STATE OF MISSOURI

DEPARTMENT OF COMMERCE & INSURANCE

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

ORDER

After full consideration and review of the report of the financial examination of MEM Preserve Insurance Company for the period ended December 31, 2024, together with any written submissions or rebuttals and any relevant portions of the examiner's workpapers, I, Angela L. Nelson, Director of the Missouri Department of Commerce and Insurance pursuant to section 374.205.3(3)(a), RSMo, adopt such examination report. After my consideration and review of such report, workpapers, and written submissions or rebuttals, I hereby incorporate by reference and deem the following parts of such report to be my findings and conclusions to accompany this order pursuant to section 374.205.3(4), RSMo: summary of significant finding, company history, management and control, territory and plan of operation, growth of company and loss experience, reinsurance, accounts and records, financial statements, comments on financial statement items, financial statement changes resulting from examination, and summary of recommendations.

Based on such findings and conclusions, I hereby ORDER that the report of the financial examination of MEM Preserve Insurance Company as of December 31, 2024, be and is hereby ADOPTED as filed and for MEM Preserve Insurance Company to take the following action or actions, which I consider necessary to cure any violation of law, regulation or prior order of the Director revealed by such report: (1) account for its financial condition and affairs in a manner consistent with the Director's findings and conclusions.

So ordered, signed and official seal affixed this 8th day of April, 2026.

Angela L. Nelson, Director
Department of Commerce and Insurance

REPORT OF
FINANCIAL EXAMINATION OF

MEM PRESERVE INSURANCE COMPANY

AS OF
DECEMBER 31, 2024

STATE OF MISSOURI
DEPARTMENT OF COMMERCE & INSURANCE

JEFFERSON CITY, MISSOURI

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Jefferson City, MO
January 26, 2026

Honorable Angela L. Nelson, Director
Missouri Department of Commerce and Insurance
301 West High Street, Room 530
Jefferson City, Missouri 65101

Director Nelson:

In accordance with your financial examination warrant, a full-scope financial examination has been made of the records, affairs, and financial condition of

MEM Preserve Insurance Company (NAIC #17719)

hereinafter referred to as such, as MEM Preserve, or as the Company. Its administrative office is located at 101 North Keene St., Columbia, MO 65201, telephone number (573) 499-9714. The fieldwork for this examination began on June 2, 2025, and concluded on the above date.

SCOPE OF EXAMINATION

Period Covered

The Missouri Department of Commerce and Insurance (Department) has performed a single-state financial examination of MEM Preserve Insurance Company. The current examination covers the period of December 10, 2024, the date of the certificate authority to make insurance business, through December 31, 2024, as well as a review of any material transactions and events occurring subsequent to the examination period through the date of this report. This is the first examination of the Company.

Procedures

We conducted our examination in accordance with the National Association of Insurance Commissioners (NAIC) *Financial Condition Examiners Handbook* (*Handbook*), except where practices, procedures, and applicable regulations of the Department or statutes of the state of Missouri prevailed. The *Handbook* requires that we plan and perform the examination to evaluate the financial condition, assess corporate governance, identify current and prospective risks of the Company, and evaluate system controls and procedures used to mitigate those risks. An examination also includes the identification and evaluation of significant risks that could cause the Company's surplus to be materially misstated, both on a current and prospective basis.

This examination also included a review of significant estimates made by management and evaluation of management's compliance with Statutory Accounting Principles. The examination does not attest to the fair presentation of the financial statements included herein. If, during the course of the examination an adjustment is identified, the impact of such adjustment will be documented separately following the Company's financial statements.

All accounts and activities of the Company were considered in accordance with the risk-focused examination process. Those activities considered in the examination as key to MEM Preserve included Claims and Reserves, Reinsurance, Capital and Surplus, Premium and Underwriting, Investments, and Related Party. The examination also included a review and evaluation of information technology general controls.

This examination was conducted as part of a coordinated examination of the Missouri Employers Mutual (MEM) Group, which consists of five insurance companies domiciled in Missouri. The Missouri Department is the lead state regulator for the group. Along with Missouri, Colorado participated in the coordinated examination with the examination of Previsor Insurance Company (Previsor), a related party of the MEM Group. The examination was also conducted concurrently with the examinations of the Company's Missouri-domiciled affiliates, MEM Mutual Insurance Company (MEM Mutual), formerly Missouri Employers Mutual Insurance Company, MEM Secure Insurance Company (MEM Secure), MEM Shield Insurance Company (MEM Shield), and MEM Protect Insurance Company (MEM Protect).

This examination report includes significant findings of fact, as mentioned in Section 374.205 RSMo (Examination, director may conduct, when…) and general information about the Company and its financial condition. There may be other items identified during the examination that, due to their nature (e.g., subjective conclusions, proprietary information, etc.), are not included within the examination report but are separately communicated to other regulators and/or the Company.

SUMMARY OF SIGNIFICANT FINDINGS

There were no material adverse findings, significant non-compliance issues, or material changes to the financial statements noted during the examination.

COMPANY HISTORY

General

MEM Preserve Insurance Company was incorporated on October 25, 2024, as a stock company under Missouri insurance laws. On December 10, 2024, the Company was issued a certificate of authority as a property and casualty insurance company under Sections 379.010 - 379.075, RSMo (Insurance Other Than Life). MEM Preserve has the authority to make property, liability, fidelity and surety, and miscellaneous insurance business.

As of December 31, 2024, MEM Preserve had not started writing insurance business. The Company plans to sell workers' compensation insurance.

Mergers, Acquisitions, and Major Corporate Events

MEM Mutual, the parent of the insurance group, created four insurance subsidiaries, including MEM Preserve, to address the pricing needs of its policyholders after losing the ability to utilize underwriting tiers in Missouri upon the conversion from a state-sponsored workers' compensation carrier to a private insurance company effective January 1, 2025. MEM Preserve and its affiliates will utilize varying premium base rates. MEM Preserve had not made a rate filing as of the date of this report.

Dividends and Capital Contributions

There were no dividends during the examination period. MEM Preserve received a $1.2 million capital contribution in 2024 from the issuance of 12,000 shares of common stock with a par value of $100 per share.

Surplus Notes

There were no surplus notes issued or outstanding during the examination period.

MANAGEMENT AND CONTROL

Board of Directors

The management of the Company is vested in a Board of Directors that are selected by the shareholders. The Company's Articles of Incorporation (Articles) specify that there shall be no less than nine (9) nor more than twenty-five (25) persons selected to serve as its Directors. The Board of Directors selected and serving as of December 31, 2024, were as follows:

Name and Address	Principal Occupation and Business Affiliation
Roger S. Walleck Columbia, Missouri	Chief Executive Officer MEM Mutual Insurance Company
Jennifer A. Peck Columbia, Missouri	Chief Strategy & Customer Experience Officer MEM Mutual Insurance Company
Michelle L. Sheppard Columbia, Missouri	Corporate Actuary MEM Mutual Insurance Company
Jennifer L. Barth Columbia, Missouri	Chief Legal and Claims Officer MEM Mutual Insurance Company
Andrew S. Ribaudo Columbia, Missouri	Chief Financial Officer MEM Mutual Insurance Company
Larry L. Lambert St. Charles, Missouri	Director, Legal and Compliance MEM Mutual Insurance Company
Susan R. Eslinger Columbia, Missouri	Chief Revenue Officer MEM Mutual Insurance Company
Kevin T. Miller Columbia, Missouri	Chief Transformation Officer MEM Mutual Insurance Company
Jeffrey R. Piotrowski Hubertus, Wisconsin	Vice President, Technology MEM Mutual Insurance Company

Senior Officers

The officers elected and serving, as of December 31, 2024, were as follows:

Name	Office
Roger S. Walleck	President
Andrew S. Ribaudo	Treasurer
Jennifer L. Barth	Secretary

Principal Committees

MEM Preserve's Bylaws allow the Board to designate one or more committees. As of December 31, 2024, the Company had not established any committees.

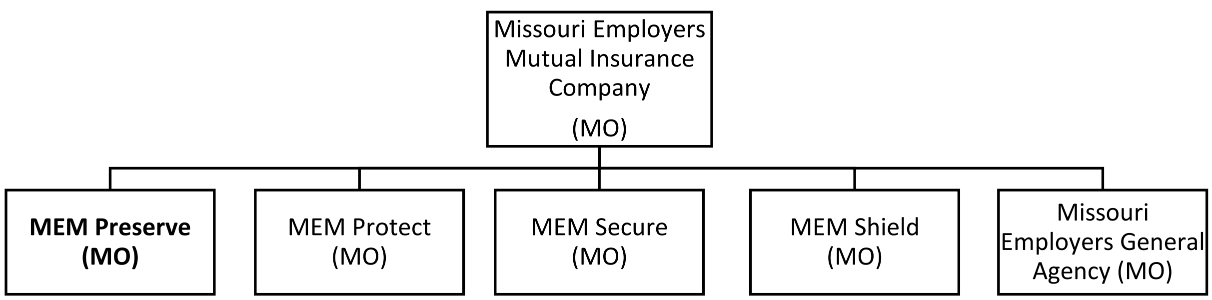
Corporate Records

The Company's Articles and Bylaws were reviewed. The Company's Articles were certified by the Department Director on October 24, 2024, and filed with the Missouri Secretary of State. The Company's Bylaws were adopted by the Board on August 8, 2024. The minutes of the Board and shareholders' meetings were reviewed for the period under examination.

Holding Company, Subsidiaries, and Affiliates
MEM Preserve is a member of an Insurance Holding Company System, as defined by Section 382.010 RSMo (Definitions). MEM Mutual Insurance Company (MEM Mutual), which is owned by its policyholders, is the parent of the insurance group consisting of five insurance companies. The only non-insurance entity, MEGA, Inc. doing business as Missouri Employers General Agency, has been dormant since 2007.

MEM Mutual beneficially owns Previsor Insurance Company (Previsor), a Colorado-domiciled insurance company, but the voting rights of Previsor stock are controlled through a voting trust agreement and the Trustee, Simmons Bank. Simmons Bank appoints an individual to serve as the voting trustee who must remain independent and not receive compensation from MEM Mutual or Previsor or have any other financial interest other than compensation for services specified under the agreement. The Trustee votes based on guidance provided by the dual policyholders of MEM Mutual and Previsor. As such, Previsor is considered a related party but not a controlled affiliate under SSAP No. 25.

Organizational Chart
The following organizational chart depicts the applicable portion of the holding company group as of December 31, 2024. All subsidiaries shown are wholly owned unless otherwise noted.



Intercompany Transactions
As of December 31, 2024, MEM Preserve had no significant contracts executed with affiliated entities in effect.

TERRITORY AND PLAN OF OPERATION

MEM Preserve is licensed as a property and casualty insurer by the Missouri Department under Chapter 379 (Insurance Other than Life). As of December 31, 2024, MEM Preserve was not licensed in any other state.

The Company did not write insurance business during the examination period. As of the date of this report, MEM Preserve had not made a rate filing to write business. The Company plans to write workers' compensation insurance as the only line of business and produce business through independent insurance agents. Risks with larger premiums and more complex entities that do not qualify to be insured with MEM Mutual will be insured with MEM Preserve or one of the other insurance subsidiaries based on an underwriting risk assessment.

GROWTH OF COMPANY AND LOSS EXPERIENCE

MEM Preserve did not write premiums or incur losses for the period under examination.

REINSURANCE

MEM Preserve did not assume or cede premium for the period under examination.

ACCOUNTS AND RECORDS

Independent Auditor

For 2024, the Department approved MEM Preserve's request for an exemption from the requirement to file an audited financial report.

Actuarial Opinion

For 2024, the Department approved MEM Preserve’s request for an exemption from the requirement to file a statement of actuary opinion.

Information Systems

In conjunction with this examination, Kimberly Dobbs, MBA, CFE, AES, CISA, the Department’s Information Systems Examiner-in-Charge, assisted by Lisa Li, CPA, CFE, ARe, IT Examiner Specialist, reviewed the Company’s information systems.

FINANCIAL STATEMENTS

The following financial statements are based on the statutory financial statements filed by the Company with the Department and present the financial condition of MEM Preserve Insurance Company for the period ending December 31, 2024. The accompanying comments on financial statements reflect any examination adjustments to the amounts reported in the financial statements and should be considered an integral part of the financial statements. The failure of any column of numbers to add to its respective total is due to rounding or truncation.

There may have been additional differences found in the course of this examination, which are not shown in the “Comments on Financial Statement Items.” These differences were determined to be immaterial concerning their effect on the financial statements, and therefore were only communicated to the Company and noted in the workpapers for each individual key activity.

ASSETS
As of December 31, 2024

		Assets		Nonadmitted Assets		Net Admitted Assets
Bonds	$	5,255,293	$	0	$	5,255,293
Cash, Cash Equivalents, and Short-Term Investments		239,970		0		239,970
Investment Income Due and Accrued		21,315		0		21,315
TOTAL ASSETS	**$**	**5,516,578**	**$**	**0**	**$**	**5,516,578**

LIABILITIES, SURPLUS AND OTHER FUNDS
As of December 31, 2024

Other Expenses	$	5,178
TOTAL LIABILITIES	**$**	**5,178**
Common Capital Stock		1,200,000
Gross Paid In and Contributed Surplus		4,300,000
Unassigned Funds (Surplus)		11,400
TOTAL CAPITAL AND SURPLUS	**$**	**5,511,400**
TOTAL LIABILITIES AND SURPLUS	**$**	**5,516,578**

STATEMENT OF INCOME
For the Year Ended December 31, 2024

Other Underwriting Expenses Incurred	$	5,194
Net Underwriting Gain (Loss)	**$**	**(5,194)**
Net Investment Income Earned		16,593
Net Investment Gain (Loss)	**$**	**16,593**
NET INCOME (LOSS)	**$**	**11,399**

RECONCILIATION OF CAPITAL AND SURPLUS
Changes from January 1, 2024 to December 31, 2024

($000s omitted)

		2024
Capital and Surplus, Beginning of Year	$	0
Net Income (Loss)		11
Capital Changes, Paid In:		1,200
Surplus Adjustments, Paid In		4,300
Net Change in Capital and Surplus		5,511
Capital and Surplus, End of Year	**$**	**5,511**

COMMENTS ON FINANCIAL STATEMENT ITEMS

None.

FINANCIAL STATEMENT CHANGES RESULTING FROM EXAMINATION

None.

SUMMARY OF RECOMMENDATIONS

None.

SUBSEQUENT EVENTS

Effective January 1, 2025, the Company entered into an Intercompany Pooling Reinsurance Agreement with its parent, MEM Mutual. Under the agreement, the Company cedes 100 percent of its insurance operations to MEM Mutual.

ACKNOWLEDGMENT

The assistance and cooperation extended by the officers and the employees of MEM Preserve Insurance Company during the course of this examination is hereby acknowledged and appreciated. In addition to the undersigned, James Simmerman, CFE, CFP, CPCU, ARM, EdD, Ethan Adrian, APIR, and Rebecca Edwards, AFE, APIR, examiners for the Missouri Department of Commerce and Insurance, also participated in this examination.

VERIFICATION

State of Missouri)
) ss
County of Cole)

I, on my oath swear that to the best of my knowledge and belief the above examination report is true and accurate and is comprised of only facts appearing upon the books, records, or other documents of MEM Preserve Insurance Company, its agents or other persons examined, or as ascertained from the testimony of its officers or agents or other persons examined concerning its affairs, and such conclusions and recommendations as the examiners find reasonably warranted from the facts.

Brian D. Hammann

Brian D. Hammann, CFE, CPA
Examiner-In-Charge
Missouri Department of Commerce and Insurance

Conner Nilges

Conner Nilges, CFE
Examiner-In-Charge
Missouri Department of Commerce and Insurance

Sworn to and subscribed before me this 18th day of February, 2026.

My commission expires: May 18, 2028 Kim Landers
Notary Public

KIM LANDERS
MY COMMISSION EXPIRES
5-18-2028
NOTARY SEAL
#12558402
CALLAWAY COUNTY
NOTARY PUBLIC, STATE OF MISSOURI

SUPERVISION

The examination process has been monitored and supervised by the undersigned. The examination report and supporting workpapers have been reviewed and approved. Compliance with NAIC procedures and guidelines as contained in the *Financial Condition Examiners Handbook* has been confirmed, except where practices, procedures, and applicable regulations of the Missouri Department of Commerce and Insurance and statutes of the state of Missouri prevailed.

Michael R. Shadowens

Michael Shadowens
Assistant Chief Financial Examiner
Missouri Department of Commerce and Insurance