

business & not an acquisition in this matter, when  
take over policies an acquisition and

01/10  
(5)(2)

run & is reportedly serious & exiting a  
level of insurance. Valuation of assets is

November 23, 1992

present value of benefit to be paid out, plus assumption of  
other liabilities. Also d... time test in...

By Hand Delivery

Sixth St. and Pennsylvania Ave., N.W.  
Washington, D.C. 20580

76, 11  
ADE  
REGISTRATION

Dear Victor:

I am writing this letter to confirm the oral advice you

received regarding the Antitrust Improvements Act of 1976 and the FTC's  
implementing regulations (collectively, "Hart-Scott").

of life and health insurance policies of B, another insurance  
company, in a two-step process:

(1) A and B will enter into an indemnity  
reinsurance agreement whereby A will insure B  
against all of B's risk under the policies  
and indemnify B for any claims under the

will receive \$10 million from B (representing  
the net difference between \$40 million of B's  
policy reserves to be allocated to A and a  
\$30 million payment from A to B).

(2) After appropriate state insurance  
commissioner approvals are received, A will  
formally assume all of B's rights and  
liabilities under the policies and B will be

R.S. Ogden

[REDACTED]

Victor L. Cohen, Esquire  
November 23, 1992  
Page Two

that the identity of their insurance carrier  
has changed from B to A.

You advised that completion of step one described above  
would not require a Hart-Scott filing because this indemnity  
reinsurance transaction between two insurance carriers either  
does not amount to an acquisition or qualifies as a transaction

7A(c)(1) of the Hart-Scott Act.

satisfaction of size of person and transaction tests) because  
this formal assumption transaction amounts to an acquisition that  
could not qualify as an ordinary course of business transaction.

Finally, you advised, in accord with Interpretation 139 of  
the SEC's Regulation S-X, that the

The above does not accurately reflect the advice you

[REDACTED]