

**From:** [Roher, Jed](#)  
**To:** [Junior, Steve J - OCI](#)  
**Cc:** [CB Haggard](#)  
**Subject:** RE: Acquisition of Southern Guaranty Life and Health Ins. Co. by Universal Fidelity Life Ins. Co.  
**Date:** Saturday, October 03, 2020 4:42:48 PM

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Steve,

Thank you again for sending these materials along. We have no further comments to the post-acquisition stipulation and order, and no comments on the draft list of exhibits.

With respect to the case recommendation memorandum, we had just a few thoughts / comments from Universal Fidelity and Southern (reflected in the attached clean and marked copies), in each case more geared at factual clarification than anything else. Please let me know if you have any questions about our comments.

In addition, I understand that Southern Life intends to resubmit its extraordinary dividend report shortly (and in any event in advance of the hearing). With that in mind, with respect to the recommended approval of the preferred share redemption and other distributions by Southern Life, it would make sense to me if the proposed order ultimately referenced the preferred share redemption and other distributions both as specifically described in the plan for the acquisition of control of Southern Life, and as ultimately described in Southern Life's extraordinary divided report – although I will of course defer to you as to whether you think that is the best approach.

Otherwise, we will follow up with the waiver, and will look forward to the hearing on the 12<sup>th</sup>.

Best,  
Jed

**Jed A. Roher**  
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**From:** Junior, Steve J - OCI <Steve.Junior@wisconsin.gov>  
**Sent:** Monday, September 21, 2020 8:02 AM  
**To:** Roher, Jed <Jed.Roher@huschblackwell.com>; CB Haggard <bhaggard@uflic.com>  
**Subject:** Acquisition of Southern Guaranty Life and Health Ins. Co. by Universal Fidelity Life Ins. Co.

[EXTERNAL EMAIL]

Jed

Attached is the draft case recommendation memorandum, the post-acquisition stipulation and order with the changes requested made, the draft list of exhibits, and waivers from the buyer and seller to allow a Final Decision to be issued in accordance with the Proposed Decision without a 30-day tolling period.

Steve

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