RESOLUTION REGARDING SHAREHOLDER DIVIDENDS COMMITMENT

At a meeting of the board of directors of ____________________________

held on the ______ day of ______, 20___, a quorum being present, the following
resolution was duly adopted:

Whereas,
(1) ____________________________ (the “Applicant”), a New York domestic stock insurance corporation, has applied to
the New York State Department of Financial Services (the “Department”) for a license
to transact the business of insurance in the State of New York;

Whereas, the Applicant is or will be a wholly owned subsidiary of
______________________________ (the “Parent),
a __________________ Corporation; and

Whereas, the Department requires the making of the following commitment as a
condition of granting the Applicant’s request for a license to transact the business of
insurance in the State of New York;

Now, Therefore, Be It Resolved that, upon licensing of the Applicant, the Parent
shall take, or cause to be taken, steps to assure that the Applicant will not pay any
dividends for the first two years of operations without the prior approval of the
Department.

I HEREBY CERTIFY that the above is a correct copy
of a resolution adopted by the board of directors of

on the ______ day of ____________, 20___.

______________________________________________
Secretary