



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 Shield 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.

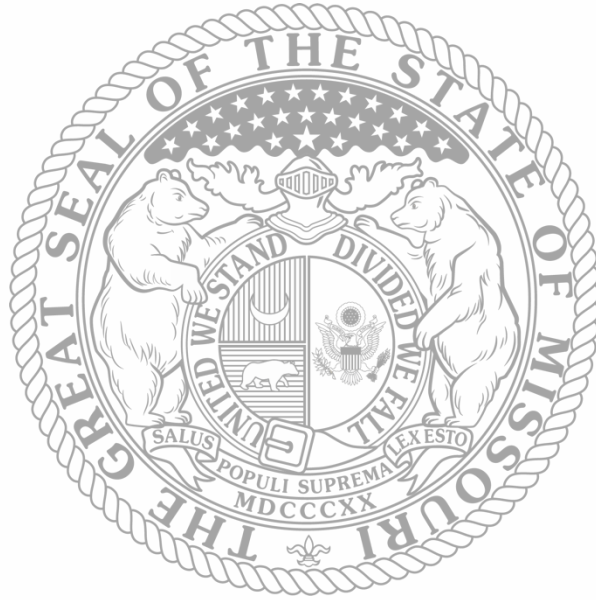
Based on such findings and conclusions, I hereby ORDER that the report of the financial examination of MEM Shield Insurance Company as of December 31, 2024, be and is hereby ADOPTED as filed and for MEM Shield Insurance Company to take the following action or actions, which I consider necessary to cure 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.



A handwritten signature in blue ink that reads "Angela L. Nelson". The signature is written in a cursive style and is positioned above a horizontal line.

Angela L. Nelson, Director
Department of Commerce and Insurance



REPORT OF
FINANCIAL EXAMINATION OF

MEM SHIELD INSURANCE COMPANY

AS OF
DECEMBER 31, 2024

STATE OF MISSOURI
DEPARTMENT OF COMMERCE & INSURANCE

JEFFERSON CITY, MISSOURI

TABLE OF CONTENTS

SCOPE OF EXAMINATION.....	1
PERIOD COVERED.....	1
PROCEDURES.....	1
SUMMARY OF SIGNIFICANT FINDINGS	2
COMPANY HISTORY.....	2
GENERAL.....	2
MERGERS, ACQUISITIONS, AND MAJOR CORPORATE EVENTS	2
DIVIDENDS AND CAPITAL CONTRIBUTIONS	2
SURPLUS NOTES.....	2
MANAGEMENT AND CONTROL.....	3
BOARD OF DIRECTORS	3
SENIOR OFFICERS	3
PRINCIPAL COMMITTEES	3
CORPORATE RECORDS.....	3
HOLDING COMPANY, SUBSIDIARIES, AND AFFILIATES.....	4
ORGANIZATIONAL CHART	4
INTERCOMPANY TRANSACTIONS	4
TERRITORY AND PLAN OF OPERATION	4
GROWTH OF COMPANY AND LOSS EXPERIENCE.....	5
REINSURANCE.....	5
ACCOUNTS AND RECORDS	5
INDEPENDENT AUDITOR	5
ACTUARIAL OPINION.....	5
INFORMATION SYSTEMS	5

FINANCIAL STATEMENTS.....	5
ASSETS.....	6
LIABILITIES, SURPLUS AND OTHER FUNDS.....	6
STATEMENT OF INCOME	6
RECONCILIATION OF CAPITAL AND SURPLUS.....	6
COMMENTS ON FINANCIAL STATEMENT ITEMS	7
FINANCIAL STATEMENT CHANGES RESULTING FROM EXAMINATION	7
SUMMARY OF RECOMMENDATIONS.....	7
SUBSEQUENT EVENTS.....	7
ACKNOWLEDGMENT	8
VERIFICATION.....	8
SUPERVISION	9

Jefferson City, MO
January 26, 2026

Honorable Chlora Lindley-Myers, Director
Missouri Department of Commerce and Insurance
301 West High Street, Room 530
Jefferson City, Missouri 65101

Director Lindley-Myers:

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

MEM Shield Insurance Company (NAIC #17570)

hereinafter referred to as such, as MEM Shield, 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 multi-state financial examination of MEM Shield Insurance Company. The current examination covers the period of December 28, 2023, 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 Shield 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 Preserve Insurance Company (MEM Preserve), 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 Shield Insurance Company was incorporated on December 8, 2023, as a stock company under Missouri insurance company laws. On December 28, 2023, 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 Shield has the authority to make property, liability, fidelity and surety, and miscellaneous insurance business.

As of December 31, 2024, MEM Shield 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 Shield, 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 Shield and its affiliates have varying premium base rates. MEM Shield has the highest premium base rate.

Dividends and Capital Contributions

There were no dividends during the examination period. MEM Shield received a \$1.2 million capital contribution in 2023 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

Roger S. Walleck
Columbia, Missouri

Jennifer A. Peck
Columbia, Missouri

Michelle L. Sheppard
Columbia, Missouri

Jennifer L. Barth
Columbia, Missouri

Andrew S. Ribaudo
Columbia, Missouri

Larry L. Lambert
St. Charles, Missouri

Susan R. Eslinger
Columbia, Missouri

Kevin T. Miller
Columbia, Missouri

Jeffrey R. Piotrowski
Hubertus, Wisconsin

Principal Occupation and Business Affiliation

Chief Executive Officer
MEM Mutual Insurance Company

Chief Strategy & Customer Experience Officer
MEM Mutual Insurance Company

Corporate Actuary
MEM Mutual Insurance Company

Chief Legal and Claims Officer
MEM Mutual Insurance Company

Chief Financial Officer
MEM Mutual Insurance Company

Director, Legal and Compliance
MEM Mutual Insurance Company

Chief Revenue Officer
MEM Mutual Insurance Company

Chief Transformation Officer
MEM Mutual Insurance Company

Vice President, Technology
MEM Mutual Insurance Company

Senior Officers

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

Name

Roger S. Walleck
Andrew S. Ribaudo
Jennifer L. Barth

Office

President
Treasurer
Secretary

Principal Committees

MEM Shield'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 December 8, 2023, and filed with the Missouri Secretary of State. The Company's Bylaws were adopted by the Board on February 13, 2024. The minutes of the Board of Directors and shareholders' meetings were reviewed for the period under examination.

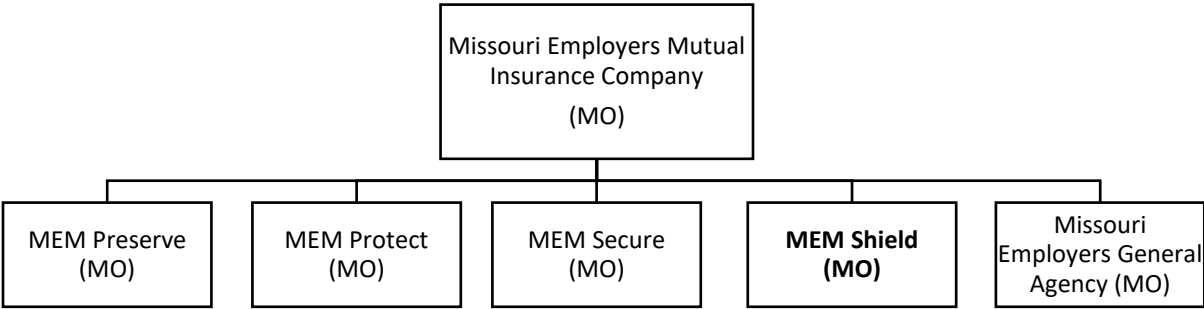
Holding Company, Subsidiaries, and Affiliates

MEM Shield 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 Shield had no significant contracts executed with affiliated entities in effect.

TERRITORY AND PLAN OF OPERATION

MEM Shield is licensed as a property and casualty insurer by the Missouri Department under Chapter 379 (Insurance Other than Life). MEM Shield is also licensed in Arkansas, Iowa, Kansas, Nebraska, and Tennessee.

The Company did not write insurance business during the examination period. 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 Shield or one of the other insurance subsidiaries based on an underwriting risk assessment. MEM Shield will focus

on writing coverage for higher risks.

GROWTH OF COMPANY AND LOSS EXPERIENCE

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

REINSURANCE

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

ACCOUNTS AND RECORDS

Independent Auditor

For 2023 and 2024, the Department approved MEM Shield's request for an exemption from the requirement to file an audited financial report.

Actuarial Opinion

For 2023 and 2024, the Department approved MEM Shield's request for an exemption from the requirement to file a statement of actuarial 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 Shield 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	\$ 5,265,481	\$ 0	\$ 5,265,481
Cash, Cash Equivalents, and Short-Term Investments	257,322	0	257,322
Investment Income Due and Accrued	71,758	0	71,758
Aggregate Write-Ins for Other-Than-Invested Assets	1	0	1
TOTAL ASSETS	\$ 5,594,562	\$ 0	\$ 5,594,562

LIABILITIES, SURPLUS AND OTHER FUNDS

As of December 31, 2024

Other Expenses	\$ 4,348
TOTAL LIABILITIES	\$ 4,348
Common Capital Stock	1,200,000
Gross Paid In and Contributed Surplus	4,300,000
Unassigned Funds (Surplus)	90,214
TOTAL CAPITAL AND SURPLUS	\$ 5,590,214
TOTAL LIABILITIES AND SURPLUS	\$ 5,594,562

STATEMENT OF INCOME

For the Year Ended December 31, 2024

Other Underwriting Expenses Incurred	\$ 75,354
Net Underwriting Gain (Loss)	\$ (75,354)
Net Investment Income Earned	188,402
Net Investment Gain (Loss)	\$ 188,402
Federal and Foreign Income Taxes Incurred	17,261
NET INCOME (LOSS)	\$ 95,787

RECONCILIATION OF CAPITAL AND SURPLUS

Changes from January 1, 2023 to December 31, 2024

(\$000s omitted)

	2023	2024
Capital and Surplus, Beginning of Year	\$ 0	\$ 5,494
Net Income (Loss)	(6)	96
Capital Changes, Paid In	1,200	0
Surplus Adjustments, Paid In:	4,300	0
Net Change in Capital and Surplus	5,494	96
Capital and Surplus, End of Year	\$ 5,494	5,590

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 Shield 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)

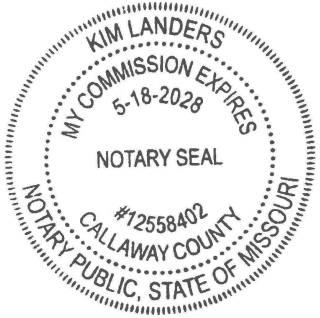
I, on my oath swear that to the best of my knowledge and belief the above examination report is true and accurate and is comprised of only facts appearing upon the books, records, or other documents of MEM Shield Insurance Company, its agents or other persons examined, or as ascertained from the testimony 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. Hamman
Brian D. Hamman, 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

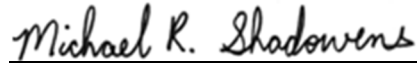
Sworn to and subscribed before me this 18th day of February, 2026.

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



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 Shadowens, CFE
Assistant Chief Financial Examiner
Missouri Department of Commerce and
Insurance