

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

Amy J. Malm, Hearing Examiner, Presiding

APPEARANCES**For the Office of the
Commissioner of Insurance:**

Mark McNabb, Company Licensing and Analytics Supervisor
Christopher Martin, Domestic Licensing Specialist

For the Petitioners:

William J. Toman (External Legal Counsel)
Jeremy J. Wodajo (External Legal Counsel)
Quarles & Brady LLP
33 East Main Street, Suite 900
Madison, WI 53703

Michael Topol
Graham Topol
251 Little Falls Drive
Wilmington, DE 19808

Michael Groll*
Allison Tam*
Willkie Farr & Gallagher LLP
787 Seventh Avenue
New York, NY 10019

- * Michael Groll and Allison Tam are appearing at the hearing with the Petitioner, their client, but not as legal counsel representing the Petitioner in the hearing.

For the Domestic Insurers:

Michael M. Smith, Senior Vice President – Secretary and General Counsel
Church Mutual Insurance Company
3000 Schuster Lane
PO Box 357
Merrill, WI 54452

PRELIMINARY

Pursuant to a Notice of Hearing dated September 12, 2023, a hearing was held by teleconference on or about 9:00 a.m. on September 26, 2023, to determine whether the Petitioners' application for approval of the plan for acquisition of control should be granted. Based on the record, the Hearing Examiner makes the following:

PROPOSED FINDINGS OF FACT

(1) MGT Partners LLC, a Delaware corporation, Michael Topol, an individual, and Graham Topol, an individual, each located at 251 Little Falls Drive, Wilmington, DE 19808.

(2) CM Select Insurance Company, the Domestic Insurers, 3000 Schuster Lane, Merrill, WI 54452.

(3) The Petitioner filed with the Office of the Commissioner of Insurance an application for approval of the acquisition of CM Select Insurance Company.

(4) The Petitioners were served with a Notice of Hearing.

(5) The Petitioners fulfilled the filing requirements of s. Ins 40.02, Wis. Adm. Code.

(6) The plan will not violate the law or be contrary to the interests of the insureds of CM Select Insurance Company.

(7) After the acquisition of control, CM Select Insurance Company, will be able to satisfy the requirements for the issuance of a license to write the lines of insurance for which it is presently licensed.

(8) The effect of the acquisition of control will not be to create a monopoly or substantially to lessen competition in any type or line of insurance in Wisconsin.

(9) The financial condition of MGT Partners LLC, Michael Topol, and Graham Topol are not likely to jeopardize the financial stability of CM Select Insurance Company, or to prejudice the interests of its Wisconsin policyholders.

(10) There are no plans or proposals to liquidate the domestic insurer, CM Select Insurance Company, to sell its assets (other than investment portfolio transactions in the ordinary course of business), or to consolidate or merge it with any person or make any other material change in its business or corporate structure other than as described in the plan.

(11) The competence and integrity of the persons who will control the operation of the domestic insurers, CM Select Insurance Company, are such that it will be in the interest of the policyholders and the public to permit the acquisition of control.

PROPOSED CONCLUSION OF LAW

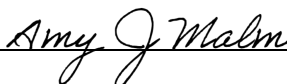
(12) The proposed findings of fact set forth above establish that the requirements of s. 611.72 and ch. 227 and 617, Wis. Stat., and ch. Ins 40, Wis. Adm. Code, have been satisfied and approval of the plan should be granted.

PROPOSED ORDER

NOW, THEREFORE, based upon the findings of fact and conclusion of law, I hereby recommend that:

(13) The Petitioners' request for approval of the plan for acquisition of control should be approved.

Dated at Madison, Wisconsin, this 26th day of September, 2023.



Amy J. Malm
Hearing Examiner