

STATE OF WISCONSIN : CIRCUIT COURT : DANE COUNTY
BRANCH 15

In the Matter of the Liquidation of:

Northwestern National Insurance Company of
Milwaukee, Wisconsin:
c/o: Office of the Commissioner of Insurance
125 South Webster Street
Madison, WI 53703

Case No. 2019-CV-1209

Case Code: 30703

**ORDER APPROVING SHARE PURCHASE AGREEMENT AND
SALE OF COMPASS INSURANCE COMPANY**

Based on the Motion for Approval of Share Purchase Agreement and Sale of Compass Insurance Company of Nathan Houdek, the Commissioner of Insurance of the State of Wisconsin, as Liquidator of Northwestern National Insurance Company of Milwaukee, Wisconsin (“NNIC”) (the “Commissioner” or the “Liquidator”), Wis. Stat. § 645.46(7), chapter 645, in general, and all other applicable laws, and having found that sufficient grounds and good cause exist for the relief requested by the Liquidator, including that it is in the best interests of NNIC’s policyholders, creditors, and the public,

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. The Motion for Approval of Share Purchase Agreement and Sale of Compass Insurance Company is granted, and the Court hereby approves the December 22, 2022 Share Purchase Agreement among NNIC, SOBC Gamma Holding Company Ltd., a Connecticut corporation (“SOBC”), Compass Insurance Company, a company incorporated in the State of New York (“Compass”), and Avid Insurance, LLC, a New York limited liability company

(“Avid”) and all of the transactions contemplated thereby and necessary for the Liquidator to effectuate the sale of Compass.

IT IS SO ORDERED.

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PROPOSED