**Section 652.ILLUSTRATION B Form B − Insurance Holding Company System Registration Statement – Initial, Annual or Amendment**

FORM B

GENERAL INSTRUCTIONS

A. Use of Form B

Form B shall be used by an insurer required to file a Statement with the Director pursuant to Sections 131.14 and 131.16 of the Code. Amendments also shall be filed in the Form B format with only those items that are being amended reported. Each amendment shall include on the top of the cover sheet "Amendment No.\_\_\_\_\_\_ to Form B for [insert year]" and shall indicate the date of the amendment and not the date of the original filing.

1) One complete paper and one electronic copy of each statement, including exhibits and all other papers and documents filed as a part of the statement, shall be filed with the Director.

2) The statement filed with the Director shall be manually signed in the manner prescribed by this form. If the signature of any person is affixed pursuant to a power of attorney or other similar authority, a copy of the power of attorney or other authority shall also be filed with the statement.

B. Requirements as to Printing and Language

1) All filed statements, papers or documents shall be clear, readable and suitable for photocopying. Debits in credit categories and credits in debit categories shall be designated in a manner other than color so as to be distinguishable on photocopies.

2) Statements shall be in the English language and monetary values shall be stated in United States currency. If any exhibit or other paper or document filed with a 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 shall be converted into United States currency. Monetary conversions made in financial statements shall be made as of the date of the financial statements. Other required conversions shall be made as of the date of the Form B cover page.

C. Preparation of Statement

This form is not to be used as a blank form to be filled in, but only as a guide in the preparation of the statement.

The statement shall contain the numbers and captions of all items, but the text of the items may be omitted provided the answers indicate to the reader the coverage of the items without the necessity of referring to the text of the items or instructions. All instructions, whether appearing under the items of the form or elsewhere in the form, are to be omitted. Unless expressly provided otherwise within this Part, if any item is inapplicable or the answer to the item is in the negative, a statement to that effect shall be made.

D. Additional Information

In addition to the information expressly required to be included in the statement, there may be added further material information, if any, as may be necessary to make the information contained in the statement not misleading.

E. Information Unknown or Not Available

Information required need be given only insofar as it is known or reasonably available to the Registrant. If any required information is unknown and not reasonably available to the Registrant, either because obtaining it would involve unreasonable effort or expense, or because it rests peculiarly within the knowledge of another person not affiliated with the Registrant, the information may be omitted, subject to the following conditions:

1) The Registrant shall give such information on the subject as it possesses or can acquire without unreasonable effort or expense, including, but not limited to, impossibility or the loss or destruction of documents, together with the source of the information.

2) The Registrant shall include a statement either showing that unreasonable effort or expense would be involved or indicating the absence of any affiliation with the person within whose knowledge the information rests and stating the result of a request made to the person for the information.

F. Incorporation by Reference

1) Materials required by any item of this statement may be incorporated by reference in any answer or partial answer to any other item.

2) 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 provided the 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 Director that were filed within the prior 3 years 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 material is to be incorporated by reference in answer to the item. Material shall not be incorporated by reference in any case in which the incorporation would render the statement incomplete, unclear or confusing.

3) When 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 the statement, the summary or outline may incorporate by reference particular parts of any exhibit or document currently on file with the Director that was filed within the prior 3 years and may be qualified in its entirety by that reference. Material incorporated by reference shall be clearly identified in the reference. An express statement that the specified matter is incorporated by reference shall be made at that particular place in the statement where the information is required. Matter shall not be incorporated by reference in any case in which the incorporation would render the statement incomplete, unclear or confusing.

G. Summaries or Outlines of Documents

When an item requires a summary or outline of the provisions of any document, only a brief statement shall be made as to the most important provisions of the document. In addition to the statement, the summary or outline may incorporate by reference particular parts of any exhibit and may be qualified in its entirety by the reference.

H. Extension of Time for Furnishing Information

If it is impractical to furnish any required information, document or report at the time it is required to be filed, the Registrant may file with the Director as a separate document an application (l) identifying the information, document or report in question; (2) stating why filing at the time required is impractical; and (3) requesting an extension to a specified date for filing the information, document or report. The application shall be deemed granted unless the Director, within 30 days after receipt of the application, shall enter an order denying the application.

Information required needs to be given only insofar as it is known or reasonably available to the registrant. If any required information is unknown and not reasonably available to the registrant, either because obtaining it would involve unreasonable effort or expense, or because it rests peculiarly within the knowledge of another person not affiliated with the registrant, the information may be omitted, subject to the following conditions:

1) The registrant shall give such information on the subject as it possesses or can acquire without unreasonable effort or expense, including, but not limited to, impossibility or the loss or destruction of documents, together with the sources of the documents.

2) The registrant shall include a statement either showing that unreasonable effort or expense would be involved or indicating the absence of any affiliation with the person within whose knowledge the information rests and stating the result of a request made to that person for the information.

I. Additional Exhibits

The Registrant may file such exhibits as it may desire, in addition to those expressly required by the statement. The additional exhibits shall be marked to indicate clearly the subject matters to which they refer.

J. Omission of Substantially Identical Documents

In any case in which 2 or more documents required to be filed as exhibits are substantially identical in all material aspects except as to the parties to the document, the dates of execution, or other details, the registrant need file a copy of only one of the documents, with a schedule identifying the omitted documents and setting forth the material details in which the documents differ from the documents filed. The Director, at any time in his or her discretion, may require the filing of copies of any omitted documents in order to verify that the omitted documents are substantially identical to documents on file. For purposes of this instruction, documents will be deemed substantially similar in all material aspects when a Department analyst, upon examining the documents independently, could reasonably make the same determinations and decisions regarding the documents.

K. Financial Statements

1) 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.

2) The financial statements shall include the annual financial statements of each ultimate controlling person in the insurance holding company system as of the end of the person's latest fiscal year.

3) The financial statements may be prepared on either an individual basis or, unless the Director otherwise requires, on a consolidated basis if consolidated statements are prepared in the usual course of business.

4) Except as provided in subsections (1) through (3), the financial statement shall be filed in a standard form and format adopted by the National Association of Insurance Commissioners, unless an alternative form is accepted by the Director. Documentation and financial statements filed with the Securities and Exchange Commission or audited GAAP financial statements are an appropriate form and format.

5) 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 Report 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.

6) 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 regulation.

7) If, at the time of the initial registration, the annual financial statements for the previous fiscal year are not available, annual statements for the previous fiscal year shall, unless previously filed by amendment, be filed and similar financial information consisting of balance sheet, operational statement and a statement of source and application of funds shall be filed for any subsequent period to the extent that information is available. The financial statements are to be audited by an independent certified public accountant in accordance with generally accepted auditing standards and are to contain financial information presented in accordance with generally accepted accounting principles. If the ultimate controlling person is an insurer that is actively engaged in the business of insurance, the financial statements need not be audited, provided they are based on the Annual Statement of the insurer's domiciliary state and are in accordance with requirements of insurance or other accounting principles prescribed or permitted under laws and regulations of that state.

L. Shareholder Reports and Proxy Material

Exhibits shall include copies of the latest annual reports to shareholders of the ultimate controlling person and any proxy material used by the ultimate controlling person during the preceding year.

M. Signature and Certification

For purpose of filing Form B and Form C, the signatures and certifications required by this Part shall be signed by an executive officer of the registrant.

N. Filing Fee

Pursuant to Section 408 of the Code [215 ILCS 5/408], the Director shall collect a fee for the filing of a registration statement. The filing of the registration statement shall not be deemed complete until the Director has received the appropriate filing fee as required by Section 408.

FORM B

INSTRUCTIONS FOR COMPLETION

Filed with the Department of Insurance of the State of Illinois.

BY

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| (Name of Registrant) | | | | |  |
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| On Behalf of the Following Insurance Companies | | | | | |
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| Date: |  | , 20 |  |  | |

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| --- |
| Name, Title and Address of Officer to Whom Notices and Correspondence Concerning this |
| Statement Should be Addressed: |
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ITEM 1. Identity and Control of Registrant

Furnish the exact name of each insurer registering or being registered (hereinafter called "the Registrant"); the address and principal executive offices of each; the date on which each Registrant became a part of the insurance holding company system; and the methods by which control of each Registrant was acquired and is maintained.

ITEM 2. Organization Chart

Furnish a chart or listing presenting the identities of and interrelationships among all affiliated persons within the insurance holding company system. The chart or listing shall show the percentage of voting securities of each affiliate that is owned, directly or indirectly, by another affiliate. If control of any person within the system is maintained other than by the ownership or control of voting securities, indicate the basis of the control. As to each person specified in the chart or listing indicate the type of organization (e.g., corporation, trust, partnership) and the state or other jurisdiction of domicile.

ITEM 3. Each Ultimate Controlling Person

As to each ultimate controlling person, furnish the following information:

a) Name;

b) Address;

c) Principal executive office;

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 voting security, the number of shares held of record or known to be beneficially owned, and the percentage of all shares so held or owned;

g) If court proceedings looking toward a reorganization or liquidation are pending, indicate the title of the court, the nature of proceedings and the date when commenced.

ITEM 4. Biographical Information

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 5 years, and any conviction of crimes other than minor traffic violations. 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 5 years, and any conviction of crimes other than minor traffic violations.

ITEM 5. Transactions, Relationships and Agreements

a) Briefly describe the following agreements in force, relationships subsisting, and transactions currently outstanding or that 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 or assets;

3) transactions not in the ordinary course of business;

4) guarantees or undertakings for the benefit of an affiliate that result in a 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) all management agreements, service contracts and all cost-sharing arrangements, any other contracts providing for the rendering of services on a regular systematic basis, and contracts on a "pooled" fund basis or service company management basis, where the costs to the individual member companies are on an actually incurred or closely estimated basis;

6) reinsurance agreements;

7) any pledge of the company's own securities, or securities of any subsidiary or affiliate, to secure a loan made to any member of the insurance holding company system;

8) consolidated tax allocation agreements; and

9) dividends and other distributions to shareholders.

No information need be disclosed if that information is not material. Sales, purchases, exchanges, guarantees or loans or extensions of credit or investments involving ½ of 1% or less of the Registrant's admitted assets as of the December 31 next preceding shall not be deemed material. All other amounts shall be deemed material.

b) The description shall be in a manner permitting proper evaluation by the Director 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 and the identity of all parties to the 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 each ultimate controlling person or any of its directors or executive officers was a part 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 the litigation or proceeding is or was pending.

a) Criminal prosecutions or administrative proceedings by any government agency or authority that may be relevant to the trustworthiness of any party to the litigation or administrative proceedings; and

b) Proceedings that may have a material effect upon the solvency or capital structure of each ultimate controlling company, including, but not necessarily limited to, bankruptcy, receivership or other corporate reorganizations. For purposes of this instruction, an effect upon the solvency or capital structure of each ultimate controlling company shall be deemed material if it is likely that a reasonable corporate officer would attach importance to the effect that a proceeding or litigation would have on the corporation.

ITEM 7. Financial Statements and Exhibits

Financial statements and exhibits shall be attached to this statement as an appendix, but list under this item the financial statements and exhibits attached.

Refer to Item K of the General Instructions.

ITEM 8. Signature and Certification

This section shall include a statement that the company's or its parent company's board of directors or a committee of the board of directors oversees corporate governance and internal controls and that the company's officers or senior management have approved and implemented and continue to maintain and monitor corporate governance and internal controls.

Signature and certification shall be in the following form:

SIGNATURE

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| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| Pursuant to the requirements of Section 131.14 of the Code and 50 Ill. Adm. Code 652, the registrant has caused this registration statement to be duly signed on its behalf in the city of | | | | | | | | | | |
|  | | | and state of | |  | | on the | |  | day of |
|  | , 20 |  | | . | | | | | | |
|  | | | | | |  | | | | |
|  | | | | | | (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 registration statement | | | | | | | | |
| dated | |  | , 20 |  | , for and on behalf of | (Name of | |
| Company) | | | | | | that (s)he is the | |
| (Title of Officer) | | | | | of such company, and that (s)he has authority to | | | |
| execute and file the instrument. Deponent further says that (s)he is familiar with the instrument and that the facts set forth in the instrument are true to the best of his or her knowledge, information and belief. | | | | | | | | |

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|  | Signature |
|  | (Type or Print Name) |

(Source: Amended at 46 Ill. Reg. 10863, effective July 1, 2022)