



**DEPARTMENT OF COMMERCE AND INSURANCE**

P.O. Box 690, Jefferson City, Mo. 65102-0690

**IN RE: Proposed Acquisition of: )**  
**AGENTS NATIONAL TITLE )**  
**INSURANCE COMPANY )**  
**by )**  
**FINANCE OF AMERICA )**  
**COMPANIES INC. )**

**Case No. 2012090758F**

**APPROVAL WITH CONDITIONS**

Based on competent and substantial evidence and review of the filings, I, Chlora Lindley-Myers, Director of the Missouri Department of Commerce and Insurance (“Director” of the “Department”), determine that there is no need for additional proceedings or a formal hearing on this matter and hereby issue the following findings of fact, conclusions of law, and order approving the proposed acquisition in this case with conditions:

**FINDINGS OF FACT**

1. On November 23, 2020, Agents National Title Insurance Company (the “Domestic Insurer”) submitted to the Department on behalf of Finance of America Equity Capital LLC (“FOAEC”) a Form A Statement (“Form A”) regarding the proposed

acquisition of control of the Domestic Insurer. The Form A identified the applicant as FOAEC.

2. FOAEC is already a part of the Domestic Insurer's insurance holding company system. After FOAEC's formation in July 2020, it and a subsidiary (Finance of America Funding LLC ("FOAF")) were inserted as intermediate holding companies between UFG Holdings LLC ("UFG Holdings") and Incenter LLC ("Incenter"). As a result of this reorganization, UFG Holdings wholly owns FOAEC, and FOAEC wholly owns Incenter. In turn, Incenter wholly owns Agents National Title Holding Company, which wholly owns the Domestic Insurer. UFG Holdings is a direct subsidiary of UFG Global LLC ("UFG Global"), which presently ultimately controls the Domestic Insurer.
3. The Domestic Insurer submitted the Form A on behalf of FOAEC after FOAEC entered into a Transaction Agreement dated October 12, 2020. According to the Transaction Agreement, interests in FOAEC are to be sold and transferred between various parties, among other things. This will result in UFG Global and UFG Holdings no longer owning FOAEC.
4. After the Transaction Agreement is fully performed, the only new owners of FOAEC with at least a 10% interest will be Finance of America Companies Inc. ("New Pubco")<sup>1</sup> and two of its subsidiaries, which all together will own approximately 41% of FOAEC. In addition, through a revision to FOAEC's

---

<sup>1</sup> The Form A documents and some documents filed with the U.S. Securities and Exchange Commission in connection with the Transaction Agreement refer to Finance of America Companies Inc. as "New Pubco." For consistency, that designation is used here.

operating agreement, New Pubco will have exclusive authority to appoint managers to FOAEC's board of managers. The board of managers will have the sole, absolute, and exclusive authority to direct FOAEC's business, property, and affairs in the board's sole discretion.<sup>2</sup>

5. Because of New Pubco's contemplated ownership and control of FOAEC as a result of the Transaction Agreement's performance, and because FOAEC will continue to indirectly own the Domestic Insurer, the Department requested on December 29, 2020, that the Domestic Insurer modify the Form A to reflect New Pubco's status as an applicant seeking to acquire control of the Domestic Insurer. The Domestic Insurer submitted a revised Form A (the "Amended Form A") to the Department fully executed on March 16, 2021, identifying New Pubco as the applicant.
6. When the Domestic Insurer originally submitted the Form A to the Department, the Domestic Insurer identified and provided a biographical affidavit for the President of FOAEC, who is also contemplated to become the President of New Pubco after performance of the Transaction Agreement. In the Department's December 29, 2020 letter and follow-up correspondence, the Department also requested that the Domestic Insurer identify and provide biographical affidavits and third-party verifications for all the persons who are contemplated to serve post-transaction as

---

<sup>2</sup> The Transaction Agreement and related documents set forth a series of proposed actions—conversions, exchanges, mergers, purchases, transfers, etc.—intended to ultimately result in New Pubco becoming a publicly-traded company and controlling FOAEC in a UP-C (umbrella partnership-C) corporation structure. For brevity, clarity, and focus, this Approval with Conditions limits its description of the Transaction Agreement and related documents to the detail necessary to show the proposed change of control of the Domestic Insurer and certain relevant surrounding circumstances.

executive officers and as directors of New Pubco. The Department received biographical affidavits for all such persons, with the final such biographical affidavit received on March 18, 2021. No third-party verifications have been received.

7. After FOAEC entered into the Transaction Agreement dated October 12, 2020, FOAEC's subsidiary FOAF issued \$350 million in senior unsecured notes. The notes are due on November 15, 2025. The Domestic Insurer is not, and will not become, a guarantor of the senior notes.
8. The Transaction Agreement is expected to result in an additional capital contribution directly to the Domestic Insurer in 2021. New Pubco has committed to providing the Domestic Insurer with a \$3 million capital contribution in cash within six months after the closing of the transaction, with no direct obligation on the part of the Domestic Insurer to pay back the proceeds of the contribution.
9. New Pubco has no plans to declare an extraordinary dividend or liquidate the Domestic Insurer, sell any of its assets, or merge it with any person or persons, nor does it have plans to make any other material change to the Domestic Insurer's business operations, corporate structure, or management.
10. The proposed acquisition of control of the Domestic Insurer will not substantially lessen competition in insurance in Missouri or tend to create a monopoly in Missouri.

## CONCLUSIONS OF LAW

11. Section 382.040.1 RSMo<sup>3</sup> provides as follows:

No person other than the issuer shall commence a tender offer for or a request or invitation for tenders of, or enter into any agreement to exchange securities for, seek to acquire, or acquire, in the open market or otherwise, any voting security of a domestic insurer if, after the consummation thereof, he or she would, directly or indirectly, or by conversion or by exercise of any right to acquire, be in control of the insurer, and no person shall enter into an agreement to merge with or otherwise to acquire control of a domestic insurer unless, at the time the offer, request, or invitation is commenced or the agreement is entered into, or prior to the acquisition of the securities if no offer or agreement is involved, he or she has filed with the director and has sent to the insurer a statement containing the information required by section 382.050 and the offer, request, invitation, agreement or acquisition has been approved by the director in the manner prescribed by sections 382.010 to 382.300.

12. Section 382.060 provides, in relevant part, that the Director “shall approve any . . . acquisition of control referred to in section 382.040 unless after a public hearing the director finds” certain adverse conditions or consequences related to the acquisition.

13. Section 382.080 states that

[t]he following shall be violations of sections 382.040 to 382.090:

(1) The failure to file any statement, amendment, or other material required to be filed pursuant to section 382.040 or 382.050; or

(2) The effectuation or any attempt to effectuate an acquisition of control of, divestiture of, or merger with a domestic insurer covered by sections 382.040 to 382.090, unless the director has given approval.

14. After a review of the Amended Form A, all of the exhibits, and all of the additional information submitted by the Applicant New Pubco, and pursuant to

---

<sup>3</sup> All statutory references are to the Revised Statutes of Missouri (2016).

section 382.060, the Director fails to find that:

- a. After the proposed acquisition of control, the Domestic Insurer would not be able to satisfy the requirements for the issuance of a license to write the line or lines of insurance for which it is presently licensed;
- b. The effect of the acquisition of control would be substantially to lessen competition in insurance in this state or tend to create a monopoly therein;
- c. The financial condition of any acquiring party is such as might jeopardize the financial stability of the Domestic Insurer, or prejudice the interest of its policyholders;
- d. Any plans or proposals which any acquiring party has to liquidate the Domestic Insurer, to sell its assets, or to consolidate or merge it with any person, or to make any other material change in its business or corporate structure or management, are unfair and unreasonable to policyholders of the insurer and contrary to the public interest;
- e. The competence, experience or integrity of those persons who would control the operation of the Domestic Insurer are such that it would be contrary to the interest of policyholders of the insurer and of the public to permit the acquisition of control; or
- f. The acquisition is likely to be hazardous or prejudicial to the insurance buying public.

## ORDER

Based on the foregoing findings and conclusions, the proposed acquisition of control of Agents National Title Insurance Company by Finance of America Companies Inc. (referred to elsewhere in this document as “New Pubco”) is hereby **APPROVED WITH CONDITIONS**, namely:

1. The Director grants this approval with the understanding that third-party verifications for all persons who will serve as executive officers and directors of Finance of America Companies Inc. are being processed and will be received by the Department within 60 days of this Order.
2. The Domestic Insurer will not pay any ordinary or extraordinary dividend, or make any ordinary or extraordinary distribution, until such time as the Domestic Insurer’s surplus as regards to policyholders exceeds \$30 million and the ratio of new written premium to surplus as regards policyholders is less than five to one as of the thirty-first day of December next preceding, or until November 15, 2025, whichever is earlier, without the prior approval of the Director.
3. Finance of America Companies Inc. will provide the Domestic Insurer with a \$3 million capital contribution in cash within six months after the closing of the transaction or by December 31, 2021, whichever is earlier, with no direct obligation on the part of the Domestic Insurer to pay back the proceeds of the contribution.
4. Finance of America Companies Inc. and the Domestic Insurer understand and agree that, if any of these conditions are not satisfied, such failure will result in Finance of America Companies Inc. having acquired the Domestic Insurer without the

Director's approval required by section 382.040.1, resulting in a violation as set forth in section 382.080(2).

**SO ORDERED.**

**WITNESS MY HAND THIS 30th DAY OF March, 2021.**



*Chlora Lindley-Myers*

**CHLORA LINDLEY-MYERS, Director**  
Missouri Department of Commerce and  
Insurance