

**AGENCY AGREEMENT BETWEEN
THE ALABAMA OFFICE OF THE SECRETARY OF STATE
AND
THE ALABAMA DEPARTMENT OF INSURANCE**

This Agreement is entered into this the 16th day of April 2002, by and between the Office of the Secretary of State, hereinafter referred to as "Sec. of State," and the Alabama Department of Insurance, hereinafter referred to as "Insurance Department."

WHEREAS Alabama Constitution Article VII, Section 232, as amended by Amendment 473 (collectively "Amendment 473") provides that no foreign corporation shall transact business in Alabama without filing with the Sec. of State a certified copy of its articles of incorporation;

WHEREAS the Alabama Business Code, Ala. Code § 10-2B-15.01, provides that no foreign corporation may transact business in Alabama until it obtains a certificate of authority from the Sec. of State;

WHEREAS Amendment 473 and Section 10-2B-15.01 describe ministerial acts that the Sec. of State may delegate to its agent under Alabama law;

WHEREAS the Alabama Insurance Code, Ala. Code § 27-3-1 et. seq., provides that no insurance company may transact insurance business in Alabama until granted a certificate of authority by the commissioner of the Insurance Department;

WHEREAS the requirements for obtaining a certificate of authority under the Alabama Insurance Code encompass the requirements for obtaining a certificate of authority under the Alabama Business Code;

WHEREAS in order to promote the efficiency of government, for over nineteen years, the Sec. of State has delegated to the Insurance Department its ministerial duty of filing foreign insurance companies' articles of incorporation pursuant to Amendment 473, and its ministerial duty of issuing insurance companies' certificates of authority under Ala. Code § 10-2B-15.01;

WHEREAS the parties now desire to memorialize in writing this de facto agency relationship;

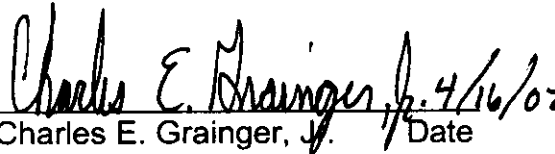
NOW, THEREFORE, the parties agree as follows:

1. Appointment and Authorization of Agent. The Sec. of State appoints the Insurance Department its agent for the purpose of the filing of

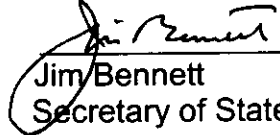
and retention of foreign insurance companies' certified articles of incorporation under Amend. 473 and the Alabama Business Code and for the issuance of certificates of authority to foreign insurance companies to transact business in Alabama.

2. Duties and Responsibilities. As agent to the Sec. of State, the Insurance Department shall file and maintain foreign insurance companies' certified articles of incorporation and all amendments thereto; file, rule upon and maintain foreign insurance companies' applications (and all amendments thereto) for certificates of authority to transact business in Alabama in accordance with the Alabama Insurance Code, Ala. Code § 27-3-1 et seq.; and collect the requisite filing fees associated therewith.
3. Filing Fees. After the date of this agreement, foreign insurance companies applying for a certificate of authority to transact business in Alabama as a foreign corporation are obliged to tender a filing fee of \$175 to the Insurance Department on behalf of the Sec. of State pursuant to Ala. Code § 10-2B-1.22 (a) (19). The Insurance Department shall remit 70% of these fees to the Sec. of State on a quarterly basis for deposit into the General Fund in accordance with Ala. Code § 10-2B-1.22 (e). The Insurance Department shall retain the remaining 30% for the expenses of performing this agreement.
4. Duration and Termination.
 - a. This Agreement shall become effective immediately upon execution and shall continue in force for a period of one year, and shall be automatically renewed annually thereafter, unless terminated as provided herein.
 - b. Termination. Either party may terminate this agreement by giving the other party written notice at least 90 days prior to the effective date of termination.
5. Amendments. By mutual consent, this Agreement may be amended in any respect. Said amendment shall be in writing and signed by both parties.
6. Contact Persons.
 - a. The Sec. of State contact person for all matters relating to this Agreement shall be Eleanor Swedenburg.
 - b. The Insurance Department contact person for all matters relating to this Agreement shall be Michael Bownes.

Approved as to Legal Form (Sec. of State)




Charles E. Grainger, Jr. Date
General Counsel

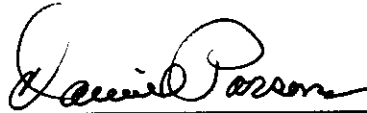


Jim Bennett Date
Secretary of State

Approved as to Legal Form (Insurance Department)



Mike Bownes Date
General Counsel



David Parsons Date
Commissioner of Insurance