



DEPARTMENT OF COMMERCE AND INSURANCE

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

IN RE: Proposed Acquisition of)
Cameron National Insurance Company)
By:) Case No. 2410300647F
Mutual Alliance Holdings, Inc.)

APPROVAL ORDER

Based on the competent and substantial evidence in the administrative record before me, 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 as follows:

FINDINGS OF FACT

1. On October 10, 2024, Mutual Alliance Holdings, Inc. (“Applicant”) submitted a Form A Statement (“Form A”) seeking the Director’s approval/non-disapproval of the proposed acquisition of Cameron National Insurance Company (“Domestic Insurer”) by acquiring all of the issued and outstanding capital stock of Domestic Insurer, from Cameron Mutual.

2. Domestic Insurer is a direct, wholly owned subsidiary of Cameron Mutual, a Missouri domestic insurance company in liquidation pursuant to the provisions of the Missouri Insurers Supervision, Rehabilitation and Liquidation Act, §§ 375.1150 to 375.1246, RSMo.¹

3. Applicant is a subsidiary of BMI Company, Inc. (“BMI”) and Old Missouri Mutual Insurance Company (“OMM”). BMI owns 75% of Applicant, and OMM owns the remaining 25%. BMI and OMM are the sole shareholders of Applicant.

4. In the cover letter accompanying the Form A submitted October 10, 2024, Applicant stated that it was not submitting a Form E, Pre-Acquisition Notice Form, pursuant to § 382.095, because the acquisition was exempt as provided in § 382.095.2(4).

5. On November 7, 2024, the Department’s Division of Insurance Company Regulation (“Division”) sent Applicant correspondence identifying certain additional items that were needed to address the issues noted as a result of the initial review of the Form A.

6. On December 16, 2024, Applicant responded to the Division’s November 7, 2024, letter and provided most of the information requested in the letter for Division review.

7. On December 18 and 19, 2024, Applicant submitted the remaining information requested in the Division’s November 7, 2024, letter.

8. Applicant has sent Domestic Insurer a statement containing the information required by § 382.050.

9. The Division’s review of the Form A and the supplemental documents and information received from Applicant shows that the Applicant will acquire all of the outstanding and issued capital stock of Domestic Insurer from Cameron Mutual, as set out in a Stock Purchase

¹ All references to the Revised Statutes of Missouri are the RSMo 2016 unless otherwise noted.

Agreement dated September 12, 2024, entered into by and among Applicant, Cameron Mutual and the court-appointed liquidator of Cameron Mutual (“Liquidator”).

10. According to the Stock Purchase Agreement, Applicant will acquire the outstanding and issued capital stock of Domestic Insurer by purchasing the shares, including six state insurance licenses, from Cameron Mutual. As the purchase price, Applicant will pay Cameron Mutual an amount equal to \$750,903.06 for Domestic Insurer’s assets, (including \$125,150.51 for each of the six in-force and unrestricted insurance licenses held by Domestic Insurer), \$2,995,577.00 for Domestic Insurer’s capital and surplus as shown on its balance sheet as of December 31, 2023, and all interest that has accrued on the capital and surplus amount between December 31, 2023, and the closing date.

11. According to the Stock Purchase Agreement, the purchase price will be reduced in the event one (or more) of the state insurance licenses is terminated, suspended, revoked, or non-renewed by an amount specified in the Stock Purchase Agreement.

12. Applicant will pay cash for Domestic Insurer’s stock. Applicant anticipates funding the purchase using capital contributions from BMI and OMM.

13. Applicant intends to fund the acquisition using cash on hand, and payment will be made to Cameron Mutual in cash.

14. On December 27, 2024, Applicant, BMI, and OMM and the Division entered into a Stipulation, which is attached hereto and, by this reference, incorporated herein.

15. The Director has exercised her discretion and deemed the Form A filed as that term is used in §§ 382.060 and 382.095.

16. Division staff have determined that Applicant has sufficient capital or access to sufficient capital to complete the transaction in a manner that it will not be financially hazardous to the Applicant or Domestic Insurer and its policyholders.

17. The Applicant has no present plans for the Domestic Insurer to declare an extraordinary dividend, to liquidate the Domestic Insurer, or to sell any of the assets of the Domestic Insurer (other than in the ordinary course of business).

18. Following the closing of the proposed acquisition, Applicant does intend to merge Domestic Insurer with and into SurSafe Insurance Company, a wholly owned subsidiary of Applicant, with Domestic Insurer being the surviving entity. Following the proposed merger, Domestic Insurer will seek to change its name to SurSafe Insurance Company.

19. Division staff conducted an independent analysis of Applicant's claim that the proposed transaction is exempt from the provisions of § 382.095 pursuant to § 382.095.2(4). Based on its analysis, the Division determined that the proposed acquisition is not anti-competitive and is exempt from § 382.095.

20. The proposed acquisition of Domestic Insurer by Applicant will not substantially lessen competition or tend to create a monopoly in the business of insurance in Missouri.

CONCLUSIONS OF LAW

21. Section 382.040.1 provides:

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.

22. Section 382.060 provides, in relevant part, that “[t]he director shall approve any merger or other acquisition of control referred to in § 382.040 unless after a public hearing the director” finds certain adverse conditions or consequences related to a merger or acquisition.

23. After a review of the Form A, all of the Exhibits and the additional documents and information submitted by Applicant as outlined above, pursuant to § 382.060, the Director fails to find that:

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

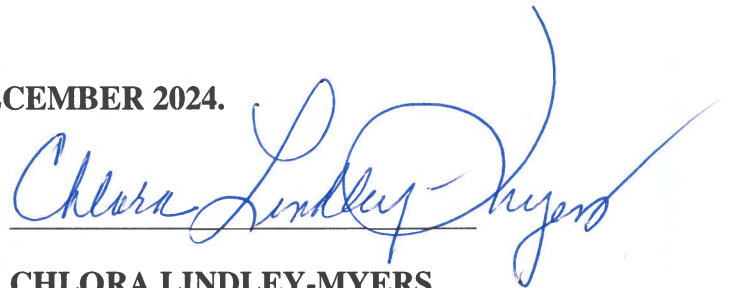
ORDER

24. Based on the foregoing Findings of Fact and Conclusions of Law, including the December 27, 2024, Stipulation, it is hereby Ordered that the proposed acquisition of the Domestic Insurer by Applicant, Mutual Alliance Holdings, Inc., as set out in the October 10, 2024 Form A Statement, is approved with the following conditions:

- a. The acquisition contemplated in the Stock Purchase Agreement by and between Applicant, Cameron Mutual and the Liquidator shall be subject to, and conditioned on, the closing of the acquisition.
- b. Applicant shall comply with the December 27, 2024, Stipulation, by and among, Applicant, BMI, OMM and the Division, which is attached hereto and, by this reference, incorporated herein.

SO ORDERED.

WITNESS MY HAND THIS 30th DAY OF DECEMBER 2024.

A handwritten signature in blue ink, reading "Chlora Lindley-Myers", is written over a horizontal line. The signature is fluid and cursive, with a long, sweeping flourish extending to the right.

**CHLORA LINDLEY-MYERS,
DIRECTOR**

CERTIFICATE OF SERVICE

I hereby certify that on this ____ day of December 2024, a copy of the foregoing Order was served upon the parties in this matter by UPS, with signature required, at the following addresses:

Charles Smith
President
Mutual Alliance Holdings, Inc.
118 SW Highway 60
Billings, Missouri 65610

Tracking No.

with a copy to:

Kelly Sullivan Angles
Sandberg, Phoenix & von Gontard, P.C.
4600 Madison Avenue, Suite 1000
Kansas City, Missouri 64112
ksullivan@sandbergphoenix.com

and

Michael D. Fielding
Husch Blackwell, LLP
4801 Main Street, Suite 1000
Kansas City, Missouri 64112
Michael.Fielding@huschblackwell.com

Kathryn Latimer, Paralegal
Missouri Department of Commerce and
Insurance
301 West High Street, Room 530
Jefferson City, Missouri 65101
Telephone: 573.751.2619
Kathryn.Latimer@insurance.mo.gov

**IN THE DEPARTMENT OF COMMERCE AND INSURANCE
STATE OF MISSOURI**

IN RE:)	
Proposed Acquisition of)	
)	
Cameron National Insurance Company,)	
)	Case No. 2410300647F
By:)	
)	
Mutual Alliance Holdings, Inc.)	

STIPULATION

It is hereby stipulated and agreed by the Division of Insurance Company Regulation (“Division”) and Mutual Alliance Holdings, Inc. (“Applicant”), as follows:

WHEREAS, the Division is a unit of the Missouri Department of Commerce and Insurance (the “Department”), an agency of the state of Missouri, created and established to administer and enforce all laws in relation to insurance companies doing business in the state of Missouri;

WHEREAS, Applicant is a Delaware corporation and is a subsidiary of BMI Company, Inc. (“BMI”), and Old Missouri Mutual Insurance Company (“OMM”), both Missouri Extended Mutual Insurance Companies created and regulated pursuant to §§ 380.201-380.651, RSMo.¹

WHEREAS, Applicant filed a Form A statement on or about October 10, 2024, seeking approval from the Director to acquire control of Cameron National Insurance Company (the “Domestic Insurer”), a Missouri domestic insurance company created

¹ All statutory references are to the 2016 Revised Statutes of Missouri (RSMo 2016) unless otherwise noted.

pursuant to the provisions of Chapter 379; and

WHEREAS, the Division and Applicant desire to ensure the protection of current and future policyholders as well as the insurance-buying public; and

WHEREAS, the Division believes that certain additional benchmarks are necessary to protect the financial stability of both Applicant and the Domestic Insurer to avoid prejudicing the interests of the Domestic Insurer's policyholders, and to reduce the likelihood that the acquisition will be hazardous or prejudicial to the insurance-buying public pursuant to § 382.060.1(3) and (6); and

WHEREAS, the Division and Applicant have agreed to certain additional stipulations to be followed by Applicant and the Domestic Insurer post-acquisition, as follows:

A. **Scope of Agreement.** This Stipulation embodies the entire agreement and understanding of the signatories with respect to the subject matter contained herein. The signatories hereby declare and represent that no promise, inducement, or agreement not herein expressed has been made, and acknowledge that the terms and conditions of this agreement are contractual and not a mere recital.

B. **Conditions.** Applicant agrees to comply with the following conditions regarding the operation of Applicant and the Domestic Insurer post-acquisition:

Conditions relating to BMI and OMM financial reporting to the Department:

BMI will provide the Department financial statements prepared in accordance with the Accounting Practices and Procedures Manual utilizing the Annual Property and Casualty National Association of Insurance Commissioners ("NAIC") blank form. BMI will also provide an annual Property and Casualty

Risk Based Capital (“RBC”) report following the NAIC RBC Forecasting and Instructions. The annual financial statement and RBC report will be due on March 1 for the preceding calendar year. BMI and OMM will also continue to provide the Department with an annual statutory filing in the form prescribed by the Director for Chapter 380 companies by March 1. Additionally, BMI will provide the Department with annual audited financial statements for BMI utilizing Generally Accepted Accounting Principles (“GAAP”) to be filed with the Form B registration statement required by § 382.110.

C. **Applicability.** The Applicant and Domestic Insurer understand and agree that they are subject to the statutory and regulatory requirements that apply to Chapter 380 and Chapter 379 insurance companies, respectively.

D. **Modification.** No modifications or changes to this Stipulation shall be effective unless made in writing and agreed to by all signatories to the Stipulation.

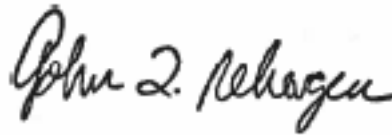
E. **Governing Law.** This Stipulation shall be governed and construed in accordance with the laws of the state of Missouri.

F. **Authority.** The signatories below represent, acknowledge, and warrant that they are authorized to sign this Stipulation.

G. **Effective Date of Stipulation.** This Stipulation shall not become effective until entry of a Final Order by the Director of the Department approving this Stipulation.

H. **Request for an Order.** The signatories below request that the Director issue an Order approving this Stipulation, and the signatories’ consent to the issuance of such Order.

DATED: 12-27-2024



John F. Rehagen, Director
Division of Insurance Company Regulation

DATED: _____

Shelley A. Woods, Senior Counsel
Division of Insurance Company Regulation

DATED: 12-26-24

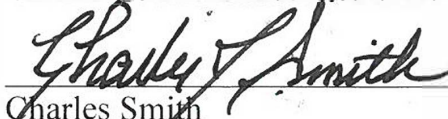


Harold Hodges
President
BMI Company, Inc.

DATED: _____

Judy Hadsall
President
Old Missouri Mutual Insurance Company

DATED: 12-26-24



Charles Smith
President
Mutual Alliance Holdings, Inc.

DATED: _____

Kelly Sullivan Angles
Sandberg Phoenix & von Gontard, P.C. (as counsel
for Mutual Alliance Holdings, Inc.)

DATED: _____

John F. Rehagen, Director
Division of Insurance Company Regulation

DATED: _____

Shelley A. Woods, Senior Counsel
Division of Insurance Company Regulation

DATED: _____

Harold Hodges
President
BMI Company, Inc.

DATED: 26/12/24 _____

Judy Hadsall
Judy Hadsall (Dec 26, 2024 10:50 CST)

Judy Hadsall
President
Old Missouri Mutual Insurance Company

DATED: _____

Charles Smith
President
Mutual Alliance Holdings, Inc.

DATED: _____

Kelly Sullivan Angles
Sandberg Phoenix & von Gontard, P.C. (as counsel
for Mutual Alliance Holdings, Inc.)

DATED: _____

John F. Rehagen, Director
Division of Insurance Company Regulation

DATED: _____

Shelley A. Woods, Senior Counsel
Division of Insurance Company Regulation

DATED: _____

Harold Hodges
President
BMI Company, Inc.

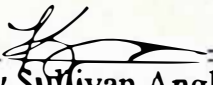
DATED: _____

Judy Hadsall
President
Old Missouri Mutual Insurance Company

DATED: _____

Charles Smith
President
Mutual Alliance Holdings, Inc.

DATED: 12/26/2024



Kelly Sullivan Angles
Sandberg Phoenix & von Gontard, P.C. (as counsel
for Mutual Alliance Holdings, Inc.)