

## Captive Insurer

### Instructions for Application for Limited Certificate of Authority

Each applicant for a limited certificate of authority to conduct business as a captive insurance company (captive insurer) should utilize these instructions and prescribed forms. These instructions and forms may be modified from time to time so please verify that you have the most recent version before completing your application.

Each applicant must completely and thoroughly fill out the application package, and submit it with a *nonrefundable* application fee of \$10,000. No incomplete application packages will be accepted. Please make checks payable to the State of Michigan, Michigan Department of Insurance and Financial Services (DIFS). The applicant is encouraged to expand upon its responses to the questions in the application by including additional narrative responses where appropriate to assist in DIFS's review of the application. Additional information must be attached to the application on an appropriately marked separate sheet of paper.

In addition to the application fee there is a separate review fee the applicant will be invoiced after finalized licensure. DIFS is authorized by statute to review the application internally for a set fee of \$2,700 or if necessary, to have the application reviewed by independent legal, and/or financial consultants selected by the Director for a fee commensurate to the work performed. Specifically, as provided in MCL 500.4603(9), the Director may retain legal, financial and examination services from outside DIFS to examine and investigate the applicant, the reasonable cost of which will be charged to the applicant. The firm's duties are of an advisory nature only and final approval or disapproval of an application shall be made by the Director. All fees incurred as a result of the review of a captive application are the legal responsibility of the applicant whether or not the applicant is successful in obtaining a limited certificate of authority.

All applicants are expected to be familiar with Michigan laws for captive insurance companies. The timeframe to complete the review of the application is very dependent on the quality and completeness of the application filed and the responsiveness of the applicant to any inquiries.

When it appears that licensure is imminent, DIFS may contact the applicant to schedule a meeting. At the meeting, the applicant will discuss with DIFS its intended purpose and provide details on its management.

In regards to special purpose financial captive insurance company applications, please contact the Director of the Captive Program *prior* to submitting an application.



Michigan Department of Insurance and Financial Services

DIFS is an equal opportunity employer/program.

Auxiliary aids, services and other reasonable accommodations are available upon request to individuals with disabilities.

Visit DIFS online at: [www.michigan.gov/difs](http://www.michigan.gov/difs) Phone DIFS toll-free at: 877-999-6442

If you have any questions regarding the application, review process or availability of names for a captive, please have them addressed *prior* to submitting your application. Contact us at 517-284-8759.

**Type of Proposed Captive: (Item 4)**

MCL 500.4611 and 500.4705 provide for the following types of captive insurers.

**Pure captive insurance company** - as defined in MCL 500.4601(y) means a company that insures risks of its parent, affiliated companies, controlled unaffiliated business, or a combination of its parent, affiliated companies, and controlled unaffiliated business.

**Association captive insurance company** - as defined in MCL 500.4601(d) means a company that insures risks of the member organizations of the association and their affiliated companies.

**Industrial insured captive insurance company** - as defined in MCL 500.4601(o) means a company that insures risks of the industrial insureds that comprise the industrial insured group and their affiliated companies.

**Sponsored captive insurance company** - as defined in MCL 500.4601(dd) means a captive insurance company in which the minimum capital and retained earnings required by applicable law is provided by one or more sponsors, is authorized under Chapter 46, insures the risks of separate participants through the participant contract, and segregates each participant's liability through one or more protected cells.

**Branch captive insurance company** - as defined in MCL 500.4601(f) means an alien captive insurance company authorized by the Director to transact the business of insurance in this state through a business unit with a principal place of business in this state.

**Special purpose captive insurance company** - as defined in MCL 500.4601(bb) means a captive insurance that is authorized under Chapter 46 and Chapter 47 that does not meet the definition of any other type of captive insurance company defined in section 4601.

**Special purpose financial captive** - as defined in MCL 500.4701(x) means a captive insurance company, a captive LLC, or a company otherwise qualified as an authorized insurer that has received a limited certificate of authority from the Director for the purposes provided for in Chapter 47.

**Business/Legal Entity form (Item 5a) and Organizational form: (Item 5)**

Please check the appropriate box on the application for business/legal entity form and type of organizational form for the proposed captive. The organizational documents and the box checked on the application should correspond appropriately.

Corporate existence for the captive will be obtained through DIFS for all organizational types except limited liability companies. Proposed captives that wish to be a limited liability company must apply to the Department of Licensing and Regulatory Affairs (LARA), Corporations, Securities & Commercial Licensing Bureau, Corporations Division. Corporations, Securities & Commercial Licensing Bureau, Corporations Division mailing address is PO Box 30054, Lansing, MI 48909, or go to their website at [www.michigan.gov/cscl](http://www.michigan.gov/cscl). Limited liability companies will then need to file copies of their organizational documents filed with the Corporations Division with DIFS, and a certificate of status with the application.

**Principal place of business: (Item 6)**

Please provide the complete Michigan address of the principal place of business for the proposed captive. For branch captives, please provide the branch operation's Michigan principal place of business.

**Resident registered agent: (Item 7)**

Indicate the name of the resident registered agent for service of process, and complete and submit form FIS 2218 in the application package to appropriately reflect the appointment of the resident registered agent.

**Location of books and records: (Item 8)**

Please provide the complete address for the location of the books and records of the captive for examination purposes.

**Capital and surplus of captive: (Item 9)**

The level of minimum capital and surplus varies based on the type and organizational form of the captive. Please carefully review Chapters 46 and 47 (specifically sections 4611 and 4705) to fully understand the requirements.

In item 9, include the initial surplus, and if applicable the location and number of shares of stock. You must also include with the application a description of the source and type of capitalization (i.e. from the Parent Company in the form of cash). Please be sure to review Chapters 46 and 47 to ensure compliance with the requirements.

Please be aware section 4611(6) of the Michigan Insurance Code allows the Director to prescribe additional capital requirements based upon the type, volume, and nature of insurance business transacted. Generally DIFS expects the Direct Premiums to Surplus Ratio to be less than five to one.

**Name and address of beneficial owners: (Item 10)**

Please be sure to include complete addresses, names, and the percentage of ownership for each beneficial owner.

**Explain relationship among beneficial owners: (Item 11)**

Provide a thorough explanation of the relationship among beneficial owners. Use a separate sheet to provide a thorough explanation of the relationship.

**Annual report of beneficial owners: (Item 12)**

Please provide the most recent audited financial statements of the direct parent entity/owner(s). Note that depending on the specific organization and circumstances, entities and/or owner(s) with a significant or interest may be asked to file financial statements with an attestation statement indicating the information provided is accurate.

**Letter of credit: (Item 13)**

Chapter 46 permits some captives to use a letter of credit for capitalization. If the applicant intends to use a letter of credit (LOC) for capitalizing or funding the captive, it must first contact DIFS at 517-284-8759 to discuss the proposal. If DIFS is amenable to the LOC, the applicant must make sure to indicate the use of a LOC in the plan of operation and attach to the application an LOC in the format set forth in form FIS 2217. Note the LOC must be both irrevocable and unconditional. On the application, provide the name and complete address of the bank where the LOC was issued and indicate the amount of the LOC.

**Service providers: (Items 14, 15, 16, 17, 18, and 19)**

On the application provide the name and complete address of each service provider. Attach to the application on a separate sheet, the contact person's name and a complete profile of the firm describing the specific experience in providing services to captive insurers, and how fees for services rendered are charged. If you intend to employ a captive management firm, please ensure it is approved by DIFS. [Captive Manager Approval Listing](#)

**Biographical affidavits: (Item 20)**

On the application indicate for each director and officer the name and position individual will hold with the captive and individual's current employer and position. Use separate sheets if needed. Attach to the application a complete biographical affidavit for each director and officer. At this time, DIFS is prescribing the NAIC biographical affidavit form. Note that at least one director must be a Michigan resident.

**Industrial insured captive: (Item 21)**

Only industrial insured captives need to complete question 21.

**Additional documentation: (Item 22 and 23)**

Additional documentation must be completed and submitted with the application. See item 22 for Chapter 46 captive and item 23 is specific to Chapter 47, special purpose financial captives.

Submit two copies of the organizational documents (each with original signatures) with the application. One set of documents will be sent to the Attorney General's Office for review and approval as required by MCL 500.4603(5) and 500.4705(5). Please complete and attach form FIS 2213 to initiate the review of the organizational document. Submit a separate check for \$25. A completed form **must** be submitted with the check to allow proper credit to the captive.

Form FIS 2216 must be submitted with the application for a Chapter 46 limited certificate of authority. Applicant must provide details on coverage to be written and whether the business is to be written directly or as a reinsurer. On a direct basis MCL 500.4603 does not allow captives to write worker's compensation insurance, long-term care insurance, critical care insurance, personal automobile insurance or homeowners insurance, or any component of these coverages. Regarding worker's compensation, captives may be allowed to write excess coverage and/or the deductible portion of a direct policy.

MCL 500.4611(7) requires branch captives to establish a trust fund to secure payment of liabilities. The trust fund is to be established and maintained in the United States. The trust fund can be funded by an irrevocable letter of credit or other acceptable assets for the benefit of United States policyholders or ceding insurers.

**Plan of Operation:**

Provide a detailed plan of operation that includes all of the following items:

- (1) Narrative explanation of proposed operation of the captive;
- (2) Risks to be insured - direct, assumed and ceded - by line of business (this information should correspond and supplement form FIS 2216);
- (3) Fronting company if operating as a reinsurer;
- (4) Expected net annual premium income;
- (5) Maximum retained risk (per loss and annual aggregate);
- (6) Actuarial feasibility study;
- (7) Rates and pricing guidelines;
- (8) Underwriting guidelines and procedures;
- (9) Reinsurance program;
- (10) Organization and responsibility for loss prevention and safety programs;
- (11) Loss experience for past five years together with projections for the ensuing five years;
- (12) Organizational chart of the parent company structure showing captive reporting line;
- (13) Plans for dividends (or other funds) distributions apart from ordinary operating expenses;
- (14) Financial projections on an expected and worst case scenario for a five-year period;
- (15) Investment policy, including process followed in selecting investments, types of investments and method and frequency of valuation of investments;
- (16) Liquidity of investments for purpose of payment of claims and expenses;
- (17) Funding methodology;
- (18) Branch Captive - explain where and how trust fund will be established;
- (19) Association Captive - provide history, purpose, size and details of parent association.

(20) **Special Purpose Financial Captive (SPFC) - Contact the Director of the Captive Program before submitting an application.**

Once details regarding the SPFC are assessed an application may be submitted.

- provide the following additional information in the plan of operation:

- (A) A description of the contemplated financing transaction or transactions, including a statement of the purpose of each such transaction, the maximum amounts, and the interrelationships of all such transactions;
- (B) SPFC contract;
- (C) A written summary of all material agreements to which the SPFC is party that are to be entered into to effectuate the SPFC contract and the financing transaction(s);
- (D) A description of the investment strategy for the SPFC;
- (E) A description of any party, other than the SPFC or the counterparty that will issue SPFC securities in a financing transaction, including a description of its contemplated operation;
- (F) A description of the underwriting, reporting, and claims payment methods by which reserves covered by the SPFC contract are reported, accounted for, and settled;
- (F) Pro-forma balance sheet and income statements illustrating various stress case scenarios the performance of the SPFC, the SPFC contract, and any ceded reinsurance agreements;
- (G) A copy of any letters of approval or non-disapproval received from insurance regulators on filings made by ceding company, or an affiliate of SPFC related to the financing transaction.

The actuarial feasibility study required as part of the above plan of operation should adhere to the following guidelines:

- (A) Prepared on the actuary's letterhead;
- (B) Include a description of all materials the actuary reviewed and an explanation of how the feasibility study comports with the plan of operation;
- (C) The review should cover five years of loss history, specific, if possible, to the insured and the plan of operation;
- (D) Describe the methodology used in preparing the feasibility study including confidence levels, creditability, expected results, worst and best case scenarios with premium and loss components;
- (E) Include conclusions on proper pricing.

**Other:**

Applicant should note that by signing the application, a responsible officer is acknowledging all financial records, including reports pertaining to any protected cells, shall be made available for inspection or examination by the Director.

Section 4621 of the Michigan Insurance Code allows a pure captive insurance company to make written application for filing its annual report on a fiscal year end that is consistent with the parent company's fiscal year. Please submit a separate written request with the application if the applicant would like to request a different reporting year other than calendar year at the time of filing the application.

Captive insurance companies are expected to file financial statements with the Director using generally accepted accounting principles on forms prescribed by the Director. If the applicant wants to follow statutory accounting principles, the applicant should submit a separate written request with the application.

Application Package includes the following forms:  
Captive Insurer Application (FIS 2214)  
Checklist for Captive Application (FIS 2215)  
Captive Organizational Documents (FIS 2213)  
Captive Coverage/Limits/Reinsurance (FIS 2216)  
Resident Registered Agent Statement (FIS 2218)  
Irrevocable Letter of Credit for Captives (FIS 2217)  
Applicant Affidavit - Section 4705 (FIS 2211)

**NOTE: Submit two complete copies of the application (each with original signatures).**



(2) Name: \_\_\_\_\_  
Address \_\_\_\_\_  
Current Net Worth \_\_\_\_\_

(3) Name: \_\_\_\_\_  
Address \_\_\_\_\_  
Current Net Worth \_\_\_\_\_

11. Explain Relationship Among Beneficial Owners

12. Enclose Annual Report or 10k's of Beneficial Owners

13. Letter(s) of Credit - *Note Letters of Credit require explicit prior approval. Contact the Director of the Captive Program prior to submission of captive insurance company application:*

Name and Address of Bank	Issued in Favor Of	Amount
_____	_____	_____
_____	_____	_____

**Service Providers:**

14. Name of Captive Management Firm \_\_\_\_\_  
Address \_\_\_\_\_

15. Name of Law Firm/Lawyer \_\_\_\_\_  
Address \_\_\_\_\_

16. Name of Claims Processor \_\_\_\_\_  
Address \_\_\_\_\_

17. Name of Certified Public Accountant \_\_\_\_\_  
Address \_\_\_\_\_

18. Name of Actuary \_\_\_\_\_  
Address \_\_\_\_\_

19. Name of Reinsurance Broker (if applicable) \_\_\_\_\_  
Address \_\_\_\_\_

20. Biographical Information for Directors and Officers (list below and include biographical affidavit)  
(use separate sheet if needed)

<b>Name</b>	Position(s) with Captive
Employer and Position	

<b>Name</b>	Position(s) with Captive
Employer and Position	

<b>Name</b>	Position(s) with Captive
Employer and Position	

21. If Applicant is an Industrial Insured Captive, please answer the following:  
(use separate sheet if needed)

Name of Industrial Insured	
Name and Address of each Full-Time Employee Acting as an Insurance Manager or Buyer	
Aggregate Annual Premium \$	Number of Full-Time Employees

Name of Industrial Insured	
Name and Address of each Full-Time Employee Acting as an Insurance Manager or Buyer	
Aggregate Annual Premium \$	Number of Full-Time Employees

Name of Industrial Insured	
Name and Address of each Full-Time Employee Acting as an Insurance Manager or Buyer	
Aggregate Annual Premium \$	Number of Full-Time Employees

22. Include the following with this application:

Chapter 46:

- (a) Non-refundable application fee of \$10,000
- (b) Coverage/Limits/Reinsurance Form (**Form provided - FIS 2216**)
- (c) Organizational Documents (**Form provided - FIS 2213**)
- (d) Plan of Operation
- (e) Description of Source and Form of Minimum Capitalization (Where will capital come from and in what form? i.e. cash, bonds, etc.)
- (f) Evidence of Amount and Liquidity of Assets Relative to Risks
- (g) Biographical Affidavit Information
  - [NAIC Biographical Affidavit](#) Note Background Reports and the Disclosure and Authorization Concerning Background Reports are **not** required for Michigan Domestic Captive Insurance Company Applicants.
  - [NAIC Biographical Affidavit Cover Letter](#)
  - NAIC Biographical Affidavit Addendum Pages
    - [Residence](#)
    - [Education](#)
    - [Employment](#)
    - [Licenses](#)
    - [Professional Societies](#)
    - [General](#)
    - [Blank](#)
- (h) Evidence of Loss Prevention Program of Parent, Member Organization or Industrial Insured (if applicable)
- (i) List All Other Service Providers and their Responsibilities Together with How Fees for Services Rendered are to be Charged
- (j) Copies of All Contracts, Sample Contracts, Service Provider Contracts, Proposed Intercompany Loans, Etc.
- (k) Resident Registered Agent Statement (**Form provided - FIS 2218**)
- (l) Trust Fund (if applicable)
- (m) [NAIC Company Code Application](#)
- (n) Actuarial Feasibility Study
- (o) Draft Insurance Policies
- (p) Provide a copy of the most recent regulatory examination report if the applicant is redomiciling from another jurisdiction.
- (q) Direct Parent Entity/Owners Information
  - If parent entity is a corporate entity, provide the most recent audited financial statements.
  - If parent is an individual or individuals, personal financial statements may be requested.
  - Submission requirements may be waived under certain circumstances. Contact the Director of the Captive Program for questions regarding this determination.

23. Chapter 47 (Special Purpose Financial Captive) **Contact Director of the Captive Program Prior to Submission**

- (a) Non-refundable Application Fee of \$10,000. (Only one fee if applying for both Chapter 46 and 47 limited certificates of authority)
- (b) Organizational Documents (**Form provided - FIS 2213**)
- (c) Plan of Operation
- (d) Description of Source and Form of Minimum Capitalization (Where will capital come from and in what form? i.e. cash, bonds, etc.)
- (e) [NAIC Biographical Affidavit](#) Note Background Reports and the Disclosure and Authorization Concerning Background Reports are **not** required for Michigan Domestic Captive Insurance Company Applicants.
- (f) Evidence of Amount and Liquidity of Assets Relative to Risks
- (g) Applicant Affidavit (**Form provided - FIS 2211**)
- (h) Resident Registered Agent Statement (**Form provided - FIS 2218**)
- (i) [NAIC Company Code Application](#)
- (j) If Protected Cell is Used:
  - Business Plan
  - Copy of All Contracts and Sample Contracts
  - Expenses Allocated to Each Protected Cell

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**Certification**

*I certify that to the best of my knowledge and belief all of the information given in this application (including the attachments) is true and correct and that all estimates given are true estimates based upon facts which have been carefully considered and assessed.*

*I further certify that as required by sections MCL 500.4603(6)(a) and 500.4705(7)(b) of the Michigan Insurance Code that to all financial records of the proposed captive insurer, including records pertaining to protected cells, shall be available for inspection or examination by the Director or the Director's designee.*

Signature of Officer	Date	Signer's Name and Title ( <i>type or print</i> )
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*Post Office Box:*

**Michigan Department of Insurance and Financial Services  
P.O. Box 30220  
Lansing, MI 48909-7720**

*Overnight Deliveries:*

**Michigan Department of Insurance and Financial Services  
530 W. Allegan Street, 7<sup>th</sup> Floor  
Lansing, MI 48933**

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PA 218 of 1956 as amended "The Insurance Code" requires submission by applicants requesting a Michigan limited certificate of authority to be a captive insurer. Failure to properly complete and file or amend this form may result in denial or revocation of limited certificate of authority, or other compliance action.

## Checklist for Captive Application

Name of Captive: \_\_\_\_\_

*Captive applicants: Each of the following items is required before we can process your application for a limited certificate of authority to conduct business as a Captive Insurer in Michigan. Use this checklist to assure that your filing is complete. Incomplete filings will be returned without review. Application fees are non-transferable and non-refundable.*

### **Check Each Box Applicable to the Application**

- Captive Insurer Application (FIS 2214)
- Organizational Documents (FIS 2213)
- Plan of Operation
- Description of Source and Form of Minimum Capitalization
- Evidence of Amount and Liquidity of Assets Relative to Risks
- Coverage/Limits/Reinsurance Form (FIS 2216) (if applicable)
- Biographical Affidavits ([NAIC biographical UCAA Form 11](#))
- Evidence of Loss Prevention Program of Parent, Member Organization or Industrial Insured (if applicable)
- Certificate of Formation and Good Standing (LLC Only)
- \$10,000 fee
- Resident Registered Agent Statement (FIS 2218)
- Evidence of Trust Fund (if applicable)
- List of Service Providers and Corresponding Contracts
- NAIC Company Code Application
- Copy of Insurance Policies
- Ultimate Controlling Party Financial Information

### **Additional Chapter 47 items: Contact Director of the Captive Program Prior to Submission**

- Counterparty Domiciliary Approval
- Applicant Affidavit (FIS 2211)

If Protected Cell is Used:

- Business Plan
- Copy of all Contracts or Sample Contracts
- Expenses Allocated to Each Protected Cell

\_\_\_\_\_  
Date

\_\_\_\_\_  
Name



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# Checklist for Submitting Organizational Documents for Captives

**THESE ITEMS MUST BE INCLUDED BEFORE WE CAN CONSIDER THIS FILING:**  
(use the checklist to assure all necessary items are included)

- Submit two copies of form FIS 2213 (Page 1) each with original signatures and each of the following three attachments if applicable:
  - A copy of the notice of meeting, and evidence that notice was properly given to members/stockholders. *The notice should clearly state that a purpose of the meeting is to vote on organizational documents, and contain the text of the article or section as currently written, and if applicable, the complete amendments with proposed changes.*
  - A copy of proxy materials (if used) including a proxy card. *Proxy cards should include a place for members/stockholders to vote either yes or no on the organizational document.*
  - An excerpt from the minutes of the meeting as it relates to adoption of the organizational documents or amendments, signed by captive's authorized representatives.
- Complete and submit **one copy** of the **Attorney General Fee Payment Stub** (below)
- Include **one check** for \$25.00 payable in U.S. dollars to: **State of Michigan**.  
*This is the statutory fee for examination of organizational documents by the Attorney General.*

Send entire completed filing to:

*Post Office Box:*  
**Michigan Department of Insurance Financial and Market Regulation**  
P.O. Box 30220  
Lansing, MI 48909-7720

*Overnight Deliveries:*  
**Michigan Department of Insurance Financial and Market Regulation**  
530 W. Allegan Street, 7<sup>th</sup> Floor  
Lansing, MI 48933

Our toll free phone number is: 877-999-6422



**Please cut on line. Return stub (below) with payment. Retain checklist (top portion) for your records**

FIS 2213 Department of Insurance and Financial Services  
**Attorney General Fee Payment Stub - Captives**

Please complete and return this stub with payment in the amount \$25.00  
Make check or money order payable in U.S. Dollars to: State of Michigan

DIFS  
Office of Insurance Financial and Market Regulation  
PO Box 30220  
Lansing, MI 48909-7720

**Payments received without this stub may be returned to payor, and could result in delayed processing.**

Captive Name

FEIN #

*Do not write below this line*

96-11-0000

-88 \$25.00

### CAPTIVE COVERAGE/LIMITS/REINSURANCE

Coverage	Direct or Assumed	Assumed From	Policy Limits Per Occ/Agg.	Excess of Amount and Form	Claims Made or Occurrence	Amount Reinsured	Reinsurance By

- |   |                          |                          |   |
|---|--------------------------|--------------------------|---|
|   | Yes                      | No                       |   |
| Are policies assessable?                          | <input type="checkbox"/> | <input type="checkbox"/> |   |
| Parental guaranty in place?                       | <input type="checkbox"/> | <input type="checkbox"/> |   |
| Loan to parent requested?*                        | <input type="checkbox"/> | <input type="checkbox"/> | If yes, provide draft loan agreement.                         |
| Losses discounted? (only sponsored permitted)     | <input type="checkbox"/> | <input type="checkbox"/> | If so, proposed rate: _____                                   |
| Is reinsurer authorized in the State of Michigan? | <input type="checkbox"/> | <input type="checkbox"/> | If no, note the company must ensure proper offsets are taken. |

***Submit with application for limited certificate of authority under Chapter 46 of the Michigan Insurance Code***

*\*Please contact the Director of the Captive Program at 517-284-8759. Note DIFS has pre-approved templates for loans to parent or affiliated organizations.*

## RESIDENT REGISTERED AGENT STATEMENT

Appointment of Registered Agent:

1. Name of Captive (Company) \_\_\_\_\_
2. Previous Name (if applicable) \_\_\_\_\_
3. Principal Office (Must be in Michigan) \_\_\_\_\_
4. Name of Registered Agent \_\_\_\_\_
5. Office Address for Service of Process:  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

The entity named above (the "Company"), organized and existing under the laws of the State of Michigan, for purposes of complying with the provisions of the Michigan Insurance Code of 1956, as amended ("Code"), and pursuant to a resolution adopted by its board of directors or other governing body, hereby irrevocably appoints the above as an agent of the Company upon whom any notice, process or pleading in any action against it in the State of Michigan may be served, in lieu of service on the Company and does hereby consent that any lawful action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the State of Michigan and agrees that any lawful process against it which is served under this appointment shall be the same legal force and validity as if served on the Company directly. This appointment shall be binding upon any successor to the Company that conducts the business of insurance in the State of Michigan and either acquires all or substantially all of the Company's assets or assumes its liabilities by merger, consolidation or otherwise; and shall be binding as long as there is a contract in force or liability of the company outstanding in the State of Michigan relating to its conduct of the business of insurance.

1. I acknowledge that I am authorized to execute and am executing this document on behalf of the Applicant.
2. I hereby certify under penalty of perjury under the laws of Michigan that all of the foregoing is true and correct, executed at \_\_\_\_\_

\_\_\_\_\_  
Date

\_\_\_\_\_  
Signature of President

\_\_\_\_\_  
Full Legal Name of President

\_\_\_\_\_  
Date

\_\_\_\_\_  
Signature of Secretary

\_\_\_\_\_  
Full Legal Name of Secretary

*Attach a copy of the document authorizing the above to sign on behalf of the corporation*



**Michigan Department of Insurance and Financial Services**

DIFS is an equal opportunity employer/program.

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Visit DIFS online at: [www.michigan.gov/difs](http://www.michigan.gov/difs) Phone DIFS toll-free at: 877-999-6442

## Irrevocable Letter of Credit (Captive)

Letter of Credit Number		Date
Bank		
Address	City	State

Director of Department of Insurance and Financial Services  
 State of Michigan  
 P.O. Box 30220  
 Lansing, MI 48909-7720

Director:

1. We hereby establish our IRREVOCABLE LETTER OF CREDIT in your favor for the account of \_\_\_\_\_ up to the aggregate amount of \_\_\_\_\_ available by your draft(s) drawn on us, at sight, bearing the number of this IRREVOCABLE LETTER OF CREDIT NO. (XXXXX). This LETTER OF CREDIT shall expire at our Letter of Credit Department, \_\_\_\_\_, at our close of business on \_\_\_\_\_ unless as hereinafter extended.
2. This LETTER OF CREDIT is issued pursuant to the provisions of Section 500.4611 of the Michigan Compiled Laws, and on behalf of the above mentioned \_\_\_\_\_ (name of captive) which is applying for a certificate of authority to engage in the insurance business in the State of Michigan as a captive insurance company. We understand and agree that \_\_\_\_\_ (name of captive) has no obligation to reimburse us and we have no right to set off against any funds held by us for \_\_\_\_\_ (name of captive) in the event this LETTER OF CREDIT is drawn down, in whole or in part. By issuing this LETTER OF CREDIT, we waive any common law, statutory or contractual right of reimbursement or set off against \_\_\_\_\_ (name of captive) that may arise in the event this LETTER OF CREDIT is drawn down, in whole or in part.
3. It is a condition of this LETTER OF CREDIT that it shall be automatically extended for additional periods, each of one year, unless at least ninety calendar days prior to the then relevant expiration date we have advised you in writing, by certified mail, that we elect not to extend, in that event, you may draw hereunder on or prior to the then relevant expiration date, up to the full amount then available hereunder, against your sight draft(s) on us, bearing the number of this LETTER OF CREDIT.
4. It is a further condition of this LETTER OF CREDIT that each automatic extension shall be measured from the then relevant expiration date, even though such date is not a business day in Lansing, Michigan for this Bank. It is also a condition of this LETTER OF CREDIT that, for the purpose of drawing hereunder, if the then relevant expiration date is a nonbusiness day for our Bank, drawing may be made not later than our next immediately following business day.
5. This LETTER OF CREDIT sets forth in full the terms of our undertaking, and such shall not in any way be modified, amended or amplified by reference to any note, document, instrument, statute, regulation or agreement referred to herein or in which this LETTER OF CREDIT is referred to or to which this LETTER OF CREDIT relates and any such reference shall not be deemed to incorporate herein by reference any note, document, instrument, statute, regulation, or agreement.
6. Each sight draft so drawn and presented shall be promptly honored by us if presented on or prior to the above stated expiration date or any extension thereof as above provided. Presentation under this LETTER OF CREDIT must be made at \_\_\_\_\_ located at \_\_\_\_\_ during normal banking hours.
7. Unless otherwise expressly stated, this undertaking is issued subject to the International Standby Practices 1998 (ISP 98), ICC Publication No. 590.

Very truly yours,



**Michigan Department of Insurance and Financial Services**

DIFS is an equal opportunity employer/program.

Auxiliary aids, services and other reasonable accommodations are available upon request to individuals with disabilities.

Visit DIFS online at: [www.michigan.gov/difs](http://www.michigan.gov/difs) Phone DIFS toll-free at: 877-999-6442

**APPLICANT AFFIDAVIT PURSUANT TO SECTION 4705(6)(D)  
OF  
THE MICHIGAN COMPILED LAWS**

STATE OF MICHIGAN )  
 )  
COUNTY OF \_\_\_\_\_ ) **SS.**

I, \_\_\_\_\_, being duly sworn, hereby depose and say:  
(NAME)

I am the \_\_\_\_\_ of \_\_\_\_\_,  
(TITLE) (SPFC)  
the "Company".

I certify that:

- a. The Company meets the provisions of Chapter 47 of the Michigan Insurance Code;
- b. The Company operates only pursuant to the provisions in Chapter 47 of the Michigan Insurance Code;
- c. The Company's investment strategy reflects and takes into account the liquidity of assets and the reasonable preservation, administration, and asset management of such assets relative to the risks associated with the Company's contract and the insurance securitization transaction;
- d. The Company's securities proposed to be issued will be valid legal obligations that will be either properly registered with the securities commissioner or constitute an exempt security or form part of an exempt transaction under section 402 of the uniform securities act, 1964 PA 265, MCL 451.802. *[If the issuer of the Company's securities is not the Company, the Company must obtain and submit a separate affidavit which contains the certification in this paragraph]*; and
- e. Unless otherwise exempted by the Director, the trust agreement, the trusts holding assets that secure the obligations of the Company under the Company's contract, and the Company's contract with the counterparty in connection with the contemplated insurance securitization are structured pursuant to the provisions in Chapter 47 of the Michigan Insurance Code.

The undersigned certifies that the above statements are true and correct.

\_\_\_\_\_  
Date Name

Subscribed and sworn to before me this \_\_\_\_ day of \_\_\_\_\_.

\_\_\_\_\_  
Notary Public  
\_\_\_\_\_ County, Michigan  
Acting in \_\_\_\_\_ County, Michigan  
My commission expires: \_\_\_\_\_



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