

FA 800000

Northwestern Long Term Care Insurance Company

A Subsidiary of The Northwestern Mutual Insurance Company

WRITER DIRECT LINE (414) 299-3081

2544

State of Florida
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

300002498249--9
-04/23/98--01085--005
****131.25 ****131.25

Re: Northwestern Long Term Care Insurance Company; Application by Foreign Corporation for Authorization to Transact Business in Florida

pg 99

To whom it may concern:

W98-9185

I am writing to request a Certificate of Status on behalf of Northwestern Long Term Care Insurance Company.

In that regard, enclosed you will find our completed Application by Foreign Corporation for Authorization to Transact Business in Florida. It is my understanding that although all insurers must appoint the Treasurer and Insurance Commissioner of the State of Florida as their registered agents, we need not obtain the actual signature of the Commissioner on this form in order to submit a complete application.

Also enclosed is the Certificate of Authority issued by the State of Wisconsin to Northwestern Long Term Care Insurance Company, duly certified by the office of the Wisconsin Insurance Commissioner, as well as our check in the amount of \$131.25 payable to the Florida Department of State to cover the \$70 registration fee, \$8.75 for a Certificate of Status and \$52.50 for a certified copy thereof.

It is our understanding that a letter of acknowledgment as well as a certified copy of a Certificate of Status will be issued by your office upon your satisfactory review of the enclosed material. However, please feel free to contact me at the above number if you have questions or if you require any further information or documentation with regard to the enclosed Application. You may send the letter of acknowledgment and the Certificate of Status to my attention when they become available.

Very truly yours,

LuAnne Johnson
LuAnne Johnson
Insurance Paralegal Specialist

98 MAY -4 AM 9:30
TALLAHASSEE, FLORIDA
FILED
5/4

Enclosures (as stated)



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 24, 1998

LUANNE JOHNSON
NORTHWESTERN LONG TERM CARE INSURANCE
720 E. WISCONSIN AVE.
MILWAUKEE, WI 53202

SUBJECT: NORTHWESTERN LONG TERM CARE INSURANCE COMPANY
Ref. Number: W9800009185

We have received your document for NORTHWESTERN LONG TERM CARE INSURANCE COMPANY and your check(s) totaling \$131.25. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business in Florida prior to qualification and the appropriate charter tax and annual report fees that would have been due this office had the corporation qualified the year it began operations in this state. Please complete the enclosed form INHSE37 and contact this office for the charter tax due. The amount entitled this office in annual report fees and penalty fees is \$24,616.25.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

Please complete the attached page listing the officers and directors of the corporation.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

The name listed in number one of the application must be identical to the name listed in the certificate of existence.

If you have any questions concerning the filing of your document, please call
(850) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 398A00022258

Northwestern Long Term Care Insurance Company

A Subsidiary of The Northwestern Mutual Life Insurance Company

WRITER'S DIRECT LINE 414-299-3823

April 30, 1998

VIA FEDERAL EXPRESS

Ms. Freta Lott
c/o Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32309

Dear Ms. Lott:

Enclosed with this letter is my Affidavit documenting the facts relating to business activities in the State of Florida undertaken by Northwestern Long Term Care Insurance Company f/k/a The Standard of America Life Insurance Company. As you will note from reviewing the Affidavit, the Company, then named The Standard of America Life Insurance Company, conducted business in Florida from approximately June of 1968 through 1986. The Company's authorization to conduct business was revoked in 1993. The current Application is being made in conjunction with the now re-named Company's desire to resume the business of insurance in the State of Florida.

Please feel free to call me should you have any questions or concerns or require further information relating to the items established in the Affidavit.

I have also enclosed, consistent with the request made in your April 24, 1998 letter, a copy of the listing of officers and directors of the corporation.

Finally, consistent with our telephone conversation of April 29, 1998, this letter will serve to document the fact that in Wisconsin domestic insurance companies fall under the jurisdiction of the office of the Commissioner of Insurance rather than the Secretary of State's office. For that reason, Certificates of Existence relating to insurance companies are obtained from the Commissioner of Insurance rather than the Secretary of State's office. The document previously provided to you is the document provided by the Wisconsin Office of the Commissioner of Insurance to evidence the existence and good standing of a domestic company. Again, please let me know should there be any other information required with respect to a required Certificate of Existence. Please note that the document forwarded by LuAnne Johnson in her correspondence is an original certification.

Ms. Freta Lott
April 30, 1998
Page 2

Finally, please note that the correct name of the corporation seeking authorization is Northwestern Long Term Care Insurance Company. I have enclosed for your files an amended copy of the Application for Authorization to Transact Business in Florida.

I'd like to thank you in advance for your assistance in this matter.

Sincerely,



Daniel A. Riedl
Assistant Secretary

DAR:lew
102073

Enclosure

AFFIDAVIT

Now comes the undersigned, Daniel A. Riedl, Assistant Secretary of Northwestern Long Term Care Insurance Company ("NLTC"), and being duly sworn under oath, deposes and says as follows:

1. That he is Assistant Secretary of Northwestern Long Term Care Insurance Company and is authorized to execute this affidavit on its behalf.
2. That on or about April 20, 1998, NLTC requested a certificate of status from the State of Florida.
3. On the Application by Foreign Corporation for Authorization to Transact Business in Florida, NLTC indicated that the date it first transacted business in Florida was June 1, 1968.
4. On or about June 1, 1968, NLTC was known as The Standard of America Life Insurance Company and on or about that date it commenced transacting business in Florida under that name.
5. Prior to transacting business in Florida, The Standard of America Life Insurance Company applied for and effective November 30, 1965 was authorized to transact business as a foreign corporation.
6. In 1986 The Standard of America Life Insurance Company discontinued transacting business in the State of Florida, and in 1993 the Company surrendered its Florida Insurance Certificate of Authority.
7. On the 26th day of August, 1993, the authorization of The Standard of America Life Insurance Company to transact business in the State of Florida was revoked.
8. From the date specified in paragraph 6 above until the current date, The Standard of America Life Insurance Company has not transacted business in the State of Florida.
9. NLTC seeks authorization to transact business in Florida and anticipates applying for a Certificate of Authority following authorization to transact business in Florida.
10. That the information set forth in this affidavit is based upon the files and records of NLTC f/k/a The Standard of America Life Insurance Company, to which the affiant has access.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
98 MAY -4 AM 9:30
FILED

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Northwestern Long Term Care Insurance Company
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Wisconsin (State or country under the law of which it is incorporated) 3. 36-2258318 (FEI number, if applicable)

4. 9-18-53 (Date of Incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. 6-1-68 (Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 720 East Wisconsin Avenue Milwaukee, Wisconsin 53202 (Current mailing address)

8. Sell long-term care insurance (Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: Treasurer and Insurance Commissioner Name: of the State of Florida Fletcher Building, Rm. 524 Office Address: 101 East Gaines Street Tallahassee, Florida, 32399-0300 (Zip Code)

FILED 98 MAY -4 AM 9:30 TALLAHASSEE FLORIDA

10. Registered agent's acceptance: Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O . Box NOT acceptable)

Chairman: See Attached List

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: See Attached List

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. *John M. Bremer*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. John M. Bremer, Senior Vice President, General Counsel and Secretary
(Typed or printed name and capacity of person signing application)

Northwestern Long Term Care Insurance Company

Principal Officers:

<u>Title</u>	<u>Name</u>	<u>Business Address</u>
President & CEO	James D. Ericson	720 East Wisconsin Avenue, Milwaukee, WI 53202
Senior Vice President, Secretary and General Counsel	John M. Bremer	720 East Wisconsin Avenue, Milwaukee, WI 53202
Vice President & Controller	Gary E. Long	720 East Wisconsin Avenue, Milwaukee, WI 53202
Senior Vice President and Chief Actuary	William C. Koenig	720 East Wisconsin Avenue, Milwaukee, WI 53202
Senior Vice President	Richard L. Hall	720 East Wisconsin Avenue, Milwaukee, WI 53202
Vice President and Treasurer	Gary M. Hewitt	720 East Wisconsin Avenue, Milwaukee, WI 53202

Board of Directors:

<u>Name</u>	<u>Business Address</u>
James D. Ericson	720 East Wisconsin Avenue, Milwaukee, WI 53202
Robert E. Carlson	720 East Wisconsin Avenue, Milwaukee, WI 53202
Peter W. Bruce	720 East Wisconsin Avenue, Milwaukee, WI 53202
William C. Koenig	720 East Wisconsin Avenue, Milwaukee, WI 53202
Edward J. Zore	720 East Wisconsin Avenue, Milwaukee, WI 53202

101167

FILED
MAY -4 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



State of Wisconsin / OFFICE OF THE COMMISSIONER OF INSURANCE



Tommy G. Thompson
Governor

Randy Blumer
Commissioner (Acting)

121 East Wilson Street
P.O. Box 7873
Madison, Wisconsin 53707-7873
(608) 266-3585

http://badger.state.wi.us/agencies/oci/oci_home.htm

To Whom I May Concern

You have inquired regarding the lack of a "seal" on documents you requested. The Commissioner of Insurance, State of Wisconsin, no longer has a seal.

Section 601.16, Wis. Stats., reads as follows:

"(1) Seal. The Commissioner need not have nor use an official seal. Any statutory or common law requirement that an official seal be affixed is satisfied by the signature of the Commissioner."

"(2) Signatures. Any signature of the Commissioner may be in facsimile unless specifically required to be handwritten."

You should give full faith and credit to the document provided under Section 1 of Articles IV of the United States Constitution.

If you have any questions, please feel free to contact this office.

Sincerely,

Matthew C. Mandt, Director
Bureau of Financial Analysis and Examinations

MCM:jk

FILED
98 MAY -4 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



State of Wisconsin
Office of the Commissioner of Insurance
P.O. Box 7873
Madison, Wisconsin 53707-7873

Certification of the Authenticity of Copy of Document on File

The Commissioner of Insurance of the State of Wisconsin certifies that the attached copy of

CERTIFICATE OF AUTHORITY

RECEIVED
MAY -11 AM 9:30
SECRETARY OF STATE
TALLMANSSEE, FLORIDA

for NORTHWESTERN LONG TERM CARE INSURANCE COMPANY (formerly THE STANDARD OF AMERICA LIFE INSURANCE COMPANY)

is a true and correct copy of the original now on file with the Office of the Commissioner of Insurance.

Dated at Madison, Wisconsin, this 14th day of April, 1998

Randy Blumer
Commissioner of Insurance



Certificate of Authority State of Wisconsin

Office of the Commissioner of Insurance
P.O. Box 7873
Madison, Wisconsin 53707-7873

Certificate No. 00010709
Date Issued: 10-10-1997
License Chapter: 611 Wis. Stat.

This Is To Certify, That pursuant to the Insurance Laws of the state of Wisconsin,
Northwestern Long Term Care Insurance Company
Wisconsin

has paid the fees and taxes required by law and that it is hereby authorized to transact the business of:

- (1) (A) Life insurance and annuities (NON-PARTICIPATING)
- (1) (C) Disability insurance

subject to the following limitations:

None

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
98 MAY -4 AM 9:30
FILED

in the state of Wisconsin as long as the insurer continues to conform to the authority granted by this certificate, is in full compliance with all, and not in violation of any, of the the applicable laws and lawful requirements made under authority of the laws of the state of Wisconsin.

Josephine W. Tussler
Commissioner of Insurance