

## SECTION 2: REGULATION with

- STATEMENT OF PURPOSE

-39 Rev. 03/2012  
(Title page)

**IMPORTANT:** Read instructions on back of last page (Certification Page) before completing this form. Failure to comply with instructions may cause disapproval of proposed Regulations

State of Connecticut  
**REGULATION**  
of

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NAME OF AGENCY  
Insurance Department

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**Concerning**

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SUBJECT MATTER OF REGULATION  
Insurance Company Holding Act

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**Regulation Concerning Insurance Company Holding Act**

**Section 1**

Sections 38a-138-1 to 38a-138-2, inclusive, of the Regulations of Connecticut State Agencies are amended to read as follows:

**Sec. 38a-138-1. Forms - general requirements**

(a) Sections 38a-138-1 to 38a-138-16, inclusive, and the forms prescribed in the Appendixes A, B, C, [and] D, E and F of Sections 38a-138-1 to 38a-138-16, inclusive, of the Regulations of Connecticut State Agencies are intended to implement the provisions of the Connecticut Insurance Holding Company System Regulatory Act, Sections 38a-129 to 38a-140, inclusive, of the Connecticut General Statutes. Appendix A of Sections 38a-138-1 to 38a-138-16, inclusive, of the Regulations of Connecticut State Agencies contains “Form A” (Statement Regarding the Acquisition of Control of or Merger With a Domestic Insurer); Appendix B of Sections 38a-138-1 to 38a-138-16, inclusive, of the Regulations of Connecticut State Agencies contains “Form B” (Insurance Holding Company System Annual Registration Statement); Appendix C of Sections 38a-138-1 to 38a-138-16, inclusive, of the Regulations of Connecticut State Agencies contains “Form C” (Summary of Registration Statement); [and] Appendix D of Sections 38a-138-1 to 38a-138-16, inclusive, of the Regulations of Connecticut State Agencies contains “Form D” (Prior Notice of a Transaction) and Form D-1 (Prior Notice Of Dividends On Common Stock And Other Distributions); Appendix E of Sections 38a-138-1 to 38a-138-16, inclusive, of the Regulations of Connecticut State Agencies contains “Form E” (Pre-Acquisition Notification Form Regarding Potential Competitive Impact); and Appendix F of Sections 38a-138-1 to 38a-138-16, inclusive, of the Regulations of Connecticut State Agencies contains “Form F” (Enterprise Risk Report). These forms are intended to be guides in the preparation of the statements required by Sections 38a-130, 38a-135, and 38a-136 of the Connecticut General Statutes; they are not intended to be blank forms which are to be filled in. Each form, when filed, shall contain the numbers and captions of all items, but the text of the items may be omitted provided the answers thereto are prepared in such a manner as to indicate clearly the scope and coverage of the items. All instructions, whether appearing under the items of the form or elsewhere

therein, are to be omitted. Unless expressly provided otherwise, if any item is inapplicable or the answer thereto is in the negative, an appropriate statement to that effect shall be made.

(b) [Four (4)] One original and five (5) complete copies of Form A statements including exhibits and all other papers and documents filed as a part thereof, and one (1) complete copy of Forms B, C,[ and ]D, D-1, E, and F including exhibits and all other papers and [document]documents filed as a part thereof, shall be filed with the Commissioner by personal delivery addressed to:

State of Connecticut Insurance Department

153 Market Street ([11<sup>th</sup>]7th Floor)

Hartford, CT 06103

Attention: [Examination]Financial Analysis Unit, Financial Regulation Division

or, by U.S. mail addressed to:

State of Connecticut, Insurance Department

P.O. Box 816

Hartford, CT 06142-0816

Attn: [Examination Division]Financial Analysis Unit, Financial Regulation Division

[A copy of Form C shall be filed in each state in which an insurer is authorized to do business, if the Commissioner of that state has notified the insurer of its request in writing, in which case the insurer has ten (10) days from receipt of the notice to file such form.] At least one of the copies shall be manually signed in the manner prescribed on the form. Unsigned copies shall be conformed. If the signature of any person is affixed pursuant to a power of attorney or other similar authority, a copy of such power of attorney or other authority shall also be filed with the statement.

(c) [Statements should be prepared on paper 8 ½ " x 11" (or 8 ½ " x 14") in size and preferably bound at the top or the top left-hand corner. Exhibits and financial statements, unless specifically prepared for the filing, may be submitted in their original size. All copies of any statement, financial statements, or exhibits shall be clear, easily readable and suitable for photocopying. Debits in credit categories and credits in debit categories shall be designated so as to be clearly distinguishable as such on photocopies. Statements shall be made in the English language and monetary values shall be stated in United States currency. If any exhibit or other paper or document filed with the statement is in a foreign language, it shall be accompanied by a translation into the English language and any monetary value shown in a foreign currency normally shall be converted into United States currency.]If an applicant requests a hearing on a consolidated basis under section 132(b)(3) of the Connecticut General Statutes, in addition to filing the Form A with the Commissioner, the applicant shall file a copy of the Form A with the National Association of Insurance Commissioners in electronic form.

(d) Statements shall be prepared in conformance to the requirements of the Commissioner and published on the Insurance Department website. Statements shall be submitted in paper copy. Copies of the statement may be submitted electronically with the prior consent of the Commissioner but date received will be based on the date the paper copy original was received by the Insurance Department. All copies of any paper statement, financial statements, or exhibits shall be clear, easily readable and suitable for photocopying. Copies submitted electronically shall be readily printable. Debits in credit categories and credits in debit categories shall be designated so as to be clearly distinguishable as such on photocopies. Statements shall be made in the English language and monetary values shall be stated in United States currency. If any exhibit or other paper or document filed with the statement is in a foreign language, it shall be accompanied by a certified translation into the English language and any monetary value shown in a foreign currency normally shall be converted into United States currency.

**Sec. 38a-138-2. Forms - incorporation by reference, summaries and omissions**

(a) Information required by any item of Form A, Form B[ or], Form D, D-1, Form E or Form F, may be incorporated by reference in answer or partial answer to any other item. Information contained in any financial statement, annual report, proxy statement, statement filed with a governmental authority, or any other document may be incorporated by reference in answer or partial answer to any item of Form A, Form B[ or], Form D, D-1, Form E or Form F, provided such document or paper is filed as an exhibit to the statement. Excerpts of documents may be filed as exhibits if the documents are extensive. Documents currently on file with the Commissioner which were filed within three years of the filing of the present documents need not be attached as exhibits. References to information contained in exhibits or in documents already on file shall clearly identify the material and shall specifically indicate that such material is to be incorporated by reference in answer to the item. Matter shall not be incorporated by reference in any case where such incorporation would render the statement incomplete, unclear or confusing.

(b) Where an item requires a summary or outline of the provisions of any document, only a brief statement shall be made as to the pertinent provisions of the document. In addition to such statement, the summary or outline may incorporate by reference particular parts of any exhibit or document currently on file with the Commissioner which was filed within three years and may be qualified in its entirety by such reference. In any case where two or more documents required to be filed as exhibits are substantially identical in all material respects except as to the parties thereto, the dates of execution, or other details, a copy of only one of such documents need be filed with a schedule identifying the omitted documents and setting forth the material details in which such documents differ from the documents a copy of which is filed.

**Section 2.**

Sections 38a-138-4 to 38a-138-7, inclusive, of the Regulations of Connecticut State Agencies are amended to read as follows:

**Sec. 38a-138-4. Forms -- additional information and exhibits**

In addition to the information expressly required to be included in Form A, Form B[ or], Form D, D-1, Form E or Form F, there shall be added such further material information, if any, as may be necessary to make the information contained therein not misleading. The person filing may also file such exhibits as it may desire in addition to those expressly required by the statement. Such exhibits shall be so marked as to indicate clearly the subject matters to which they refer. Amendments to Form A, Form B[ or], Form D, D-1, Form E or Form F, shall include on the top of the cover page the phrase: "Amendment No. (insert number) to" and shall indicate the date of the amendment and not the date of the original filing.

**Sec. 38a-138-5. Definitions**

As used in Sections 38a-138-1 to 38a-138-16, inclusive:

- (a) "Commissioner" means the Insurance Commissioner of the State of Connecticut.
- (b) "Executive officer" means chief executive officer, chief operating officer, chief financial officer, treasurer, secretary, controller, and any other individual performing functions corresponding to those performed by the foregoing officers under whatever title.
- (c) "Foreign insurer" shall include an alien insurer except where clearly noted otherwise.
- (d) "Ultimate controlling person" means that person which is not controlled by any other person.
- (e) Unless the context otherwise requires, other terms found in these regulations are used as defined in Section 38a-129 of the General Statutes.] "NAIC" means the National Association of Insurance Commissioners.
- (e) "Ultimate controlling person" means that person which is not controlled by any other person.
- (f) Unless the context otherwise requires, other terms found in these regulations are used as defined in Section 38a-129 of the Connecticut General Statutes.

**Sec. 38a-138-6. Acquisition of control -- statement filing; amendments to form A; hearing**

(a) A person required to file a statement pursuant to Sec. 38a-130 of the Connecticut General Statutes shall furnish the required information on Form A (Appendix A [of this regulation]) of Sections 38a-138-1 to 38a-138-16, inclusive, of the Regulations of Connecticut State Agencies. Such person shall also furnish the required information on Form E (Appendix E) of Sections 38a-138-1 to 38a-138-16, inclusive, of the Regulations of Connecticut State Agencies. The applicant shall promptly advise the Commissioner of any changes in the information so furnished on Form A arising subsequent to the date upon which such information was filed with the Commissioner. The Commissioner shall hold a public hearing [withing] within thirty (30) days from the date at which the

Commissioner determines that the Form A is complete in all respects. If any amendments to the Form A [is] are filed after such a determination has been made by the Commissioner, the hearing date may be postponed by the Commissioner for a reasonable period not to exceed thirty (30) days after the filing of such amendment.

**Sec. 38a-138-7. Acquisition under [subdivision (1) of] subsection (c) of section 38a-130**

If a person seeks to effectuate an acquisition of control of, or merger with, any corporation which is not itself a domestic insurance company but which controls a domestic insurance company, the name of the domestic insurer on the cover page of Form A should be indicated as follows: “ABC Insurance Company, a subsidiary of XYZ Holding Company,” and references to “the insurer” contained in Form A shall refer to both the domestic insurance company and to the corporation which controls the domestic insurance company.

**Section 3.**

The Regulations of Connecticut State Agencies are amended by adding sections 38a-138-7a and 38a-138-7b as follows:

**(NEW) Sec. 38a-138-7a. Confidential Notification of Proposed Divestiture**

(a) If a domestic insurance company, including any person controlling a domestic insurance company, is seeking to divest in any manner such person’s controlling interest in such insurance company, that person shall file, pursuant to section 38a-130 of the Connecticut General Statutes, with the Commissioner and send to such insurance company a confidential notice of the proposed divestiture, information relating to the proposed divestiture, except if such person has filed a Form A statement with the Commissioner pursuant to Section 38a-130(a)(2)(A) of the Connecticut General Statutes.

(b) Prior approval by the Commissioner of a proposed divestiture is required if:

(1) immediately following the divestiture of control the domestic insurer would not be able to satisfy the requirements for the issuance of a new license to write the line or lines of insurance for which the insurer is presently licensed;

(2) the effect of the divestiture of control would be to substantially lessen the competition in this state or tend to create a monopoly herein;

(3) the effect of the divestiture is to liquidate the insurance company, cause the sale of such insurance company’s assets or cause such insurance company to consolidate or merge with any person, or cause any other material change to the business or corporate structure or management that is unfair and unreasonable to policyholders of the insurance company and not in the public interest;

(4) as a result of the divestiture, a lack of competence, trustworthiness, experience and integrity of the persons who would control the operation of the domestic insurer would cause the change of control to not be in the best interest of the insurer's policyholders and the public;

(5) the divestiture will create a change of control which is likely to be hazardous or prejudicial to those buying insurance;

(6) the divestiture of control may jeopardize the financial stability of the domestic insurer or prejudice the interest of the domestic insurer's policyholders and other claimants; or

(7) the divestiture of control would violate the law of this State or another state or the United States.

**(NEW) Sec. 38a-138-7b. Pre-Acquisition Notification**

If a domestic insurance company, including any person controlling a domestic insurance company, is proposing a merger or acquisition pursuant to section 38a-130 of the Connecticut General Statutes, that person shall file a pre-acquisition notification form, Form E (Appendix E of Sections 38a-138-1 to 38a-138-16, inclusive, of the Regulations of Connecticut State Agencies), which was developed pursuant to section 38a-131(c)(1) of the Connecticut General Statutes. Additionally, if a non-domiciliary insurance company licensed to do business in this state is proposing a merger or acquisition pursuant to section 38a-131 of the Connecticut General Statutes, that person shall file a pre-acquisition notification form, Form E (Appendix E of Sections 38a-138-1 to 38a-138-16, inclusive, of the Regulations of Connecticut State Agencies). No pre-acquisition form need be filed if the acquisition is beyond the scope of section 38a-131 of the Connecticut General Statutes as set forth in section 38a-131(b)(2) of the Connecticut General Statutes. In addition to the information required by Form E (Appendix E of Sections 38a-138-1 to 38a-138-16, inclusive, of the Regulations of Connecticut State Agencies), the Commissioner may require an expert opinion as to the competitive impact of the proposed acquisition.

**Section 4:**

Sections 38a-138-8 to 38a-138-9, inclusive, of the Regulations of Connecticut State Agencies are amended to read as follows:

**Sec. 38a-138-8. Annual registration of insurers - statement filing**

An insurer required to file an annual registration statement pursuant to Section 38a-135 of the Connecticut General Statutes shall furnish the required information on Form B (Appendix B [of this regulation] of Sections 38a-138-1 to 38a-138-16, inclusive, of the Regulations of Connecticut State Agencies).

**Sec. 38a-138-9. Summary of registration - statement filing**

An insurer required to file an annual registration statement pursuant to Section 38a-135 of the Connecticut General Statutes is also required to furnish information required on Form C (Appendix C

[of this regulation] of Sections 38a-138-1 to 38a-138-16, inclusive, of the Regulations of Connecticut State Agencies). An insurer shall file a copy of Form C in each state in which the insurer is authorized to do business, if requested by the Commissioner of that state.

#### **Section 5:**

Sections 38a-138-11 of the Regulations of Connecticut State Agencies is amended to read as follows:

#### **Sec. 38a-138-11. Alternative and consolidated registrations**

(a) Any authorized insurer may file a registration statement on behalf of any affiliated insurer or insurers which are required to register under Section 38a-135 of the Connecticut General Statutes. A registration statement may include information not required by the Act regarding any insurer in the insurance holding company system even if such insurer is not authorized to do business in this state. In lieu of filing a registration statement on Form B, the authorized insurer may file a copy of the registration statement or similar report which it is required to file in its State of domicile, provided:

(1) the statement or report contains substantially similar information required to be furnished on Form B; and

(2) the filing insurer is the principal insurance company in the insurance holding company system.

(b) The question of whether the filing insurer is the principal insurance company in the insurance holding company system is a question of fact and an insurer filing a registration statement or report in lieu of Form B on behalf of an affiliated insurer, shall set forth a brief statement of facts which will substantiate the filing insurer's claim that it, in fact, is the principal insurer in the insurance holding company system.

(c) With the prior approval of the Commissioner, an unauthorized insurer may follow any of the procedures which could be done by an authorized insurer under subsection (a) above.

(d) Any insurer may take advantage of the provisions of subsection (h) or (i) of section 38a-135 of the Connecticut General Statutes without obtaining the prior approval of the Commissioner. The Commissioner, however, reserves the right to require individual filings if he deems such filings necessary in the interest of clarity, ease of administration or the public good.

#### **Section 6:**

Sections 38a-138-13 of the Regulations of Connecticut State Agencies is amended to read as follows:

#### **Sec. 38a-138-13. Transactions subject to prior notice -- notice filing**

(a) An insurer required to give notice of a proposed transaction pursuant to Section 38a-136 of the Connecticut General Statutes shall furnish the required information on Form D (Appendix D [of

this regulation] of Sections 38a-138-1 to 38a-138-16, inclusive, of the Regulations of Connecticut State Agencies).

(b) Agreements for cost sharing services and management services shall at a minimum and as applicable:

- (1) Identify the person providing the service and the nature of such services;
- (2) Set forth the methods to allocate costs;
- (3) Require timely settlement, not less frequently than on a quarterly basis, and compliance with the requirements in the Accounting Practices and Procedures Manual;
- (4) Prohibit advancement of funds by the insurer to the affiliate except to pay for services defined in the agreement;
- (5) State that the insurer will maintain oversight for functions provided to the insurer by the affiliate and that the insurer will monitor services annually for quality assurance;
- (6) Define books and records of the insurer to include all books and records developed or maintained under or related to the agreement;
- (7) Specify that all books and records of the insurer are and remain the property of the insurer and are subject to control of the insurer;
- (8) State that all funds and invested assets of the insurer are the exclusive property of the insurer, held for the benefit of the insurer and are subject to the control of the insurer;
- (9) Include standards for termination of the agreement with and without cause;
- (10) Include provisions for indemnification of the insurer in the event of gross negligence or willful misconduct on the part of the affiliate providing the services;
- (11) Specify that, if the insurer is placed in receivership or seized by the Commissioner under Chapter 704c of the Connecticut General Statutes:
  - (A) all of the rights of the insurer under the agreement extend to the receiver or Commissioner; and,
  - (B) all books and records will immediately be available to the receiver or the Commissioner, and shall be turned over to the receiver or Commissioner immediately upon the receiver or the Commissioner's request;
- (12) Specify that the affiliate has no automatic right to terminate the agreement if the insurer is placed in receivership pursuant to Chapter 704c of the Connecticut General Statutes; and,
- (13) Specify that the affiliate will continue to maintain any systems, programs or other infrastructure notwithstanding a seizure by the Commissioner under Chapter 704c of the Connecticut General Statutes, and will make them available to the receiver, for as long as the affiliate continues to receive timely payment for services rendered.

#### **Section 7:**

The Regulations of Connecticut State agencies are amended by adding section 38a-138-13a as follows:

#### **(NEW) Sec. 38a-138-13a. Enterprise Risk Report**

The ultimate controlling person of an insurer required to file an enterprise risk report pursuant to section 38a-135(f) of the Connecticut General Statutes shall furnish the required information on Form F (Appendix F of Sections 38a-138-1 to 38a-138-16, inclusive, of the Regulations of Connecticut State Agencies).

#### **Section 8:**

Sections 38a-138-14 to 38a-138-16, inclusive, of the Regulations of Connecticut State Agencies are amended to read as follows:

**Sec. 38a-138-14. Ordinary Dividends; Extraordinary dividends and other distributions**

(a) [Requests for approval of extraordinary dividends or any other extraordinary distribution to shareholders shall include the following:

(1) The amount of the proposed dividend;

(2) The date established for payment of the dividend;

(3) A statement as to whether the dividend is to be in cash or other property and, if in property, a description thereof, its cost, and its fair market value together with an explanation of the basis for valuation;

(4) A copy of the calculations determining that the proposed dividend is extraordinary. The work paper shall include the following information:

(i) The amounts, dates and form of payment of all dividends or distributions (including regular dividends but excluding distributions of the insurers own securities) paid within the period of 12 consecutive months ending on the date fixed for payment of the proposed dividend for which approval is sought and commencing on the day after the same day of the same month in the last preceding year.

(ii) Surplus as regards policyholders (total capital and surplus) as of the 31st day of December next preceding;

(iii) If the insurer is a life insurer, the net gain from operations for the 12-month period ending the 31st day of December next preceding;

(iv) If the insurer is not a life insurer, the net income less realized capital gains for the 12-month period ending the 31st day of December next preceding and the two preceding 12-months periods; and

(v) If the insurer is not a life insurer, the dividends paid to stockholders excluding distributions of the insurer's own securities in the preceding two calendar years.

(5) The insurer's most recent annual or quarterly balance sheet and statement of income filed pursuant to Section 38a-53, a statement as to whether there has been a material change in the financial condition of the insurer since such financial report was filed with the Commissioner; and

(6) A brief statement as to the effect of the proposed dividend upon the insurer's surplus and the reasonableness of surplus in relation to the insurer's outstanding liabilities and the adequacy of surplus relative to the insurer's financial needs.

(b) Subject to subsection (f) of Section 38a-136 of the General Statutes, each registered insurer shall report to the Commissioner all dividends and other distributions to shareholders within 15 business days following the declaration thereof, including the same information required by subsections (a) (4)

(i)-(v).] Notice of Ordinary Dividends. Any domestic insurance company required, pursuant to section 38a-136(h) of the Connecticut General Statutes, to notify the Commissioner of a dividend or other distribution to its securityholders shall notify the Commissioner of the proposed dividend or distribution in writing within five (5) business days following declaration and no less than ten (10) business days prior to payment thereof. The ten (10) day period shall begin the day the notice is

received by the Insurance Department. Such notice shall be deemed incomplete unless all the information required by this section has been included therein. The domestic insurance company shall provide to the Commissioner the information required by, and in the format specified by, Form D-1 (Appendix D of Sections 38a-138-1 to 38a-138-16, inclusive, of the Regulations of Connecticut State Agencies).

(b) Approval of Extraordinary Dividends or Other Extraordinary Distributions. Any domestic insurance company required, pursuant to section 38a-136(f) of the Connecticut General Statutes, to notify the Commissioner of an extraordinary dividend or other extraordinary distribution to its stockholders shall notify the Commissioner of the proposed dividend or distribution in writing within five (5) business days following declaration and no less than thirty (30) days prior to payment thereof. The thirty (30) day period shall begin the day the notice is received by the Insurance Department. Such notice shall be deemed incomplete unless all the information required by this section has been included therein. The domestic insurance company shall file a request with the Commissioner for approval of any extraordinary dividend or any other extraordinary distribution to shareholders, and shall include the information required by, and in the format specified by Form D-1 (Appendix D of Sections 38a-138-1 to 38a-138-16, inclusive, of the Regulations of Connecticut State Agencies).

(1) The amount of the proposed dividend;

(2) The date established for payment of the dividend;

(3) A statement as to whether the dividend is to be in cash or other property and, if in property, a description thereof, its cost, and its fair market value together with an explanation of the basis for valuation;

(4) A copy of the calculations determining that the proposed dividend is extraordinary. The work paper shall include the following information:

(i) The amounts, dates and form of payment of all dividends or distributions (including regular dividends but excluding distributions of the insurers own securities) paid within the period of twelve (12) consecutive months ending on the date fixed for payment of the proposed dividend for which approval is sought and commencing on the day after the same day of the same month in the last preceding year.

(ii) Surplus as regards policyholders (total capital and surplus) as of the 31st day of December next preceding;

(iii) If the insurer is a life insurer, the net gain from operations for the 12-month period ending the 31st day of December next preceding;

(iv) If the insurer is not a life insurer, the net income for the 12-month period ending the 31st day of December next preceding and the two preceding 12-month periods; and

(v) If the insurer is not a life insurer, the dividends paid to stockholders excluding distributions of the insurer's own securities in the preceding two calendar years.

(5) The insurer's most recent annual or quarterly balance sheet and statement of income filed pursuant to Section 38a-53 of the Connecticut General Statutes, a statement as to whether there has been a material change in the financial condition of the insurer since such financial report was filed with the Commissioner; and

(6) (i) A brief statement as to the effect of the proposed dividend upon the insurer's surplus and the reasonableness of surplus in relation to the insurer's outstanding liabilities and the adequacy of surplus relative to the insurer's financial needs.

(ii) In the case of a proposed payment of extraordinary dividends pursuant to section 38a-136(f) of the Connecticut General Statutes, the Commissioner may require supplemental information in addition to the information required by Form D-1, Appendix D of Sections 38a-138-1 to 38a-138-16, inclusive, of the Regulations of Connecticut State Agencies. Supplemental information required by the Commissioner may include but is not limited to: a statement in narrative form of the effects of the proposed dividends on the company's most recent Management Discussion and Analysis, a statement of financial position; a statement of operations; a statement of cash flows; a statement of changes in capital and surplus accounts; a statement in schedule form of risk-based capital requirements; and a statement of significant trends in reinsurance programs, premium volume and/or mix, losses, benefits, and general expenses.

(c) Proof of Receipt. Certified Mail confirmation, confirmation from a commercial delivery service, or the date stamped upon the notice by the Insurance Department acknowledging receipt of the filing required by this section shall serve as proof of the date of receipt of the filing.

(d) The notification shall be directed to the Financial Analysis Unit, Financial Regulation Division, of the Connecticut Insurance Department.

### **Sec. 38a-138-15. Adequacy of surplus**

The factors set forth in subsection (g) of section 38a-136 of the Connecticut General Statutes are not intended to be an exhaustive list. In determining the adequacy and reasonableness of an insurer's surplus no single factor is necessarily controlling. The Commissioner, instead, will consider the net effect of all of these factors plus other factors bearing on the financial condition of the insurer. In comparing the surplus maintained by other insurers, the Commissioner shall consider the extent to which each of these factors varies from company to company and in determining the quality and liquidity of investments in subsidiaries, the Commissioner shall consider the individual subsidiary and may discount or disallow its valuation to the extent that the individual investments so warrant.

### **Sec. 38a-138-16. Severability**

If any provision of [these regulations] sections 38a-138-1 to 38a-138-16, inclusive, of the Regulations of Connecticut State Agencies, or the application thereof to any person or circumstance is held invalid, such determination shall not affect other provisions or applications of [these regulations] sections 38a-138-1 to 38a-138-16, inclusive, of the Regulations of Connecticut State Agencies which can be given effect without the invalid provision or application, and to that end the provisions of [these regulations] sections 38a-138-1 to 38a-138-16, inclusive, of the Regulations of Connecticut State Agencies are severable.

**Section 9:**

The Appendices to Sections 38a-138-1 to 38a-138-16, inclusive, of the Regulations of Connecticut State Agencies are amended to read as follows:

APPENDIX A

**Form A**

**Statement Regarding the Acquisition of Control of or Merger With A Domestic Insurer**

\_\_\_\_\_  
Name of Domestic Insurer

BY

\_\_\_\_\_  
Name of Acquiring Person (Applicant)

Filed with the Insurance Department of

\_\_\_\_\_  
(State of domicile of insurer being acquired)

Dated: \_\_\_\_\_, [19]20\_\_\_\_

Name, Title, address and telephone number of Individual to Whom Notices and Correspondence Concerning this Statement Should be Addressed:

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

**Item 1. Insurer and Method of Acquisition**

State the name and address of the domestic insurer to which this application relates and a brief description of how control is to be acquired or the merger effected.

**Item 2. Identity and Background of the Applicant**

(a) State the name and address of the applicant seeking to acquire control over or to effect a merger with the insurer.

(b) If the applicant is not an individual, state the nature of its business operations for the past five years or for such lesser period as such person and any predecessors thereof shall have been in existence. Briefly describe the business intended to be done by the applicant and the applicant's subsidiaries and affiliates.

(c) Furnish a chart or listing clearly presenting the identities of the inter-relationships among the applicant and all affiliates of the applicant. [No affiliate need be identified if its total assets are

equal to less than ½ of 1% of the total assets of the ultimate controlling person affiliated with the applicant. ]Indicate in such chart or listing the percentage of voting securities of each such person which is owned or controlled by the applicant or by any other such person. If control of any person is maintained other than by the ownership or control of voting securities, indicate the basis of such control. As to each person specified in such chart or listing indicate the type of organization (e.g. corporation, trust, partnership) and the state or other jurisdiction of domicile. If court proceedings involving a reorganization or liquidation are pending with respect to any such person, indicate which person, and set forth the title of the court, nature of proceedings and the date when commenced.

### **Item 3. Identity and Background of Individuals Associated With the Applicant**

[State] On the biographical affidavit, include a third party background check by agency acceptable to Commissioner and state the following with respect to (1) the applicant if (s)he is an individual or (2) all persons who are directors, trustees, executive officers or owners, beneficial or otherwise, of 10% or more of the voting securities of the applicant if the applicant is not an individual.

(a) Name and business address;

(b) Present principal business activity, occupation or employment including position and office held and the name, principal business and address of any corporation or other organization in which such employment is carried on;

(c) Material occupations, positions, offices or employment during the last five years, giving the starting and ending dates of each and the name, principal business and address of any business corporation or other organization in which each such occupation, position, office or employment was carried on; if any such occupation, position, office or employment required licensing by or registration with any federal, state or municipal governmental agency, indicate such fact, the current status of such licensing or registration, and an explanation of any surrender, revocation, suspension or disciplinary proceedings in connection therewith.

(d) Whether or not such person has ever been convicted in a criminal proceeding (excluding minor traffic violations) during the last ten years and, if so, give the date, nature of conviction, name and location of court, and penalty imposed or other disposition of the case.

(e) Whether or not, during the last ten years, such person has been the subject of any proceeding under the Federal Bankruptcy Code, (or in the case of an alien person, such equivalent provision) or whether or not, during the ten year period, any business or organization in which such person was a director, officer, trustee, partner, owner, manager or other official has been subject to any such proceeding, (or in the case of an alien person or such equivalent provision) either during the time in which such person was a director, officer or trustee, if a corporation, or a partner, owner, manager, joint venturer, or the official, if not a corporation, or within twelve months thereafter;

(f) Whether or not, during the ten year period, such person has been enjoined, either temporarily or permanently, by a court of competent jurisdiction from violating, actually or

potentially, any federal or state law, or, in the case of an alien person, applicable law regulating the business of insurance, securities, or banking, together with details as to any such event; and

(g) A complete credit report on such person prepared by an independent credit rating agency acceptable to the Commissioner.

#### **Item 4. Nature, Source and Amount of Consideration**

(a) Describe the nature, source, and amount of funds or other considerations used or to be used in effecting the merger or other acquisition of control. If any part of the same is represented or is to be represented by funds or other consideration borrowed or otherwise obtained for the purpose of acquiring, holding, or trading securities, furnish a description of the transaction, the names of the parties thereto, the relationship, if any, between the borrower and the lender, the amounts borrowed or to be borrowed, including any pledge of the insurance company's stock or the stock of any of its subsidiaries or affiliates, and copies of all agreements, promissory notes, and security arrangements relating thereto.

(b) Explain the criteria used in determining the nature and amount of such consideration.

(c) If the source of the consideration is a loan made in the lender's ordinary course of business and if the applicant wishes the identity of the lender to remain confidential, he must specifically request that the identity be kept confidential.

#### **Item 5. Future Plans of Insurer**

Describe any plans or proposals which the applicant may have to declare an extraordinary dividend or make other distributions, to liquidate such insurer, to sell its assets to or merge or consolidate it with any person or persons or to make any other material change in its business operations or corporate structure or management, or to cause the insurer to enter into material contracts, agreements, arrangements, understandings or transactions of any kind with any party. In addition, describe any plans or proposals of the applicant or any of its affiliates, including any plans or proposals for ownership or control of any of the insurer's affiliates, which may have a material effect on the insurer.

#### **Item 6. Voting Securities to be Acquired**

State the number of shares of the insurer's voting securities which the applicant, its affiliates and any person listed in Item 3 plan to acquire, and the terms of the offer, request, invitation, agreement, or acquisition, and a statement as to the method by which the fairness of the proposal was arrived at, including but not limited to, a certification by any consultant, accountant, financial advisor or other expert, used by such person, as to the accuracy and fairness of the method.

#### **Item 7. Ownership of Voting Securities**

State the amount of each class of any voting security of the insurer which is beneficially owned or concerning which there is a right to acquire beneficial ownership by the applicant, its affiliates or any person listed in Item 3, including any security convertible into a right to acquire a voting security whether or not such right or conversion or acquisition is exercisable immediately or at some future time.

**Item 8. Contracts, Arrangements, or Understandings With Respect to Voting Securities of the Insurer**

Give a full description of any contracts, arrangements, or understandings, whether oral or in writing, with respect to any voting security of the insurer or any security convertible into or evidencing a right to acquire a voting security whether or not such right of conversion or acquisition is exercisable immediately or at some future time, in which the applicant, its affiliates or any person listed in Item 3 is involved, including but not limited to transfer of any of the securities, joint ventures, loan or option arrangements, puts or calls, guarantees of loans, guarantees against loss or guarantees of profits, division of losses or profits, or the giving or withholding of proxies. Such description shall identify the persons with whom such contracts, arrangements or understandings have been entered into. A copy of any such written contracts, agreements, arrangements, or understandings shall be provided to the Commissioner.

**Item 9. Recent Purchases of Voting Securities**

Describe any purchases of any voting securities of the insurer by the applicant, its affiliates, or any person listed in Item 3 during the 12 calendar months preceding the filing of this Statement. Include in such description the dates of purchase, the names of the purchasers, and the consideration paid or agreed to be paid therefor. State whether any such shares so purchased are hypothecated and, if hypothecated, describe the terms of such arrangement.

**Item 10. Recent Recommendation to Purchase**

Describe any recommendations to purchase any voting security of the insurer made by the applicant, its affiliates or any person listed in Item 3, or by anyone based upon interviews or at the suggestion of the applicant, its affiliates or any person listed in Item 3 during the 12 calendar months preceding the filing of this statement.

**Item 11. Agreements With Broker-Dealers**

Describe the terms of any agreement, contract or understanding made with any broker-dealer as to solicitation of voting securities of the insurer for tender and the amount of any fees, commissions or other compensation to be paid to broker-dealers with regard thereto.

**Item 12. Financial Statements and Exhibits**

(a) Financial statements [and], exhibits, and three-year financial projections of the insurer(s) shall be attached to this statement as an appendix, but list under this item the financial statements and exhibits so attached.

(b) The financial statements shall include the annual financial statements of the persons identified in Item 2 (c) for the preceding five fiscal years (or for such lesser period as such applicant and its affiliates and any predecessors thereof shall have been in existence), and similar unaudited financial information covering the period from the end of such person's last fiscal year, if such information is available. Such statements may be prepared on either an individual basis, or, unless the Commissioner otherwise requires, on a consolidated basis if such consolidated statements are prepared in the usual course of business.

The annual financial statements of the applicant shall be accompanied by the certificate of an independent public accountant to the effect that such statements present fairly the financial position of the applicant and the results of its operations for the year then ended, in conformity with generally accepted accounting principles or with requirements of insurance or other accounting principles prescribed or permitted under law, unaudited financial information shall be accompanied by [a]an affidavit or certification of the chief financial officer of the acquiring party that (1) such unaudited financial statement is true and correct, as of its date, and (2) there has been no material change in the financial statements to the[dated]date of the affidavit or certification. If the applicant is an insurer which is actively engaged in the business of insurance, the financial statements need not be certified, provided they are based on the Annual Statement of such person filed with the insurance department of the person's domiciliary state and are in accordance with the requirements of insurance or other accounting principles prescribed or permitted under the law and regulations of such state.

(c) File as exhibits copies of all tender offers for, requests or invitations for, tenders of, exchange offers for, and agreements to acquire or exchange any voting securities of the insurer and (if distributed) of additional soliciting material relating thereto, any proposed employment, consultation, advisory or management contracts concerning the insurer, annual reports to the stockholders of the insurer and the applicant for the last two fiscal years, and any additional documents or papers required by Form A or Sections 38a-138-1 and 38a-138-3.

### **Item 13. [Other Information**

(a) Attach copies of any regulatory filings of any acquiring party in connection with the proposed acquisition of control or merger including, but not limited to, filings with the Securities and Exchange Commission, the United States Department of Justice, or any other Federal or State regulatory body or commission.

(b) Provide an analysis of the competitive impact in the State of Connecticut on each line of insurance listed in the annual statements of the insurer affected by such acquisition.

(c) Provide such additional information as the Commissioner may prescribe as necessary or appropriate for the protection of policyholders of the insurance company or in the public interest.]

**Agreement Requirements for Enterprise Risk Management**

Applicant agrees to provide, to the best of its knowledge and belief, the information required by Item 9 of the Form F within fifteen (15) days after the end of the month in which the acquisition of control occurs.

**Item 14. [Signature and Certification**

Signature and certification required as follows:

**SIGNATURE**

Pursuant to the requirements of Section 38a-130 of the Connecticut General Statutes, \_\_\_\_\_ has caused this application to be duly signed on its behalf in the City of \_\_\_\_\_ and State of \_\_\_\_\_ on the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_.

(SEAL) \_\_\_\_\_  
Name of Applicant

BY \_\_\_\_\_  
(Name) (Title)

Attest:

\_\_\_\_\_  
(Signature of Officer)

\_\_\_\_\_  
(Title)

**CERTIFICATION**

The undersigned deposes and says that (s)he has duly executed the attached application dated \_\_\_\_\_, 19\_\_, for and on behalf of \_\_\_\_\_; that (s)he is the \_\_\_\_\_  
(Name of Applicant) (Title of Officer)

of such company and that (s)he is authorized to execute and file such instrument. Deponent further says that (s)he is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of his/her knowledge, information and belief.

(Signature) \_\_\_\_\_

(Type or print name beneath) \_\_\_\_\_]

**Other Information**

(a) Attach copies of any regulatory filings of any acquiring party in connection with the proposed acquisition of control or merger including, but not limited to, filings with the Securities and

Exchange Commission, the United States Department of Justice, or any other Federal or State regulatory body or commission.

(b) Provide an analysis of the competitive impact in the State of Connecticut on each line of insurance listed in the annual statements of the insurer affected by such acquisition.

(c) Provide such additional information as the Commissioner may prescribe as necessary or appropriate for the protection of policyholders of the insurance company or in the public interest.

**Item 15. Signature and Certification**

Signature and certification required as follows:

**SIGNATURE**

Pursuant to the requirements of Section 38a-130 of the Connecticut General Statutes, \_\_\_\_\_  
has caused this application to be duly signed on its behalf in the City of \_\_\_\_\_ and State of \_\_\_\_\_  
on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

(SEAL) \_\_\_\_\_

Name of Applicant

BY \_\_\_\_\_

(Name)

(Title)

Attest:

\_\_\_\_\_  
(Signature of Officer)

\_\_\_\_\_  
(Title)

**CERTIFICATION**

The undersigned deposes and says that (s)he has duly executed the attached application dated \_\_\_\_\_, 20\_\_, for and on behalf of \_\_\_\_\_; that (s)he is the \_\_\_\_\_

(Name of Applicant)

(Title of Officer)

of such company and that (s)he is authorized to execute and file such instrument. Deponent further says that (s)he is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of his/her knowledge, information and belief.

(Signature) \_\_\_\_\_

(Type or print name beneath) \_\_\_\_\_



specified in such chart or listing indicate the type of organization (e.g., corporation, trust, partnership) and the state or other jurisdiction of domicile.

### **Item 3. The Ultimate Controlling Person**

As to the ultimate controlling person in the insurance holding company system furnish the following information:

- (a) Name.
- (b) Home office address.
- (c) Principal executive office address.
- (d) The organizational structure of the person, i.e., corporation, partnership, individual, trust, etc.
- (e) The principal business of the person.
- (f) The name and address of any person who holds or owns 10% or more of any class of voting security, the class of such security, the number of shares held of record or known to be beneficially owned, and the percentage of class so held or owned.
- (g) If court proceedings involving a reorganization or liquidation are pending, indicate the title and location of the court, the nature of proceedings and the date when commenced.

### **Item 4. Biographical Information**

[Furnish] If the ultimate controlling person is a corporation, an organization, a limited liability company, or other legal entity, furnish the following information for the directors and executive officers of the ultimate controlling person: the individual's name and address, his or her principal occupation and all offices and positions held during the past five years, and any conviction of crimes other than minor traffic violations [during the past ten years]. If the ultimate controlling person is an individual, furnish the individual's name and address, his or her principal occupation and all offices and positions held during the past five years, and convictions of crimes other than minor traffic violations.

### **Item 5. Transactions and Agreements**

Briefly describe the following agreements in force, and transactions currently outstanding or which have occurred during the last calendar year between the Registrant and its affiliates:

- (1) loans, other investments, or purchases, sales or exchanges of securities of the affiliates by the Registrant or of the Registrant by its affiliates;
- (2) purchases, sales or exchanges of assets;
- (3) transactions not in the ordinary course of business;
- (4) guarantees or undertakings for the benefit of an affiliate which result in an actual contingent exposure of the Registrant's assets to liability, other than insurance contracts entered into in the ordinary course of the Registrant's business;
- (5) management agreements, service contracts and cost-sharing arrangements;

- (6) reinsurance agreements;
- (7) dividends and other distributions to shareholders;
- (8) consolidated tax allocation agreements; and
- (9) any pledge of the Registrant's stock and/or of the stock of any subsidiary or controlling affiliate, for a loan made to any member of the insurance holding company system.

No information need be disclosed if such information is not material for purposes of Section 38a-135 of the General Statutes.

Sales, purchases, exchanges, loans or extensions of credit, investments or guarantees involving one-half of 1% or less of the Registrant's admitted assets as of the 31st day of December next preceding shall not be deemed material.

The description shall be in a manner as to permit the proper evaluation thereof by the Commissioner, and shall include at least the following: the nature and purpose of the transaction, the nature and amounts of any payments or transfers of assets between the parties, the identity of all parties to such transaction, and relationship of the affiliated parties to the Registrant.

#### **Item 6. Litigation or Administrative Proceedings**

A brief description of any litigation or administrative proceedings of the following types, either then pending or concluded within the preceding fiscal year, to which the ultimate controlling person or any of its directors or executive officers was a party or of which the property of any such person is or was the subject; give the names of the parties and the court or agency in which such litigation or proceeding is or was pending:

- (a) Criminal prosecutions or administrative proceedings by any government agency or authority which may be relevant to the trustworthiness of any party thereto; and
- (b) Proceedings which in the opinion of management may have a material effect upon the solvency or capital structure of the ultimate holding company including, but not necessarily limited to, bankruptcy, receivership or other corporate reorganizations.

#### **Item 7. Statement Regarding Plan or Series of Transactions**

The insurer shall furnish a statement that transactions entered into since the filing of the prior year's annual registration statement are not part of a plan or series of like transactions, the purpose of which is to avoid statutory threshold amounts and the review that might otherwise occur.

#### **Item 8. Financial Statements and exhibits**

(a) Financial statements and exhibits should be attached to this statement as an appendix, but list under this item the financial statements and exhibits so attached.

(b) [The]If the ultimate controlling person is a corporation, an organization, a limited liability company, or other legal entity, the financial statements shall include the annual financial statements

of the ultimate controlling person in the insurance holding company system as of the end of the person's latest fiscal year.

If at the time of the initial registration, the annual financial statements for the latest fiscal year are not available, annual statements for the previous fiscal year may be filed and similar financial information shall be filed for any subsequent period to the extent such information is available. Such financial statements may be prepared on either an individual basis, or unless the Commissioner otherwise requires, on a consolidated basis if such consolidated statements are prepared in the usual course of business.

Other than with respect to the foregoing, such financial statement shall be filed in a standard form and format adopted by the NAIC, unless an alternative form is accepted by the Commissioner. Documentation and financial statements filed with the Securities and Exchange Commission or audited financial statements prepared in accordance with generally accepted accounting principles shall be deemed to be an appropriate form and format.

Unless the Commissioner otherwise permits, the annual financial statements shall be accompanied by the certificate of an independent public accountant to the effect that such statements present fairly the financial position of the ultimate controlling person and the results of its operations for the year then ended, in conformity with generally accepted accounting principles or with requirements of insurance or other accounting principles prescribed or permitted under law. If the ultimate controlling person is an insurer which is actively engaged in the business of insurance, the annual financial statements need not be certified, provided they are based on the Annual Statement of such insurer filed with the insurance department of the insurer's domiciliary State and are in accordance with requirements of insurance or other accounting principles prescribed or permitted under the law and regulations of such state.

Any ultimate controlling person who is an individual may file personal financial statements that are reviewed rather than audited by an independent public accountant. The review shall be conducted in accordance with standards for review of personal financial statements published in the Personal Financial Statements Guide by the American Institute of Certified Public accountants. Personal financial statements shall be accompanied by the independent public accountant's Standard Review Reporting stating that the accountant is not aware of any material modifications that should be made to the financial statements in order for the statements to be in conformity with generally accepted accounting principles.

(c) Exhibits shall include copies of the latest annual reports to shareholders of the ultimate controlling person and proxy material used by the ultimate controlling person; and any additional documents or papers required by Form B or Sections 38a-138-1 and 38a-138-3.

#### **Item 9. Form C Required**

A Form C, Summary of Changes to Registration Statement, must be prepared and filed with this Form B.

**Item 10. Signature and Certification**

Signature and certification required as follows:

**SIGNATURE**

Pursuant to the requirements of Section 38a-135 of the Connecticut General Statutes, the Registrant has caused this annual registration statement to be duly signed on its behalf in the City of \_\_\_\_\_ and State of \_\_\_\_\_ on the \_\_\_\_\_ day of \_\_\_\_\_, [19]20\_\_.

(SEAL) \_\_\_\_\_

Name of Registrant

BY \_\_\_\_\_

(Name)

(Title)

Attest:

\_\_\_\_\_  
(Signature of Officer)

\_\_\_\_\_  
(Title)

**CERTIFICATION**

The undersigned deposes and says that (s)he has duly executed the attached annual registration statement dated \_\_\_\_\_, [19]20\_\_, for and on behalf of \_\_\_\_\_; that (s)he is the \_\_\_\_\_ of such company and that

(Name of Company);

(Title of Officer)

(s)he is authorized to execute and file such instrument. Deponent further says that (s)he is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of his/her knowledge, information and belief.

(Signature) \_\_\_\_\_

(Type or print name beneath) \_\_\_\_\_

APPENDIX C

**Form C**

**Summary of Changes to Registration Statement**

Filed with the Insurance Department of the State of \_\_\_\_\_

By

\_\_\_\_\_  
Name of Registrant

On Behalf of Following Insurance Companies

Name

Address

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Date: \_\_\_\_\_, [19]20\_\_

Name, Title, Address and telephone number of Individual to Whom Notices and Correspondence Concerning This Statement Should Be Addressed:

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Furnish a brief description of all items in the current annual registration statement which represent changes from the prior year's annual registration statement. The description shall be in a manner as to permit the proper evaluation thereof by the Commissioner, and shall include specific references to Item numbers in the annual registration statement and to the terms contained therein.

Changes occurring under Item 2 of Form B insofar as changes in the percentage of each class of voting securities held by each affiliate is concerned, need only be included where such changes are ones which result in ownership or holdings of 10 percent or more of voting securities, loss or transfer of control, or acquisition or loss of partnership interest.

Changes occurring under Item 4 of Form B need only be included where: an individual is, for the first time, made a director or executive officer of the ultimate controlling person; a director or executive officer terminates his or her responsibilities with the ultimate controlling person; or in the event an individual is named president of the ultimate controlling person.

If a transaction disclosed on the prior year's annual registration statement has been changed, the nature of such change shall be included. If a transaction disclosed on the prior year's annual registration statement has been effectuated, furnish the mode of completion and any flow of funds between affiliates resulting from the transaction.

The insurer shall furnish a statement that transactions entered into since the filing of the prior year's annual registration statement are not part of a plan or series of like transactions whose purpose it is to avoid statutory threshold amounts and the review that might otherwise occur.

**SIGNATURE AND CERTIFICATION**

Signature and certification required as follows:

**SIGNATURE**

Pursuant to the requirements of Section 38a-135 of the Connecticut General Statutes, the Registrant has caused this summary of registration statement to be duly signed on its behalf in the

City of \_\_\_\_\_ and State of \_\_\_\_\_ on the \_\_\_\_\_ day of \_\_\_\_\_, [19]20 \_\_\_\_\_

(SEAL) \_\_\_\_\_

Name of Registrant

By \_\_\_\_\_

(Name)

(Title)

Attest:

\_\_\_\_\_  
(Signature of Officer)

\_\_\_\_\_  
(Title)

**CERTIFICATION**

The undersigned deposes and says that (s)he has duly executed the attached summary of registration statement dated \_\_\_\_\_, [19]20\_\_\_\_, for and on behalf of \_\_\_\_\_; that

(Name of Company);

(s)he is the \_\_\_\_\_ of such company and that (s)he is authorized to execute and file

(Title of Officer)

Such instrument. Deponent further says that (s)he is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of his/her knowledge, information and belief.

(Signature) \_\_\_\_\_

(Type or print name beneath) \_\_\_\_\_

APPENDIX D

**Form D**

**Prior Notice of a Transaction**

Filed with Insurance Department of the State of

By

\_\_\_\_\_  
Name of Registrant

On Behalf of Following Insurance Companies

Name Address

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

Dated: \_\_\_\_\_, [19]20\_\_

Name, Title, Address and telephone number of Individual to Whom Notices and Correspondence Concerning This Statement Should Be Addressed:

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**Item 1. Identity of Parties to Transaction**

Furnish the following information for each of the parties to the transaction:

- (a) Name.
- (b) Home office address.
- (c) Principal executive office address.
- (d) The organizational structure, i.e. corporation, partnership, individual, trust, etc.
- (e) A description of the nature of the parties' business operations.
- (f) Relationship, if any, of other parties to the transaction to the insurer filing the notice, including any ownership or debtor/creditor interest by any other parties to the transaction in the insurer seeking approval, or by the insurer filing the notice in the affiliated parties.
- (g) Where the transaction is with a non-affiliate, the name(s) of the affiliate(s) which will receive, in whole or in substantial part, the proceeds of the transaction.

**Item 2. Description of the Transaction**

Furnish the following information for each transaction for which notice is being given:

- (a) A statement as to whether notice is being given under Section 38a-136 (b) (1)[, (2), (3), (4), or (5)](a), (b), (c), (d), (e), (f), or (g) of the Connecticut General Statutes.
- (b) A statement of the nature of the transaction.
- (c) [The proposed effective date of the transaction.] A statement of how the transaction meets the fair and reasonable standard of section 38a-136(a) of the Connecticut General Statutes.
- (d) The proposed effective date of the transaction.

**Item 3. Sales, Purchases, Exchanges, Loans, Extensions of Credit, Guarantees or Investments**

For each transaction for which notice is being given, furnish a brief description of the amount and source of funds, securities, property or other consideration for the sale, purchase, exchange, loan, extension of credit, guarantee, or investment, whether any provision exists for purchase by the insurer filing notice, by any party to the transaction, or by any affiliate of the insurer filing notice, and a description of the terms of any securities being received, if any, and a description of any other agreements relating to the transaction such as contracts or agreements for services, consulting agreements and the like. If the transaction involves consideration other than cash, furnish a

description of the consideration, its cost and its fair market value, together with an explanation of the basis for evaluation.

If the transaction involves a loan, extension of credit or a guarantee, furnish a description of the maximum amount which the insurer will be obligated to make available under such loan, extension of credit or guarantee, the date on which the credit or guarantee will terminate, and any provisions for the accrual of or deferral of interest.

If the transaction involves an investment, guarantee or other arrangement, state the time period during which the investment, guarantee or other arrangement will remain in effect, together with any provisions for extensions or renewals of such investments, guarantees or arrangements. Furnish a brief statement as to the effect of the transaction upon the insurer's surplus.

No notice need be given if the maximum amount which can at any time be outstanding or for which the insurer can be legally obligated under the loan, extension of credit or guarantee is less than, (a) in the case of non-life insurers, the lesser of 3% of the insurer's admitted assets or 25% of surplus as regards policyholders or, (b) in the case of life insurers, 3% of the insurer's admitted assets, each as of the 31st day of December next preceding.

#### **Item 4. Loans or Extensions of Credit to a Non-affiliate**

If notice is required and the transaction involves a loan or extension of credit to any person who is not an affiliate, furnish a brief description of the agreement or understanding whereby the proceeds of the proposed transaction, in whole or in substantial part, are to be used to make loans or extensions of credit to, to purchase the assets of, or to make investments in, any affiliate of the insurer making such loans or extensions of credit, and specify in what manner the proceeds are to be used to loan to, extend credit to, purchase assets of or make investments in any affiliate. Describe the amount and source of funds, securities, property or other consideration for the loan or extension of credit and, if the transaction is one involving consideration other than cash, a description of its cost and its fair market value together with an explanation of the basis for evaluation. Furnish a brief statement as to the effect of the transaction upon the insurer's surplus.

No notice need be given if the loan or extension of credit is one which equals less than, in the case of non-life insurers, the lesser of 3% of the insurer's admitted assets or 25% of surplus as regards policyholders or, with respect to life insurers, 3% of the insurer's admitted assets, each as of the 31st day of December next preceding.

#### **Item 5. Reinsurance**

If the transaction is a reinsurance agreement or a reinsurance pooling agreement or modification thereto, as described by Section 38a-136 (b) [(3)](1)(C) of the General Statutes, furnish a description of the known [and/] or estimated amount of liability to be ceded [and/] or assumed in each calendar year, the period of time during which the agreement will be in effect, and a statement whether an agreement or understanding exists between the insurer and non-affiliate to the effect that

any portion of the assets constituting the consideration for the agreement will be transferred to one or more of the insurer's affiliates. Furnish a brief description of the consideration involved in the transaction, and a brief statement as to the effect of the transaction upon the insurer's surplus.

No notice need be given for reinsurance agreements or modifications thereto if the reinsurance premium or a change in the insurer's liabilities, or the projected reinsurance premium or change in the insurer's liabilities in any of the next three years, in connection with the reinsurance agreement or modification thereto is less than 5% of the insurer's surplus as regards policyholders, as of the 31st day of December next preceding. Notice shall be given for all reinsurance pooling arrangements including modifications thereto.

**Item 6. Management Agreements, Service Agreements and Cost-Sharing Arrangements**

For material management and service agreements, furnish:

- (a) a brief description of the managerial responsibilities, or services to be performed.
- (b) a brief description of the agreement, including a statement of its duration, together with brief descriptions of the basis for compensation and the terms under which payment or compensation is to be made.

For material cost-sharing arrangements, furnish:

- (a) a brief description of the purpose of the agreement.
- (b) a description of the period of time during which the agreement is to be in effect.
- (c) a brief description of each party's expenses or costs covered by the agreement.
- (d) a brief description of the accounting basis to be used in calculating each party's costs under the agreement.
- (e) A brief statement as to the effect of the transaction upon the insurer's policyholder surplus.
- (f) A statement regarding the cost allocation methods that specifies whether proposed charges are based on "cost or market." If market based, rationale for using market instead of cost, including justification for the company's determination that amounts are fair and reasonable; and
- (g) A statement regarding compliance with the NAIC Accounting Practices and Procedure Manual regarding expense allocation.

**Item 7. Signature and Certification**

Signature and certification required as follows:

SIGNATURE

Pursuant to the requirements of Section 38a-136 of the Connecticut General Statutes, \_\_\_\_\_ has caused this notice to be duly signed on its behalf in the City of \_\_\_\_\_ and State of \_\_\_\_\_ on the \_\_\_\_\_ day of \_\_\_\_\_, [19]20\_\_.

(SEAL) \_\_\_\_\_  
Name of Applicant  
BY \_\_\_\_\_

(Name)

(Title)

Attest:

\_\_\_\_\_  
(Signature of Officer)

\_\_\_\_\_  
(Title)

**CERTIFICATION**

The undersigned deposes and says that (s)he has duly executed the attached notice dated \_\_\_\_\_, [19]20\_\_, for and on behalf of \_\_\_\_\_ ;

(Name of Applicant)

that (s)he is the \_\_\_\_\_ of such company and that (s)he is authorized to  
(Title of Officer)

execute and file such instrument. Deponent further says that (s)he is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of his/her knowledge, information and belief.

(Signature) \_\_\_\_\_

(Type or print name beneath) \_\_\_\_\_

**FORM D-1**

Signature and Certification.

For purposes of filing the Form D-1, the signature and certification required by this section shall be signed by an officer of the insurer.

**PRIOR NOTICE OF DIVIDENDS ON COMMON STOCK AND OTHER DISTRIBUTIONS**

Filed with the Insurance Department of the State of \_\_\_\_\_

By

\_\_\_\_\_  
Name of Domestic Company

On Behalf of Following Insurance Companies:

Name Address

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

Date: \_\_\_\_\_, 20\_\_\_\_

Name, Title, Address and Telephone Number of Individual to Whom Notices and Correspondence Concerning this Request Should be Addressed:

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**Item 1. Type of Dividend or Distribution**

Identify the dividend or distribution as a dividend or other distribution subject to Section 38a-136 of the Connecticut General Statutes or as an extraordinary dividend or other extraordinary distribution as defined in Section 38a-136 of the Connecticut General Statutes.

**Item 2. The amount of the dividend or other distribution and the date established for payment**

The proposed date must be consistent with requirements for receipt of notice by the Department, as specified in Section 138-14 of the Regulation of Connecticut State Agencies.

**Item 3. Statement**

A statement as to whether the dividend or other distribution is to be in cash or other property, and, if in property, a description thereof, its cost, statutory carrying value, and the fair market value of such property together with an explanation of the basis for valuation.

**Item 4. Amounts and Payment Dates**

The amounts and payment dates of all dividends paid within the period of 12 consecutive months ending on the date fixed for payment of the proposed dividend for which notification is being given or approval is being sought.

**Item 5. Illustration**

An illustration of the calculation of the extraordinary dividend limit set by Section 38a-136 of the Connecticut General Statutes. Dividends that have been or will be paid in other than cash shall be valued for the purposes of the calculation at the greater of market or statutory carrying value of the asset.

**Item 6. Additional Information to be Filed**

If the notice is filed for an extraordinary dividend pursuant to Section 38a-136 of the Connecticut General Statutes, the following items must also be included:

a) A balance sheet and statement of income for the period intervening from the last annual statement filed with the Director and the end of the month preceding the month in which the prior notification of the dividend is submitted. Indicate the amount of all unrealized capital gains included in unassigned funds.

b) A brief statement as to the effect of the proposed dividend upon the insurer's surplus and the reasonableness of surplus in relation to the insurer's outstanding liabilities and the adequacy of surplus relative to the insurer's financial position.

c) A calculation of the insurer's risk-based capital level as of the most recently filed financial statement (quarterly or annual), adjusted to show the effect of the proposed dividend or other distribution.

**Item 7. Signature and Certification**

Signature and certification required as follows:

SIGNATURE

Pursuant to the requirements of Section 38a-136 of the Connecticut General Statutes, \_\_\_\_\_  
has caused this notice to be duly signed on its behalf in the City of \_\_\_\_\_ and State of \_\_\_\_\_  
on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

(SEAL)

\_\_\_\_\_  
Name of Applicant

BY \_\_\_\_\_

(Name)

\_\_\_\_\_  
(Title)

Attest:

\_\_\_\_\_  
(Signature of Officer)

\_\_\_\_\_  
(Title)

CERTIFICATION

The undersigned deposes and says that (s)he has duly executed the attached notice dated \_\_\_\_\_, 20\_\_, for and on behalf of \_\_\_\_\_;

\_\_\_\_\_  
(Name of Applicant)

that (s)he is the \_\_\_\_\_ of such company and that (s)he is authorized to

\_\_\_\_\_  
(Title of Officer)

execute and file such instrument. Deponent further says that (s)he is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of his/her knowledge, information and belief.

(Signature) \_\_\_\_\_

(Type or print name beneath) \_\_\_\_\_

Form E

**Pre-Acquisition Notification Form Regarding The Potential Competitive Impact Of A Proposed Merger Or Acquisition By A Non-Domiciliary Insurer Doing Business In This State Or By A Domestic Insurer**

\_\_\_\_\_  
Name of Applicant

\_\_\_\_\_  
Name of Other Person  
Involved in Merger or Acquisition

Filed with the Insurance Department of the State  
of \_\_\_\_\_

Dated: \_\_\_\_\_, 20\_\_\_\_\_

Name, title, address and telephone number of person completing this statement:  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**ITEM 1. Name and Address**

State the names and addresses of the persons who hereby provide notice of their involvement in a pending acquisition or change in corporate control.

**ITEM 2. Name and Addresses of Affiliated Companies**

State the names and addresses of the persons affiliated with those listed in Item 1. Describe their affiliations.

**ITEM 3. Nature And Purpose of The Proposed Merger or Acquisition**

State the nature and purpose of the proposed merger or acquisition.

**ITEM 4. Nature of Business**

State the nature of the business performed by each of the persons identified in response to Item 1 and Item 2.

**ITEM 5. Market and Market Share**

State specifically what market and market share in each relevant insurance market the persons identified in Item 1 and Item 2 currently enjoy in this state. Provide historical market and market share data for each person identified in Item 1 and Item 2 for the past five years and identify the source of such data. Provide a determination as to whether the proposed acquisition or merger, if consummated, would violate the competitive standards of

the state as stated in section 38a-131(d) of the Connecticut General Statutes. If the proposed acquisition or merger would violate competitive standards, provide justification of why the acquisition or merger would not substantially lessen competition or create a monopoly in the state. For purposes of this question, market means direct written insurance premium in this state for a line of business as contained in the annual statement required to be filed by insurers licensed to do business in this state.

**Item 6. Signature and Certification**

Signature and certification required as follows:

SIGNATURE

Pursuant to the requirements of Section 38a-131 of the Connecticut General Statutes, \_\_\_\_\_  
has caused this notice to be duly signed on its behalf in the City of \_\_\_\_\_ and State of \_\_\_\_\_  
on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

(SEAL)

\_\_\_\_\_  
Name of Applicant

BY \_\_\_\_\_

(Name)

\_\_\_\_\_  
(Title)

Attest:

\_\_\_\_\_  
(Signature of Officer)

\_\_\_\_\_  
(Title)

CERTIFICATION

The undersigned deposes and says that (s)he has duly executed the attached notice dated \_\_\_\_\_, 20\_\_, for and on behalf of \_\_\_\_\_;

\_\_\_\_\_  
(Name of Applicant)

that (s)he is the \_\_\_\_\_ of such company and that (s)he is authorized to \_\_\_\_\_  
(Title of Officer)

execute and file such instrument. Deponent further says that (s)he is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of his/her knowledge, information and belief.

(Signature) \_\_\_\_\_

(Type or print name beneath) \_\_\_\_\_

APPENDIX F

FORM F

ENTERPRISE RISK REPORT

Filed with the Insurance Department of the State of \_\_\_\_\_

By

\_\_\_\_\_  
Name of Registrant/Applicant

On Behalf of/Related to Following Insurance Companies

Name                      Address

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

Date: \_\_\_\_\_, 20\_\_\_\_

Name, Title, Address and telephone number of Individual to Whom Notices and Correspondence Concerning This Statement Should Be Addressed:

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

**Item 1. Enterprise risk**

The Registrant/Applicant, to the best of its knowledge and belief, shall provide information regarding the following areas that could produce enterprise risk as defined in section 38a-129(B)(4) of the Connecticut General Statutes provided such information is not disclosed in the Insurance Holding Company System Annual Registration Statement filed on behalf of itself or another insurer for which it is the ultimate controlling person:

- (a) Any material developments regarding strategy, internal audit findings, compliance or risk management affecting the insurance holding company system;
- (b) Acquisition or disposal of insurance entities and reallocating of existing financial or insurance entities within the insurance holding company system;
- (c) Any changes of shareholders of the insurance holding company system exceeding ten percent (10%) or more of voting securities;
- (d) Developments in various investigations, regulatory activities or litigation that may have a significant bearing or impact on the insurance holding company system;
- (e) Business plan of the insurance holding company system and summarized strategies for next twelve (12) months;
- (f) Identification of material concerns of the insurance holding company system raised by supervisory college, if any, in last year;
- (g) Identification of insurance holding company system capital resources and material distribution patterns;

(h) Identification of any negative movement, or discussions with rating agencies which may have caused, or may cause, potential negative movement in the credit ratings and individual insurer financial strength ratings assessment of the insurance holding company system (including both the rating score and outlook);

(i) Information on corporate or parental guarantees throughout the holding company and the expected source of liquidity should such guarantees be called upon; and

(j) Identification of any material activity or development of the insurance holding company system that, in the opinion of senior management, could adversely affect the insurance holding company system.

The Registrant/Applicant may attach the appropriate form most recently filed with the United States Securities and Exchange Commission, provided the Registrant/Applicant includes specific references to those areas listed in Item 1 for which the form provides responsive information. If the Registrant/Applicant is not domiciled in the U.S., it may attach its most recent public audited financial statement filed in its country of domicile, provided the Registrant/Applicant includes specific references to those areas listed in Item 1 for which the financial statement provides responsive information.

**Item 2. Obligation to report**

If the Registrant/Applicant has not disclosed any information pursuant to Item 1, the Registrant/Applicant shall include a statement affirming that, to the best of its knowledge and belief, it has not identified enterprise risk subject to disclosure pursuant to Item 1.

**Item 3. Signature and Certification**

Signature and certification required as follows:

SIGNATURE

Pursuant to the requirements of Section 38a-135 of the Connecticut General Statutes, \_\_\_\_\_

has caused this report to be duly signed on its behalf in the City of \_\_\_\_\_ and State of \_\_\_\_\_

on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

(SEAL)

\_\_\_\_\_  
Name of Applicant

BY \_\_\_\_\_

(Name)

(Title)

Attest:

\_\_\_\_\_  
(Signature of Officer)

\_\_\_\_\_  
(Title)

CERTIFICATION

The undersigned deposes and says that (s)he has duly executed the attached report dated \_\_\_\_\_, 20\_\_\_\_, for and on behalf of \_\_\_\_\_;

\_\_\_\_\_  
(Name of Applicant)

(Name of Applicant)

that (s)he is the \_\_\_\_\_ of such company and that (s)he is authorized to  
\_\_\_\_\_ (Title of Officer)

execute and file such instrument. Deponent further says that (s)he is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of his/her knowledge, information and belief.

(Signature) \_\_\_\_\_

(Type or print name beneath) \_\_\_\_\_

## **Statement of Purpose**

*Pursuant to CGS Section 4-170(b)(3), "Each proposed regulation shall have a statement of its purpose following the final section of the regulation." Enter the statement here.*

To amend the Holding Company Act Regulations to conform to the Holding Company Act as amended by Public Act 12-103 as amended by sections 126 and 127 of Public Act 12-2 of the June Special Session.

**A. The problems, issues or circumstances that the regulation proposes to address.**

The Holding Company Act was amended to include new provisions regarding enterprise risk, supervisory colleges, competition and confidentiality to provide the Insurance Commissioner with greater regulatory oversight over holding companies. These regulations are being enacted to support those new statutory provisions.

**B. A summary of the main provisions of the regulation.**

The regulations address insurance holding company requirements relating to registration, change of control, prior notice of transactions, approval of dividends and enterprise risk reporting.

**C. The legal effects of the regulation, including all ways that the regulation would change existing regulations or other laws.**

The regulations support the Holding Company amended statutes.

**D. Impact on small businesses**

As required by Conn. Gen. Stat. § 4-168a, the Insurance Department considered the impact of the proposed amended regulations on small business, and in doing so, determined that the preparation of a regulatory flexibility analysis, as contemplated by this statute, was not needed. The amendments reflect activities to be undertaken by holding companies which are not small businesses.

R-39 Rev. 03/2012  
(Certification page—see Instructions on back)

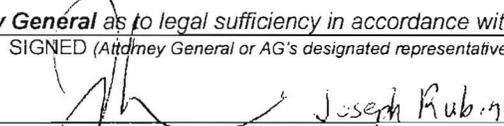
### CERTIFICATION

*This certification statement must be completed in full, including items 3 and 4, if they are applicable.*

- 1) I hereby certify that the above (check one)  Regulations  Emergency Regulations
- 2) are (check all that apply)  adopted  amended  repealed by this agency pursuant to the following authority(ies): (complete all that apply)
  - a. Connecticut General Statutes section(s) 38a-138.
  - b. Public Act Number(s) \_\_\_\_\_.  
(Provide public act number(s) if the act has not yet been codified in the Connecticut General Statutes.)
- 3) And I further certify that notice of intent to adopt, amend or repeal said regulations was published in the **Connecticut Law Journal** on October 23, 2012;  
(Insert date of notice publication if publication was required by CGS Section 4-168.)
- 4) And that a public hearing regarding the proposed regulations was held on Nov 16 and Nov 26, 2012;  
(Insert date(s) of public hearing(s) held pursuant to CGS Section 4-168(a)(7), if any, or pursuant to other applicable statute.)
- 5) And that said regulations are **EFFECTIVE** (check one, and complete as applicable)
  - When filed with the Secretary of the State
  - OR  on (insert date) \_\_\_\_\_

DATE	SIGNED (Head of Board, Agency or Commission)	OFFICIAL TITLE, DULY AUTHORIZED
12/5/12		As. Cmsr

**APPROVED** by the Attorney General as to legal sufficiency in accordance with CGS Section 4-169, as amended

DATE	SIGNED (Attorney General or AG's designated representative)	OFFICIAL TITLE, DULY AUTHORIZED
1/9/13	 Joseph Rubin	ASSOC. ATTY. GENERAL

Proposed regulations are **DEEMED APPROVED** by the Attorney General in accordance with CGS Section 4-169, as amended, if the attorney general fails to give notice to the agency of any legal insufficiency within thirty (30) days of the receipt of the proposed regulation.  
(For Regulation Review Committee Use ONLY)

- Approved  Rejected without prejudice
- Approved with technical corrections  Disapproved in part, (Indicate Section Numbers disapproved only)
- Deemed approved pursuant to CGS Section 4-170(c)

By the Legislative Regulation Review Committee in accordance with CGS Section 4-170, as amended	DATE	SIGNED (Administrator, Legislative Regulation Review Committee)

**Two certified copies received and filed and one such copy forwarded to the Commission on Official Legal Publications in accordance with CGS Section 4-172, as amended.**

DATE	SIGNED (Secretary of the State)	BY

(For Secretary of the State Use ONLY)

**GENERAL INSTRUCTIONS**

1. All regulations proposed for adoption, amendment or repeal, *except* emergency regulations, must be presented to the Attorney General for his/her determination of legal sufficiency. (See CGS Section 4-169.)
2. After approval by the Attorney General, the original and one electronic copy (in Word format) of all regulations proposed for adoption, amendment or repeal must be presented to the Legislative Regulation Review Committee for its action. (See CGS Sections 4-168 and 4-170 as amended by Public Act 11-150, Sections 18 and 19.)
3. Each proposed regulation section must include the appropriate regulation section number and a section heading. (See CGS Section 4-172.)
4. New language added to an existing regulation must be in underlining or CAPITAL LETTERS, as determined by the Regulation Review Committee. (See CGS 4-170(b).)
5. Existing language to be deleted must be enclosed in brackets [ ]. (See CGS 4-170(b).)
6. A completely new regulation or a new section of an existing regulation must be preceded by the word "(NEW)" in capital letters. (See CGS Section 4-170(b).)
7. The proposed regulation must have a statement of its purpose following the final section of the regulation. (See CGS Section 4-170(b).)
8. The Certification Statement portion of the form must be completed, including all applicable information regarding *Connecticut Law Journal* notice publication date(s) and public hearing(s). (See more specific instructions below.)
9. Additional information regarding rules and procedures of the Legislative Regulation Review Committee can be found on the Committee's web site: <http://www.cga.ct.gov/rr/>.
10. A copy of the Legislative Commissioners' Regulations Drafting Manual is located on the LCO website at [http://www.cga.ct.gov/lco/pdfs/Regulations\\_Drafting\\_Manual.pdf](http://www.cga.ct.gov/lco/pdfs/Regulations_Drafting_Manual.pdf).

**CERTIFICATION STATEMENT INSTRUCTIONS**

(Numbers below correspond to the numbered sections of the statement)

1. Indicate whether the regulation is a regular or an emergency regulation adopted under the provisions of CGS Section 4-168(f).
2.
  - a) Indicate whether the regulations contains newly adopted sections, amendments to existing sections, and/or repeals existing sections. Check all cases that apply.
  - b) Indicate the specific legal authority that authorizes or requires adoption, amendment or repeal of the regulation. If the relevant public act has been codified in the most current biennial edition of the *Connecticut General Statutes*, indicate the relevant statute number(s) instead of the public act number. If the public act has not yet been codified, indicate the relevant public act number.
3. Except for emergency regulations adopted under CGS 4-168(f), and technical amendments to an existing regulation adopted under CGS 4-168(g), an agency must publish notice of its intent to adopt a regulation in the *Connecticut Law Journal*. Enter the date of notice publication.
4. CGS Section 4-168(a)(7) prescribes requirements for the holding of an agency public hearing regarding proposed regulations. Enter the date(s) of the hearing(s) held under that section, if any; also enter the date(s) of any hearing(s) the agency was required to hold under the provisions of any other law.
5. As applicable, enter the effective date of the regulation here, or indicate that it is effective upon filing with the Secretary of the State. Please note the information below.

Regulations are effective upon filing with the Secretary of the State or at a later specified date. See CGS Section 4-172(b) which provides that each regulation is effective upon filing, or, if a later date is required by statute or specified in the regulation, the later date is the effective date. An effective date may not precede the effective date of the public act requiring or permitting the regulation. Emergency regulations are effective immediately upon filing with the Secretary of the State, or at a stated date less than twenty days thereafter.