

3. On October 17, 2017, the Hearing Officer issued a Notice of Hearing setting this matter for a public hearing to be held on November 28, 2017, at 1:30 p.m.

4. The Applicant provided timely notice of the hearing to the Domestic Insurer. At the November 28, 2017 hearing, the Applicant appeared by counsel, Lewis E. Melahn. The Department's Division of Insurance Company Regulation ("Division") appeared by counsel, Kelly A. Hopper. The Domestic Insurer appeared by President and CEO David A. Townsend.

5. The Applicant will acquire control of the Domestic Insurer pursuant to a Stock Purchase Agreement dated September 20, 2017, by and among the Equity Holders of Agents National Title Holding Company, Agents National Title Holding Company, and Incenter LLC. Prior to the acquisition, Agents National Title Holding Company wholly-owns the Domestic Insurer, while the Applicant holds a 94.892% ownership interest in UFG Holdings LLC, which wholly-owns Incenter LLC. Subsequent to the acquisition, the Domestic Insurer will continue to be wholly-owned by Agents National Title Holding Company, which will be wholly-owned by Incenter LLC, and the Domestic Insurer will be ultimately controlled by UFG Global LLC.

6. After a public hearing pursuant to § 382.060 RSMo, the Director fails to find that:

A. After the acquisition of the Domestic Insurer by the Applicant, the Domestic Insurer will be unable to satisfy the requirements for the issuance of a license to write the lines of business for which it is presently licensed.

B. The effect of the acquisition of the Domestic Insurer will be to substantially lessen competition in insurance or tend to create a monopoly in this State.

C. The financial condition of the Applicant is such as might jeopardize the financial stability of the Domestic Insurer or prejudice the interests of its policyholders.

D. The Applicant's plans or proposals, if any, to liquidate the Domestic Insurer, or sell its assets, 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 or unreasonable to its policyholders or contrary to the public interest.

E. The competence, experience and integrity of the Applicant's management are such that it would be contrary to the interests of policyholders of the Domestic Insurer and of the public to permit the acquisition of the Domestic Insurer by the Applicant.

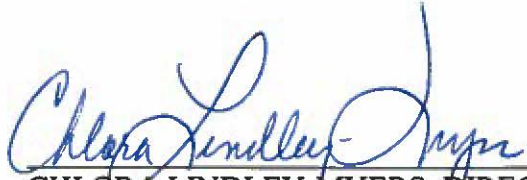
F. The proposed acquisition of the Domestic Insurer by the Applicant is likely to be hazardous or prejudicial to the insurance buying public.

ORDER

Based on the foregoing findings and conclusions, the proposed acquisition of control of Agents National Title Insurance Company by UFG Global LLC is hereby **APPROVED**.

So ordered, signed and official seal affixed this 22 day of December, 2017.





CHLORA LINDLEY-MYERS, DIRECTOR
Department of Insurance, Financial Institutions and
Professional Registration