

SECURITIES AND EXCHANGE COMMISSION

FORM RW

Registration withdrawal request

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FILER

WESTBRIDGE CAPITAL CORP

CIK: **703701** | IRS No.: **731165000** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **RW** | Act: **NE** | File No.: **001-08538** | Film No.: **95536191**
SIC: **6321** Accident & health insurance

Mailing Address
777 MAIN ST STE 900
FORT WORTH TX 76102

Business Address
777 MAIN ST
STE 900
FORT WORTH TX 76102
8178783300

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C.
20549

APPLICATION FOR WITHDRAWAL FROM LISTING OF SECURITIES
PURSUANT TO SECTION 12(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

WESTBRIDGE CAPITAL CORP.

(Exact name of Registrant as specified in its charter)

Delaware

73-116500

(State of Incorporation or
organization)

(I.R.S. Employer
Identification No.)

777 Main Street, Fort Worth, Texas

76102

(Address of principal executive offices) (Zip Code)

Securities to be Withdrawn pursuant to Section 12(d) of the Act:

Title of each class to be so withdrawn	Name of each Exchange on which class is to be withdrawn
----- Common Stock, par value \$.10 per share	----- American Stock Exchange

The \$.10 par value common stock of the Registrant has been

listed for trading on the American Stock Exchange and, pursuant to a Registration Statement on Form 8-A which became effective on April 11, 1995, the New York Stock Exchange. Trading in the Registrant's common stock on the New York Stock Exchange commenced at the opening of business on April 12, 1995 and concurrently therewith such stock was suspended from trading on the American Stock Exchange.

The Registrant has complied with Rule 18 of the American Stock Exchange by filing with such Exchange a certified copy of preambles and resolutions adopted by the Registrant's Board of Directors authorizing the withdrawal of its common stock from listing on the American Stock Exchange and by setting forth in detail to such Exchange the reasons for such proposed withdrawal, and the facts in support thereof. In making the decision to withdraw its common stock from listing on the American Stock Exchange, the Registrant considered the direct and indirect costs and expenses attendant on maintaining the dual listing of its common stock on the New York Stock Exchange and the American Stock Exchange. The Registrant does not see any particular advantage in the dual trading of its stock and believes that dual listing would fragment the market for its common stock. A certified copy of the preambles and resolutions adopted by Registrant's Board of Directors in connection with the withdrawal from listing of Registrant's common stock on the American Stock Exchange is set forth as Exhibit A to this Application.

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The American Stock Exchange has informed the Registrant that it has no objection to the withdrawal of the Registrant's common stock from listing on the American Stock Exchange. A copy of the letter of the American Stock Exchange to that effect is set forth as Exhibit B to this application.

This Application relates solely to the withdrawal from listing of the Registrant's common stock from the American Stock Exchange and shall have no effect upon the continued listing of such common stock on the New York Stock Exchange.

By reason of Section 12(b) of the Securities Exchange Act of 1934 and the rules and regulations of the Securities and Exchange Commission thereunder, the Registrant shall continue to be obligated to file reports under Section 13 of that Act with the Securities and Exchange Commission and the New York Stock Exchange.

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Application to be signed on its behalf by the undersigned thereunto duly authorized.

Dated: May 10, 1995

WESTBRIDGE CAPITAL CORP.

By: /s/ Michael C. Batte

 Name: Michael C. Batte
 Title: Vice President,
 Chief Financial Officer
 and Treasurer

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EXHIBITS

The following exhibits are filed herewith:

<TABLE>		
<CAPTION>		
Exhibit	Description	Page
- - - - -	-----	----
<S>	<C>	<C>
99.A	Certified Copy of Resolutions Adopted by Registrant's Board of Directors in connection with the withdrawal from listing of Registrant's common stock on the American Stock Exchange.	7
99.B	Letter, dated April 13, 1995, from the American Stock Exchange to the Registrant informing Registrant that it has no objection to the withdrawal of the Registrant's common stock from listing on the American Stock Exchange.	19

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WESTBRIDGE CAPITAL CORP.
CERTIFICATE OF RESOLUTIONS

I, Michael D. Norris, hereby certify that I am Secretary of Westbridge Capital Corp., a Delaware corporation, that as such Officer I have custody of the records of meetings of the Board of Directors and Stockholder Meetings of said corporation; that the attached Resolutions were duly adopted by the Board of Directors of Westbridge Capital Corp. by written consent, effective March 27, 1995, and that the attached is a true copy of said document.

In Witness Whereof, I have hereunto set my hand and affixed the seal of said corporation this 27th day of March, 1995.

/s/ Michael D. Norris

Michael D. Norris
Secretary

SEAL

WESTBRIDGE CAPITAL CORP.
RESOLUTIONS

The Board of Directors of Westbridge Capital Corp., a Delaware corporation (the "Corporation"), pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, adopted the following resolutions by unanimous written consent, effective March 27, 1995, taking or authorizing the actions specified therein:

WHEREAS, the Corporation's common stock, par value \$.10 per share (the "Common Stock") is currently listed and trading on the American Stock Exchange ("AMEX");

WHEREAS, the Board of Directors of the Corporation has determined that, in order to secure the best possible market for the trading of the Corporation's Common Stock and to enhance the marketability of the Common Stock, the Corporation should seek to list the Common Stock and cause it to be admitted to trading on the New York Stock Exchange ("NYSE");

NOW THEREFORE, BE IT RESOLVED, that all officers of the Corporation be and each hereby is authorized and directed to take, or cause to be taken, all actions necessary or advisable to effect the listing and trading of the Common Stock on the NYSE, including the preparation, execution and filing of all necessary applications, documents, forms and agreements with the NYSE and the Securities and Exchange Commission (the "SEC"), the payment by the Corporation of filing, listing or application fees and the appearance of any such officer before NYSE officials;

RESOLVED FURTHER, that, in order to avoid the direct and indirect costs and the division of the market resulting from dual listing on the AMEX and the NYSE, all officers of the Corporation be and each hereby is authorized and directed to take or cause to be taken all actions necessary or advisable to delist and suspend the trading of the Common Stock on the AMEX upon the admission of the Common Stock to trading on the NYSE, including the preparation, execution and delivery of applications, documents, forms and agreements with the AMEX and the SEC;

RESOLVED FURTHER, that the transfer agent and registrar for the Common Stock continue to be Liberty Bank and Trust Company of Oklahoma City, National Association;

RESOLVED FURTHER, that all officers of the Corporation be and each hereby is authorized from time to time to do, or cause

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to be done, all such other acts and things and to execute and deliver all such instruments and documents, as each such officer shall deem necessary or appropriate to cause the Corporation to become listed and admitted to trading

on the NYSE and, upon such admission to trading, to cause the Company to be delisted on the AMEX and otherwise to carry our the purpose and intent of the foregoing resolutions;

RESOLVED FURTHER, that all actions taken and expenses incurred by any officer or director heretofore in furtherance of any of the actions authorized by the foregoing resolutions hereby are expressly ratified, confirmed, adopted and approved.

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WESTBRIDGE CAPITAL CORP.

WRITTEN CONSENT

The undersigned member of the Board of Directors of Westbridge Capital Corp., a Delaware corporation (the "Company"), pursuant to the provisions of Section 141 of the General Corporation Law of the State of Delaware and the By-Laws of the Company, hereby consents in writing to the adoption of the attached resolutions, effective March 27, 1995.

/s/ Marvin H. Berkeley

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The undersigned member of the Board of Directors of Westbridge Capital Corp., a Delaware corporation (the "Company"), pursuant to the provisions of Section 141 of the General Corporation Law of the State of Delaware and the By-Laws of the Company, hereby consents in writing to the adoption of the attached resolutions, effective March 27, 1995.

/s/ Arthur W. Feinberg

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/s/ George M. Garfunkel

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/s/ Martin E. Kantor

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/s/ Glenn O. Phillips

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/s/ Joseph C. Sibigtroth

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/s/ James W. Thigpen

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/s/ Barth P. Walker

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86 Trinity Place
New York, New York 10006-1881
Tel: 212-306-1482
Fax: 212-306-2045

/s/ MICHAEL S. EMEN
Vice President & Counsel - Securities
Legal & Regulatory Policy Division

AMERICAN
STOCK EXCHANGE April 13, 1995

Guy W. Winters, Esq.
Milbank, Tweed, Hadley & McCloy
1 Chase Manhattan Plaza
New York, NY 10005-1413

RE: WESTBRIDGE CAPITAL CORP.

Dear Mr. Winters:

We have reviewed a copy of the resolution adopted by the Board of Directors of Westbridge Capital Corp. on March, 27, 1995 which authorizes the withdrawal of the Company's Common Stock from listing and registration on the Exchange. On the basis of that resolution, we have determined not to interpose an objection to the Company's filing an application with the Securities and Exchange Commission to remove the issue from listing on the Amex.

We also wish to advise that in view of the Company's listing on the New York Stock Exchange, we will not require the Company to give its shareholders prior notice of its intention to file such application.

An executed copy of the Company's application should be forwarded to Mr. Charles Stevens upon filing with the Securities and Exchange Commission in accordance with the provisions of Rule 12d2-2 under Section 12 of the Securities Exchange Act of

1934.

Should you have any further questions regarding this matter,
please do not hesitate to contact Mr. Stevens at (212) 306-1480.

Sincerely,

MSE/rg

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