

IN RE: Proposed Acquisition of)
First Marine Insurance Company)
by) Case No. 080109475C
Munich-American)
Holding Corporation)

FINDINGS OF FACT, CONCLUSIONS OF LAW AND ORDER

Based on the competent and substantial evidence on the whole record, I, Douglas M. Ommen, Director of Insurance, Financial Institutions and Professional Registration, State of Missouri, (“Director”) find and conclude that:

1. On or about December 28, 2007, a Form A Registration Statement was filed with the Missouri Department of Insurance, Financial Institutions and Professional Registration (“Department”) by and on behalf of Munich-American Holding Corporation (“Applicant”), in connection with the proposed acquisition of control of First Marine Insurance Company (“Insurer”), a Missouri domestic insurance company.

2. On January 29, 2008, the Department held a public hearing pursuant to an order of notice of hearing. Bruce Baty appeared for the Applicant. Mark W. Stahlhuth appeared for the Department’s Insurance Solvency and Company Regulation Division. Exhibit E and attachments A and B to Exhibit B were received as confidential.

3. Applicant will acquire control of Insurer pursuant to an Agreement and Plan of Merger dated October 16, 2007, by and among Applicant, The Midland Company (“Midland”), and Monument Corporation (“Monument”). The ultimate controlling person of Applicant is Münchener Rückversicherungs-Gesellschaft Aktiengesellschaft in München. Monument is a wholly-owned direct subsidiary of Applicant. Midland is currently the ultimate controlling

person of Insurer. Pursuant to the Agreement and Plan of Merger, Monument will merge with Midland with Midland surviving as a wholly-owned direct subsidiary of Applicant.

4. A preponderance of the evidence on the whole record fails to show that:

A. After the acquisition of control of the Insurer by the Applicant, the Insurer will not be able to satisfy the requirements for the issuance of licenses to write the lines of insurance for which it is presently licensed.

B. The effect of the acquisition of control of the 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 Insurer or prejudice the interest of the policyholders of the Insurer.

D. The Applicant's plans or proposals, if any, to liquidate the Insurer to sell its assets, to consolidate or merge with any person, or to make any other material change in its business or corporate structure or management is unfair or unreasonable to policyholders of the Insurer, or contrary to the public interest.

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

F. The proposed acquisition of the 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 First Marine Insurance Company by Munich-American Holding Corporation as submitted in the Form A Statement is hereby APPROVED.

So ordered, signed and official seal affixed this ____ day of March, 2008.

DOUGLAS M. OMMEN, Director