

**GUARANTEE OF PERFORMANCE
FOR
THIRD PARTY ADMINISTRATOR**

For value received, _____, (hereinafter "Corporate
(Parent)
Guarantor"), located at _____, absolutely and
(Address)

unconditionally guarantees the performance by its wholly owned subsidiary,
_____ (hereinafter "Administrator") located at
(Subsidiary)

_____, of all the obligations of the
(Address)

Administrator in accordance with the terms and conditions of its third party
administrator registration in the State of Minnesota pursuant to Minn. Stat.
60A.23, Subd. 8, dated _____ and of all

(date of issuance or renewal of license)

agreements entered into in Minnesota by the Administrator as a third party
administrator, as such agreements have been or may hereafter be amended,
modified, renewed or extended from time to time. This guarantee shall continue in
force until all obligations of the Administrator under the said third party
administrator registration and third party administrator agreements shall have been
satisfied or completely discharged, whichever first occurs. The Corporate
Guarantor shall not be discharged from liability hereunder as long as any claims
against the Administrator for obligations incurred as a third party administrator

remain outstanding. This guarantee shall be binding on the Corporate Guarantor and on its successors and assigns. If the Corporate Guarantor ceases to be an affiliate, the Corporate Guarantor shall give 30 days written notice to the Administrator and to the Minnesota Commissioner of Commerce at 85 7th Place East, Suite 500, St. Paul, MN 55101-2198.

In witness whereof, the Corporate Guarantor has, by a duly authorized officer, executed this guarantee at _____ on this _____ day of _____, 20____.

(Corporate Guarantor)

By: _____

Its: _____

(ATTACH RESOLUTION OF BOARD OF DIRECTORS AUTHORIZING EXECUTION)

STATE OF _____)

COUNTY OF _____)

Acknowledged before me this

_____ day of _____, 20____.

Notary Public

My commission expires _____

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