

~~(I) OTHER THAN THROUGH A BROKER-DEALER IF APPROVED IN WRITING BY THE ADMINISTRATION;~~

~~(II) THROUGH THE EXERCISE OF SUBSCRIPTION RIGHTS RECEIVED UNDER THE PLAN; OR~~

~~(III) FROM PARTICIPATING IN A STOCK BENEFIT PLAN PERMITTED BY § 3-405(C) OF THIS SUBTITLE OR APPROVED BY SHAREHOLDERS UNDER § 3-410(B) OF THIS SUBTITLE.~~

~~(II) THE PLAN SHALL PROVIDE THAT A DIRECTOR OR OFFICER MAY NOT SELL STOCK PURCHASED UNDER THIS SECTION OR § 3-405(A) OF THIS SUBTITLE WITHIN 1 YEAR AFTER THE EFFECTIVE DATE OF THE CONVERSION.~~

~~(I) THE PARTICIPATING PLAN SHALL PROVIDE THAT THE RIGHTS OF A HOLDER OF A SURPLUS NOTE PARTICIPATING IN THE CONVERSION, IF ANY, SHALL BE GOVERNED BY THE TERMS OF THE SURPLUS NOTE.~~

~~(J) THE PLAN SHALL PROVIDE THAT, WITHOUT PRIOR APPROVAL OF THE COMMISSIONER, A CONVERTED STOCK COMPANY, OR ANY CORPORATION PARTICIPATING IN THE CONVERSION PLAN PURSUANT TO SUBSECTION (A)(3)(I) OF THIS SECTION, MAY NOT REPURCHASE ANY OF ITS CAPITAL STOCK FROM ANY PERSON FOR A PERIOD OF 3 YEARS FROM THE DATE OF THE COMPLETION OF THE CONVERSION, EXCEPT THAT THIS LIMITATION DOES NOT APPLY TO:~~

~~(1) A REPURCHASE ON A PRO RATA BASIS IN ACCORDANCE WITH AN OFFER MADE TO ALL SHAREHOLDERS OF THE CONVERTED STOCK COMPANY OR ANY CORPORATION PARTICIPATING IN THE CONVERSION PLAN IN ACCORDANCE WITH SUBSECTION (A)(3)(I) OF THIS SECTION; OR~~

~~(2) A PURCHASE IN THE OPEN MARKET BY A TAX QUALIFIED OR NONTAX QUALIFIED EMPLOYEE STOCK BENEFIT PLAN IN AN AMOUNT REASONABLE AND APPROPRIATE TO FUND THE PLAN.~~

3-404.

~~(A) THIS SECTION APPLIES ONLY TO MUTUAL LIFE INSURANCE COMPANIES.~~

~~(B) (1) EXCEPT AS PROVIDED IN PARAGRAPH (2) OF THIS SUBSECTION, THE PLAN SHALL PROVIDE THAT A MUTUAL LIFE INSURANCE COMPANY'S PARTICIPATING LIFE POLICIES IN FORCE ON THE EFFECTIVE DATE OF THE CONVERSION SHALL BE OPERATED BY THE CONVERTED STOCK COMPANY FOR DIVIDEND PURPOSES AS A CLOSED BLOCK OF PARTICIPATING BUSINESS.~~

~~(2) ANY CLASS OF GROUP PARTICIPATING POLICIES MAY BE EXCLUDED FROM THE CLOSED BLOCK OF A PARTICIPATING BUSINESS.~~

~~(C) (1) THE PLAN SHALL PROVIDE THAT SUFFICIENT ASSETS OF THE MUTUAL COMPANY SHALL BE ALLOCATED FOR THE BENEFIT OF THE CLOSED BLOCK OF BUSINESS SO THAT THE ASSETS, TOGETHER WITH THE REVENUE FROM THE CLOSED BLOCK OF BUSINESS, ARE SUFFICIENT TO SUPPORT THE CLOSED BLOCK, INCLUDING THE PAYMENT OF CLAIMS, EXPENSES, TAXES, AND ANY~~