

In the Matter of the Acquisition of Control  
of Unigard Indemnity Company by Sutton National Insurance Holdings LLC,  
Brickell Insurance Holdings LLC, MTCP LLC, and Mr. Steven Pasko

Wisconsin OCI
Exh #: <u>  1  </u>
Case #: <u>18-C42836</u>

List of Exhibits – Case No. 18-C42836

- Ex. 1 List of Exhibits in the Matter of the Acquisition of Control of Unigard Indemnity Company by Sutton National Insurance Holdings LLC, Brickell Insurance Holdings LLC, MTCP LLC, and Mr. Steven Pasko (Case No. 18-C42836), as updated on December 12, 2018
- Ex. 2 Letter to Commissioner Ted Nickel from Ms. Allison J. Tam, Willkie, Farr & Gallagher LLP dated August 1, 2018, introducing the Form A
- Ex. 3 Form A dated August 1, 2018, and received by OCI on August 6, 2018
- Ex. 4 Letter to Commissioner Ted Nickel from Ms. Allison J. Tam, Willkie, Farr & Gallagher LLP dated August 1, 2018, requesting the confidentiality of certain documents and explaining the basis for these requests
- Ex. 5 Exhibit A to the Form A: Stock Purchase Agreement dated as of July 16, 2018, by and among Sutton National Insurance Holdings LLC, QBE Holdings Inc., and Unigard Insurance Company **[Confidential]**
- Ex. 6 Exhibit B to the Form A: Abbreviated Post-Acquisition Organizational Chart
- Ex. 7 Exhibit C to the Form A: Directors and Executive Officers of Sutton National Insurance Holdings LLC; Brickell Insurance Holdings LLC; and MTCP LLC.
- Ex. 8 Exhibit D to the Form A: Proposed Directors and Executive Officers of Unigard Indemnity Company
- Ex. 9 Exhibit E to the Form A: Biographical Affidavits of Ryan W. Clarkson; William E. Hitselberger; Steven W. Pasko; William R. Trzos (with an amendment deemed reasonable); Lloyd D. Yavener **[Confidential]**
- Ex. 10 Exhibit F to the Form A: Loan and Security Agreement entered into 777 Partners LLC, as Lender, and Brickell Insurance Holdings LLC **[Confidential]**
- Ex. 11 Exhibit G to the Form A: Plan of Operations and Financial Projections of Unigard Indemnity Company as filed with the Wisconsin Office of the Commissioner of Insurance **[Confidential]**
- Ex. 12 From Exhibit G of the Form A: Form AA Consent to Jurisdiction Statement by Sutton National Insurance Holdings LLC on behalf of Unigard Indemnity Company dated August 1, 2018

- Ex. 13 From Exhibit G of the Form A: Form AA Consent to Jurisdiction Statement by Brickell Insurance Holdings LLC on behalf of Unigard Indemnity Company dated August 1, 2018
- Ex. 14 From Exhibit G of the Form A: Form AA Consent to Jurisdiction Statement by MTCP LLC on behalf of Unigard Indemnity Company dated August 1, 2018
- Ex. 15 From Exhibit G of the Form A: Form AA Consent to Jurisdiction Statement by Steven Pasko on behalf of Unigard Indemnity Company dated August 1, 2018
- Ex. 16 Change No. 1 dated August 22, 2018 to the Form A, including (i) a replacement for Exhibit B to the Form A “Abbreviated Post-Acquisition Organizational Chart” **[Confidential]**; (ii) an updated Exhibit C to the Form A, “Directors and Executive Officers of Sutton National Insurance Holdings LLC; (iii) Listing of Directors and Executive Officers of Brickell Insurance Holdings LLC; (iv) Listing of Directors and Executive Officers of MTCP LLC; (v) Updated Exhibit E to the Form A, including “Addendum to Biographical Affidavit of Mr. Steve Pasko”, Biographical Affidavit of Ryan S. Kirby, and Biographical Affidavit of Thomas R. Dickson **[Confidential]**
- Ex. 17 Change No. 2 dated August 23, 2018 to the Form A, including, as a new Exhibit I to the Form A, an Intercompany Service Agreement by and between Unigard Indemnity Company and 777 Partners LLC **[Confidential]**
- Ex. 18 Letter to Mr. Lloyd Yaverer, dated October 4, 2018, from Steven J. Junior, OCI, with four questions, including a draft stipulation and order
- Ex. 19 Notice of Hearing dated October 16, 2018, with cover letter, scheduling hearing for October 31, 2018
- Ex. 20 Cancellation of Hearing scheduled for October 31, 2018
- Ex. 21 Change No. 3 dated November 7, 2018 to the Form A, describing change to the nature and source of funds to purchase shares of and make additional capital contributions to Unigard Indemnity Company **[Confidential]**
- Ex. 22 Not Used
- Ex. 23 Letter to John Svoboda, Senior Vice President and Regulatory Officer, QBE North America, from Kristin L. Forsberg, OCI, dated November 27, 2018, nondisapproving agreements to disengage Unigard Indemnity Company from the QBE Group, subject to approval by QBE North America’s Board of Directors and the approval of the Form A by the OCI
- Ex. 24 Letter to Steven J. Junior, OCI, from William J. Toman, Quarles & Brady LLP, dated November 29, 2018, responding to letter to Mr. Lloyd Yaverer, dated October 4, 2018, from Steven J. Junior, OCI, with attachment
- Ex. 25 Notice of Hearing dated November 30, 2018, with cover letter, scheduling hearing for December 12, 2018

- Ex. 26 Case Recommendation Memorandum for Case No. 18-C42836, dated November 30, 2018
- Ex. 27 Form of Stipulation and Order in the Matter of Sutton National Insurance Company for execution following the acquisition of control
- Ex. 28 E-mail to William J. Toman, Quarles & Brady LLP, from Steven J. Junior, OCI, transmitting Case Recommendation Memorandum for Case No. 18-C42836, dated November 30, 2018, the form of Stipulation and Order in the Matter of Sutton National Insurance Company for execution following the acquisition of control, and waivers of right to object for use by the Petitioners and the QBE Group
- Ex. 29 Letter to Steven J. Junior, OCI, from Abigail K. Darwin, Quarles & Brady LLP, dated December 7, 2018, requesting certain edits to the Case Recommendation Memorandum for Case No. 18-C42836, dated November 30, 2018
- Ex. 30 Revised Case Recommendation Memorandum for Case No. 18-C42836, dated December 12, 2018