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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

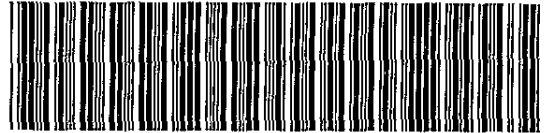
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CLERK OF STATE
DIVISION OF CORPORATIONS
03 OCT 31 AM 11:01



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

October 17, 2003

WILLIAM J. DASSO
OLD REPUBLIC INTERNATIONAL CORPORATION
307 N. MICHIGAN AVE.
CHICAGO, IL 60601

SUBJECT: HOME OWNERS LIFE INSURANCE COMPANY
Ref. Number: W03000030214

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 OCT 31 AM 11:01

We have received your document for HOME OWNERS LIFE INSURANCE COMPANY and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Based upon information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, it appears that HOME OWNERS LIFE INSURANCE COMPANY has transacted business in Florida prior to submitting an "Application for Authority to Transact Business in Florida". The information received from the Florida Department of Revenue indicates, as the initial date of transacting business in the State of Florida.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$5,750.

Enclosed please find a copy of section 607.1501, 617.1501, or 608.502, 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 notarized 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, 617.1501 or 608.502, Florida Statutes.

A certificate of existence or a certificate of good standing, 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 certificate we require is issued by your Secretary of State, not your Department of Insurance.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 403A00056817

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 OCT 31 AM 11:01



307 North Michigan Avenue
Chicago, Illinois 60601-5382
312/346-8100

October 28, 2003

Mr. Lee Rivers
Document Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 OCT 31 AM 11:01

RE: Reference No. W03000030214

Dear Mr. Rivers:

On September 17, 2003 Home Owners Life Insurance Company ("HOLIC") received a letter from your Department requesting that the company register with the Secretary of State as a foreign corporation authorized to transact business in Florida. The company prepared such a form and forwarded it along with the filing fee of \$70.00 to the Department.

On October 17, 2003 the company received another letter from the Department of State advising that the Department was assessing a civil penalty of \$5,750.00 against the company for transacting business in Florida prior to submitting an application. Attached to that letter were copies of certain Florida statutes; one such statute, 607.1501, concerning what constituted transacting business in the state.

HOLIC has not been transacting business in the State of Florida for a number of years. However, as an insurance company certain policies that were previously written in the state continue to earn premium while the company is in a run-off position. This continued premium apparently is the reason that the Florida Department of Revenue advised you that the company is paying taxes in the state. Enclosed are copies of the Florida state page for HOLIC showing the amount of Florida premium for the past five years. As you can see, in 2002 the total amount of premium was \$668.00. This was down from about \$2,300.00 in 1998.

Mr. Lee Rivers
October 28, 2003
Page -2-

In addition to not having actively transacted business in Florida for the past five years, even when it was active, the company was not subject to registration because it did not transact business in Florida as defined in Section 607.1501. HOLIC did not solicit policies through employees of the company. It solely sold policies through agents and brokers who were independent contractors. As a result, under the definitions of "transacting business" contained in Section 607.1501.(2)(e) the company was not doing business in Florida even when the policies were produced. Secondly, HOLIC was not transacting business in Florida because life and accident insurance policies are not bound or accepted within the state of Florida. Applications are only accepted at the company's home office in Chicago, Illinois. As a result, Section 2(f) of Section 607.1501 would provide HOLIC with a second reason as to why the company was not transacting business in Florida. As a result, the company would not be subject to the penalty set forth in your letter.

While HOLIC does not necessarily need to qualify with the Secretary of State to solicit insurance, the company has no objection to qualifying with the Florida Secretary of State for future business purposes. Therefore, the company has no objection to your processing its application to be qualified by the Secretary of State.

In your most recent letter you stated that your office required a certification from the Illinois Secretary of State and it would not be able to accept the Certificate of Compliance from the Illinois Insurance Department. Unfortunately, in Illinois, insurance companies are solely regulated by the Director of Insurance. Insurance companies do not register nor are they qualified by the Illinois Secretary of State. As a result, I cannot get you a certification from the Illinois Secretary of State. If you wish to speak to someone in the Illinois Insurance Department about this or wish them to provide a new Certificate of Compliance, you may speak to Sara Ross at the Illinois Insurance Department. Her phone number is (217) 782-9760.

Finally, enclosed is an affidavit executed by an officer of HOLIC setting forth the reasons that the company does not consider itself as having done business in the State of Florida. I trust that this letter and the enclosed affidavit will be sufficient for you to rescind the civil penalty of \$5,750.00 referred in your letter of October 17th.

Sincerely yours,



William J. Dasso
Counsel

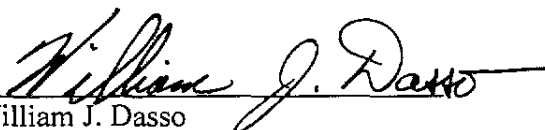
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AFFIDAVIT

I, William J. Dasso, Assistant Vice President and Assistant Secretary of Home Owners Life Insurance Company, under oath, state as follows:

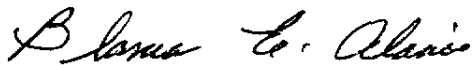
1. Home Owners Life Insurance Company does not transact business in the State of Florida within the meaning of Section 207.1501 of the Florida Statutes as the company has not written any life or disability insurance in Florida for a number of years and is solely collecting premium on run-off business that was previously written.
2. That the company's business when written was solely written through agents and brokers who were independent contractors and not employees of the company and that the writing of insurance business in this manner is not transacting business in Florida as defined by Florida Statute Section 607.1501(2)(e) .
3. That the solicitation of applications from Florida residents require the acceptance by the company's underwriter at the company's Home Office in Chicago, Illinois and that such activity is considered not to be transacting business in Florida under Section 607.1501(2)(f).

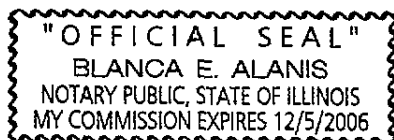

William J. Dasso

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SECRETARY OF CORPORATIONS
03 OCT 31 AM 11:01

Date: October 28, 2003

Sworn to and Subscribed to before me
this 28th day of October, 2003


Notary Public



TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: _____ Home Owners Life Insurance Company
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

William J. Dasso

(Name of Person)
Old Republic International Corporation

(Firm/Company)
307 N. Michigan Ave.

(Address)
Chicago, IL 60601

(City/State and Zip code)

W03-30214

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DIVISION OF CORPORATIONS
OCT 31 AM 11:01

For further information concerning this matter, please call:

William J. Dasso at (312) 762-4279
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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. Home Owners Life Insurance Company
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Illinois 3. 36-6069295
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 27, 1962 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 307 N. Michigan Ave. Chicago, IL 60601
(Principal office address)

same as above
(Current mailing address)

8. Life & Accident/Health Insurer and/or any other purpose authorized by Florida statute
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

Florida 32301

(Zip code)

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.

Shirley A. Galt
(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.

SECRETARY OF STATE
DIVISION OF CORPORATIONS AND INDUSTRIES
OCT 31 11:01 AM '61

12. Names and business addresses of officers and/or directors:

A. DIRECTORS Please see attached Exhibit

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS Please see attached Exhibit

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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DIVISION OF CORPORATIONS
03 OCT 31 AM 11:01

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

13. William J. Dasso
(Signature of Director or Officer listed in number 12 of the application)

14. William J. Dasso, Assistant Vice President & Assistant Secretary
(Typed or printed name and capacity of person signing application)

HOME OWNERS LIFE INSURANCE COMPANY

OFFICERS & DIRECTORS

OFFICERS

Aldo C. Zucaro, Chairman of the Board, President & Chief Executive Officer
John S. Adams, Senior Vice President & Chief Financial Officer
Spencer LeRoy III, Senior Vice President, Secretary & General Counsel
Charles S. Boone, Senior Vice President & Treasurer
Fred Savaglio, Vice President, Controller & Assistant Treasurer
Bruce Horton, Vice President
Leonard S. Milazzo, Vice President
Paul Davenport, Vice President
William J. Dasso, Assistant Vice President & Assistant Secretary
JoAnn Handel, Assistant Vice President & Assistant Controller

DIRECTORS

Harrington Bischof
Aldo C. Zucaro
Arnold Steiner
Wilbur S. Legg

Business Address for all Officers & Directors:

307 N. Michigan Ave.
Chicago, IL 60601

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DIVISION OF CORPORATIONS
03 OCT 31 AM 11:01

STATE OF ILLINOIS

DEPARTMENT OF INSURANCE



WHEREAS, the HOME OWNERS LIFE INSURANCE COMPANY located at CHICAGO in the State of ILLINOIS was incorporated pursuant to the provisions of the "Illinois Insurance Code" applicable to said Company:

NOW, THEREFORE, I, the undersigned, Director of Insurance of the State of Illinois, do hereby certify that the said Company is authorized to transact its appropriate business as set forth under Clause(s) (a) Life and (b) Accident & Health of Class 1 of Section 4 of the "Illinois Insurance Code" in this State, in accordance with the laws thereof.

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DIVISION OF CORPORATIONS
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IN TESTIMONY WHEREOF, I hereto set my hand and cause to be affixed the Seal of my office. Done at the City of Springfield, this 22nd day of January, 2003.



Nat Shapo
Nathaniel S. Shapo
Director