

AMENDMENT NO. 3

to

AMENDED AND RESTATED SERVICES AGREEMENT

This Amendment No. 3 (the “Amendment”) effective January 1, 2020 (the “Effective Date”) amends the Amended and Restated Services Agreement (the “Agreement”) which was effective as of June 1, 2016 between Church Mutual Insurance Company (“CMIC”), a Wisconsin insurance corporation, and its affiliated companies, CMIC Specialty Services, Inc. (“CMIC Specialty”), CM Vantage Specialty Insurance Company (“CM Vantage”), Church Mutual Insurance Company Foundation, Inc. (“Foundation”), CM Regent Insurance Company (f/k/a School Boards Insurance Company of Pennsylvania, Inc.) (“CM Regent”), and CM Regent, LLC (f/k/a School Claims Services, LLC), amended as of June 1, 2017 to include CM Select Insurance Company (“CM Select”) and further amended as of January 10, 2019 to include American Sterling Insurance Company (“ASIC”).

WITNESSETH:

WHEREAS, CMIC, CMIC Specialty, CM Vantage, Foundation, CM Regent and CM Regent, LLC entered into the Agreement effective as of June 1, 2016 for the provision of services, amended the Agreement effective June 1, 2017 to include CM Select and further amended the Agreement effective January 10, 2019 to add ASIC; and

WHEREAS, the parties to the Agreement now wish to amend the Agreement to add Church Mutual Holding Company, Inc. and CM Companies, Inc. as parties to the Agreement and to acknowledge that Church Mutual Insurance Company has changed its name to Church Mutual Insurance Company, S.I.;

NOW THEREFORE, in consideration of the mutual promises and undertakings hereinafter set forth, the parties do agree as follows:

AMENDMENT

1. The Agreement is amended to add Church Mutual Holding Company, Inc. and CM Companies, Inc. as parties to the Agreement. The term “parties” as used in the Agreement shall hereafter include Church Mutual Holding Company, Inc. and CM Companies, Inc., as appropriate, where such terms appear.

2. The Agreement is amended to acknowledge that Church Mutual Insurance Company converted from a mutual insurance company to a stock insurance company owned by an insurance mutual holding company and has changed its name to Church Mutual Insurance Company, S.I.

3. Section 11, Notices, is amended to add the following at the end of that section:

If to Church Mutual Holding Company, Inc.:

Jeffrey Steffen
Chief Financial Officer
Church Mutual Holding Company, Inc.
3000 Schuster Lane
Merrill, WI 54452
Facsimile: (715) 539-4650

If to CM Companies, Inc.:

Jeffrey Steffen
Chief Financial Officer
CM Companies, Inc.
3000 Schuster Lane
Merrill, WI 54452
Facsimile: (715) 539-4650

4. The effectiveness of this Amendment No. 3 is conditioned upon obtaining the required regulatory approvals, if any.

5. This Amendment No. 3 shall be binding and inure to the benefit of the parties and their respective successors and assigns.

6. All other terms and conditions of the Agreement not modified by this Amendment No. 3 remain in full force and effect.

7. This Amendment No. 3 may be executed in two or more counterparts, each of which shall be deemed to be an original, but all of which shall constitute one and the same instrument.

[signature pages follow]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed by their duly authorized representatives.

CHURCH MUTUAL HOLDING COMPANY, INC.

By: _____

Jeffrey Steffen
Chief Financial Officer

Date

CM COMPANIES, INC.

By: _____

Jeffrey Steffen
Chief Financial Officer

Date

CHURCH MUTUAL INSURANCE COMPANY, SI

By: _____

Jeffrey Steffen
Chief Financial Officer

Date

CMIC SPECIALTY SERVICES, INC.

By: _____

Jeffrey Steffen
Chief Financial Officer

Date

**CM VANTAGE SPECIALTY
INSURANCE COMPANY**

By: _____

Jeffrey Steffen
Chief Financial Officer

Date

**CHURCH MUTUAL INSURANCE COMPANY
FOUNDATION, INC.**

By: _____
Kevin Root
Senior Vice President, Operations

Date

CM REGENT INSURANCE COMPANY

By: _____
Robert A. White
Vice President

Date

CM REGENT, LLC

By: _____
Robert A. White
Vice President

Date

CM SELECT INSURANCE COMPANY

By: _____
Jeffrey Steffen
Chief Financial Officer

Date

AMERICAN STERLING INSURANCE COMPANY

By: _____
Jeffrey Steffen
Chief Financial Officer

Date

AMENDMENT NO. 3

to

AMENDED AND RESTATED TAX SHARING AGREEMENT

This Amendment No. 3 (the “Amendment”) effective January 1, 2020 (the “Effective Date”) amends the Amended and Restated Tax Sharing Agreement (the “Agreement”) which was effective as of June 1, 2016 between Church Mutual Insurance Company (“CMIC”), a Wisconsin insurance corporation, and its affiliated companies, CMIC Specialty Services, Inc. (“CMIC Specialty”), CM Vantage Specialty Insurance Company (“CM Vantage”), CM Regent Insurance Company (f/k/a School Boards Insurance Company of Pennsylvania, Inc.) (“CM Regent”), and CM Regent, LLC (f/k/a School Claims Services, LLC), amended as of June 1, 2017 to include CM Select Insurance Company (“CM Select”) and further amended as of January 10, 2019 to include American Sterling Insurance Company (“ASIC”).

WITNESSETH:

WHEREAS, CMIC, CMIC Specialty, CM Vantage, CM Regent and CM Regent, LLC entered into the Agreement effective as of June 1, 2016 to provide for a consolidated tax return and to establish the rights and obligations of each of the parties thereto, amended the Agreement effective June 1, 2017 to include CM Select, and further amended the Agreement effective January 10, 2019 to add ASIC; and

WHEREAS, the parties now wish to amend the Agreement to add Church Mutual Holding Company, Inc. and CM Companies, Inc. as parties to the Agreement and to acknowledge that Church Mutual Insurance Company has changed its name to Church Mutual Insurance Company, S.I.;

NOW THEREFORE, in consideration of the mutual promises and undertakings hereinafter set forth the parties do agree as follows:

AMENDMENT

1. The Agreement is amended to add Church Mutual Holding Company, Inc. and CM Companies, Inc. as parties to the Agreement. The term “parties” as used in the Agreement shall hereafter include Church Mutual Holding Company, Inc. and CM Companies, Inc., as appropriate, where such terms appear.

2. The Agreement is amended to acknowledge that Church Mutual Insurance Company converted from a mutual insurance company to a stock insurance company owned by an insurance mutual holding company and has changed its name to Church Mutual Insurance Company, S.I.

3. The effectiveness of this Amendment No. 3 is conditioned upon obtaining the required regulatory approvals, if any.

4. This Amendment No. 3 shall be binding and inure to the benefit of the parties and their respective successors and assigns.

5. All other terms and conditions of the Agreement not modified by this Amendment No. 3 remain in full force and effect.

6. This Amendment No. 3 may be executed in two or more counterparts, each of which shall be deemed to be an original, but all of which shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed by their duly authorized representatives.

CHURCH MUTUAL HOLDING COMPANY, INC.

By: _____
Jeffrey Steffen
Chief Financial Officer
Date

CM COMPANIES, INC.

By: _____
Jeffrey Steffen
Chief Financial Officer
Date

CHURCH MUTUAL INSURANCE COMPANY, S.I.

By: _____
Jeffrey Steffen
Chief Financial Officer
Date

CMIC SPECIALTY SERVICES, INC.

By: _____

Jeffrey Steffen
Chief Financial Officer

Date

**CM VANTAGE SPECIALTY
INSURANCE COMPANY**

By: _____

Jeffrey Steffen
Chief Financial Officer

Date

CM REGENT INSURANCE COMPANY

By: _____

Robert A. White
Vice President

Date

CM REGENT, LLC

By: _____

Robert A. White
Vice President

Date

CM SELECT INSURANCE COMPANY

By: _____

Jeffrey Steffen
Chief Financial Officer

Date

AMERICAN STERLING INSURANCE COMPANY

By: _____

Jeffrey Steffen
Chief Financial Officer

Date