

Wisconsin OCI  
Exh #: 3  
Case #: 18-C42836

**FORM A**

**STATEMENT REGARDING THE ACQUISITION OF CONTROL  
OF OR MERGER WITH A DOMESTIC INSURER**

**of**

**Unigard Indemnity Company**

Name of Domestic Insurer

**by**

**Sutton National Insurance Holdings LLC**

**Brickell Insurance Holdings LLC**

**MTCP LLC**

**and**

**Steven Pasko**

Names of Acquiring Persons (Applicants)

Filed with the Office of the Commissioner of Insurance, State of Wisconsin

Dated: August 1, 2018

**Name, title, address and telephone number of individual to whom notices and correspondence concerning this Statement should be addressed:**

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218820 Huntmaster Road  
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## INTRODUCTION AND BACKGROUND

This Form A Statement Regarding the Acquisition of Control of or Merger with a domestic insurer (this "Application") is submitted by the following persons in connection with the proposed acquisition of control of Unigard Indemnity Company, a Wisconsin-domiciled insurance company (the "Domestic Insurer");

- Sutton National Insurance Holdings LLC, a Delaware limited liability company ("Sutton Holdings");
- Brickell Insurance Holdings LLC, a Delaware limited liability company ("Brickell Holdings");
- MTCP LLC, a Delaware limited liability company ("MTCP"); and
- Mr. Steven Pasko.

Sutton Holdings, Brickell Holdings, MTCP and Mr. Steven Pasko are collectively referred to as the "Applicants".

The current ultimate parent of the Domestic Insurer is QBE Insurance Group Limited ("QBE"), a publicly traded holding company incorporated under the laws of Australia. All of the outstanding shares of common stock of the Domestic Insurer are currently directly owned by Unigard Insurance Company, a Wisconsin-domiciled insurance company ("UIC"). UIC is an indirect wholly owned subsidiary of QBE Holdings, Inc. ("QBE Holdings"). QBE Holdings is the holding company for all of QBE's U.S. insurance companies.

The acquisition of the Domestic Insurer is proposed to occur pursuant to a Stock Purchase Agreement, dated as of July 16, 2018 by and among Sutton Holdings, UIC and, solely for the purposes of certain provisions, QBE Holdings (the "Stock Purchase Agreement"). A copy of the Stock Purchase Agreement is attached hereto as Exhibit A. As described in more detail in Item 1(b) below, the Stock Purchase Agreement provides that, subject to the terms and conditions of the Stock Purchase Agreement, at the closing of the transactions contemplated thereunder (the "Closing"), UIC will sell, transfer and assign to Sutton Holdings all of the issued and outstanding shares of capital stock of the Domestic Insurer (the "Proposed Acquisition"). As a result of the Proposed Acquisition, the Domestic Insurer will become a direct, wholly owned subsidiary of Sutton Holdings. Sutton Holdings is a direct, wholly owned subsidiary of Brickell Holdings, and all of the voting interests of Brickell Holdings are owned by MTCP. Mr. Steven Pasko is the sole member of and owns all of the interests in MTCP. Accordingly, following the Proposed Acquisition, Mr. Steven Pasko will be the ultimate controlling person of the Domestic Insurer.

The Proposed Acquisition will constitute an acquisition of control of the Domestic Insurer pursuant to Wis. Admin. Code § Ins 40.02. The Applicants respectfully request the approval of the Commissioner of Insurance of the State of Wisconsin (the "Commissioner") under Wis. Stats. § 611.72(2) for the acquisition of control of the Domestic Insurer as described herein.

## ITEM 1. INSURER AND METHOD OF ACQUISITION

### (a) Domestic Insurer

The name, address, NAIC Company Code and Employer's ID Number of the Domestic Insurer to which this Application relates are:

Unigard Indemnity Company  
One General Drive  
Sun Prairie, WI 52596  
NAIC Company Code: 25798  
Employer's ID Number: 91-0895822

The Domestic Insurer currently holds a license to transact insurance in 16 states, including Wisconsin (the "Authorized States").

### (b) Method of Acquisition

The Applicants propose to effect the Proposed Acquisition pursuant to the Stock Purchase Agreement. The Stock Purchase Agreement provides that, subject to the terms and conditions of the Stock Purchase Agreement, UIC will sell, transfer and assign to Sutton Holdings all of the issued and outstanding shares of capital stock of the Domestic Insurer at the Closing. As a result of the Proposed Acquisition, the Domestic Insurer will become a direct wholly owned subsidiary of Sutton Holdings. Sutton Holdings, in turn, is a direct wholly owned subsidiary of Brickell Holdings. All of the voting interests of Brickell Holdings are owned by MTCP, which is wholly owned by Mr. Steven Pasko.

Pursuant to the terms of the Stock Purchase Agreement, as full consideration for the sale of all of the issued and outstanding shares of capital stock of the Domestic Insurer, Sutton Holdings will pay to UIC an amount (the "Purchase Price") equal to the sum of (i) \$218,750 multiplied by the number of Authorized States, excluding any Authorized State as to which there is a license deficiency (the parameters of which are set forth in the Stock Purchase Agreement) as of the Closing date,<sup>1</sup> and (ii) an amount equal to the Domestic Insurer's capital and surplus as of the Closing date, all of which shall consist of cash and existing deposits of cash or securities with state insurance regulators ("Acceptable Financial Assets"). Prior to the Closing, UIC shall cause the Domestic Insurer to transfer assets to UIC or to an affiliate of UIC to reduce the Domestic Insurer's remaining Acceptable Financial Assets to an amount equal to no less than \$7 million and no more than \$8 million (the "Asset Transfer").

At the Closing, as described in the Stock Purchase Agreement, the Domestic Insurer will enter into the following reinsurance and related agreements with UIC and/or other QBE affiliates, pursuant to which the Domestic Insurer's outstanding policy liabilities and existing reinsurance obligations will be assumed by UIC (the "Related Reinsurance Agreements"):

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<sup>1</sup> In the event that, as of the Closing date, there is a deficiency as to one or more Authorized States, to the extent that any such deficiency is cured within 90 days after the Closing, then Sutton Holdings has agreed to pay UIC an amount equal to \$218,750 for each Authorized State as to which a deficiency that existed at the Closing has been cured.

- i. a Loss Portfolio Transfer Agreement pursuant to which 100% of the Domestic Insurer's net retained liabilities relating to policies issued or assumed by the Domestic Insurer prior to the Closing will be reinsured by UIC, in order to sell the Domestic Insurer to the Applicants as "a clean shell";
- ii. a related Administrative Services Agreement pursuant to which UIC will assume the administration of all such policies and all related ceded reinsurance agreements;
- iii. a Pooling Assignment and Assumption Agreement pursuant to which the Domestic Insurer will assign to UIC, and UIC will assume, all of the Domestic Insurer's rights and obligations under an existing intercompany reinsurance pooling agreement among the Domestic Insurer, UIC, QBE Insurance Corporation and other QBE affiliates; and
- iv. two endorsements to existing QBE affiliated quota share reinsurance contracts pursuant to which the Domestic Insurer will assign to UIC, and UIC will assume, all of the Domestic Insurer's rights and obligations under such affiliated quota share reinsurance contracts.

The Stock Purchase Agreement attached as **Exhibit A** hereto includes as exhibits forms of each Related Reinsurance Agreement. In addition, the Applicants understand that certain QBE intercompany agreements (the "Intercompany Contracts") will be terminated, amended or unwound to remove the Domestic Insurer as a party to such agreements as of or prior to the Closing.

The Stock Purchase Agreement provides that the consummation of the transactions contemplated thereunder is conditioned, among other things, on the receipt of governmental approvals, including: (i) the approval of this Application by the Commissioner; (ii) the non-disapproval of the Related Reinsurance Agreements by the Commissioner; (iii) the non-disapproval by the Commissioner of the termination, amendment or unwinding of the Intercompany Contracts; and (iv) the non-disapproval by the Commissioner of the Asset Transfer (if and to the extent that the Asset Transfer would constitute an extraordinary dividend).

The Applicants understand that filings to request the Commissioner's approval or non-disapproval in connection with items (ii)-(iv) in the immediately preceding paragraph will be submitted by the Domestic Insurer and/or UIC under separate cover.

The summaries of the Proposed Acquisition and the transactions contemplated by the Stock Purchase Agreement contained in this Application are qualified in their entirety by reference to the Stock Purchase Agreement.

## **ITEM 2. IDENTITY AND BACKGROUND OF EACH OF THE APPLICANTS**

(a) The name and address of each of the Applicants seeking to acquire control over the Domestic Insurer are:

Sutton National Insurance Holdings LLC  
600 Brickell Avenue, 19<sup>th</sup> floor  
Miami, FL 33131

Brickell Insurance Holdings LLC  
600 Brickell Avenue, 19<sup>th</sup> floor  
Miami, FL 33131

MTCP LLC  
47 Annfield Court  
Staten Island, NY 10304

Mr. Steven Pasko  
600 Brickell Avenue, 19<sup>th</sup> floor  
Miami, FL 33131

(b) Each of Sutton Holdings and Brickell Holdings is a newly established holding company formed under the laws of Delaware on July 12, 2018 in anticipation of the Proposed Acquisition. All of the issued and outstanding shares of Sutton Holdings are owned by Brickell Holdings. All of the voting interests in Brickell Holdings are owned by MTCP.<sup>2</sup> Because Sutton Holdings and Brickell Holdings are newly established entities, their audited financial statements are not currently available.

MTCP is a single-member Delaware limited liability company that was established by Mr. Steven Pasko to hold his personal assets. MTCP does not prepare financial statements.

Mr. Steven Pasko is the sole member of MTCP, the manager of Brickell Holdings and the ultimate controlling person of MTCP, Brickell Holdings and Sutton Holdings. Mr. Pasko has over 30 years of financial services experience specializing in underwriting and structuring asset backed securities.

Since Sutton Holdings will be the direct operational holding company for the Domestic Insurer following the Closing and will prepare financial statements in the regular course of business, the Applicants respectfully request that the Commissioner acknowledge that the organizational chart of the annual Holding Company Registration Statement on Forms B and C that is filed on behalf of the Domestic Insurer pursuant to Wis. Admin. Code § Ins 40.03 shall disclose the ultimate owners of Sutton Holdings, and that the financial statements of the ultimate controlling person that are filed in conjunction with the annual Holding Company Registration Statement shall be those of Sutton Holdings rather than financial statements for Mr. Pasko.

The Applicants are pursuing the Proposed Acquisition because the Applicants wish to capitalize on a large market opportunity in the program insurance space by establishing a leading property and casualty insurance and short-tail accident and health carrier with a highly experienced management team and a differentiated market offering focused on sharing risk with reinsurance partners and offering competitive fees.

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<sup>2</sup> Non-voting "Series B" interests comprising 75% of the economic interest in Brickell Holdings are held by three outside investors. Such Series B interest holders have no voting rights, board control or any other ability to direct or cause the direction of the management and policies of Brickell Holdings. The remaining 25% economic interest in Brickell Holdings is held by MTCP along with 100% of the voting ("Series A") interests in Brickell Holdings.

(c) Organizational Chart

The proposed organizational structure of the Applicants following the completion of the Proposed Acquisition is set forth on the chart attached hereto as **Exhibit B**. This chart presents the identities of, and interrelationships among, the Applicants, and lists, as to each person specified in the chart, the type of organization and the state or other jurisdiction of domicile. No court proceedings involving a reorganization or liquidation are pending with respect to any of the entities listed on this chart.

**ITEM 3. IDENTITY AND BACKGROUND OF INDIVIDUALS ASSOCIATED WITH THE APPLICANTS**

(a)-(c) A list of the directors and executive officers of the entity Applicants is set forth as **Exhibit C**. In addition, a list of the proposed directors and executive officers of the Domestic Insurer upon the completion of the Proposed Acquisition is attached as **Exhibit D**.

NAIC biographical affidavit forms for the individuals listed in **Exhibit C** and **Exhibit D** are attached as **Exhibit E**. The business addresses; information concerning principal business activity, occupation or employment; and the material occupations, positions, offices or employment during the last five years are described in the biographical affidavits for each such person. Following the Closing, the Applicants may consider adding another two members to the board of the Domestic Insurer and/or Sutton Holdings and would submit biographical affidavits for such individuals for the Commissioner's review at that time.

(d) To the knowledge of the Applicants, no person listed in **Exhibit C** or **Exhibit D** has been convicted in a criminal proceeding (excluding traffic violations not involving death or injury) during the past 10 years.

**ITEM 4. NATURE, SOURCE AND AMOUNT OF CONSIDERATION**

(a) Pursuant to the Stock Purchase Agreement, Sutton Holdings has agreed to buy all of the issued and outstanding shares of capital stock of the Domestic Insurer for the Purchase Price, subject to the terms and conditions of the Stock Purchase Agreement, including the receipt of the requisite regulatory approvals. The Purchase Price will be funded by a loan from 777 Partners LLC, a Delaware limited liability company ("777") to Brickell Holdings of \$105 million (the "Loan"). 777 is deemed to be an affiliate of the Applicants because Mr. Steven Pasko holds indirectly 25% of the voting interests in 777.

Brickell Holdings will contribute the Loan proceeds to Sutton Holdings, which will use such proceeds to purchase the shares of the Domestic Insurer and to capitalize the Domestic Insurer following the Closing to support the Domestic Insurer's future business plans (see Item 5. below). To the extent the contribution from Sutton Holdings to the Domestic Insurer is subject to Wis. Stat. § 617.21 and Wis. Admin. Code § Ins 40.04(2)(a), the Applicants respectfully request that the Commissioner permit the contribution in connection with action on this Application.

Under the terms of the Loan, the Domestic Insurer's assets will not be pledged to secure the obligations of Brickell Holdings and the Domestic Insurer will not guarantee the obligations of

Brickell Holdings. 777 will receive a pledge of securities of Brickell Holdings and its subsidiaries, including the Domestic Insurer, but in the event of a default, 777 would need to receive the prior approval of the Commissioner under s. 611.72(2), Wis. Stats. prior to taking ownership of the Domestic Insurer. The Applicants will not, in order to service the debt after the Closing, need to request dividends from the Domestic Insurer. The Loan and Security Agreement between Brickell Holdings and 777 is attached hereto as **Exhibit F**.

(b) The Applicants and QBE determined the nature and amount of the consideration for the Proposed Acquisition and the other terms and conditions of the Stock Purchase Agreement through arm's-length negotiation.

#### **ITEM 5. APPLICANTS' FUTURE PLANS FOR THE INSURER**

Attached hereto as **Exhibit G** is the Plan of Operations and Financial Projections of the Domestic Insurer following the completion of the Proposed Acquisition (the "Plan of Operations"). As described in detail in the Plan of Operations, the Applicants intend to establish the Domestic Insurer as a leading carrier for property and casualty and short-tail accident and health lines of business, working with managing general agents in the program insurance market. The Domestic Insurer will pursue state and line license expansion, with the goal of operating in all 50 U.S. states within three years.

The Applicants expect that the Domestic Insurer will enter into a services agreement with 777 for general administrative support, as described in the Plan of Operations. 777 is an affiliate of the Applicants because Mr. Steven Pasko holds indirectly 25% of the voting interests in 777. Accordingly, a filing to request the Commissioner's non-disapproval of the services agreement under Wis. Stat. § 617.21 and Wis. Admin. Code § Ins 40.02(2)(d) will be submitted under separate cover. The Applicants expect that the Domestic Insurer will also enter into a third-party services agreement with Atlas General Insurance for support on originations, underwriting, claims management, and various administrative functions.

Following the Closing, subject to making the required regulatory filings, the Applicants plan to change the name of the Domestic Insurer to Sutton National Insurance Company.

The Plan of Operations also includes three-year statutory financial projections for the Domestic Insurer, along with the assumptions used to develop the financial projections, for calendar years 2019 through 2021.

Except as may arise in the ordinary course of business, the Applicants have no present plans for the Domestic Insurer to declare an extraordinary dividend, to liquidate the Domestic Insurer, to sell any of the Domestic Insurer's assets (other than asset sales in the ordinary course of business), or to merge the Domestic Insurer with any person.

None of the Applicants nor any of their respective affiliates or subsidiaries currently writes any insurance business in Wisconsin or in any other U.S. state. Thus, the Proposed Acquisition will not produce any market share increase in the direct written insurance premium in any line of business in Wisconsin. As a result, the Applicants respectfully submit that the Proposed Acquisition will not substantially lessen competition in insurance in Wisconsin or tend to create a monopoly therein.



## **ITEM 6. VOTING SECURITIES TO BE ACQUIRED**

The Domestic Insurer currently has 30,000 shares of common stock issued and outstanding. All of the outstanding shares of common stock of the Domestic Insurer are currently owned by UIC. Subject to the terms and conditions of the Stock Purchase Agreement, at the Closing, UIC will sell, transfer and assign to Sutton Holdings all of the issued and outstanding shares of capital stock of the Domestic Insurer. As a result of the Proposed Acquisition, all of the outstanding shares of common stock of the Domestic Insurer will be directly owned by Sutton Holdings. Sutton Holdings is a wholly owned direct subsidiary of Brickell Holdings, and all of the voting interests of Brickell Holdings are owned by MTCP, which is wholly owned by Mr. Steven Pasko.

The terms of the Proposed Acquisition are summarized in Item 1(b) hereof. A statement as to the method by which the fairness of the proposal was determined is included in Item 4(b) hereof.

## **ITEM 7. OWNERSHIP OF VOTING SECURITIES**

Pursuant to the terms of the Stock Purchase Agreement, as a result of the Proposed Acquisition, Sutton Holdings will directly own 100% of the issued and outstanding voting securities of the Domestic Insurer. Sutton Holdings is a wholly owned direct subsidiary of Brickell Holdings, and all of the voting interests of Brickell Holdings are owned by MTCP, which is wholly owned by Mr. Steven Pasko. Other than the rights of the Applicants under the Stock Purchase Agreement, there are no voting securities of any class of the Domestic Insurer that are held of record, beneficially owned or concerning which there is a right to acquire beneficial ownership by the Applicants, their respective affiliates or any person listed in Item 3.

## **ITEM 8. CONTRACTS, ARRANGEMENTS, OR UNDERSTANDINGS WITH RESPECT TO VOTING SECURITIES OF THE INSURER**

Except as provided in the Stock Purchase Agreement, there are no contracts, arrangements or understandings with respect to any voting security of the Domestic Insurer in which the Applicants, their respective affiliates or any person listed in Item 3 is involved, including any transfer of any securities, joint ventures, loan or option arrangements, puts or calls, guarantees of loans, guarantees against loss or guarantees of profits, division of losses or profits or the giving or withholding of proxies.

## **ITEM 9. RECENT PURCHASES OF VOTING SECURITIES**

None of the Applicants, their respective affiliates or any person listed in Item 3 has purchased any voting securities of the Domestic Insurer during the 12 calendar months preceding the filing of this Application.

## **ITEM 10. RECENT RECOMMENDATIONS TO PURCHASE**

Other than the Stock Purchase Agreement, none of the Applicants, their respective affiliates or any person listed in Item 3 has made any recommendations to purchase any voting security of the Domestic Insurer, and no such recommendations have been made by anyone based upon interviews

or at the suggestion of the Applicants, their respective affiliates or any person listed in Item 3, in each case during the 12 calendar months preceding the filing of this Application.

#### **ITEM 11. AGREEMENTS WITH BROKER-DEALERS**

None of the Applicants, their respective affiliates or any person listed in Item 3 has made any agreements, contracts, or understandings with any broker-dealer as to solicitation of voting securities of the Domestic Insurer.

#### **ITEM 12. FINANCIAL STATEMENTS AND EXHIBITS**

(a) - (b) No financial statements are available with respect to Sutton Holdings and Brickell Holdings since these entities were newly formed in anticipation of the Proposed Acquisition. MTCP does not prepare financial statements. As described in Item 4(a) above, the Applicants will be adequately capitalized as a result of the Loan. Three-year financial projections for the Domestic Insurer are attached hereto as **Exhibit G**.

(c) Other than as described in this Application, the Applicants are not aware of any tender offers for, requests or invitations for, tenders of, exchange offers for, or agreements to acquire or exchange any voting securities of the Domestic Insurer, or any soliciting materials relating thereto.

Other than as described in this Application, the Applicants are not aware of any proposed consultation, advisory or management contracts concerning the Domestic Insurer. The Applicants may enter into certain employment agreements with executive officers of the Domestic Insurer, although the terms of any such agreements have not yet been finalized.

The Applicants and the Domestic Insurer do not prepare annual reports for their shareholders.

Following the completion of the Proposed Acquisition of Control, each of the Applicants will be an affiliate of the Domestic Insurer. The Form AA (Consent to Jurisdiction Statement) of each of the Applicants is attached as **Exhibit H** hereto.

Attached hereto are the following Exhibits:

- Exhibit A: Stock Purchase Agreement
- Exhibit B: Post-Acquisition Organizational Chart
- Exhibit C: List of Directors and Executive Officers of Applicants
- Exhibit D: List of Proposed Directors and Executive Officers of the Domestic Insurer
- Exhibit E: Biographical Affidavits
- Exhibit F: Loan and Security Agreement
- Exhibit G: Plan of Operations and Financial Projections of the Domestic Insurer
- Exhibit H: Form AA – Consent to Jurisdiction Statement of Each of the Applicants

**ITEM 13. AGREEMENT REQUIREMENTS FOR ENTERPRISE RISK MANAGEMENT**

The Applicants agree that Mr. Steven Pasko will provide, to the best of his knowledge and belief, the information required by Form F within 15 days after the end of the month in which the acquisition of control occurs.

**Item 14. SIGNATURE AND CERTIFICATION**

**SIGNATURE**

Pursuant to the requirements of ch. Ins 40, Wis. Adm. Code, Sutton National Insurance Holdings LLC has caused this application to be duly signed on its behalf in the City of San Diego and State of California on the 1st day of August, 2018.

(Seal)

**SUTTON NATIONAL INSURANCE HOLDINGS LLC**

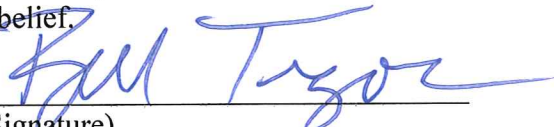
By:   
Name: William R. Trzos  
Title: Manager

Attest:

By:   
Name: Ryan W. Clarkson

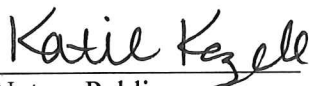
**CERTIFICATION**

The undersigned deposes and says that he has duly executed the attached application dated August 1, 2018, for and on behalf of Sutton National Insurance Holdings LLC; that he is a Manager of such company and that he is authorized to execute and file such instrument. Deponent further says that he is familiar with the instrument and the contents thereof, and that the facts therein set forth are true to the best of his knowledge, information and belief.

  
(Signature)

Name: William R. Trzos

Subscribed and sworn to this 1st day of August, 2018.

  
Notary Public  
My commission expires on 12.2.2020



**Item 14. SIGNATURE AND CERTIFICATION**

**SIGNATURE**

Pursuant to the requirements of ch. Ins 40, Wis. Adm. Code, Brickell Insurance Holdings LLC has caused this application to be duly signed on its behalf in the City of Miami and State of Florida on the 1st day of August, 2018.

(Seal)

**BRICKELL INSURANCE HOLDINGS  
LLC**

- By: Steven W. Pasko

Name: Steven Pasko

Title: Manager and Sole Officer of Brickell  
Insurance Holdings LLC

Attest:

By: Sam Lebryk  
Name: Sam Lebryk

**CERTIFICATION**

The undersigned deposes and says that he has duly executed the attached application dated August 1, 2018, for and on behalf of Brickell Insurance Holdings LLC; that he is the Manager and sole Officer of such company and that he is authorized to execute and file such instrument. Deponent further says that he is familiar with the instrument and the contents thereof, and that the facts therein set forth are true to the best of his knowledge, information and belief.

- Steven W. Pasko  
(Signature)

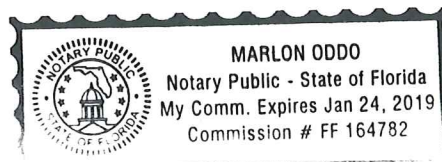
Name: Steven Pasko

Subscribed and sworn to this 1st day of August, 2018.

Marlon Oddo

Notary Public

My commission expires on 1/24/19



**SIGNATURE AND CERTIFICATION**

**SIGNATURE**

Pursuant to the requirements of ch. Ins 40, Wis. Adm. Code, MTCP LLC has caused this application to be duly signed on its behalf in the City of Miami and State of Florida on the 1st day of August, 2018.

(Seal)

**MTCP LLC**

- By: Steven W. Pasko  
Name: Steven Pasko  
Title: Sole Member of MTCP LLC

Attest:

By: Sam Leboyk  
Name: Sam Leboyk

**CERTIFICATION**

The undersigned deposes and says that he has duly executed the attached application dated August 1, 2018, for and on behalf of MTCP LLC; that he is the sole member of such company and that he is authorized to execute and file such instrument. Deponent further says that he is familiar with the instrument and the contents thereof, and that the facts therein set forth are true to the best of his knowledge, information and belief.

- Steven W. Pasko  
(Signature)

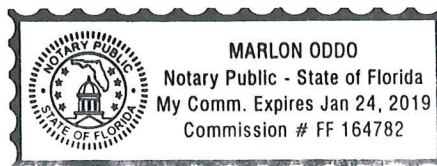
Name: Steven Pasko

Subscribed and sworn to this 1st day of August, 2018.

Marlon Oddo

Notary Public

My commission expires on 1/24/19



**Item 14. SIGNATURE AND CERTIFICATION**

**SIGNATURE**

Pursuant to the requirements of ch. Ins 40, Wis. Adm. Code, Mr. Steven Pasko has caused this application to be duly signed on his behalf in the City of Miami and State of Florida on the 1st day of August, 2018.

**STEVEN PASKO**

-By: Steven W. Pasko

Attest:

By: Sam Lebryk  
Name: Sam Lebryk

**CERTIFICATION**

The undersigned deposes and says that he has duly executed the attached application dated August 1, 2018, for and on behalf of himself and that he is authorized to execute and file such instrument. Deponent further says that he is familiar with the instrument and the contents thereof, and that the facts therein set forth are true to the best of his knowledge, information and belief.

- Steven W. Pasko  
(Signature)

Steven Pasko

Subscribed and sworn to this 1st day of August, 2018

Marlon Oddo

Notary Public

My commission expires on 1/24/19

