

In the Matter of the Acquisition of
Control of CM Select Insurance
Company by MGT Partners LLC,
Michael Topol, and Graham Topol

PROPOSED DECISION

Petitioner.

Case No. 23-C45018

<u>Exhibit</u>	<u>Document Description</u>
Ex. 1.	List of Exhibits
Ex. 2.	Transmittal Letter
Ex. 3.	Form A Filing [Amended]
Ex. 4.	Stock Purchase Agreement (Redacted) <i>[Replaced by Ex. 5]</i>
Ex. 5.	Stock Purchase Agreement (Redacted) <i>[Replaced by Ex. 6]</i>
Ex. 6.	Stock Purchase Agreement (Unredacted) [CONFIDENTIAL]
Ex. 7.	Schedule 1(a) to Transition Services Agreement [CONFIDENTIAL]
Ex. 8.	Amendment No. 1 to Stock Purchase Agreement
Ex. 9.	Balance Sheet of MGT Partners LLC as of March 31, 2023
Ex. 10.	Abbreviated Post-Close Organizational Chart <i>[Replaced by Ex. 11]</i>
Ex. 11.	Pre-Close Organizational Chart of CM Select
Ex. 12.	Updated Post-Close Organizational Chart <i>[Replaced by Ex. 13]</i>
Ex. 13.	Updated Post-Close Organizational Chart
Ex. 14.	List of Directors and Executive Officers - Applicants
Ex. 15.	Proposed Directors and Executive Officers - CM Select
Ex. 16.	Form AA – Consent to Jurisdiction Statement
Ex. 17.	Unaudited Financial Statements for Applicants for 2021 [CONFIDENTIAL] <i>[Withdrawn]</i>
Ex. 18.	Unaudited Financial Statements for Applicants for 2020 [CONFIDENTIAL] <i>[Withdrawn]</i>
Ex. 19.	Unaudited Financial Statements for Applicants for 2019 [CONFIDENTIAL] <i>[Withdrawn]</i>
Ex. 20.	Audited Financial Statements for Applicants for 2019 [CONFIDENTIAL] <i>[Withdrawn]</i>
Ex. 21.	Audited Financial Statements for Applicants for 2020 [CONFIDENTIAL] <i>[Withdrawn]</i>
Ex. 22.	Michael Topol 2021 Tax Returns [CONFIDENTIAL]
Ex. 23.	Michael Topol 2020 Tax Returns [CONFIDENTIAL]
Ex. 24.	Michael Topol 2019 Tax Returns [CONFIDENTIAL]

- Ex. 25. Michael Topol 2018 Tax Returns **[CONFIDENTIAL]**
- Ex. 26. Michael Topol 2017 Tax Returns **[CONFIDENTIAL]**
- Ex. 27. Michael Topol - Certified Statement of Financial Condition for 2021 **[CONFIDENTIAL]**
- Ex. 28. Reviewed Financial Statements for 2017 through 2021 for Michael Topol **[CONFIDENTIAL]**
- Ex. 29. Graham Topol 2021 Tax Returns **[CONFIDENTIAL]**
- Ex. 30. Graham Topol 2020 Tax Returns **[CONFIDENTIAL]**
- Ex. 31. Graham Topol 2019 Tax Returns **[CONFIDENTIAL]**
- Ex. 32. Graham Topol 2018 Tax Returns **[CONFIDENTIAL]**
- Ex. 33. Graham Topol 2017 Tax Returns **[CONFIDENTIAL]**
- Ex. 34. Graham Topol - Certified Statement of Financial Condition for 2021 **[CONFIDENTIAL]**
- Ex. 35. Reviewed Financial Statements for 2017 through 2021 for Graham Topol **[CONFIDENTIAL]**
- Ex. 36. Biographical Affidavits for Directors and Executive Officers **[CONFIDENTIAL]**
- Ex. 37. Plan of Operations for CM Select **[CONFIDENTIAL]**
- Ex. 38. Compulsory Surplus Projections of CM Select (FY 2023) **[CONFIDENTIAL]**
- Ex. 39. Compulsory Surplus Projections of CM Select (FY 2024) **[CONFIDENTIAL]**
- Ex. 40. Compulsory Surplus Projections of CM Select (FY 2025) **[CONFIDENTIAL]**
- Ex. 41. Form 13 Financial Projections for CM Select **[CONFIDENTIAL]**
- Ex. 42. CM Select Bylaws
- Ex. 43. CM Select Amended Articles of Incorporation
- Ex. 44. Second Amended and Restated LLC Agreement - MGT Partners LLC **[CONFIDENTIAL]**
[Replaced by Ex. 45]
- Ex. 45. Proposed Revised Second Amended and Restated LLC Agreement and Schedules – MGT Partners LLC **[CONFIDENTIAL]** *[Schedule A Replaced by Ex. 47]*
- Ex. 46. Redline – Second Amended and Restated LLC Agreement – MGT Partners LLC **[CONFIDENTIAL]**
- Ex. 47. Revised Schedule A to Second Amended and Restated LLC Agreement - MGT Partners LLC **[CONFIDENTIAL]**
- Ex. 48. Form of Subscription Agreement **[CONFIDENTIAL]** *[Replaced by Ex. 49]*
- Ex. 49. Subscription Agreements outstanding **[CONFIDENTIAL]** *[Replaced by Ex. 50]*
- Ex. 50. Subscription Agreements outstanding **[CONFIDENTIAL]**
- Ex. 51. Investment Management Agreement **[CONFIDENTIAL]**
- Ex. 52. Capital Contribution and Voting Percentages **[CONFIDENTIAL]**

- Ex. 53. Updated Capital Contribution and Voting Percentages **[CONFIDENTIAL]**
- Ex. 54. CM Select Custodial Agreement **[CONFIDENTIAL]**
- Ex. 55. Letter dated July 25, 2023 from JPMorgan Chase
- Ex. 56. Investors Owning 2% or More and Less than 10% of Voting Securities of MGT Partners LLC **[CONFIDENTIAL]**
- Ex. 57. Updated Investor List