

HILB ROGAL & HOBBS CO
Form 10-Q/A
January 11, 2006

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q/A

(AMENDMENT NO. 1)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2005

Commission File Number 0-15981

HILB ROGAL & HOBBS COMPANY

(Exact name of registrant as specified in its charter)

Virginia
(State or other jurisdiction of

incorporation or organization)

4951 Lake Brook Drive, Suite 500

Glen Allen, Virginia
(Address of principal executive offices)

54-1194795
(I.R.S. Employer

Identification No.)

23060
(Zip Code)

(804) 747-6500

Edgar Filing: HILB ROGAL & HOBBS CO - Form 10-Q/A

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act).

Yes No

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

<u>Class</u>	<u>Outstanding at October 31, 2005</u>
Common Stock, no par value	35,808,454

Explanatory Note

The Registrant amends its Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2005 (the Form 10-Q) (filed on November 7, 2005) as set forth in this Quarterly Report on Form 10-Q/A (Amendment No. 1) (the Form 10-Q/A). The Form 10-Q/A includes amendments to the following sections of the Form 10-Q:

1. Item 6. Exhibits. This is amended to reflect additional Exhibits, numbers 10.6, 10.7, 10.8, 31.3 and 31.4.
2. Exhibit Index. This is amended to reflect additional exhibits, numbers 10.6, 10.7, 10.8, 31.3 and 31.4.

PART II OTHER INFORMATION

Item 6. EXHIBITS.

<u>Exhibit No.</u>	<u>Document</u>
10.1	First Amendment to Credit Agreement, dated September 29, 2005, among the Company, as Borrower; and Wachovia Bank, National Association, as administrative agent
10.2	Agreement between the Attorney General of the State of Connecticut and the Insurance Commissioner of the State of Connecticut and Hilb Rogal & Hobbs Company and its subsidiaries and affiliates dated August 31, 2005 (incorporated by reference to Exhibit 10.1 to the Company's Form 8-K dated August 31, 2005, File No. 0-15981)
10.3	Stipulation and Consent Order between the Insurance Commissioner of the State of Connecticut and Hilb Rogal & Hobbs Company and Hilb Rogal & Hobbs of Connecticut, LLC dated August 31, 2005 (incorporated by reference to Exhibit 10.2 to the Company's Form 8-K dated August 31, 2005, File No. 0-15981)
10.4	Hilb Rogal & Hobbs Company Restricted Stock Agreement between the Company and Michael Dinkins, dated October 1, 2005
10.5	Hilb Rogal & Hobbs Company Employee Non-Qualified Stock Option Agreement between the Company and Michael Dinkins, dated October 1, 2005
10.6	Offer Letter of Michael Dinkins, dated July 25, 2005, by and between Hilb Rogal & Hobbs Company and Michael Dinkins (incorporated by reference to Exhibit 10.1 to the Company's Form 8-K dated September 13, 2005, File No. 0-15981)
10.7	Executive Employment Agreement of Michael Dinkins, dated September 13, 2005, by and between Hilb Rogal & Hobbs Company and Michael Dinkins (incorporated by reference to Exhibit 10.2 to the Company's Form 8-K dated September 13, 2005, File No. 0-15981)
10.8	Change of Control Employment Agreement of Michael Dinkins, dated September 13, 2005 and effective October 1, 2005, by and between Hilb Rogal & Hobbs Company and Michael Dinkins (incorporated by reference to Exhibit 10.3 to the Company's Form 8-K dated September 13, 2005, File No. 0-15981)
31.1	Certification Statement of Chief Executive Officer Pursuant to Rule 13a-14(a)/15d-14(a)
31.2	Certification Statement of Chief Financial Officer Pursuant to Rule 13a-14(a)/15d-14(a)
31.3	Amendment No. 1 Certification Statement of Chief Executive Officer Pursuant to Rule 13a-14(a)/15d-14(a)
31.4	Amendment No. 1 Certification Statement of Chief Financial Officer Pursuant to Rule 13a-14(a)/15d-14(a)
32.1	Certification Statement of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350

Edgar Filing: HILB ROGAL & HOBBS CO - Form 10-Q/A

32.2

Certification Statement of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350

1

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Hilb Rogal & Hobbs Company
(Registrant)

Date January 11, 2006

By: */s/* **MICHAEL DINKINS**
Michael Dinkins
Executive Vice President and
Chief Financial Officer
(Principal Financial Officer)

HILB ROGAL & HOBBS COMPANY

EXHIBIT INDEX

Exhibit No.	Document
10.1	First Amendment to Credit Agreement, dated September 29, 2005, among the Company, as Borrower; and Wachovia Bank, National Association, as administrative agent
10.2	Agreement between the Attorney General of the State of Connecticut and the Insurance Commissioner of the State of Connecticut and Hilb Rogal & Hobbs Company and its subsidiaries and affiliates dated August 31, 2005 (incorporated by reference to Exhibit 10.1 to the Company's Form 8-K dated August 31, 2005, File No. 0-15981)
10.3	Stipulation and Consent Order between the Insurance Commissioner of the State of Connecticut and Hilb Rogal & Hobbs Company and Hilb Rogal & Hobbs of Connecticut, LLC dated August 31, 2005 (incorporated by reference to Exhibit 10.2 to the Company's Form 8-K dated August 31, 2005, File No. 0-15981)
10.4	Hilb Rogal & Hobbs Company Restricted Stock Agreement between the Company and Michael Dinkins, dated October 1, 2005
10.5	Hilb Rogal & Hobbs Company Employee Non-Qualified Stock Option Agreement between the Company and Michael Dinkins, dated October 1, 2005
10.6	Offer Letter of Michael Dinkins, dated July 25, 2005, by and between Hilb Rogal & Hobbs Company and Michael Dinkins (incorporated by reference to Exhibit 10.1 to the Company's Form 8-K dated September 13, 2005, File No. 0-15981)
10.7	Executive Employment Agreement of Michael Dinkins, dated September 13, 2005, by and between Hilb Rogal & Hobbs Company and Michael Dinkins (incorporated by reference to Exhibit 10.2 to the Company's Form 8-K dated September 13, 2005, File No. 0-15981)
10.8	Change of Control Employment Agreement of Michael Dinkins, dated September 13, 2005 and effective October 1, 2005, by and between Hilb Rogal & Hobbs Company and Michael Dinkins (incorporated by reference to Exhibit 10.3 to the Company's Form 8-K dated September 13, 2005, File No. 0-15981)
31.1	Certification Statement of Chief Executive Officer Pursuant to Rule 13a-14(a)/15d-14(a)
31.2	Certification Statement of Chief Financial Officer Pursuant to Rule 13a-14(a)/15d-14(a)
31.3	Amendment No. 1 Certification Statement of Chief Executive Officer Pursuant to Rule 13a-14(a)/15d-14(a)
31.4	Amendment No. 1 Certification Statement of Chief Financial Officer Pursuant to Rule 13a-14(a)/15d-14(a)
32.1	Certification Statement of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350
32.2	Certification Statement of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350