

Domestic Licensing - Parent

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, _____
(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