

FORM A

[AMENDED AND RESTATED]
**STATEMENT REGARDING THE ACQUISITION OF CONTROL OF OR MERGER
WITH A DOMESTIC INSURER**

VANTIS LIFE INSURANCE COMPANY
a Connecticut life insurance company

by

THE PENN MUTUAL LIFE INSURANCE COMPANY
a Pennsylvania life insurance company

Filed with the Insurance Department of the State of Connecticut

Dated: ~~October 21~~November 23, 2016

Names, titles, addresses and telephone numbers of individuals to whom notices and correspondence concerning this Statement should be addressed:

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ITEM 1. INSURER AND METHOD OF ACQUISITION

This Statement relates to the proposed acquisition of Vantis Life Insurance Company, a Connecticut life insurance company (the “Domestic Insurer” or “Vantis”) by The Penn Mutual Life Insurance Company, a mutual insurance company domiciled in the Commonwealth of Pennsylvania (the “Applicant”). Vantis maintains its main administrative office and principal place of business at 200 Day Hill Road, Windsor, Connecticut 06095.

The transaction will be effectuated when Welsh Run Corp., a Connecticut corporation and direct, wholly-owned subsidiary of the Applicant (“Merger Sub”), is merged with and into Vantis (the “Transaction”) on the effective date of the Transaction (the “Effective Date”). As a result of the Transaction, on the Effective Date: (a) Vantis will be the surviving company and the separate legal existence of Merger Sub will cease; (b) each issued and outstanding share of stock of Merger Sub will be converted into one share of common stock in Vantis; (c) all shares of Vantis stock issued and outstanding immediately prior to the Transaction will be cancelled and retired in exchange for the right of each Vantis shareholder on the Effective Date to receive a portion of the merger consideration; and (d) Vantis, as the surviving company, will become a wholly-owned subsidiary of the Applicant. Following consummation of the Transaction, Vantis will continue to operate as a Connecticut domestic life insurer. Vantis’ Certificate of Authority, held with the Connecticut Insurance Department (“CID”), as in effect immediately prior to the Effective Date, shall remain the Certificate of Authority of Vantis as it exists following the Transaction. The Agreement and Plan of Merger (the “Merger Agreement”) is attached as Exhibit A hereto; the exhibits to the Merger Agreement are attached as Exhibit B hereto. Certain capitalized terms used, and not defined, herein shall have the meanings assigned to such terms in the Merger Agreement.

ITEM 2. IDENTITY AND BACKGROUND OF THE APPLICANT

(a) The name of the Applicant is The Penn Mutual Life Insurance Company, a Pennsylvania corporation. The address of the Applicant is 600 Dresher Road, Horsham, Pennsylvania 19044.

[(b) The Applicant, through its subsidiaries, provides life insurance and a range of specialized products to help meet the varied needs of its clients. See Exhibit C for an Organizational Chart showing the identities and inter-relationships among the Applicant and its affiliates. The Applicant concentrates its core activities on products it has historically offered: individual life insurance and individual annuities. These products are marketed through a national network of producers and financial advisers, to ensure that clients receive the product that meets their financial needs. In addition, the Applicant’s subsidiaries include an extensive broker/dealer business. The Applicant [is currently licensed to do business in all fifty states and the District of Columbia][.]

(b) The Applicant is a life[As a mutual] insurance company that is currently licensed to do business in all fifty states and the District of Columbia[, the Applicant is primarily owned by its policyholders. As a result, the Applicant takes a long-term perspective on its business and makes decisions that protect the best interests of the

policyholders. This approach also ensures the company's long-term viability and well-being. The Applicant's financial strength lies in its conservative and prudent approach to managing its products and investment portfolio, which continue to stand the test of time. The Applicant prides itself on its mutual status and its ability to maintain financial strength without pressure from shareholders]. The Applicant has operated as a mutual life insurance company since it was organized in 1847 and will continue to operate as a mutual life insurance company after the Transaction.—~~The Applicant's subsidiaries provide asset management, broker/dealer, and other financial services.~~

[The Applicant's financial strength is demonstrated in its most recent annual financial highlights. Operating Income, which includes the Applicant's insurance product and broker-dealer segments, for 2015, was \$209.5 million. Total Revenue supporting the Applicant's insurance operations was \$1,701.9 million through 2015, an increase of \$172.0 million compared to 2014. The increase was the result of higher product revenue generated from the growth in its life and annuity business as well as higher investment earnings from its growing assets. Total Benefits Paid to policyholders or their beneficiaries through 2015 totaled \$699.8 million, which reflects the fulfillment of the Applicant's promises to them. Consolidated Net Income for 2015 was \$208.6 million, or 17% higher than the \$177.7 million for 2014. Total Surplus (Capital) totaled \$1.9 billion as of December 31, 2015, which was consistent with the Applicant's results at December 31, 2014. Penn Mutual holds a high-quality and well-diversified portfolio of assets with investment-grade bonds representing the single largest class of investments.]

[As a result of its financial strength, the Applicant has paid dividends to its policyholders every year since it was founded in 1847. The Applicant's financial strength has made its long history of paying dividends possible. A.M. Best places the Applicant among the few life insurance companies that have been rated A or higher for 75 years or more. The Applicant has received an A or higher since 1928, an 88-year history.]

[If it receives regulatory approval, the Transaction will expand the Applicant's presence in the life insurance industry by leveraging Vantis Life's bank-focused distribution model. Both companies will continue to operate under their current brands and maintain their respective management teams and workforces. The Transaction will allow the Applicant to expand the reach of its life insurance and annuity products through Vantis Life's direct-to-consumer and bank channels. These additional capabilities will complement the highly regarded adviser network that currently does business with the Applicant.]

(c) The Organizational Charts

Upon the Effective Date, Vantis will become a direct, wholly-owned subsidiary of Penn Mutual. The charts attached hereto as Exhibit C and Exhibit D present the identities and inter-relationships among the Applicant and its affiliates prior to and following the Transaction. Such charts indicate the percentage of voting securities of each entity owned or controlled by the Applicant or any other such entity as well as the type of organization and the state or other

jurisdiction of domicile of each entity specified therein. Control of each person listed on the charts is maintained by the ownership or control of voting securities. No person directly or indirectly owns, controls, holds with the power to vote or holds proxies representing collectively ten percent or more of the voting securities of the Applicant. No court proceedings involving a reorganization or liquidation are pending with respect to the Applicant or any of its affiliates.

ITEM 3. IDENTITY AND BACKGROUND OF INDIVIDUALS ASSOCIATED WITH THE APPLICANT

Biographical affidavits for all current trustees and executive officers of the Applicant are being provided in response to this Item 3. (See Exhibit E). Two copies of the biographical affidavits are enclosed herewith: an unredacted copy marked as “confidential” and a copy with personal information (e.g. social security numbers) redacted. The Applicant respectfully requests that (i) the redacted portions of the affidavits be treated as confidential, (ii) the Applicant be notified in advance of any proposed disclosure of the redacted portions by the CID, and (iii) the Applicant be given a reasonable opportunity to object or seek a protective order or take other action to prevent or limit any such disclosure. The Applicant has requested the required background reports from an NAIC-approved vendor, which will be provided directly to the CID.

(a)(1) Trustees and Executive Officers of Applicant

Below is a list of the trustees and executive officers of the Applicant. The business and residence addresses are stated in the biographical affidavits for such persons, which, as described above, are being filed in both redacted and confidential unredacted versions as Exhibit E.

The Applicant’s Board of Trustees consists of the following members:

Name / Address	Principal Occupation
Eileen C. McDonnell 600 Dresher Road Horsham, PA 19044	Chairman and Chief Executive Officer The Penn Mutual Life Insurance Company
David M. O’Malley 600 Dresher Road Horsham, PA 19044	President and Chief Operating Officer The Penn Mutual Life Insurance Company
Joan P. Carter 56 Haddon Avenue Haddonfield, NJ 08033	President UM Holdings Ltd.

Name / Address	Principal Occupation
Robert E. Chappell 198 Blacksmith Road Oley, PA 19547	Retired, former Chairman and Chief Executive Officer The Penn Mutual Life Insurance Company
William R. Cook 31 San Gabriel Lane Palm Coast, FL 32137	Retired, former Chairman, President, and Chief Executive Officer BetzDearborn, Inc.
James Stephen Hunt 151 Deodar Lane Bradbury, CA 91008	Retired, former Executive Vice President and Chief Financial Officer Walt Disney Parks and Resorts Worldwide
Charisse R. Lillie One Comcast Center 1701 John F. Kennedy Blvd. 49th Floor Philadelphia, PA 19103	Vice President, Community Investment Comcast Corporation
Edmond F. Notebaert 7 Horseshoe Lane Paoli, PA 19301	Retired, former President and Chief Executive Officer Temple University Health System
Helen P. Publin 318 Millbank Road Bryn Mawr, PA 19010	Retired, former Executive Vice President and General Counsel The PNC Financial Services Group, Inc.
Robert H. Rock 1845 Walnut Street 9th Floor Philadelphia, PA 19103	President MLR Holdings, LLC
Anthony M. Santomero 310 Keithwood Road Wynnewood, PA 19086	Richard K. Mellon Professor Emeritus of Finance The Wharton School of the University of Pennsylvania
Susan D. Waring 154 Route 2 South Hero, VT 05486	Retired, former Executive Vice President and Chief Administrative Officer, Life & Health State Farm Insurance

The day-to-day affairs of the Applicant are managed by the following executive officers:

Name	Title
Eileen C. McDonnell	Chairman and Chief Executive Officer
David M. O'Malley	President and Chief Operating Officer
Thomas H. Harris	Executive Vice President, Distribution
Susan T. Deakins	Executive Vice President and Chief Financial Officer and Treasurer
Raymond G. Caucci	Senior Vice President, Product Management Underwriting and Advanced Sales
Gregory J. Driscoll	Senior Vice President, Service Operations and Chief Information Officer
Jeffrey Fleischman	Senior Vice President, Chief Marketing and Digital Officer
Alida M. Moose	Senior Vice President and Chief Human Resources Officer
Nina M. Mulrooney	Senior Vice President and General Auditor
Kevin T. Reynolds	Senior Vice President and Chief Legal Officer
Jay T. Lewellen	Vice President & Chief Actuary
Franklin L. Best	Vice President & General Counsel, Insurance Operations

(a)(2) Owners of Ten Percent or More of the Voting Securities of the Applicant

No person directly or indirectly owns, controls, holds with power to vote or holds proxies representing collectively ten percent or more of the voting securities of the Applicant.

(b) Present Principal Business Activity

The principal business activity, occupation, or employment of the trustees and executive officers of the Applicant is stated in Item 3(a) above. Additional employment information about the trustees and executive officers of the Applicant is stated in the biographical affidavits for such persons, which, as described above, are being filed in both redacted and confidential unredacted versions as Exhibit E.

(c) Material Occupations, Positions, Offices and Employment

The material occupations, positions, offices or employment during the last five years, including the starting and ending dates of each and the name, principal business and address of any business corporation or other organization in which each such occupation, position, office or employment was carried on, with respect to the trustees and executive officers of the Applicant, are stated in the biographical affidavits for such persons, which, as described above, are being filed in both redacted and confidential unredacted versions as Exhibit E. Except as set forth in such biographical affidavits, no such occupation, position, office or employment required licensing by or registration with any federal, state or municipal governmental agency. The current status of any such licensing or registration, and an explanation of any surrender, revocation, suspension or disciplinary proceedings in connection therewith, are stated in such biographical affidavits.

(d) Criminal Proceedings

Except as otherwise indicated in Exhibit E (filed in both redacted and confidential unredacted versions, as described above), to the best knowledge, information and belief of the Applicant, no trustee or executive officer of the Applicant has been convicted in a criminal proceeding (excluding minor traffic violations) during the past ten years.

(e) Bankruptcy Proceedings

Except as otherwise indicated in Exhibit E (filed in both redacted and confidential unredacted versions, as described above), to the best knowledge, information and belief of the Applicant, no trustee or executive officer of the Applicant has been the subject of any proceeding under the Federal Bankruptcy Code during the past ten years, nor has any business or organization in which such persons were directors, officers, trustees, partners, owners, managers or other officials been subject to any proceeding either during the time in which such person was a director, officer or trustee, if a corporation, or a partner, owner, manager, joint venture, or the official, if not a corporation, or within twelve months thereafter.

(f) Violation of Insurance, Securities or Banking Laws

Except as otherwise indicated in Exhibit E (filed in both redacted and confidential unredacted versions), as described above, to the best knowledge, information and belief of the Applicant, no trustee or executive officer of the Applicant has been enjoined, either temporarily or permanently, by a court of competent jurisdiction from violating, actually or potentially, any federal or state law regulating the business of insurance, securities, or banking during the past ten years.

(g) Credit Reports

Credit reports for the Applicant's trustees and executive officers will be obtained if requested by the CID.

ITEM 4. NATURE, SOURCE AND AMOUNT OF CONSIDERATION

(a) Nature, Source and Amounts of Funds or Other Consideration to Be Used in Effecting the Merger or other Acquisition of Control

As detailed in the Merger Agreement (Exhibit A), in connection with, and as a result of, the Transaction, all shares of Vantis stock, issued and outstanding immediately prior to the Transaction, will be cancelled and retired and will cease to exist, and will solely represent the right of each shareholder in Vantis on the Effective Date to receive a portion of the Merger Consideration (as defined below). The total consideration to be paid by the Applicant in the Transaction shall be an amount equal to the difference of:¹ (i) the sum of (A) an amount equal to the Closing Company Statutory Capital and Surplus Amount, plus (B) \$20,000,000, less (ii) an amount equal to the Special Dividend Amount (the “Merger Consideration”). The Applicant and Vantis have agreed that the Merger Consideration will be used to pay the following expenses, amounts, charges and indebtedness in accordance with Section 2.04 of the Merger Agreement: Transaction Expenses; the Escrow Amount; the Representative Amount; the SERP Charge, any Payoff Indebtedness; and an amount equal to fifty percent of the D&O Tail premium. As part of the Transaction, Department approval of an extraordinary dividend (currently, \$20,000,000) that will be distributed to the interest holders of Vantis will be sought by Vantis as part of this Form A application process. The Applicant will pay the Merger Consideration with cash on hand; no financing will be involved in the Transaction. **[The Merger Consideration, is presently valued at \$73,300,000 (estimated Closing Company Capital and Surplus Amount after repayment of surplus notes and special dividend, plus \$20,000,000).]**

(b) Criteria Used in Determining the Nature and Amount of Such Consideration

The purchase price for the Transaction was agreed-upon pursuant to an arms-length negotiation between the parties. In negotiating the Merger Agreement, the Applicant relied upon the experience and knowledge of its executive management team, due diligence, and the advice of its retained advisors to arrive at an equitable purchase price.

(c) Identity of Lenders

Not applicable. No financing will be involved in the Transaction.

ITEM 5. FUTURE PLANS OF INSURER

The Applicant does not currently plan to declare an ordinary or extraordinary dividend or make other distributions subsequent to the Transaction. The Applicant has no plans to liquidate Vantis, sell Vantis’ assets or to merge or consolidate Vantis with any other entity

¹ Defined terms used in this Item 4(a) in relation to the merger consideration are defined in the Merger Agreement.

(other than the proposed merger with Merger Sub), or to make any other material change in Vantis' business operations or corporate structure or management. The Applicant is party to an intercompany agreement for certain investment management functions. It is the intent of Applicant, post-merger, to seek approval via Form D whereby Vantis will be added as a party to that agreement. At this time, Applicant does not currently plan to cause Vantis to enter into any other material contracts, agreements, arrangements, understandings or transactions of any kind with any party. The Applicant does not have any current plans or proposals for the ownership or control of Vantis, which may have a material effect on any of Vantis' affiliates. [For more information, please refer to Exhibit R (as amended, with Plan of Operation).]

ITEM 6. VOTING SECURITIES TO BE ACQUIRED

At the Effective Date, the Applicant will acquire 100% of the issued and outstanding voting securities of Vantis [. The authorized capital stock of Vantis consists of 1,000,000 shares of common stock, par value \$100.00 per share (the "Common Stock"), 31,876.25 of which are issued and outstanding. In connection with the Merger, the Applicant will acquire all of Vantis' shares of Common Stock that are issued and outstanding]. The purchase price for the Transaction was agreed-upon pursuant to an arms-length negotiation between the parties. In negotiating the Merger Agreement, the Applicant relied upon the experience and knowledge of its management, due diligence, and the advice of its retained advisors to arrive at an equitable purchase price. In addition, please see the Applicant's response to Item 4 above.

ITEM 7. OWNERSHIP OF VOTING SECURITIES

Except for the transactions contemplated by the Merger Agreement, neither the Applicant nor any person listed in Item 3 beneficially owns or currently has the right to acquire beneficial ownership of any voting security of Vantis.

ITEM 8. CONTRACTS, ARRANGEMENTS, OR UNDERSTANDINGS WITH RESPECT TO VOTING SECURITIES OF THE INSURER

Except for the transactions contemplated by the Merger Agreement, there are no contracts, arrangements or understandings with respect to any voting security of Vantis in which the Applicant, its affiliates or any person listed in Item 3 are involved, including but not limited to the transfer of any of the securities, joint ventures, loan or option arrangements, puts or calls, guarantees of loans, guarantees against loss or guarantees of profits, division of losses or profits, or the giving or withholding of proxies.

ITEM 9. RECENT PURCHASES OF VOTING SECURITIES

Neither the Applicant, its affiliates nor any person listed in Item 3 have purchased any voting securities of Vantis during the twelve (12) calendar months preceding the filing of this statement.

ITEM 10. RECENT RECOMMENDATIONS TO PURCHASE

Except for the transactions contemplated by the Merger Agreement, neither the Applicant, its affiliates nor any person listed in Item 3 have made any recommendations to purchase any voting security of Vantis during the twelve (12) calendar months preceding the filing of this statement.

ITEM 11. AGREEMENTS WITH BROKER-DEALERS

Neither the Applicant, its affiliates nor any person listed in Item 3 has or will have any contract, understanding or agreement with any broker-dealers as to the solicitation of any voting security for tender issued by Vantis.

ITEM 12. FINANCIAL STATEMENTS (and Other Exhibits)

(a)-(b) The following is a list of the financial statements and other exhibits filed with this Statement or under separate cover as set forth below:

Exhibit A: Agreement and Plan of Merger, dated as of October 7, 2016, by and between Vantis Life Insurance Company, The Penn Mutual Life Insurance Company, Welsh Run Corp., and Shareholder Representative Services LLC in its capacity as the Representative.

Exhibit B: Exhibits to the Agreement and Plan of Merger. [**Note: An exemplar lease (which would be Exhibit A to the respective Tenant Estoppel Certificate at Exhibit D to the Agreement and Plan of Merger) has been added as a supplement to Exhibit B since the initial filing of this Form A Statement.**]

Exhibit C: Pre-Merger Organizational Chart for the Applicant and its Affiliates.

Exhibit D: Post-Merger Organizational Chart for the Applicant and its Affiliates.

Exhibit E: Biographical Affidavits. [Redacted]

Exhibit F: Annual financial statement blank of The Penn Mutual Life Insurance Company for 2015 and accompanying audit report.

- Exhibit G: Annual financial statement blank of The Penn Mutual Life Insurance Company for 2014 and accompanying audit report.
- Exhibit H: Annual financial statement blank of The Penn Mutual Life Insurance Company for 2013 and accompanying audit report.
- Exhibit I: Annual financial statement blank of The Penn Mutual Life Insurance Company for 2012 and accompanying audit report.
- Exhibit J: Annual financial statement blank of The Penn Mutual Life Insurance Company for 2011 and accompanying audit report.
- Exhibit K: Quarterly financial statement blank of The Penn Mutual Life Insurance Company for the period ending June 30, 2016.
- Exhibit L: Three-year pro forma financial statements for The Penn Mutual Life Insurance Company, Vantis Life Insurance Company, and Vantis Life Insurance Company of New York. **[Redacted][Note: These pro-formas were amended and supplemented since the initial filing of this Form A Statement]]**
- Exhibit M: Annual financial statement blank of Vantis Life Insurance Company for 2015 and accompanying audit report.
- Exhibit N: Annual financial statement blank of Vantis Life Insurance Company for 2014 and accompanying audit report.
- Exhibit O: Annual financial statement blank of Vantis Life Insurance Company for 2013 and accompanying audit report.
- Exhibit P: Financial Strength and Debt Rating Information. **[[Note: This exhibit was supplemented since the initial filing of this Form A Statement]].]**
- Exhibit Q: Applicant Disclosure regarding Material Litigation.**[[Note: This exhibit was supplemented since the initial filing of this Form A Statement].]**
- Exhibit R: Business/Operations Plan.**[[Note: This exhibit was supplemented since the initial filing of this Form A Statement]].]**
- [Exhibit S: Management Discussion and Analysis of Applicant as of December 31, 2015.]**
- [Exhibit T: September 30, 2016 Quarterly Financial Statement of The Penn Mutual Life Insurance Company.]**
- [Exhibit U: September 30, 2016 Quarterly Financial Statement of Vantis Life Insurance Company.]**

(c) There are no tender offers for, requests or invitations for, tenders of, exchange offers for, or agreements to acquire or exchange any voting security of Vantis, or additional soliciting materials relating thereto, any proposed employment, consultation, advisory or management contracts concerning Vantis entered into in connection with the Transaction, nor annual reports to the stockholders of Vantis or the Applicant for the last two fiscal years, other than as disclosed herein.

ITEM 13. AGREEMENT REQUIREMENTS FOR ENTERPRISE RISK MANAGEMENT

The Applicant agrees to provide, to the best of its knowledge and belief, the information required by Form F within fifteen (15) days after the end of the month in which the acquisition of control occurs.

ITEM 14. OTHER INFORMATION

(a) Other Regulatory Filings

Other than this Form A [**Statement, as amended and restated**], the Applicant has not made any regulatory filings in connection with the proposed acquisition of control or merger including, but not limited to, filings with the Securities and Exchange Commission, the United States Department of Justice, or any other Federal or State regulatory body or commission. [**A courtesy copy of the Form A materials was provided to the New York Department of Financial Services.**]

(b) Competitive Impact Analysis

The Connecticut market shares by premium volume for the life lines of business of the Applicant and Domestic Insurer are .33% and .01%, respectively (as set forth in the NAIC 2015 Market Share Reports). Accordingly, the combined market shares of the Applicant and Vantis are well below the thresholds set forth in section 38a-131(d), and the proposed merger will not result in a violation of the competitive impact standards under Connecticut law.

(c) Additional Information

The Applicant has provided additional information as requested on the Checklist accompanying this Form A filing. *See, e.g.,* Exhibits P, Q & R. The Applicant will provide such additional information as the Commissioner may prescribe as necessary or appropriate for the protection of policyholders of the insurance company or in the public interest.

* * * *

[Signatures and Certification Follows on Next Page]

ITEM 15. SIGNATURE AND CERTIFICATION

SIGNATURE

Pursuant to the requirements of Section 31a-130 of the Connecticut General Statutes, The Penn Mutual Life Insurance Company has caused this application to be duly signed on its behalf in the Township of Horsham and the Commonwealth of Pennsylvania on the [23rd] day of ~~October~~ [November], 2016.

THE PENN MUTUAL LIFE
INSURANCE COMPANY

By: _____
David M. O'Malley
President & Chief Operating Officer

Attest:

Kevin Reynolds
Chief Legal Officer

CERTIFICATION

The undersigned deposes and says that he has duly executed the attached application dated ~~October~~ [November 23], 2016 for and on behalf of The Penn Mutual Life Insurance Company, a Pennsylvania corporation, that he is authorized to execute and file such instrument. Deponent further says that he is the President of such company, that he is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of his knowledge, information and belief.

David M. O'Malley

Summary report: Litéra® Change-Pro TDC 7.5.0.155 Document comparison done on 11/23/2016 12:55:49 PM	
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