

FORM A

**STATEMENT REGARDING
THE ACQUISITION OF
CONTROL OF OR MERGER WITH
A DOMESTIC INSURER**

Filed with the OFFICE OF THE COMMISSIONER OF INSURANCE
OF THE STATE OF WISCONSIN

**General Casualty Company of Wisconsin
Blue Ridge Indemnity Company
Blue Ridge Insurance Company
MassWest Insurance Company, Inc.
Regent Insurance Company
Southern Guaranty Insurance Company
Southern Pilot Insurance Company
Southern Fire & Casualty Company
(Subsidiaries of Winterthur U.S. Holdings, Inc)**

Name of Domestic Insurers

By

AXA

**AXA Assurances Vie Mutuelle
AXA Courtage Assurance Mutuelle
AXA Assurances IARD Mutuelle**

Name of Acquiring Persons (Applicants)

WISCONSIN

(State of domicile of Insurers being acquired)

Dated: July 19, 2006

Name, Title, Address and Telephone Number of Individual to Whom Notices and Correspondence
Concerning This Statement Should Be Addressed:

**George Stansfield
Senior Vice President and Group General Counsel**

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This Statement Regarding the Acquisition of Control of the Domestic Insurers (as defined herein) (the “**Statement**”) seeks approval of the Office of the Commissioner of Insurance of the State of Wisconsin (“**OCI**”) pursuant to §§ 611.72 and 617.11 of the Wisconsin Insurance Code and § 40.02 of the Wisconsin Administrative Code for the acquisition of control of the Domestic Insurers.

All amounts expressed in Euros (€) or Swiss Francs (CHF) in this Statement were converted from Euros or Swiss Francs to US Dollars using the Noon Buying Rate in New York City for cable transfers as certified for customs purposes by the Federal Reserve Bank of New York at July 14, 2006 of 1 Euro = 1.2641 US Dollars and 1 Swiss Franc = 0.8092 US Dollars.

ITEM 1. INSURER AND METHOD OF ACQUISITION

(a) Name and Address of Domestic Insurers

This Statement relates to the proposed acquisition of control of the following Wisconsin-domiciled insurance companies:

- (1) General Casualty Company of Wisconsin (“**GCW**”),
- (2) (i) Blue Ridge Indemnity Company, (ii) Blue Ridge Insurance Company, (iii) MassWest Insurance Company, Inc., (iv) Regent Insurance Company, (v) Southern Guaranty Insurance Company (“**SOGIC**”), (vi) Southern Pilot Insurance Company (“**SOPIL**”) and (vii) Southern Fire & Casualty Company (“**SOFIR**”), all of which are direct wholly-owned subsidiaries of GCW.

The insurance companies listed under (1), (2) and (3) immediately above together are referred to in this Statement as the “**Domestic Insurers**”. The immediate parent of GCW is WUSH (as defined in Section (b) below). The principal executive offices of the Domestic Insurers are located at 1 General Drive, Sun Prairie, WI 53596-0001, Telephone: (608) 837-4440.

(b) Method of Acquisition of Control

Subject to the prior approval of the Commissioner of Insurance of the State of Wisconsin (the “**Commissioner**”) and satisfaction or waiver of the other closing conditions set forth in the Share Purchase Agreement referred to below, the Applicants will acquire control (the “**Acquisition**”) of the Domestic Insurers by AXA (“**AXA**”), a French *société anonyme* (or corporation), purchasing from the Seller (defined below) 100% of the capital stock of Winterthur Schweizerische Versicherungs-Gesellschaft (“**Winterthur**”), a Swiss *Aktiengesellschaft* (or corporation). Winterthur is a wholly-owned direct subsidiary of Credit Suisse

Group (the “**Seller**”), a Swiss *Aktiengesellschaft* (or corporation), which is the ultimate parent of the Domestic Insurers. Winterthur owns 100% of the Domestic Insurers through its wholly-owned direct subsidiary Winterthur U.S. Holdings, Inc, a Delaware corporation (“**WUSH**”), which acts as the holding company for Winterthur’s U.S. operations. As described in more detail under Item 4 of this Statement, the total consideration for the Acquisition consists of a cash purchase price of CHF 12.3 billion (US \$9.95 billion) and the repayment by the Applicant of approximately CHF 1.6 billion (US \$1.29 billion) of certain outstanding inter-company debt of Winterthur. After consummation of the Acquisition, Winterthur will be a direct wholly-owned subsidiary of AXA, and WUSH and the Domestic Insurers will be indirect wholly-owned subsidiaries of AXA. The terms of the Acquisition are set forth in the Share Purchase Agreement dated as of June 13, 2006, between the AXA and the Seller (the “**Share Purchase Agreement**”), a copy of which is attached hereto as **Exhibit 1**. The closing of the Acquisition is conditioned, *inter alia*, upon obtaining required insurance regulatory and/or anti-trust approvals in the United States, Switzerland, France, the European Union and certain Asian countries. Neither the Seller nor AXA will be required to submit the Acquisition to a shareholder vote.

ITEM 2. IDENTITY AND BACKGROUND OF THE APPLICANTS

(a) Name and Address of the Applicants

The name and principal business address of the Applicants seeking to acquire control over the Domestic Insurers are as follows:

AXA 25, avenue Matignon 75008 Paris France	AXA Assurances Vie Mutuelle 370, rue Saint Honoré 75001 Paris France
AXA Courtage Assurance Mutuelle 26, rue Drouot 75009 Paris France	AXA Assurances IARD Mutuelle 26, rue Drouot 75009 Paris France

(b) Business Operations of the Applicants

Below is a summary description of the principal business operations and ownership structure of the Applicants. For a description of the Applicants’ future plans for the Domestic Insurers, see Item 5.

AXA. AXA is a French *société anonyme* (a corporation) managed under the oversight of a Management Board and a Supervisory Board. AXA's headquarters are located in Paris, France. The founding predecessor of AXA was organized under the laws of France in 1852. AXA is subject to the reporting requirements of the U.S. Securities Exchange Act of 1934 as a "foreign private issuer" and files annual reports with the U.S. Securities and Exchange Commission (the "SEC"). A detailed description of AXA's business, operations and financial condition for the last five years is provided under Items 4, 5, 8 and 18 of AXA's Annual Report on Form 20-F for the year ended December 31, 2005 filed with the SEC and attached hereto as **Exhibit 5**.

AXA is a worldwide leader in financial protection and wealth management, with consolidated gross revenues of €71.7 billion (US \$90.64 billion) for the year ended December 31, 2005 and total assets under management as at December 31, 2005 of €1,063.8 billion (US \$1,344.75 billion), including assets managed on behalf of third-party clients of €568.6 billion (US \$718.77 billion).

AXA operates primarily in Western Europe, North America and the Asia Pacific region and, to a lesser extent, in other regions, including, in particular, the Middle East and Africa. AXA has five operating business segments: Life & Savings, Property & Casualty, International Insurance, Asset Management and Other Financial Services (including banks). In addition, various holding companies within the AXA Group conduct certain non-operating activities. AXA does business in the United States primarily through its subsidiary AXA Financial, Inc., a Delaware corporation ("AFI"). AFI conducts operations in two business segments: the financial advisory and insurance segment and the investment management segment. AFI's financial advisory and insurance product businesses are conducted principally by its wholly-owned life insurance subsidiaries, AXA Equitable Life Insurance Company, MONY Life Insurance Company, MONY Life Insurance Company of America and U.S. Financial Life Insurance Company, its insurance general agency, AXA Network, LLC, and its broker-dealers, AXA Advisors, LLC and AXA Distributors. AFI's investment management and related services business is conducted principally by its subsidiary Alliance Capital Management L.P.

AXA is a publicly-traded company. The principal trading market for AXA's ordinary shares is Euronext Paris S.A. (the "**Euronext Paris**"), and AXA's American Depositary Shares and Receipts are listed on the New York Stock Exchange. As of February 28, 2006, AXA's public shareholders owned approximately 77.9% of AXA's outstanding ordinary shares, representing approximately 69.7% of AXA's total voting power. As of February 28, 2006, the Mutuelles AXA (as defined below), acting as a group, owned, directly or indirectly, approximately 14.3% of AXA's outstanding ordinary shares, representing approximately 23.3% of the total voting power. The balance of the outstanding shares of AXA is held as treasury shares or owned by employees and

agents of AXA. As of February 28, 2006, the Mutuelles AXA, as a group, are the only persons known by AXA to control, directly or indirectly, more than 10% of AXA's outstanding ordinary shares.

Mutuelles AXA. AXA Assurances IARD Mutuelle, AXA Assurances Vie Mutuelle and AXA Courtage Assurance Mutuelle (together, the "**Mutuelles AXA**", and together with AXA, the "**Applicants**") are three mutual insurance companies established under the laws of France that are engaged in the life and savings insurance business and property and casualty insurance business in France. These insurance businesses, which are the Mutuelles AXA's only significant operating business activities, generated gross premiums of €1.49 billion (US \$1.89 billion) in 2005. The Mutuelles AXA do not have shares outstanding and the business of each is supervised by a board of directors elected by delegates representing policyholders. Each policyholder is entitled to vote for delegates (who themselves must be policyholders) with one vote per policyholder, not per policy. Since no policyholder may have more than one vote, no policyholder controls any of the Mutuelles AXA. On April 11, 2006, AXA Assurances IARD Mutuelle ("**IARD Mutuelle**") and AXA Courtage Assurance Mutuelle ("**Courtage Mutuelle**") entered into a merger agreement, pursuant to which Courtage Mutuelle will be merged with and into IARD Mutuelle, which will be the surviving entity. It is currently expected that this merger will be completed by year-end 2006, subject to policyholder approval, among other closing conditions. The consummation of the merger would not materially affect the Mutuelles AXA's voting rights with respect to AXA's outstanding ordinary shares. For more information on the Mutuelles AXA for the last five years, we refer you to Item 7 of AXA's Annual Reports on Form 20-F filed with the SEC and attached hereto as **Exhibit 5**.

(c) **Organization Charts**

Charts clearly presenting the identities of and interrelationships among AXA, its main subsidiaries and the Mutuelles AXA are attached as **Exhibit 2**. NAIC numbers are included in **Exhibit 3** for all insurance subsidiaries of AXA and WUSH that are authorized to do business in any state of the United States.

No court proceedings involving a reorganization or liquidation are pending with respect to AXA or the Mutuelles AXA. No court proceedings involving the bankruptcy, insolvency or involuntary liquidation of any of the AXA entities identified in **Exhibit 2** and **Exhibit 3** are pending.

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

The names of the Applicants' directors (*i.e.*, in the case of AXA, the members of its Supervisory Board) and executive officers (*i.e.*, in the case of AXA, the members of its Management Board) are set forth in **Exhibit 4**. The business addresses of each of the directors and executive officers of AXA, AXA Assurance Vie Mutuelle, AXA Courtage Vie Mutuelle and AXA Assurance IARD Mutuelle, respectively, are set forth under Item 2. Biographical affidavits for such directors and executive officers will be provided as a supplement to this Statement. The Applicants understand that they may file copies of biographical affidavits on the NAIC form.

ITEM 4. NATURE, SOURCE AND AMOUNT OF CONSIDERATION

(a) Consideration

The purchase price for the Acquisition is CHF 12.3 billion (US \$9.95 billion), payable in cash, if the transaction closes on or before December 31, 2006. If the closing of the Acquisition occurs after December 31, 2006, the purchase price will be increased by an amount, payable in cash, determined by multiplying CHF 1.7 million (US \$1.38 million) by the number of calendar days elapsed from and including January 1, 2007, to and including the closing date. Other than as set forth in the foregoing sentence, the purchase price will not be subject to any adjustment. In addition, as part of the total consideration for the Acquisition, pursuant to the Share Purchase Agreement, AXA will be required to procure, prior to the closing date, the full repayment of certain indebtedness of Winterthur in an aggregate amount of CHF 1.6 billion (US \$1.29 billion).

AXA intends to finance the total consideration for the Acquisition with a balanced combination of equity and debt offerings, as follows: (a) approximately €4.1 billion (US \$5.18 billion) through a share capital issue with preferential subscription rights for AXA's existing shareholders, which resulted in the issue of 208,265,897 new ordinary shares of AXA, the settlement and listing on Euronext Paris of which took place on July 13, 2006; and (b) the balance of approximately €4.8 billion (US \$6.07 billion) with a mix of perpetual deeply subordinated debt, subordinated debt and senior debt.

(b) Criteria

In arriving at the value to be paid for the shares of capital stock of Winterthur, as the indirect parent of the Domestic Insurers, AXA reviewed and evaluated information from various sources, including the financial statements of Winterthur and the Domestic Insurers and other information with respect to past

and current business operations of the Winterthur and the Domestic Insurers, the financial condition and future prospects of Winterthur and the Domestic Insurers, and such other studies and analyses as AXA considered relevant.

The nature and amount of the consideration were determined through negotiations on an arm's-length basis between unrelated parties.

ITEM 5. FUTURE PLANS FOR INSURERS

The Applicants have no present plans or proposals for any of the Domestic Insurers to declare an extraordinary dividend, to liquidate any of the Domestic Insurers, to sell their assets or merge any of them with any person or persons or to make any other changes in the business, investment policy, operations, corporate structure or management of any of the Domestic Insurers. The Applicants presently intend to retain the incumbent management of each of the Domestic Insurers and to operate the Domestic Insurers in accordance with their current business plan. However, as publicly announced by AXA in connection with the execution of the Share Purchase Agreement, Winterthur's U.S. property and casualty insurance business is under strategic review, which may include the possibility of a sale of WUSH and of all of its subsidiaries, including the Domestic Insurers.

ITEM 6. VOTING SECURITIES TO BE ACQUIRED

As described under Item 1, the Applicants plan to indirectly acquire all of the issued and outstanding voting securities of the Domestic Insurers upon consummation of the Acquisition of Winterthur, the holding company that controls the Domestic Insurers. As a result of the Acquisition, all of the Domestic Insurers will become indirect wholly-owned subsidiaries of AXA.

The value to be paid for the shares of Winterthur capital stock under the Share Purchase Agreement is described under Item 4 and was determined through arm's-length negotiations between unrelated parties.

ITEM 7. OWNERSHIP OF VOTING SECURITIES

All of the Domestic Insurers' issued and outstanding voting securities are indirectly owned by Winterthur, their parent company. None of the Applicants, any of their affiliates or any person listed in Item 3 hereof, has any current legal or beneficial interest in any voting security of any of the Domestic Insurers. Other than the rights of AXA existing under the Share Purchase Agreement, none of the Applicants, any of their

affiliates or any person listed in Item 3 hereof has any right or has entered into any agreement to purchase or otherwise acquire any such voting security.

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

Other than the Share Purchase Agreement, there are no contracts, arrangements or understandings with respect to any voting securities of the Domestic Insurers in which the Applicants or their affiliates is involved.

ITEM 9. RECENT PURCHASES OF VOTING SECURITIES

There have been no transactions in any voting securities of the Domestic Insurers by the Applicants or their affiliates during the 12 calendar months preceding the filing of this Statement.

ITEM 10. RECENT RECOMMENDATIONS TO PURCHASE

None of the Applicants, their affiliates, or, to the knowledge of the Applicants, any person listed in Item 3 has made any recommendations to purchase any voting security of the Domestic Insurers during the 12 calendar months preceding the date of this Statement. No one, based upon interviews with or at the suggestion of the Applicants, their affiliates, or, to the knowledge of the Applicants, any person listed in Item 3, has made any recommendations to purchase any voting security of the Domestic Insurers during the 12 calendar months preceding the date of this Statement.

ITEM 11. AGREEMENTS WITH BROKER-DEALERS

Because the consideration to be paid by AXA to the Seller under the Share Purchase Agreement consists entirely of cash, and because all of the Domestic Insurers are indirect wholly-owned subsidiaries of the Seller, no agreement, contract or understanding has been made by the Applicants or their affiliates with any broker-dealer as to solicitation of voting securities of the Domestic Insurers and no amount of fees, commissions or other compensation has been paid by the Applicants or their affiliates to broker-dealers with regard to solicitation of voting securities of the Domestic Insurers.

ITEM 12. FINANCIAL STATEMENTS AND EXHIBITS

(a) Listing of Financial Statements

A list of financial statements and exhibits to this Statement follows at the end of the response to this item.

(b) Description of Financial Statements Attached as Exhibits

The annual reports of AXA on Form 20-F for the years ended December 31, 2001 through December 31, 2005, as filed with the U.S. Securities and Exchange Commission, which include audited consolidated financial statements of AXA, together with the “Document de Référence” for each such year, are attached as **Exhibit 5**.

The annual reports of AXA Courtage Assurance Mutuelle for the years ended December 31, 2001 through December 31, 2005, which include audited consolidated financial statements of AXA Courtage Assurance Mutuelle, are attached as **Exhibit 6**.

The annual reports of AXA Assurances Vie Mutuelle for the years ended December 31, 2001 through December 31, 2005, which include audited consolidated financial statements of AXA Assurances Vie Mutuelle, are attached as **Exhibit 7**.

The annual reports of AXA Assurances IARD Mutuelle for the years ended December 31, 2001 through December 31, 2005, which include audited consolidated financial statements of AXA Assurances IARD Mutuelle, are attached as **Exhibit 8**.

(c) Exhibits

Because all of the Domestic Insurers are indirect wholly-owned subsidiaries of the Seller, the Applicants are not aware of any tender offers for, requests or invitations for tenders of, exchange offers for and agreements to acquire or exchange any voting securities of the Domestic Insurers or any additional soliciting material relating thereto. The Applicants have not proposed or entered into any employment, consultation, advisory or management contracts concerning the Domestic Insurers. The Domestic Insurers do not publish annual reports. Annual reports of the Applicants for the last two fiscal years are attached as **Exhibit 5, Exhibit 6, Exhibit 7, and Exhibit 8**.

A complete index to the Exhibits to this Statement follows:

Exhibit Number	Exhibit Title
1	Share Purchase Agreement, dated June 13, 2006, by and between Credit Suisse Group, as the Seller, and AXA, as the Purchaser
2	Applicants' Organization Chart
3	Organization Chart of U.S. Insurers
4	Applicants' Directors and Executive Officers
5	Annual Reports of AXA on Form 20-F for the years ended December 31, 2001 through December 31, 2005, together with the "Document de Référence" for each such year.
6	Annual Reports of AXA Courtage Assurance Mutuelle for the years ended December 31, 2001 through December 31, 2005
7	Annual Reports of AXA Assurances Vie Mutuelle for the years ended December 31, 2001 through December 31, 2005
8	Annual Reports of AXA Assurances IARD Mutuelle for the years ended December 31, 2001 through December 31, 2005

The following Supplement will be provided to this Statement:

Supplement Number	Supplement Title
1	Applicants' Directors and Executive Officers Biographical Affidavits

ITEM 13. SIGNATURE AND CERTIFICATION

SIGNATURE

Pursuant to the requirements of Ch. Ins. 40, Wis. Adm. Code, AXA has caused this Statement to be duly signed on its behalf in the City of Paris, France on the 21 day of July, 2006.

[SEAL]

AXA

Attest:

M. H. Stausfeld

Name:
Title:

By: *Denis Duverne*

Name: *Denis Duverne*
Title: *Member of the Management Board and CFO*

CERTIFICATION

The undersigned deposes and says that he has duly executed the attached Statement dated July 21, 2006, for and on behalf of AXA, that he is the Member of the MB and CFO of such company and that he is authorized to execute and file such instrument. Deponent further says 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.

Denis Duverne
X

Subscribed and sworn to this ___ day of July, 2006

Name:
Notary Public
My commission expires on _____.

Je soussigné M^e Pierre TARRADE
notaire à PARIS
certifie véritable la signature de
M. *Denis DUVERNE*
apposée ci-dessus
PARIS, le *21 juillet 2006*

Pursuant to the requirements of Ch. Ins. 40, Wis. Adm. Code, AXA Assurances Vie Mutuelle has caused this Statement to be duly signed on its behalf in the City of Paris, France on the 21st day of July, 2006.

AXA Assurances Vie Mutuelle

[SEAL]

By: _____

Name: Thierry de Castries

Title: Chairman

Attest:

George Stansfield

Name: George STANSFIELD

Title: AXA OVP and Group General Counsel

CERTIFICATION

The undersigned deposes and says that he has duly executed the attached Statement dated July 21st, 2006 for and on behalf of AXA Assurances Vie Mutuelle, that he is the Chairman of such company and that he is authorized to execute and file such instrument. Deponent further says 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.

Thierry de Castries

Subscribed and sworn to this 21st day of July, 2006

Name:

Notary Public

My commission expires on _____.

Je soussigné Me Thierry LE PLEUX
notaire à PARIS

certifie véritable la signature de

M. de CASTRIES

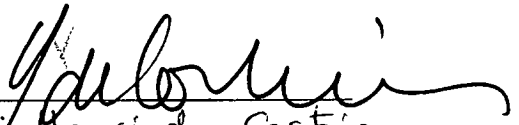
apposée ci-dessus

PARIS, le 20 juillet 2006

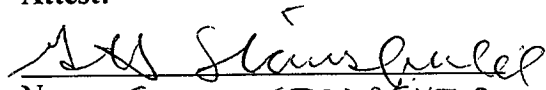
Pursuant to the requirements of Ch. Ins. 40, Wis. Adm. Code, AXA Courtage Assurance Mutuelle has caused this Statement to be duly signed on its behalf in the City of Paris, France on the 21st day of July, 2006.

AXA Courtage Assurance Mutuelle

[SEAL]

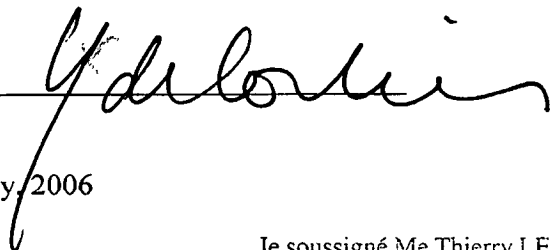
By: 
Name: Henri de Castries
Title: Chairman

Attest:


Name: George STANSFIELD
Title: AXA VP and Group General Counsel

CERTIFICATION

The undersigned deposes and says that he has duly executed the attached Statement dated July 21st, 2006 for and on behalf of AXA Courtage Assurance Mutuelle, that he is the Chairman of such company and that he is authorized to execute and file such instrument. Deponent further says 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.



Subscribed and sworn to this 21st day of July, 2006

Name:
Notary Public
My commission expires on _____.

Je soussigné Me Thierry LE PLEUX
notaire à PARIS
certifie véritable la signature de
M. de CASTRIES
apposée ci- depuis
PARIS, le 20 juillet 2006

Pursuant to the requirements of Ch. Ins. 40, Wis. Adm. Code, AXA Assurances IARD Mutuelle has caused this Statement to be duly signed on its behalf in the City of Paris, France on the 21st day of July, 2006.

AXA Assurances IARD Mutuelle

[SEAL]

By: 

Name: Henri de Castries

Title: Chairman.

Attest:

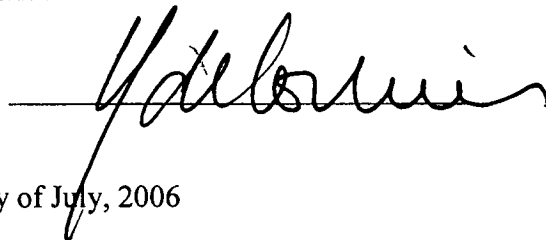


Name: Georges STANSFIELD

Title: AXA UP and Group General Counsel

CERTIFICATION

The undersigned deposes and says that he has duly executed the attached Statement dated July 21st, 2006 for and on behalf of AXA Assurances IARD Mutuelle, that he is the Chairman of such company and that he is authorized to execute and file such instrument. Deponent further says 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.



Subscribed and sworn to this 21st day of July, 2006

Name:

Notary Public

My commission expires on _____.

Je soussigné Me Thierry LE PLEUX
notaire à PARIS
certifie véritable la signature de
M. de CASTRIES
apposée ci-dessus
PARIS, le 20 juillet 2006

EXHIBITS

FORM A

STATEMENT REGARDING THE ACQUISITION OF CONTROL OF OR MERGER
WITH A DOMESTIC INSURER

General Casualty Company of Wisconsin
Blue Ridge Indemnity Company
Blue Ridge Insurance Company
MassWest Insurance Company, Inc.
Regent Insurance Company
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Southern Pilot Insurance Company
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(Subsidiaries of Winterthur U.S. Holdings, Inc)

BY

AXA

AXA Assurances Vie Mutuelle
AXA Courtage Assurance Mutuelle
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Filed with the OFFICE OF THE COMMISSIONER OF INSURANCE OF THE STATE
OF WISCONSIN

**STATEMENT REGARDING THE ACQUISITION OF CONTROL OF OR
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