

**FORM A**

**STATEMENT REGARDING THE ACQUISITION OF  
CONTROL OF OR MERGER WITH A DOMESTIC INSURER**

**CM REGENT INSURANCE COMPANY;  
CM VANTAGE SPECIALTY INSURANCE COMPANY; AND  
CM INDEMNITY INSURANCE COMPANY**  
*(Name of Domestic Insurers)*

**BY**

**CHURCH MUTUAL INSURANCE COMPANY, S.I.**  
*(Name of Acquiring Person (Applicant))*

**Filed with the Office of the Commissioner of Insurance,  
State of Wisconsin**  
*(State of Domicile of Insurers Being Acquired)*

**Dated: May 9, 2024**

Name, title, address and telephone number of individual to whom notices and correspondence concerning this statement should be addressed:

Michael M. Smith  
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With a copy to:

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## **Confidentiality Legend**

This Form A, together with any items that may be submitted separately as amendments or supplements hereto, contains confidential and/or proprietary information, business plans and strategies that are trade secrets and are not otherwise available to the public and that, if disclosed, could cause substantial injury to the competitive position of the Applicant. Pursuant to Wis. Admin. Code § INS 40.05, such information is required pursuant to Wis. Stat. § 601.42; therefore, the Commissioner may withhold this information from public disclosure pursuant to Wis. Stat. § 601.465(1m)(a) and Wis. Admin. Code § Ins 6.13(2). Moreover, because the information is not public, it is presumed under Wis. Stat. § 601.465(1n)(a), notwithstanding Wisconsin public records law (Wis. Stat. §§ 19.31-.39), that the information is proprietary and confidential and that the potential for harm and competitive disadvantage if it is made public by the Commissioner outweighs the public interest in the disclosure of the information.

Accordingly, the Applicant respectfully requests that Exhibits CE-1 to CE-3, which are being submitted under separate cover (the “Confidential Supplement”), be afforded confidential treatment and be excepted from disclosure pursuant to all applicable provisions of law, including as specified below. All such information is provided with the express understanding that the confidentiality of such information will be safeguarded.

Exhibits CE-2 and CE-3 includes “trade secrets” as defined under Wis. Stat. § 134.90(1)(c) because information in these exhibits “derives independent economic value, actual or potential, from not being generally known to, and not being readily ascertainable by proper means by, other persons who can obtain economic value from its disclosure or use [and] is the subject of efforts to maintain its secrecy that are reasonable under the circumstances.” Trade secrets are exempt from disclosure under the public records law under Wis. Stat. § 19.36(5) and Wis. Admin. Code § INS 6.13(2). Accordingly, the Applicants respectfully request that the Commissioner afford Exhibits CE-2 and CE-3 confidential treatment and except them from disclosure pursuant to this authority.

The NAIC biographical affidavits provided as Exhibit CE-1 include information that is not otherwise available to the public, is subject to financial privacy and individual privacy protections, and is presumed confidential and should be afforded confidential treatment pursuant to Wis. Stat. § 601.465(1m)(d). The public value of this personal information is outweighed by the privacy interests of persons submitting these affidavits and by the public interest in encouraging qualified people to serve in these capacities, see the Wisconsin Attorney General’s March 2018 *Wisconsin Public Records Law Compliance Guide*, pp. 36-39, and, in particular, home information and the social security number of an employee provided by an employer are exempt from the public records law. *Id.* at p. 23, citing Wis. Stat. § 19.36(10)(a). Therefore, Exhibit CE-1 will be provided with the understanding that the confidentiality of such information contained therein will be safeguarded and such individuals submitting NAIC biographical affidavits will be protected from unwarranted invasions of personal privacy pursuant to all provisions of law including, but not limited to, the referenced authority and any other applicable statutory or regulatory authority available to the Commissioner.

The Applicant also requests that it be notified in advance of any requesting party seeking to rebut the presumption of confidentiality for nonpublic documents and information in this Form A under

Wis. Stat. § 601.465(1n)(b), or any proposed disclosure of any portion of this Form A designated as confidential, so that it has a reasonable opportunity to seek a protective order or take any other action to prevent or limit such disclosure.

## **ITEM 1. INSURER AND METHOD OF ACQUISITION**

### **(a) Names and Address of the Domestic Insurers**

The names and addresses of the domestic insurers to which the Form A relates are as follows:

- i. CM Regent Insurance Company  
3000 Schuster Lane  
Merrill, Wisconsin 54452

The NAIC number of CM Regent is 12356. CM Regent is a Wisconsin stock insurance company organized and existing under Chapter 611 of the Wisconsin Statutes and is also licensed in 49 states and the District of Columbia but primarily writes in Pennsylvania, and the major products marketed by the company include commercial multiple peril, worker's compensation, other liability, and commercial auto liability.

- ii. CM Vantage Specialty Insurance Company  
3000 Schuster Lane  
Merrill, Wisconsin 54452

The NAIC number of CM Vantage is 15872. CM Vantage is a Wisconsin stock insurance company organized and existing under Chapter 611 of the Wisconsin Statutes and authorized to write in all 50 states and the District of Columbia, and it writes excess and surplus (E&S) lines coverage business through licensed surplus lines brokers in the market segments compatible with the religious institutional marketplace.

- iii. CM Indemnity Insurance Company  
3000 Schuster Lane  
Merrill, Wisconsin 54452

The NAIC number of CM Indemnity is 16646. CM Indemnity is a Wisconsin stock insurance company organized and existing under Chapter 611 of the Wisconsin Statutes and is also licensed in California, Colorado, Georgia, Louisiana, Missouri, North Carolina, Tennessee, Texas, and Washington. CM Indemnity is working to obtain to license for the remaining states throughout 2024 and 2025 and anticipates writing products such as commercial multiple peril, workers' compensation, other liability and commercial auto liability in Q2-Q3 2025.

### **(b) Method of Acquisition**

CMIC's acquisition of control of the Domestic Insurers relates to the restructuring of the CMHC mutual insurance holding company system through which, subject to the terms and conditions set forth in the Contribution Agreement (the "Agreement"), attached as Exhibit 1, CMHC will contribute all of CMHC's right, title and interest in and to the equity of each of the Domestic

Insurers to CMIC (the “Restructuring”). Consummation of the Agreement is expected to take place on or about June 30, 2024, subject to customary closing conditions, including the approvals of the Commissioner sought herein (the “Closing”). Upon the Closing, the Applicant shall become the sole shareholder of CM Regent, CM Vantage and CM Indemnity. No changes will be made to the current articles of incorporation, attached as Exhibit 2, or bylaws, attached as Exhibit 3, of any of the Domestic Insurers in conjunction with the Restructuring, but as the sole shareholder of each of the Domestic Insurers, the Applicant will have the power to control each of the Domestic Insurers. In addition, no changes will be made to the articles of incorporation or bylaws of the Applicant or CMHC. Upon the Closing, CMHC will remain the ultimate controlling person of the Applicant and each of the Domestic Insurers.

The Restructuring is intended to improve CMIC’s financial strength calculated in accordance with statutory accounting principles and satisfaction of the risk-based capital requirements in Chapter INS 51 of the Wisconsin Administrative Code.

## **ITEM 2. IDENTITY AND BACKGROUND OF THE APPLICANT**

### **(a) Names and Address of the Applicant**

The name and address of the Applicant seeking to acquire control of the Domestic Insurers is:

Church Mutual Insurance Company, S.I.  
3000 Schuster Lane  
Merrill, Wisconsin 54452

### **(b) Nature of the Applicant’s Business Operations**

CMIC was organized in 1897 as the Wisconsin Church Mutual Fire Insurance Association. The company was founded for the purpose of providing insurance under the mutual plan to any church, church society, or pastor of one of the synods constituting the Evangelical Lutheran Synodical Conference, or the Norwegian Evangelical Church of America. In 1947, the name of the company was changed to the Wisconsin Church Mutual Fire Insurance Company, and the company began providing insurance coverage to religious organizations of all denominations. In 1952 the name was changed to Church Mutual Insurance Company.

CMIC formed CM Vantage in 2015. In 2016, CMIC acquired School Boards Insurance Company of Pennsylvania, Inc., a company domiciled in Pennsylvania, which was later redomiciled in Wisconsin and the name was changed to CM Regent Insurance Company. In 2018, CMIC acquired 100% interest in American Sterling Insurance Company, a liquidated company domiciled in California, which was later redomiciled to Wisconsin and the name was changed to CM Indemnity Insurance Company.

Effective January 1, 2020, CMIC converted into a stock insurance company owned by a newly formed mutual insurance holding company and changed its name to Church Mutual Insurance Company, S.I. As part of the reorganization, CMIC formed CMHC and transferred its equity in CM Regent, CM Vantage and CM Indemnity to CMHC.

CMIC is a leading insurer of religious organizations of all denominations and premier insurer of nonprofit and human services organizations, public and private K-12 schools, colleges and universities, senior living facilities and secular and non-secular camps, sports and outdoor recreation facilities throughout the United States. CMIC currently offers most lines of commercial property and liability insurance, including multi-peril workers' compensation and commercial auto insurance.

(c) Organizational Chart.

The current organizational structure of CMHC, including the CMIC, the Domestic Insurers and their affiliates is shown on the chart attached as Exhibit 4. Attached as Exhibit 5 is a chart reflecting the pro forma organizational structure of the Applicant and its affiliates following the Closing.

CMHC is a mutual insurance holding company organized and existing under Chapter 644 of Wisconsin Statutes. Unless otherwise indicated on such chart or in this Form A, each entity is a corporation and control is maintained by the ownership or control of voting securities. There are no court proceedings involving a reorganization or liquidation pending with respect of any such entity.

**ITEM 3. IDENTITY AND BACKGROUND OF INDIVIDUALS ASSOCIATED WITH THE APPLICANT**

(a)(1) Names and Business Addresses

The names of the directors and executive officers of the Applicant and each of the Domestic Insurers are set forth in Exhibit 6. No changes to the directors and executive officers will occur as a result of the Restructuring. The biographical affidavits of each of the directors and executive officers listed in Exhibit 6 will be filed on a supplemental basis as Exhibit CE-1 in the Confidential Supplement to this Form A.

(a)(2) Owners of Ten Percent or More of the Voting Securities of the Applicant

CMHC owns 100% of the Voting Securities of the Applicant.

(b) Present Principal Business Activity

The principal business activity, occupation, or employment of the directors and executive officers of the Applicant are stated in Item 3(a) above. Additional employment information about the directors and executive officers of the Applicant is stated in the biographical affidavits for such persons, which, as described above, are being filed as Exhibit CE-1.

(c) Material Occupations, Positions, Offices and Employment

The material occupations, positions, offices or employment during the last five years, including the starting and ending dates of each and the name, principal business and address of any business corporation or other organization in which each such occupation, position, office or employment was carried on, with respect to the directors and executive officers of the Applicant, are stated in

the biographical affidavits for such persons, which, as described above, are being filed as Exhibit CE-1. Except as set forth in such biographical affidavits, no such occupation, position, office or employment required licensing by or registration with any federal, state or municipal governmental agency. The current status of any such licensing or registration, and an explanation of any surrender, revocation, suspension or disciplinary proceedings in connection therewith, are stated in such biographical affidavits.

(d) Criminal Proceedings

Except as otherwise indicated in Exhibit CE-1, to the best knowledge, information and belief of the Applicant, no director or executive officer of the Applicant has been convicted in a criminal proceeding (excluding minor traffic violations) during the past ten years.

**ITEM 4. NATURE, SOURCE AND AMOUNT OF CONSIDERATION**

(a) Nature, Source and Amount of Funds or Other Consideration Used or to Be Used in Effecting the Merger or Other Acquisition of Control

The Applicant and Domestic Insurers are currently affiliates under the common ownership of CMHC. No consideration will be paid in connection with the Restructuring.

(b) Criteria Used in Determining the Nature and Amount of Such Consideration

The Reorganization is being conducted without the payment of any consideration consistent with the existing common ownership of CMIC and each of the Domestic Insurers.

**ITEM 5. APPLICANT'S FUTURE PLANS FOR THE INSURER**

The Applicant intends that CM Regent, CM Vantage and CM Indemnity will continue to operate as they currently do, with the existing management in place. There are no specific changes to the business or operational plans of any of the Domestic Insurers that will occur as a direct result of the Restructuring. A confidential business plan (the "Business Plan") describing the purposes of the Restructuring and the Applicant's plans for the business operations of the Domestic Insurers is provided under separate cover as Exhibit CE 3, subject to a request for confidential treatment.

The Applicant has no present plans to liquidate the Domestic Insurers, to sell the Domestic Insurers' assets, or to merge the Domestic Insurers with any person or persons. Further, there are no current plans or proposals to make any other material change in the Domestic Insurers' business operations or corporate structure or management, except as may otherwise occur in the ordinary course of business.

The Applicant has no present plans to cause the Domestic Insurers to declare any extraordinary dividend. Note, however, that on May 3, 2024, each of the Domestic Insurers filed for approval of an extraordinary dividend to CMHC which CMHC will further pay such dividends to CMIC.

**ITEM 6. VOTING SECURITIES TO BE ACQUIRED**

Following the Closing, the Applicant will become the sole shareholder of each of the Domestic Insurers. Specifically:

- CMHC currently holds 5,000 issued and outstanding shares of common stock of CM Regent out of the 10,000 shares of common stock authorized, which represents all of the issued and outstanding common stock of CM Regent. CMHC will contribute all of these shares to CMIC.
- CMHC currently holds 2,600 issued and outstanding shares of common stock of CM Vantage out of the 5,000 shares of common stock authorized, which represents all of the issued and outstanding common stock of CM Vantage. CMHC will contribute all of these shares to CMIC.
- CMHC currently holds 13,000 issued and outstanding shares of common stock of CM Indemnity out of the 13,000 shares of common stock authorized, which represents all of the issued and outstanding common stock of CM Indemnity. CMHC will contribute all of these shares to CMIC.

#### **ITEM 7. OWNERSHIP OF VOTING SECURITIES**

Except as provided in the Agreement, there are no voting securities of any class or equity interests of the Domestic Insurers that are beneficially owned or concerning which there is a right to acquire beneficial ownership by the Applicant, its affiliates or any person listed in Item 3.

#### **ITEM 8. CONTRACTS, ARRANGEMENTS, OR UNDERSTANDINGS WITH RESPECT TO VOTING SECURITIES OF THE INSURER**

Except as provided in the Agreement, there are no contracts, arrangements or understandings with respect to any voting security of any of the Domestic Insurers in which the Applicant, its affiliates or any person listed in Item 3 is involved, including any transfer of any securities, joint ventures, loan or option arrangements, puts or calls, guarantees of loans, guarantees against loss or guarantees of profits, division of losses or profits, or the giving or withholding of proxies.

#### **ITEM 9. RECENT PURCHASES OF VOTING SECURITIES**

There have been no purchases of any voting securities of any of the Domestic Insurers by the Applicant, its affiliates or any person listed in Item 3 during the 12 calendar months preceding the filing of this Form A Statement.

#### **ITEM 10. RECENT RECOMMENDATIONS TO PURCHASE**

There have been no recommendations to purchase any voting security of any of the Domestic Insurers made during the 12 calendar months preceding the filing of this Form A by the Applicant, its affiliates or any person listed in Item 3, or by any other person based on interviews or at the suggestion of the Applicant, its affiliates or any person listed in Item 3.

#### **ITEM 11. AGREEMENTS WITH BROKER-DEALERS**

There have been no agreements, contracts or understandings made with any broker-dealer as to solicitation of voting securities of any of the Domestic Insurers for tender and no fees, commissions or other compensation have been paid to any broker-dealer.

**ITEM 12. FINANCIAL STATEMENTS AND EXHIBITS****(a) – (b) Financial Statements, Financial Projections, and Exhibits**

Set forth below is a list of the financial statements and exhibits filed with this Form A.

<u>Description</u>	<u>Exhibit</u>
Proposed Contribution Agreement, to be effective June 30, 2024, by and between CMIC and CMHC	<u>Exhibit 1</u>
Articles of Incorporation of CM Regent	<u>Exhibit 2-A</u>
Articles of Incorporation of CM Vantage	<u>Exhibit 2-B</u>
Articles of Incorporation of CM Indemnity	<u>Exhibit 2-C</u>
Bylaws of CM Regent	<u>Exhibit 3-A</u>
Bylaws of CM Vantage	<u>Exhibit 3-B</u>
Bylaws of CM Indemnity	<u>Exhibit 3-C</u>
Pre-Acquisition Organizational Chart for the Domestic Insurers and Their Affiliates	<u>Exhibit 4</u>
Pro Forma Post-Acquisition Organizational Chart for the Applicant	<u>Exhibit 5</u>
List of the Current and Proposed Directors and Executive Officers of the Applicant	<u>Exhibit 6</u>
Annual Statement of CMIC for the Year Ended December 31, 2023	<u>Exhibit 7-A(i)</u>
Annual Statement of CM Regent for the Year Ended December 31, 2023	<u>Exhibit 7-A(ii)</u>
Annual Statement of CM Vantage for the Year Ended December 31, 2023	<u>Exhibit 7-A(iii)</u>
Annual Statement of CM Indemnity for Year Ended December 31, 2023	<u>Exhibit 7-A(iv)</u>
CMIC and Affiliated Property and Casualty Companies Combined Audited Statutory Financial Statements for the Fiscal Years Ended December 31, 2022 and 2021	<u>Exhibit 7-B</u>
CMIC and Affiliated Property and Casualty Companies Combined Audited Statutory Financial Statements for the Fiscal Year Ended December 31, 2021 and 2020	<u>Exhibit 7-C</u>



Audited Financial Statements of CMIC for the Fiscal Year Ended December 31, 2019	<u>Exhibit 7-D(i)</u>
Audited Financial Statements of CM Regent for the Fiscal Year Ended December 31, 2019	<u>Exhibit 7-D(ii)</u>
Audited Financial Statements of CM Vantage for the Fiscal Year Ended December 31, 2019	<u>Exhibit 7-D(iii)</u>
Audited Financial Statements of CM Indemnity for the Fiscal Year Ended December 31, 2019	<u>Exhibit 7-D(iv)</u>

The following is a list of the exhibits are included in the Confidential Supplement to this Form A:

<u>Description</u>	<u>Exhibit</u>
Biographical Affidavits for the Directors and Executive Officers of the Applicant	<u>Exhibit CE 1</u>
Three-Year Financial Projections of CM Regent	<u>Exhibit CE 2-A</u>
Three-Year Financial Projections of CM Vantage	<u>Exhibit CE 2-B</u>
Three-Year Financial Projections of CM Indemnity	<u>Exhibit CE 2-C</u>
Business Plan	<u>Exhibit CE 3</u>

(c) Tender Offer Documents and Certain Proposed Agreements

There are no tender offers for, requests or invitations for, tenders of, exchange offers for or agreements to acquire or exchange any voting security of the Domestic Insurers nor any additional soliciting materials relating thereto, any proposed employment, consultation, advisory or management contracts concerning the Domestic Insurers entered into in connection with the Agreement, nor annual reports to the stockholders of the Domestic Insurers or the Applicant for the last two fiscal years, other than as disclosed herein.

(d) Competitive Impact

The Reorganization is exempt from the filing requirements of Wis. Admin. Code § 40.025 because the Applicant and each of the Insurers are already affiliated persons. Consequently, no Form E Pre-Acquisition Notification is being submitted.

**ITEM 13. AGREEMENT REQUIREMENTS FOR ENTERPRISE RISK  
MANAGEMENT**

The Applicant agrees to provide, to the best of its knowledge and belief, the information required by Form F within 15 days after the end of the month in which the acquisition of control occurs.

*[Signature page follows]*

**ITEM 14. SIGNATURE AND CERTIFICATION**

**SIGNATURE**

Pursuant to the requirements of ch. Ins. 40, Wis. Adm. Code, Church Mutual Insurance Company, S.I. has caused this application to be duly signed on its behalf in the City of Madison and State of Wisconsin on the 9<sup>th</sup> day of May, 2024.

CHURCH MUTUAL INSURANCE COMPANY, S.I.

By: Alan S. Ogilvie  
Alan S. Ogilvie  
President and CEO

Attest:

Andrew J. Bloechl  
Name: Andrew J. Bloechl  
Title: AVP - Administration

**CERTIFICATION**

The undersigned deposes and says that he has duly executed the attached application dated May 9, 2024, for and on behalf of Church Mutual Insurance Company, S.I.; that he is the President and CEO of such company and that he is authorized to execute and file such instrument. Deponent further says that he is familiar with the instrument and the contents thereof, and that the facts therein set forth are true to the best of his knowledge, information and belief.

Alan S. Ogilvie  
Alan S. Ogilvie  
President and CEO

State of Wisconsin

County of Dane

Subscribed and sworn to this 9<sup>th</sup> day of May, 2024.

Andrew J. Bloechl  
(Signature)

Andrew J. Bloechl  
(Printed Name)

My commission expires on 07/26/2024

