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of assets that could have a material effect on the financial statements, i.e., those items specified in Section 5B through 5G of this regulation.

J. "SEC" means the United States Securities and Exchange Commission.

K. "Section 404" means Section 404 of the Sarbanes-Oxley Act of 2002 and the SEC's rules and regulations promulgated thereunder.

L. "Section 404 Report" means management's report on "internal control over financial reporting" as defined by the SEC and the related attestation report of the independent certified public accountant as described in Section 3A.

M. "SOX Compliant Entity" means an entity that either is required to be compliant with, or voluntarily is compliant with, all of the following provisions of the Sarbanes-Oxley Act of 2002: (i) the preapproval requirements of Section 201 (Section 10A(i) of the Securities Exchange Act of 1934); (ii) the Audit committee independence requirements of Section 301 (Section 10A(m)(3) of the Securities Exchange Act of 1934); and (iii) the Internal control over financial reporting requirements of Section 404 (Item 308 of SEC Regulation S-K).

Section 4. General Requirements Related to Filing and Extensions for Filing Annual Audited Financial Reports and Audit Committee Appointment

A. All insurers shall have an annual audit by an independent certified public accountant and shall file an Audited financial report with the commissioner on or before June 1 for the year ended December 31 immediately preceding. The commissioner may require an insurer to file an audited financial report earlier than June 1 with ninety (90) days advance notice to the insurer.

B. Extensions of the June 1 filing date may be granted by the commissioner for thirty-day periods upon a showing by the insurer and its independent certified public accountant of the reasons for requesting an extension and determination by the commissioner of good cause for an extension. The request for extension must be submitted in writing not less than ten (10) days prior to the due date in sufficient detail to permit the commissioner to make an informed decision with respect to the requested extension.

C. If an extension is granted in accordance with the provisions in Section 4B, a similar extension of thirty (30) days is granted to the filing of Management's Report of Internal Control over Financial Reporting.

D. Every insurer required to file an annual Audited financial report pursuant to this regulation shall designate a group of individuals as constituting its Audit committee, as defined in Section 3. The Audit committee of an entity that controls an insurer may be deemed to be the insurer's Audit committee for purposes of this regulation at the election of the controlling person.

Section 5. Contents of Annual Audited Financial Report

The annual Audited financial report shall report the financial position of the insurer as of the end of the most recent calendar year and the results of its operations, cash flows and changes in capital and surplus for the year then ended in conformity with statutory accounting practices prescribed, or otherwise permitted, by the Department of Insurance of the state of domicile.

The annual Audited financial report shall include the following:

A. Report of independent certified public accountant.

B. Balance sheet reporting admitted assets, liabilities, capital and surplus.

C. Statement of operations.

D. Statement of cash flow.

E. Statement of changes in capital and surplus.

F. Notes to financial statements. These notes shall be those required by the appropriate NAIC Annual Statement Instructions and the NAIC Accounting Practices and Procedures Manual. The notes shall include a reconciliation of differences, if any, between the audited statutory financial statements and the annual statement filed pursuant to Section [insert applicable section] of the [insert state] insurance law with a written description of the nature of these differences.

G. The financial statements included in the Audited financial report shall be prepared in a form and using language and groupings substantially the same as the relevant sections of the annual statement of the insurer filed with the commissioner, and the financial statement shall be comparative, presenting the amounts as of December 31 of the current year and the amounts as of the immediately preceding December 31. (However, in the first year in which an insurer is required to file an Audited financial report, the comparative data may be omitted).

Section 6. Designation of Independent Certified Public Accountant

A. Each insurer required by this regulation to file an annual Audited financial report must within sixty (60) days after becoming subject to the requirement, register with the commissioner in writing the name and address of the independent certified public accountant or accounting firm retained to conduct the annual audit set forth in this regulation. Insurers not retaining an independent certified public accountant on the effective date of this regulation shall register the name and address of their retained independent certified public accountant not less than six (6) months before the date when the first Audited financial report is to be filed.

B. The insurer shall obtain a letter from the accountant, and file a copy with the commissioner stating that the accountant is aware of the provisions of the insurance code and the regulations of the insurance department of the state of domicile that relate to accounting and financial matters and affirming that the accountant will express his or her opinion on the financial statements in terms of their conformity to the statutory accounting practices prescribed or otherwise permitted by that insurance department, specifying such exceptions as he or she may believe appropriate.

C. If an accountant who was the accountant for the immediately preceding filed Audited financial report is dismissed or resigns, the insurer shall within five (5) business days notify the commissioner of this event. The insurer shall also furnish the commissioner with a separate letter within ten (10) business days of the above notification stating whether in the twenty-four (24) months preceding such event there were any disagreements with the former accountant on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure; which disagreements, if not resolved to the satisfaction of the former accountant, would have caused him or her to make reference to the subject matter of the disagreement in connection with his or her opinion. The disagreements required to be reported in response to this section include both those resolved to the former accountant’s satisfaction and those not resolved to the former accountant’s satisfaction. Disagreements contemplated by this section are those that occur at the decision-making level, i.e., between personnel of the insurer responsible for presentation of its financial statements and personnel of the accounting firm responsible for rendering its report. The insurer shall also in writing request the former accountant to furnish a letter addressed to the insurer stating whether the accountant agrees with the statements contained in the insurer’s letter and, if not, stating the reasons for which he or she does not agree; and the insurer shall furnish the responsive letter from the former accountant to the commissioner together with its own.

Section 7. Qualifications of Independent Certified Public Accountant

A. The commissioner shall not recognize a person or firm as a qualified independent certified public accountant if the person or firm:

(1) Is not in good standing with the AICPA and in all states in which the accountant is licensed to practice, or, for a Canadian or British company, that is not a chartered accountant; or

(2) Has either directly or indirectly entered into an agreement of indemnity or release from liability (collectively referred to as indemnification) with respect to the audit of the insurer.

B. Except as otherwise provided in this regulation, the commissioner shall recognize an independent certified public accountant as qualified as long as he or she conforms to the standards of his or her profession, as contained in the Code of Professional Ethics of the AICPA and Rules and Regulations and Code of Ethics and Rules of Professional Conduct of the [insert state] Board of Public Accountancy, or similar code.

C. A qualified independent certified public accountant may enter into an agreement with an insurer to have disputes relating to an audit resolved by mediation or arbitration. However, in the event of a delinquency proceeding commenced against the insurer under [cite applicable receivership statute], the mediation or arbitration provisions shall operate at the option of the statutory successor.

D. (1) The lead (or coordinating) audit partner (having primary responsibility for the audit) may not act in that capacity for more than five (5) consecutive years. The person shall be disqualified from acting in that or a similar capacity for the same company or its insurance subsidiaries or affiliates for a period of five (5) consecutive years. An insurer may make application to the commissioner for relief from the above rotation requirement on the basis of unusual circumstances. This application should be made at least thirty (30) days before the end of the calendar year. The commissioner may consider the following factors in determining if the relief should be granted:

(a) Number of partners, expertise of the partners or the number of insurance clients in the currently registered firm;

(b) Premium volume of the insurer; or

(c) Number of jurisdictions in which the insurer transacts business.

(2) The insurer shall file, with its annual statement filing, the approval for relief from Subsection D(1) with the states that it is licensed in or doing business in and with the NAIC. If the nondomestic state accepts electronic filing with the NAIC, the insurer shall file the approval in an electronic format acceptable to the NAIC.

E. The commissioner shall neither recognize as a qualified independent certified public accountant, nor accept an annual Audited financial report, prepared in whole or in part by, a natural person who:

(1) Has been convicted of fraud, bribery, a violation of the Racketeer Influenced and Corrupt Organizations Act, 18 U.S.C. Sections 1961 to 1968, or any dishonest conduct or practices under federal or state law;

(2) Has been found to have violated the insurance laws of this state with respect to any previous reports submitted under this regulation; or

(3) Has demonstrated a pattern or practice of failing to detect or disclose material information in previous reports filed under the provisions of this regulation.

F. The commissioner of insurance, as provided in Section [insert applicable section] of the insurance code, may, as provided in [insert applicable citation], hold a hearing to determine whether an independent certified public accountant is qualified and, considering the evidence presented, may rule that the accountant is not qualified for purposes of expressing his or her opinion on the financial statements in the annual Audited financial report made pursuant to this regulation and require the insurer to replace the accountant with another whose relationship with the insurer is qualified within the meaning of this regulation.

G. (1) The commissioner shall not recognize as a qualified independent certified public accountant, nor accept an annual Audited financial report, prepared in whole or in part by an accountant who provides to an insurer, contemporaneously with the audit, the following non-audit services:

(a) Bookkeeping or other services related to the accounting records or financial statements of the insurer;

(b) Financial information systems design and implementation;

(c) Appraisal or valuation services, fairness opinions, or contribution-in-kind reports;

(d) Actuarially-oriented advisory services involving the determination of amounts recorded in the financial statements. The accountant may assist an insurer in understanding the methods, assumptions and inputs used in the determination of amounts recorded in the financial statement only if it is reasonable to conclude that the services provided will not be subject to audit procedures during an audit of the insurer's financial statements. An accountant's actuary may also issue an actuarial opinion or certification ("opinion") on an insurer's reserves if the following conditions have been met:

(i) Neither the accountant nor the accountant's actuary has performed any management functions or made any management decisions;

(ii) The insurer has competent personnel (or engages a third party actuary) to estimate the reserves for which management takes responsibility; and

(iii) The accountant's actuary tests the reasonableness of the reserves after the insurer's management has determined the amount of the reserves;

(e) Internal audit outsourcing services;

(f) Management functions or human resources;

(g) Broker or dealer, investment adviser, or investment banking services;

(h) Legal services or expert services unrelated to the audit; or

(i) Any other services that the commissioner determines, by regulation, are impermissible.

Drafting Note: Any additions or deletions from the list of prohibited services by a state must be carefully considered as uniformity among states is essential in this section. In determining whether other services are impermissible, the commissioner shall consider utilizing the guidance provided in the SEC's Final Rule No. 33-8183, Strengthening the Commission's Requirements Regarding Auditor Independence adopted January 28, 2003, in order to evaluate whether the provision of such services impairs the independence of the accountant.

(2) In general, the principles of independence with respect to services provided by the qualified independent certified public accountant are largely predicated on three basic principles, violations of which would impair the accountant's independence. The principles are that the accountant cannot function in the role of management, cannot audit his or her own work, and cannot serve in an advocacy role for the insurer.

H. Insurers having direct written and assumed premiums of less than $100,000,000 in any calendar year may request an exemption from Subsection G(1). The insurer shall file with the commissioner a written statement discussing the reasons why the insurer should be exempt from these provisions. If the commissioner finds, upon review of this statement, that compliance with this regulation would constitute a financial or organizational hardship upon the insurer, an exemption may be granted.

I. A qualified independent certified public accountant who performs the audit may engage in other non-audit services, including tax services, that are not described in Subsection G(1) or that do not conflict with Subsection G(2), only if the activity is approved in advance by the Audit committee, in accordance with Subsection J.

Drafting Note: A qualified independent certified public accountant who performs the audit may also engage in other non-audit services for an insurer, including tax services, that are not described in Subsection G(1) or that do not conflict with Subsection G(2) if the Audit committee is in compliance with the SEC's Final Rule No. 33-8183, Strengthening the Commission's Requirements Regarding Auditor Independence adopted January 28, 2003 and has approved such activity.

J. All auditing services and non-audit services provided to an insurer by the qualified independent certified public accountant of the insurer shall be preapproved by the Audit committee. The preapproval requirement is waived with respect to non-audit services if the insurer is a SOX Compliant Entity or a direct or indirect wholly-owned subsidiary of a SOX Compliant Entity or:

(1) The aggregate amount of all such non-audit services provided to the insurer constitutes not more than five percent (5%) of the total amount of fees paid by the insurer to its qualified independent certified public accountant during the fiscal year in which the non-audit services are provided;

(2) The services were not recognized by the insurer at the time of the engagement to be non-audit services; and

(3) The services are promptly brought to the attention of the Audit committee and approved prior to the completion of the audit by the Audit committee or by one or more members of the Audit committee who are the members of the board of directors to whom authority to grant such approvals has been delegated by the Audit committee.

K. The Audit committee may delegate to one or more designated members of the Audit committee the authority to grant the preapprovals required by Subsection J. The decisions of any member to whom this authority is delegated shall be presented to the full Audit committee at each of its scheduled meetings.

L. (1) The commissioner shall not recognize an independent certified public accountant as qualified for a particular insurer if a member of the board, president, chief executive officer, controller, chief financial officer, chief accounting officer, or any person serving in an equivalent position for that insurer, was employed by the independent certified public accountant and participated in the audit of that insurer during the one-year period preceding the date that the most current statutory opinion is due. This section shall only apply to partners and senior managers involved in the audit. An insurer may make application to the commissioner for relief from the above requirement on the basis of unusual circumstances.

(2) The insurer shall file, with its annual statement filing, the approval for relief from Subsection L(1) with the states that it is licensed in or doing business in and the NAIC. If the nondomestic state accepts electronic filing with the NAIC, the insurer shall file the approval in an electronic format acceptable to the NAIC.

Section 8. Consolidated or Combined Audits

An insurer may make written application to the commissioner for approval to file audited consolidated or combined financial statements in lieu of separate annual audited financial statements if the insurer is part of a group of insurance companies that utilizes a pooling or 100 percent reinsurance agreement that affects the solvency and integrity of the insurer's reserves and the insurer cedes all of its direct and assumed business to the pool. In such cases, a columnar consolidating or combining worksheet shall be filed with the report, as follows:

A. Amounts shown on the consolidated or combined Audited financial report shall be shown on the worksheet;

B. Amounts for each insurer subject to this section shall be stated separately;

C. Noninsurance operations may be shown on the worksheet on a combined or individual basis;

D. Explanations of consolidating and eliminating entries shall be included; and

E. A reconciliation shall be included of any differences between the amounts shown in the individual insurer columns of the worksheet and comparable amounts shown on the annual statements of the insurers.

Section 9. Scope of Audit and Report of Independent Certified Public Accountant

Financial statements furnished pursuant to Section 5 shall be examined by the independent certified public accountant. The audit of the insurer's financial statements shall be conducted in accordance with generally accepted auditing standards. In accordance with AU Section 319 of the Professional Standards of the AICPA, Consideration of Internal Control in a Financial Statement Audit, the independent certified public accountant should obtain an understanding of internal control sufficient to plan the audit. To the extent required by AU 319, for those insurers required to file a Management's Report of Internal Control over Financial Reporting pursuant to Section 16, the independent certified public accountant should consider (as that term is defined in Statement on Auditing Standards (SAS) No. 102, Defining Professional Requirements in Statements on Auditing Standards or its replacement) the most recently available report in planning and performing the audit of the statutory financial statements. Consideration shall be given to the procedures illustrated in the Financial Condition Examiners Handbook promulgated by the National Association of Insurance Commissioners as the independent certified public accountant deems necessary.

Section 10. Notification of Adverse Financial Condition

A. The insurer required to furnish the annual Audited financial report shall require the independent certified public accountant to report, in writing, within five (5) business days to the board of directors or its Audit committee any determination by the independent certified public accountant that the insurer has materially misstated its financial condition as reported to the commissioner as of the balance sheet date currently under audit or that the insurer does not meet the minimum capital and surplus requirement of the [insert state] insurance code as of that date. An insurer that has received a report pursuant to this paragraph shall forward a copy of the report to the commissioner within five (5) business days of receipt of the report and shall provide the independent certified public accountant making the report with evidence of the report being furnished to the commissioner. If the independent certified public accountant fails to receive the evidence within the required five (5) business day period, the independent certified public accountant shall furnish to the commissioner a copy of its report within the next five (5) business days.

B. No independent certified public accountant shall be liable in any manner to any person for any statement made in connection with the above paragraph if the statement is made in good faith in compliance with Subsection A.

C. If the accountant, subsequent to the date of the Audited financial report filed pursuant to this regulation, becomes aware of facts that might have affected his or her report, the commissioner notes the obligation of the accountant to take such action as prescribed in Volume 1, Section AU 561 of the Professional Standards of the AICPA.

Section 11. Communication of Internal Control Related Matters Noted in an Audit

A. In addition to the annual Audited financial report, each insurer shall furnish the commissioner with a written communication as to any unremediated material weaknesses in its internal control over financial reporting noted during the audit. Such communication shall be prepared by the accountant within sixty (60) days after the filing of the annual Audited financial report, and shall contain a description of any unremediated material weakness (as the term material weakness is defined by Statement on Auditing Standard 60, Communication of Internal Control Related Matters Noted in an Audit, or its replacement) as of December 31 immediately preceding (so as to coincide with the Audited financial report discussed in Section 4(A)) in the insurer's Internal control over financial reporting noted by the accountant during the course of their audit of the financial statements. If no unremediated material weaknesses were noted, the communication should so state.

Drafting Note: The insurer is expected to maintain information about significant deficiencies communicated by the independent certified public accountant. Such information should be made available to the examiner conducting a financial condition examination for review and kept in such a manner as to remain confidential.

B. The insurer is required to provide a description of remedial actions taken or proposed to correct unremediated material weaknesses, if the actions are not described in the accountant's communication.

Section 12. Accountant's Letter of Qualifications

The accountant shall furnish the insurer in connection with, and for inclusion in, the filing of the annual Audited financial report, a letter stating:

A. That the accountant is independent with respect to the insurer and conforms to the standards of his or her profession as contained in the Code of Professional Ethics and pronouncements of the AICPA and the Rules of Professional Conduct of the [insert state] Board of Public Accountancy, or similar code;

B. The background and experience in general, and the experience in audits of insurers of the staff assigned to the engagement and whether each is an independent certified public accountant. Nothing within this regulation shall be construed as prohibiting the accountant from utilizing such staff as he or she deems appropriate where use is consistent with the standards prescribed by generally accepted auditing standards;

C. That the accountant understands the annual Audited financial report and his opinion thereon will be filed in compliance with this regulation and that the commissioner will be relying on this information in the monitoring and regulation of the financial position of insurers;

D. That the accountant consents to the requirements of Section 13 of this regulation and that the accountant consents and agrees to make available for review by the commissioner, or the commissioner's designee or appointed agent, the workpapers, as defined in Section 13;

E. A representation that the accountant is properly licensed by an appropriate state licensing authority and is a member in good standing in the AICPA; and

F. A representation that the accountant is in compliance with the requirements of Section 7 of this regulation.

Section 13. Definition, Availability and Maintenance of Independent Certified Public Accountants Workpapers

A. Workpapers are the records kept by the independent certified public accountant of the procedures followed, the tests performed, the information obtained, and the conclusions reached pertinent to the accountant's audit of the financial statements of an insurer. Workpapers, accordingly, may include audit planning documentation, work programs, analyses, memoranda, letters of confirmation and representation, abstracts of company documents and schedules or commentaries prepared or obtained by the independent certified public accountant in the course of his or her audit of the financial statements of an insurer and which support the accountant's opinion.

B. Every insurer required to file an Audited financial report pursuant to this regulation, shall require the accountant to make available for review by insurance department examiners, all workpapers prepared in the conduct of the accountant's audit and any communications related to the audit between the accountant and the insurer, at the offices of the insurer, at the insurance department or at any other reasonable place designated by the commissioner. The insurer shall require that the accountant retain the audit workpapers and communications until the insurance department has filed a report on examination covering the period of the audit but no longer than seven (7) years from the date of the audit report.

C. In the conduct of the aforementioned periodic review by the insurance department examiners, it shall be agreed that photocopies of pertinent audit workpapers may be made and retained by the department. Such reviews by the department examiners shall be considered investigations and all working papers and communications obtained during the course of such investigations shall be afforded the same confidentiality as other examination workpapers generated by the department.

Section 14. Requirements for Audit Committees

This section shall not apply to foreign or alien insurers licensed in this state or an insurer that is a SOX Compliant Entity or a direct or indirect wholly-owned subsidiary of a SOX Compliant Entity.

A. The Audit committee shall be directly responsible for the appointment, compensation and oversight of the work of any accountant (including resolution of disagreements between management and the accountant regarding financial reporting) for the purpose of preparing or issuing the Audited financial report or related work pursuant to this regulation. Each accountant shall report directly to the Audit committee.

B. Each member of the Audit committee shall be a member of the board of directors of the insurer or a member of the board of directors of an entity elected pursuant to Subsection E and Section 3C.

C. In order to be considered independent for purposes of this section, a member of the Audit committee may not, other than in his or her capacity as a member of the Audit committee, the board of directors, or any other board committee, accept any consulting, advisory or other compensatory fee from the entity or be an affiliated person of the entity or any subsidiary thereof. However, if law requires board participation by otherwise non-independent members, that law shall prevail and such members may participate in the Audit committee and be designated as independent for Audit committee purposes, unless they are an officer or employee of the insurer or one of its affiliates.

D. If a member of the Audit committee ceases to be independent for reasons outside the member's reasonable control, that person, with notice by the responsible entity to the state, may remain an Audit committee member of the responsible entity until the earlier of the next annual meeting of the responsible entity or one year from the occurrence of the event that caused the member to be no longer independent.

Drafting Note: In determining independence, the commissioner shall consider utilizing guidance provided in the SEC's Final Rule No. 33-8220, Standards Relating to Listed Company Audit Committees adopted April 9, 2003.

E. To exercise the election of the controlling person to designate the Audit committee for purposes of this regulation, the ultimate controlling person shall provide written notice to the commissioners of the affected insurers. Notification shall be made timely prior to the issuance of the statutory audit report and include a description of the basis for the election. The election can be changed through notice to the commissioner by the insurer, which shall include a description of the basis for the change. The election shall remain in effect for perpetuity, until rescinded.

F. (1) The Audit committee shall require the accountant that performs for an insurer any audit required by this regulation to timely report to the Audit committee in accordance with the requirements of SAS 61, Communication with Audit Committees, or its replacement, including:

(a) All significant accounting policies and material permitted practices;

(b) All material alternative treatments of financial information within statutory accounting principles that have been discussed with management officials of the insurer, ramifications of the use of the alternative disclosures and treatments, and the treatment preferred by the accountant; and

(c) Other material written communications between the accountant and the management of the insurer, such as any management letter or schedule of unadjusted differences.

(2) If an insurer is a member of an insurance holding company system, the reports required by Subsection F(1) may be provided to the Audit committee on an aggregate basis for insurers in the holding company system, provided that any substantial differences among insurers in the system are identified to the Audit committee.

G. The proportion of independent Audit committee members shall meet or exceed the following criteria:

Prior Calendar Year Direct Written and Assumed Premiums		
0 - $300,000,000	Over $300,000,000 - $500,000,000	Over $500,000,000
No minimum requirements. See also Note A and B.	Majority (50% or more) of members shall be independent. See also Note A and B.	Supermajority of members (75% or more) shall be independent. See also Note A.

Note A: The commissioner has authority afforded by state law to require the entity's board to enact improvements to the independence of the Audit committee membership if the insurer is in a RBC action level event, meets one or more of the standards of an insurer deemed to be in hazardous financial condition, or otherwise exhibits qualities of a troubled insurer.

Note B: All insurers with less than $500,000,000 in prior year direct written and assumed premiums are encouraged to structure their Audit committees with at least a supermajority of independent Audit committee members.

Note C: Prior calendar year direct written and assumed premiums shall be the combined total of direct premiums and assumed premiums from non-affiliates for the reporting entities.

H. An insurer with direct written and assumed premium, excluding premiums reinsured with the Federal Crop Insurance Corporation and Federal Flood Program, less than $500,000,000 may make application to the commissioner for a waiver from the Section 14 requirements based upon hardship. The insurer shall file, with its annual statement filing, the approval for relief from Section 14 with the states that it is licensed in or doing business in and the NAIC. If the nondomestic state accepts electronic filing with the NAIC, the insurer shall file the approval in an electronic format acceptable to the NAIC.

Section 15. Conduct of Insurer in Connection with the Preparation of Required Reports and Documents

A. No director or officer of an insurer shall, directly or indirectly:

(1) Make or cause to be made a materially false or misleading statement to an accountant in connection with any audit, review or communication required under this regulation; or

(2) Omit to state, or cause another person to omit to state, any material fact necessary in order to make statements made, in light of the circumstances under which the statements were made, not misleading to an accountant in connection with any audit, review or communication required under this regulation.

B. No officer or director of an insurer, or any other person acting under the direction thereof, shall directly or indirectly take any action to coerce, manipulate, mislead or fraudulently influence any accountant engaged in the performance of an audit pursuant to this regulation if that person knew or should have known that the action, if successful, could result in rendering the insurer's financial statements materially misleading.

C. For purposes of Subsection B of this section, actions that, "if successful, could result in rendering the insurer's financial statements materially misleading" include, but are not limited to, actions taken at any time with respect to the professional engagement period to coerce, manipulate, mislead or fraudulently influence an accountant:

(1) To issue or reissue a report on an insurer's financial statements that is not warranted in the circumstances (due to material violations of statutory accounting principles prescribed by the commissioner, generally accepted auditing standards, or other professional or regulatory standards);

(2) Not to perform audit, review or other procedures required by generally accepted auditing standards or other professional standards;

(3) Not to withdraw an issued report; or

(4) Not to communicate matters to an insurer's Audit committee.

Drafting Note: In determining what types of sanctions or penalties could be assessed for violations of items included in Subsections A through C, each state should refer to its individual authority provided by state statutes.

Section 16. Management's Report of Internal Control over Financial Reporting

A. Every insurer required to file an Audited financial report pursuant to this regulation that has annual direct written and assumed premiums, excluding premiums reinsured with the Federal Crop Insurance Corporation and Federal Flood Program, of $500,000,000 or more shall prepare a report of the insurer's or Group of insurers' Internal control over financial reporting, as these terms are defined in Section 3. The report shall be filed with the commissioner along with the Communication of Internal Control Related Matters Noted in an Audit described under Section 11. Management's Report of Internal Control over Financial Reporting shall be as of December 31 immediately preceding.

B. Notwithstanding the premium threshold in Subsection A, the commissioner may require an insurer to file Management's Report of Internal Control over Financial Reporting if the insurer is in any RBC level event, or meets any one or more of the standards of an insurer deemed to be in hazardous financial condition as defined in (include reference to Corrective Action statute).

C. An insurer or a Group of insurers that is

   (1) directly subject to Section 404;

   (2) part of a holding company system whose parent is directly subject to Section 404;

   (3) not directly subject to Section 404 but is a SOX Compliant Entity; or

   (4) a member of a holding company system whose parent is not directly subject to Section 404 but is a SOX Compliant Entity;

   may file its or its parent's Section 404 Report and an addendum in satisfaction of this Section 16 requirement provided that those internal controls of the insurer or Group of insurers having a material impact on the preparation of the insurer's or Group of insurers' audited statutory financial statements (those items included in Section 5B through 5G of this regulation) were included in the scope of the Section 404 Report. The addendum shall be a positive statement by management that there are no material processes with respect to the preparation of the insurer's or Group of insurers' audited statutory financial statements (those items included in Section 5B through 5G of this regulation) excluded from the Section 404 Report. If there are internal controls of the insurer or Group of insurers that have a material impact on the preparation of the insurer's or Group of insurers' audited statutory financial statements and those internal controls were not included in the scope of the Section 404 Report, the insurer or Group of insurers may either file (i) a Section 16 report, or (ii) the Section 404 Report and a Section 16 report for those internal controls that have a material impact on the preparation of the insurer's or Group of insurers' audited statutory financial statements not covered by the Section 404 Report.

D. Management's Report of Internal Control over Financial Reporting shall include:

(1) A statement that management is responsible for establishing and maintaining adequate internal control over financial reporting;

(2) A statement that management has established Internal control over financial reporting and an assertion, to the best of management's knowledge and belief, after diligent inquiry, as to whether its Internal control over financial reporting is effective to provide reasonable assurance regarding the reliability of financial statements in accordance with statutory accounting principles;

(3) A statement that briefly describes the approach or processes by which management evaluated the effectiveness of its Internal control over financial reporting; and

(4) A statement that briefly describes the scope of work that is included and whether any internal controls were excluded;

(5) Disclosure of any unremediated material weaknesses in the Internal control over financial reporting identified by management as of December 31 immediately preceding. Management is not permitted to conclude that the Internal control over financial reporting is effective to provide reasonable assurance regarding the reliability of financial statements in accordance with statutory accounting principles if there is one or more unremediated material weaknesses in its Internal control over financial reporting;

(6) A statement regarding the inherent limitations of internal control systems; and

(7) Signatures of the chief executive officer and the chief financial officer (or equivalent position/title).

E. Management shall document and make available upon financial condition examination the basis upon which its assertions, required in Subsection D above, are made. Management may base its assertions, in part, upon its review, monitoring and testing of internal controls undertaken in the normal course of its activities.

(1) Management shall have discretion as to the nature of the internal control framework used, and the nature and extent of documentation, in order to make its assertion in a cost effective manner and, as such, may include assembly of or reference to existing documentation.

(2) Management's Report on Internal Control over Financial Reporting, required by Subsection A above, and any documentation provided in support thereof during the course of a financial condition examination, shall be kept confidential by the state insurance department.

Drafting Note: It is the recommendation that the company officer responsible for financial reporting would not be a member of the Audit committee and that the independent committee members would meet periodically, with no management present, with the independent certified public accountant to discuss the strengths and weaknesses of the insurer's or Group of insurers' internal control environments.

Section 17. Exemptions and Effective Dates

A. Upon written application of any insurer, the commissioner may grant an exemption from compliance with any and all provisions of this regulation if the commissioner finds, upon review of the application, that compliance with this regulation would constitute a financial or organizational hardship upon the insurer. An exemption may be granted at any time and from time to time for a specified period or periods. Within ten (10) days from a denial of an insurer's written request for an exemption from this regulation, the insurer may request in writing a hearing on its application for an exemption. The hearing shall be held in accordance with the regulations of the [insert state] Department of Insurance pertaining to administrative hearing procedures.

B. Domestic insurers retaining a certified public accountant on the effective date of this regulation who qualify as independent shall comply with this regulation for the year ending December 31, 20[ ] and each year thereafter unless the commissioner permits otherwise.

C. Domestic insurers not retaining a certified public accountant on the effective date of this regulation who qualifies as independent may meet the following schedule for compliance unless the commissioner permits otherwise.

   (1) As of December 31, 20[ ], file with the commissioner an Audited financial report

   (2) For the year ending December 31, 20[ ] and each year thereafter, such insurers shall file with the commissioner all reports and communication required by this regulation.

D. Foreign insurers shall comply with this regulation for the year ending December 31, 20[ ] and each year thereafter, unless the commissioner permits otherwise.

E. The requirements of Section 7D shall be in effect for audits of the year beginning January 1, 2010 and thereafter.

F. The requirements of Section 14 are to be in effect January 1, 2010. An insurer or Group of insurers that is not required to have independent Audit committee members or only a majority of independent Audit committee members (as opposed to a supermajority) because the total written and assumed premium is below the threshold and subsequently becomes subject to one of the independence requirements due to changes in premium shall have one (1) year following the year the threshold is exceeded (but not earlier than January 1, 2010) to comply with the independence requirements. Likewise, an insurer that becomes subject to one of the independence requirements as a result of a business combination shall have one (1) calendar year following the date of acquisition or combination to comply with the independence requirements.

Drafting Note: Adoption of Section 14 is assumed to occur one year prior to the effective date of Section 16.

G. The requirements of Section 16 and other modified sections [identify modified sections], except for Section 14 covered above, are effective beginning with the reporting period ending December 31, 2010 and each year thereafter. An insurer or Group of insurers that is not required to file a report because the total written premium is below the threshold and subsequently becomes subject to the reporting requirements shall have two (2) years following the year the threshold is exceeded (but not earlier than December 31, 2010) to file a report. Likewise, an insurer acquired in a business combination shall have two (2) calendar years following the date of acquisition or combination to comply with the reporting requirements.

Section 18. Canadian and British Companies

A. In the case of Canadian and British insurers, the annual Audited financial report shall be defined as the annual statement of total business on the form filed by such companies with their supervision authority duly audited by an independent chartered accountant.

B. For such insurers, the letter required in Section 6B shall state that the accountant is aware of the requirements relating to the annual Audited financial report filed with the commissioner pursuant to Section 4 and shall affirm that the opinion expressed is in conformity with those requirements.

Section 19. Severability Provision

If any section or portion of a section of this regulation or its applicability to any person or circumstance is held invalid by a court, the remainder of the regulation or the applicability of the provision to other persons or circumstances shall not be affected.

Chronological Summary of Actions (all references are to the Proceedings a/the NAIC).

1980 Proc. I 29, 37,212,262,266-272 (adopted).
1991 Proc. I 9,17,225-226, 426, 428, 429-434 (amended and reprinted).
1998 Proc. 2nd Quarter 12, 13, 158,226,230,231-232 (amended).
2001 Proc. 4th Quarter 6, 13-14, 531, 551, 561-563 (amended).
2003 Proc. 2nd Quarter 473, 489, 491 (amended and adopted by parent committee).
2003 Proc. 3rd Quarter 15 (adopted by Plenary).
2006 Proc. 2nd Quarter (amended and adopted by Plenary).

Appendix C – REQUIREMENTS FOR PREPARATION OF THE MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Concurrent with filing the annual statement, each non-RRG captive must prepare a complementary Management Discussion and Analysis Report (MD&A) that will provide detailed commentary regarding the non-RRG captive's financial condition, changes in financial condition and results of operations. The MD&A is particularly important to the annual filings for non-RRG captives because the Annual Report does not include Notes to the Financial Statements that are included in the filings for the RRGs. The disclosures in the MD&A should be sufficient to compensate for the lack of footnote disclosure in the annual report. The MD&A should provide information as specified in the following paragraphs and such other information that the captive believes necessary for understanding its financial condition, changes in financial condition, and results of operations. Combine liquidity and capital discussions whenever the two topics are interrelated.

When preparing the MD&A, give particular attention to and disclose the effects of changes in the non-RRG captive's business plan. As required by law, you must obtain prior approval for material business plan changes. Attach a copy of the approval letter to the MD&A filing; however, it is not necessary to attach a copy of the amended business plan.

Where applicable, a captive's ability to continue to operate successfully in the short-term or long-term is dependent on the continued financial viability of its parent and affiliates. When preparing the MD&A, management should focus its commentary on the relevant relationship between the captive and its affiliated companies and members. Describe in detail any material changes in the parent's and affiliate's business operations that are likely to impact the captive's financial statements.

<u>Introduction</u>

1. The MD&A must provide material historical and prospective textual disclosure that will enable the Department to assess the captive's financial condition and results of operations. The MD&A narrative explanation of the financial statements is critical because the numerical presentation alone is insufficient for the Department to judge the quality of earnings and the likelihood that past performance is indicative of future performance. A proper MD&A gives the Department an opportunity to look at the captive through the eyes of its management, providing both a short and long-term analysis of the captive's business.

2. The MD&A shall provide context that helps explain the financial statements and other statistical data that the captive believes will enhance the Department's understanding of its financial condition, changes in financial condition and results of operations. Generally, the discussion must address the two year period covered by the financial statements and shall use year-to-year comparisons, or any other formats that in the captive's judgment would enhance the Department's understanding. Nonetheless, where trend information is relevant, selected financial data for extended periods of time may be necessary.

3. The purpose of the MD&A is to provide the Department with information relevant to its assessment of the captive's financial condition and results of operations and will assist us in evaluating the amounts and certainty of cash flows from outside sources. The MD&A information need only include readily available information – without undue effort or expense – that is not clearly apparent in the captive's financial statements.

4. Management should ensure balanced and fully responsive MD&A disclosure and explain the effects of the critical accounting policies, judgments made in their application, and any subsequent changes in assumptions or conditions which would have resulted in materially different reported results.

5. Focus specifically on material events and uncertainties management knows, or reasonably should know, would impact future operating results or future financial condition; including, but not limited to, explanations, descriptions and amounts concerning matters that (a) would have an impact on future operations, but have not had an impact in the past; and, (b) have had an impact on reported operations in the past, but are not expected to have an impact on future operations.

Results of Operations

6. Management should describe unusual or infrequent events or transactions or any significant economic changes that materially affected the amount of reported net income or other surplus gains/losses and, in each case, indicate the extent to which net income or surplus was so affected. In addition, describe any other significant components of income that, in the captive's judgment, should be described in order to understand the captive's results of operations.

7. Management should describe any known trends or uncertainties that have had or are reasonably probable to have a material favorable or unfavorable impact on premiums, net income or other gains/losses in surplus. The captive should disclose knowledge or anticipation of events that may/will cause a material change in the expense and premium relationship.

8. To the extent that the financial statements disclose material increases in premium, please provide a narrative discussion of the extent to which such increases are attributable to any of the following: increases in prices or volume of existing products sold, or the introduction of new products.

Prospective Information

9. We encourage captives to supply prospective information in the MD&A. Include discussions of known trends or any known demands, commitments, events or uncertainties that will, or reasonably may, result in material changes to the captive's liquidity. Also include descriptions of and expected changes in the mix, cost and known material trends in the captive's capital resources. Further, you should disclose known trends or uncertainties that the captive reasonably expects will have a material impact on premium, net income or other gains/losses in surplus.

10. The captive should provide such prospective information in good faith and may disclaim any responsibility for the accuracy of such prospective information.

Material Changes

We require management to provide adequate disclosure and analysis of the reasons for material year-to-year changes in line items as related to financial statements, and discussion and quantification of the contribution of various factors to such material changes.

11. Fully describe the Department approved modifications to the captive's operating plans and their effects on financial statements. Management should attach to the MD&A a copy of the Department's approval letter related to these business plan modifications.

12. Repetition and line-by-line analysis is not required or generally appropriate when the causes for a change in one line item also relate to other line items. Your discussion need not recite amounts of changes readily computable from the financial statements, however, do not merely repeat numerical data contained in such statements; instead, provide precise quantification using dollar amounts or percentages, as reasonably practicable.

Liquidity, Asset/Liability Matching and Capital Resources

13. The term "liquidity" as used in this MD&A refers to the ability of the captive to generate adequate cash to meet the captive's cash needs. Except where it is otherwise clear from the discussion, the captive shall indicate those balance sheet conditions, income, or cash flow items, which the captive believes may be liquidity indicators. You should discuss liquidity on both a long-term and short-term basis.

14. Generally, short-term liquidity and short-term capital resources cover cash needs up to 12 months into the future. These cash needs and the sources of funds to meet such needs relate to the captive's day-to-day operating expenses and material commitments coming due during that 12-month period.

15. The discussion of long-term liquidity and long-term capital resources must address material expenditures, significant balloon payments or other payments due on long-term obligations, and other demands or commitments, including any off-balance sheet items, the captive will incur beyond the next 12 months, as well as the proposed funding sources required to satisfy such obligations.

16. To the extent that a captive expects to rely on funding from its parent or affiliate for short-term or long-term liquidity needs, you should describe the nature and source of that funding. The captive should extend the liquidity resources discussion to describe the resources and the parent's and affiliates' ability to fulfill the potential funding needed.

17. Management should identify any known trends, demands, commitments, events or uncertainties, likely, or reasonably likely, to result in material increases/decreases in the parent's or captive's liquidity. If you identify a material decline in liquidity, indicate the course of action that the parent or captive has taken or proposes to take to remedy the decline. Also identify and separately describe internal and external liquidity sources, and briefly discuss any material unused liquid asset sources.

18. Management should describe any known material trends, favorable or unfavorable, in the captive's capital resources and indicate any expected material changes in the mix and relative cost of such resources. Include a discussion of changes between equity, debt and any off-balance sheet financing arrangements. If the captive intends to rely on capital resources from its parent or affiliates and there are material changes in their ability to provide such resources, you must explain and discuss the resultant impact and the captive's reliance on those resources.

19. We expect management to use the statement of cash flows, and other appropriate indicators, in analyzing liquidity and to present a balanced discussion dealing with cash flows from

investing, financing and operational activities. Address those matters that have materially affected the most recent period presented, but not expected to have short or long-term implications; and, conversely, those matters not materially affecting the most recent period presented, but expected to have a material affect on future periods. Examples include:

a) Changes in discretionary operating expenses;

b) Dividend requirements to the captive's parent to fund the parent's operations or debt service; or,

c) Future potential sources of capital, such as the form and amount of a parent's planned investment in the captive.

20. MD&A disclosures should not be overly general. For example, merely stating that "the captive has sufficient short-term funding to meet its liquidity needs for the next year" provides little useful information for the Department. Instead, management should specifically describe the short-term funding sources and circumstances reasonably likely to affect those liquidity sources. Rather than offer "boilerplate" language, limit the discussion to material risks, and, as with the MD&A generally, be sufficiently detailed and tailored to the captive's individual circumstances.

21. Management must identify and disclose "reasonably likely" circumstances that could materially affect liquidity, i.e., market price changes, economic downturns, defaults on guarantees, or parent or affiliate contractions of operations materially affecting the captive's financial position or operating results.

22. When identifying trends, demands, commitments, events and uncertainties that require disclosure, management should consider the following:

a) Provisions in financial guarantees or commitments, debt agreements or other arrangements that could trigger an early payment, additional collateral support, changes in terms, acceleration of maturity, or the creation of an additional financial obligation, such as adverse credit ratings changes, financial ratios, earnings or cash flows;

b) Circumstances that could impair the parent's or the captive's ability to continue to engage in transactions previously integral to historical operations, or financially or operationally essential, or that could render that activity commercially impracticable, such as the inability to maintain earnings levels, financial ratios, or collateral; and,

c) Factors specific to the captive and its parent's markets that the captive expects to be significant to the captive's or its parent's ability to raise short-term and long-term financing.

<u>Loss Reserves</u>

23. The MD&A should include a discussion of items and description of contributing risks that affect loss reserve volatility.

24. To the extent there have been significant changes in the reserving practices during the period, disclose and discuss the reasons for making those changes along with their affects on current and future captive operations. Generally consider all changes in reserving

practices, whether or not they result in significant current financial statement impact, as material changes to a captive's business plan that require the prior Department approval and attach a copy of the Department's approval letter to the MD&A.

Conclusion

25. The MD&A gives the Department the opportunity to look at the captive through its management's eyes, providing a historical and prospective analysis of the captive's financial condition and results of operations, with particular emphasis on the captive's prospects for the future. Our MD&A requirements are intentionally flexible and general. Because no two captives are identical, good MD&A disclosure for one captive is not necessarily good MD&A disclosure for another. The same is true for MD&A disclosure of the same captive in different years. We intend the MD&A to be a flexible framework for providing the Department with appropriate information concerning the captive's financial condition, changes in financial condition and results of operations.