

STATE OF MICHIGAN

FORM A

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

Names of the domestic insurers to which this statement relates:

Ameritrust Insurance Corporation,

ProCentury Insurance Company,

Star Insurance Company, and

Williamsburg National Insurance Company

BY

Name of Acquiring Person: **Accident Fund Insurance Company of America**

Filed with the Michigan Department of Insurance and Financial Services

Dated: June 3, 2022

Name, Title, Address and Telephone Number of Individual to Whom Notices and
Correspondence Concerning this Statement Should Be Addressed:

Ryan M. Shannon
Counsel
Dickinson Wright PLLC
123 W. Allegan St., Suite 900
Lansing, MI 48933
(517) 410-5443
rshannon@dickinsonwright.com

With a copy to:

Kevin M. Zielke
General Counsel and Senior Vice President
200 N. Grand Ave.
Lansing, MI 48933
(517) 708-5680
Kevin.Zielke@AFGroup.com

Introductory Statement

This Form A statement regarding the acquisition of control of or merger with a domestic insurer seeks the approval of the Michigan Department of Insurance and Financial Services (the "Department") pursuant to MCL 500.1312 and related regulations for the proposed acquisition of control of the Insurers (defined below) by Accident Fund Insurance Company of America ("AFICA").

ITEM 1. METHOD OF ACQUISITION.

State the name and address of the domestic insurer to which this application relates and a brief description of how control is to be acquired:

This application concerns four insurers that are domiciled in Michigan:

*Ameritrust Insurance Corporation (“Ameritrust”)
26255 American Drive
Southfield, MI 48034
NAIC No. 10665*

*ProCentury Insurance Company (“ProCentury”)
550 Polaris Parkway
Westerville, OH 43082
NAIC No. 21903*

*Star Insurance Company (“Star”)
26255 American Drive
Southfield, MI 48034
NAIC No. 18023*

*Williamsburg National Insurance Company (“Williamsburg”)
26255 American Drive
Southfield, MI 48034
NAIC No. 25780*

These four are collectively referred to herein as the “Insurers.” Star is the direct 100% owner of all issued and outstanding equity interests of Williamsburg and Ameritrust as well as t of Century Surety Company (“Century”) (domiciled in Ohio). Century in turn is the 100% owner of the issued and outstanding equity interests of ProCentury.

Control of the Insurers is to be acquired indirectly. That is, consistent with a certain Membership Interest Purchase Agreement (dated as of April 12, 2022 by and among Miracle Nova (UK) Limited, Accident Fund Insurance Company of America and (solely for purposes of Section 4.13, Section 4.17 and Article IX of the agreement), Fosun International Limited) (the “MIPA”), AFICA proposes to purchase from Miracle Nova (UK) Limited, 100% of the issued and outstanding equity interests in Miracle Nova I (US), LLC. Miracle Nova I (US), LLC is, in turn, the 100% owner of the issued and outstanding equity interests of Miracle Nova II (US), LLC. Miracle Nova II (US), LLC owns 100% of the Ameritrust Group, Inc., which in turn owns 100% of Star. Consequently, following the consummation of the transactions contemplated by the MIPA, each of the Insurers will become an indirect, wholly controlled subsidiary of AFICA. All required approvals from the boards of AFICA, Miracle Nova (UK), Limited, Fosun International Limited, or their parent companies have been obtained.

*A true copy of the written MIPA is attached as **Exhibit 1**. All capitalized terms used in this application that are not otherwise defined herein have the respective meanings assigned to such terms in the MIPA.*

In accordance with the terms of and subject to the conditions set forth in the MIPA, AFICA will pay to Miracle Nova (UK) Limited an aggregate consideration of approximately \$740 million, which is subject to adjustment in accordance with the terms of the MIPA, on the closing date of the proposed acquisition of the Insurers. A detailed discussion of the factors which the parties considered in arriving at this purchase price is included in response to Item 4 of this Application.

The parties each have certain termination rights under the terms of the MIPA, including right by either AFICA or Miracle Nova (UK) Limited to terminate the MIPA if the transactions contemplated therein have not been consummated on or prior to ten months after the date of the MIPA (i.e., February 12, 2023), consistent with Section 8.1(b).

As noted above, Century is domiciled in Ohio. In addition, ProCentury, Star, and Williamsburg are deemed to be commercially domiciled in California pursuant to Cal. Ins. Code § 1215.14(a). Accordingly, simultaneously with the submission of this Form A, AFICA is submitting Form A Change of Control filings to the Ohio Department of Insurance (with respect to the proposed acquisition of Century), and to the California Department of Insurance (with respect to the proposed acquisition of ProCentury, Star, and Williamsburg). The consummation of the transactions contemplated by the MIPA is conditioned upon the satisfaction or waiver of customary closing conditions, including the receipt of the required insurance regulatory approvals from the Department, the Ohio Department of Insurance and the California Department of Insurance, among others.

The Insurers and other related entities included in the acquisition serve a variety of niche businesses that neither AFICA nor its affiliates presently serve. The acquisition would add significant talent and expertise to AFICA's insurer group (as the Insurers and affiliates employ nearly 800 people at multiple offices) and diversity to the group's product offerings. AFICA, in turn, has confidence in its ability to assure the Insurers operate profitably, prudently, and in a manner that entitles them to public confidence given AFICA's own long track record of such operations.

ITEM 2: IDENTITY AND BACKGROUND OF THE APPLICANT

- (a) State the name and address of the applicant seeking control over the insurer.

*Accident Fund Insurance Company of America
200 N. Grand Ave.
Lansing, MI 48933
NAIC No. 10166*

- (b) If the applicant is not an individual, state the nature of its business operations for the past 5 years or for such lesser period as such person and any predecessors thereof shall have been in existence. Describe the business intended to be done by the applicant and the applicant's subsidiaries.

AFICA is a wholly-owned subsidiary of Accident Fund Holdings, Inc. ("AFHI"), a wholly-owned subsidiary of Emergent Holdings, Inc. ("EMHI"), which is, in turn, a wholly-owned subsidiary of Blue Cross Blue Shield of Michigan Mutual Insurance Company ("BCBSM"). BCBSM is a nonprofit mutual disability insurer; it has no shareholders or superior parent entities.

AFICA is itself the sole shareholder of Accident Fund General Insurance Company ("AFG"), Accident Fund National Insurance Company ("AFN"), United Wisconsin Insurance Company ("UWIC"), Third Coast Insurance Company ("TCIC") and CompWest Insurance Company ("CWIC"). (AFHI and its subsidiaries are collectively referred to hereafter as the "AF Group.")

AFICA was incorporated on November 10, 1994, as a property and casualty insurance company under the Michigan Insurance Code; that same year, it acquired the assets of the State Accident Fund—a state-run workers compensation fund originally established in the 1910s. In 2005, it formed two subsidiary property and casualty carriers—AFN and AFG (both domiciled in Michigan)—and, between 2005 and 2007, it acquired three others—CWIC (domiciled in California), UWIC (domiciled in Wisconsin), and TCIC (domiciled originally in Illinois but later re-domiciled to Wisconsin).

The carrier members of the AF Group share an "A" rating from AM Best and are, in the aggregate, among the largest providers of workers compensation coverage in the United States. Until about 2015, these carriers were monoline workers compensation carriers. Workers compensation remains their core business, but in the last several years, they have undertaken an effort to diversify their offerings on other property and casualty lines as well. This effort has included: (i) retaining additional personnel from across the insurance industry with underwriting, claims, and other types of expertise on broader P&C offerings, (ii) building out technology and physical capabilities to both accept and service P&C risks, and (iii) adding property and casualty lines to certificates of authority or, in the case of TCIC, obtaining surplus lines authorities in most jurisdictions.

AFICA, AFG, AFN, and CWIC operate predominately under a data-driven model that takes advantage of scalability and insight on market, legislative, geographic, and economic

dynamics. Their management relies heavily on data and predictive analytics in underwriting strategies. AFICA and UWIC also employ a niche market model that targets specific market segments based on geographic and economic dynamics. This latter model makes use of heavily specialized underwriting, claim and loss control expertise to meet customer needs, and employs distribution channels that are aligned with targeted market segments. TCIC focuses on providing surplus lines coverages throughout the country, focusing primarily on commercial auto for the mid-size trucking industry and related coverages (e.g., garage liability, property).

The AF Group intends to continue its core workers compensation business as it has successfully done so for many years, and to continue its expansion into new property and casualty lines on both admitted and non-admitted basis.

(c) Furnish a chart or listing clearly presenting the identities of the interrelationships among the applicant and all affiliates of the applicant, including the ultimate controlling person(s). Indicate in each such chart or listing the percentage of voting securities of each such person which is owned or controlled by the applicant or by any other such person. If control of any person is maintained other than by the ownership or control of voting securities, indicate the basis of such control. As to each person specified in such chart or listing indicate the type of organization (e.g., corporation, trust, partnership), primary business (e.g. holding company, insurance agency, manufacturer) and the state or other jurisdiction of domicile. If court proceedings involving a reorganization or liquidation are pending with respect to such person, indicate which person, and set forth the title of the court, nature of proceedings and the date when commenced.

AFICA's current holding company chart is attached as **Exhibit 2**. Attached as **Exhibit 3** is a holding company chart reflecting the proposed post-acquisition disposition of the insurers to which this Form A filing relates.

The organizational charts attached hereto as Exhibits 2 and 3 indicate the percentage of voting securities of each person that is owned or controlled by AFICA or by any other such person as well as the type of organization and the state or other jurisdiction of each entity specified therein. No court proceedings regarding a reorganization or liquidation are pending with respect to any person listed on Exhibits 2 or 3.

ITEM 3. IDENTITY AND BACKGROUND OF INDIVIDUALS ASSOCIATED WITH THE APPLICANT

On the biographical affidavit, include a third party background check and state the following with respect to 1) the applicant if he or she is an individual 2) if the applicant is not an individual, all persons who are, or who have been selected to be, directors, executive officers (or others who perform or will perform functions appropriate to these positions), or owners of 10% or more of the voting securities of the applicant, and if the applicant is not an individual,

(a) Name and business address;

(b) Present principal business activity, occupation, or employment including position and office held and the name, principal business and address of any corporation or other organization in which such employment is carried on;

(c) Material occupations, positions, offices or employment during the last 5 years, giving the starting and ending dates of each and the name, principal business and address of any business corporation or other organization in which each such occupation, position, office or employment was carried on; if any such occupation, position, office, or employment required licensing by or registration with any federal, state, or municipal governmental agency, indicate such fact, the current status of such licensing or registration, and an explanation of any surrender, revocation, suspension, or disciplinary proceedings in connection therewith;

(d) Whether or not such person has ever been convicted in a criminal proceeding (excluding minor traffic violations) during the last 10 years and, if so, give the date, nature of conviction, name and location of court, and penalty imposed or other disposition of the case;

(e) Upon the request of the Director, independent third party verification reports prepared by an NAIC approved vendor shall be provided. See https://www.naic.org/documents/industry_ucaa_third_party.pdf?19 for a list of third party vendors for background reports.

Attached as Exhibit 4 is a list of the executive officers and directors for the following:

- *Blue Cross Blue Shield of Michigan Mutual Insurance Company, the ultimate controlling parent of AFICA;*
- *AFICA, as the Applicant; and*
- *The proposed post-closing board members and officers of the Insurers to which this Form A relates.*

NAIC Form 11 affidavits are submitted for each listed person. Each such affidavit includes the name, business address, present principal business activity and employment history for the person to whom it pertains. Except as may be set forth in the NAIC Form 11 affidavits, to the

knowledge of AFICA, no individual filing an affidavit has ever been convicted in a criminal proceedings (excluding minor traffic violations.).

In Michigan and Ohio, the applicant has retained the NAIC-approved third-party vendor, Rehmann Corporate Investigative Services, to prepare background reports and has delivered the affidavits of each listed person for processing to the vendor. The vendor will provide the verification reports to the Department as soon as ready.

ITEM 4. NATURE, SOURCE AND AMOUNT OF CONSIDERATION

(a) Describe the nature, source and amount of funds or other considerations used or to be used in effecting the merger or other acquisition of control. Describe any transaction where funds were or are to be obtained for such purpose, including any pledge of the insurer's stock or pledge of the stock of any of its subsidiaries or controlling affiliates.

If any part of the same is represented or is to be represented by funds or other consideration borrowed or otherwise obtained for the purpose of acquiring, holding or trading securities, furnish a description of the transaction, the names of the parties thereto, the relationship, if any, between the borrower and the lender, the amounts borrowed or to be borrowed, and copies of all agreements, promissory notes, and security arrangements relating thereto.

Consistent with the Exhibit 1 MIPA, the proposed transaction calls for an aggregate purchase price of \$740 million, subject to adjustment as set out in Section 1.3 and 1.4 of the MIPA.

AFICA will fund the proposed acquisition from its currently available surplus funds. These funds include cash, and readily-marketable investment securities scheduled to mature or to be sold prior to closing the transaction.

AFICA intends to issue surplus notes in the amount of approximately \$350 million to bolster the capital position of the post-closing holding company, but the proposed acquisition is not contingent on AFICA's doing so and the issuance may be completed either prior to or after closing. AFICA does not plan to rely on dividends or other commitments from the Insurers in connection with servicing any such surplus notes.

(b) Explain the criteria used in determining the nature and amount of consideration.

AFICA performed a comprehensive due diligence investigation and reviewed, among other things, the financial statements, operations, and legal documents of Miracle Nova I (US), LLC and its subsidiary companies. AFICA and the seller's senior management negotiated the purchase price at arms'-length. Both parties were assisted by legal and financial advisers.¹ AFICA utilized widely-accepted valuation techniques to obtain an indication of value for determining the amount of consideration and also took into account additional factors and information as AFICA deemed relevant under the circumstances.

(c) If the source of the consideration is a loan made in the lender's ordinary course of business and if the applicant wishes the identity of the lender to remain confidential, the application must specifically request that the identity be kept confidential.

Not applicable.

¹ Further information about the advisers utilized by the parties can be provided upon request.

ITEM 5. FUTURE PLANS FOR THE INSURER

Describe any plans or proposals which the applicant may have for the insurer to declare a dividend (whether or not extraordinary), to liquidate the insurer, to sell its assets, to merge it with any person or persons, or to make any other material change in its business operations or corporate structure or management.

AFICA has no plan or proposals (i) to cause any of the Insurers to declare an extraordinary dividend, (ii) to liquidate any of the Insurers, (iii) to sell the assets of any of the Insurers, or (iv) to merge any of the Insurers with any person or persons.

*AFICA further has no plans to change the Articles or Bylaws of the Insurers. As relates to management, AFICA intends that, upon or as soon as practicable after Closing, the officers and boards of the insurers will change to be as reflected in **Exhibit 4**, with the new personnel being persons currently holding roles within the AF Group with demonstrated insurance industry management expertise.*

Except as stated otherwise in this Form A, AFICA intends to leave existing intercompany agreements in place, including the May 1, 2018 Intercompany Pooling Agreement, as amended November 1, 2018, between Star and its affiliated insurance companies, while it evaluates potential synergies and efficiencies.

*AFICA intends to add the Insurers, Miracle Nova I (US), LLC, and other Miracle Nova I (US), LLC subsidiaries to the existing AF Group Intercompany Services Agreement. The agreement, including a proposed Second Amendment adding the new parties, is attached as **Exhibit 5**. The agreement was originally entered into by AFICA and its subsidiaries on February 15, 2010, and was most recently amended and re-filed with the AF Group states of domicile (including Michigan, Wisconsin, and California) in early 2018.*

*AFICA also proposes to add the Insurers, Miracle Nova I (US), LLC, and other Miracle Nova I (US), LLC subsidiaries to the existing AF Group Tax Sharing Agreement, as originally became effective October 3, 2017, by use of a Subsidiary Acknowledgement Addendum to that agreement. A copy of the proposed Addendum is attached as **Exhibit 6**, which has been modified slightly from a version filed previously to provide that, upon execution by each of the Insurers, the current November 1, 2018 Tax Allocation Agreement between the Insurers is terminated.*

AFICA seeks permission through this Form A filing to execute and implement each of these two agreements immediately or as soon as can practicably be done so following closing. In the event the Department requests that such agreements be submitted under a separate Form D as a supplement to this filing, AFICA will make such a filing. Such execution in the case of Exhibit 5 and 6 is contingent further on similar permissions being granted by the Ohio Department of Insurance and the California Department of Insurance and Financial Services, as well as, for Exhibit 5, the filing and non-objection of a Form D notice with the Wisconsin Office of the Commissioner of Insurance.

AFICA is in the course of evaluating a potential loss portfolio transfer and adverse

development reinsurance structure for Star and its subsidiary companies, to be effective at closing. The structure would potentially involve \$170 million of adverse development and a loss portfolio transfer impacting \$500 million in reserves. Closing, however, is not contingent on such a structure, should one be proposed. AFICA is in the course of discussions with potential external reinsurance partners, and is evaluating the potential for prospective accounting treatment for such an arrangement. If and when AFICA determines to propose such an arrangement, it will include such a structure in an amendment to this Form A filing and make such other holding company act filings are necessary.

Narrative plans of operation as well as financial projections for each of the Insurers have been included as exhibits to this application.

ITEM 6. VOTING SECURITIES TO BE ACQUIRED.

State the number of shares of the insurer's voting securities which the applicant, its affiliates and any person listed in Item 3 plan to acquire, and the terms of the offer, request, invitation, agreement or acquisition, and a statement as to the method by which the fairness of the proposal was arrived at.

Ameritrust has 30,000 shares of \$100 par value common stock authorized, issued, and outstanding, with no preferred stock authorized, issued or outstanding.

ProCentury has 200,000 shares of \$26 par value common stock authorized and 138,500 shares issued and outstanding, with no preferred stock authorized, issued, or outstanding.

Star has 500,000 shares of \$21 par value common stock authorized and 240,000 shares issued and outstanding, with no preferred stock authorized, issued or outstanding.

Williamsburg has 500,000 shares of \$100 par value common stock authorized and 30,000 shares issued and outstanding, with no preferred stock authorized, issued, or outstanding.

As detailed above, AFICA proposes to acquire 100% of the LLC membership interests of Miracle Nova I (US), LLC consistent with the Exhibit 1 MIPA, and thereby to indirectly acquire 100% of the equity interests of the insurers. Other than as disclosed in this application, neither AFICA, its affiliates, nor, to AFICA's knowledge, any of the individuals listed in Exhibit 4 has any plans or proposals to acquire voting securities issued by any of the Insurers or their controlling persons.

As described above in Item 4, the terms and conditions of the MIPA were determined through arm's length negotiations among the representatives of AFICA, on the one hand, and Miracle Nova (UK) Limited and Fosun International Limited, on the other hand, and their respective legal and other advisors.

ITEM 7. OWNERSHIP OF VOTING SECURITIES.

State the amount of each class or any voting security of the insurer which is beneficially owned or concerning which there is a right to acquire beneficial ownership by the applicant, its affiliates or any person listed in Item 3.

Other than as disclosed in this application, neither the Applicant nor any of its affiliates hold any record or beneficially own any voting securities of the Insurers or any of their controlling persons. Further, other than as disclosed in this application, neither the Applicant nor any of its affiliates have any right to acquire any voting securities issued by the Insurers or any of their controlling persons.

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

Give a full description of any contracts, arrangements or understandings with respect to any voting security of the insurer in which the applicant, its affiliates or any person listed in Item 3 is involved, including but not limited to transfer of any of the 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. Such description shall identify the persons with whom the contracts, arrangements or understandings have been entered into.

Other than as disclosed in this application, there are no contracts, arrangements or understandings with respect to any voting security of the Insurers or any of their controlling persons in which the Applicant or any of its affiliates are involved, including but not limited to transfer of any of the securities, joint ventures loan or option arrangements, put or calls, guaranties of loans, guaranties against loss or guaranties of profits, division of losses or profits or the giving or withholding of proxies.

ITEM 9. RECENT PURCHASES OF VOTING SECURITIES

Describe any purchases of any voting securities of the insurer by the applicant, its affiliates or any person listed in Item 3 during the 12 calendar months preceding the filing of this statement. Include in the description the dates of purchase, the names of the purchasers, and the consideration paid or agreed to be paid therefore. State whether any shares so purchased are hypothecated.

Other than as described in this application, including, particularly with respect to Item 1 above, during the last twelve months preceding the filing of this application, neither the Applicant nor any of its affiliates has purchased any voting securities of the Insurers or any of their controlling persons.

ITEM 10. RECENT RECOMMENDATIONS TO PURCHASE.

Describe any recommendations to purchase any voting security of the insurer made by the applicant, its affiliates or any person listed in Item 3, or by anyone based upon interviews or at the suggestion of the applicant, its affiliates or any person listed in Item 3 during the 12 calendar months preceding the filing of this statement.

Other than as described in this application, neither the Applicant nor any of its affiliates nor anyone based upon interviews with or at the suggestion of the foregoing persons has made any recommendations to purchase any voting securities of the Insurers or any of their controlling persons during the twelve calendar months preceding the filing of this application.

ITEM 11. AGREEMENTS WITH BROKER-DEALERS

Describe the terms of any agreement, contract or understanding made with any broker-dealer as to solicitation of voting securities of the insurer for tender and the amount of any fees, commissions or other compensation to be paid to broker-dealers with regard thereto.

Other than as disclosed in this application, there are no contracts, arrangements or understandings made with or proposed to be made with any registered broker-dealers or other financial advisors in connection with the transactions contemplated by the MIPA in which the Applicant or any of its affiliates are involved.

ITEM 12. FINANCIAL STATEMENTS AND EXHIBITS.

(a) Financial statements, exhibits, and three-year financial projections of the insurer(s) shall be attached to this statement as an appendix, but list under this item the financial statements and exhibits so attached. Also provide a three-year narrative business plan which describes the types of business to be written by the insurer, and marketing plan. The financial projections shall include projected direct, assumed, ceded, and net written premiums by line, pro-forma statutory balance sheets and income statements. Also, describe proposed changes to the insurer's reinsurance program (if any), amount, timing, and type of capital contributions (if any), proposed changes to the insurer's executive officers and directors, and compliance plan with the "books and records in Michigan" requirement of Section 5256.

(b) The financial statements shall include the audited financial statements of the persons (both corporate and individual) identified in Item 2(c), including individuals who are applying to be the ultimate controlling persons, for the preceding 5 fiscal years (or for such lesser period as such applicant and its affiliates and any predecessors thereof shall have been in existence), and similar information covering the period from the end of such person's last fiscal year as of a date not earlier than 90 days prior to the filing of the statement if the information is available. The statements may be prepared on either an individual basis, or, unless the Director otherwise requires, on a consolidated basis if consolidated statements are prepared in the usual course of business. The consolidated financial statements shall include the consolidating work sheets.

Any ultimate controlling person who is an individual may file personal financial statements that are reviewed rather than audited by an independent public accountant. The review shall be conducted in accordance with standards for review of personal financial statements published in the *Personal Financial Statements Guide* by the American Institute of Certified Public accountants. Personal financial statements shall be accompanied by the independent public accountant's Standard Review Report stating that the accountant is not aware of any material modifications that should be made to the financial statements in order for the statements to be in conformity with generally accepted accounting principles.

The annual financial statements of the applicant shall be accompanied by the certificate of an independent public accountant to the effect that such statements present fairly the financial position of the applicant and the results of its operations for the year then ended, in conformity with generally accepted accounting principles or with requirements of insurance or other accounting principles prescribed or permitted under law. If the applicant is an insurer which is actively engaged in the business of insurance, the financial statements need not be certified, provided they are based on the Annual Statement of the person filed with the insurance department of the person's domiciliary state and are in accordance with the requirements of insurance or other accounting principles prescribed or permitted under the law and regulations of the state.

(c) File as exhibits copies of all tender offers for, requests or invitations for tenders of, exchange offers for, and agreements to acquire or exchange any voting securities of the insurer and (if distributed) of additional soliciting materials relating thereto, any proposed employment, consultation, advisory, managing general agent, controlling producer, or management contracts concerning the insurer, annual reports and proxy statements to the stockholders or the insurer and

the applicant for the last two fiscal years, and any additional documents or papers required by Form A forms and instructions for Sections 4 and 6.

| <i>Exhibit No.</i> | <i>Description</i> |
|---------------------------|---|
| <i>1</i> | <i>Membership Interest Purchase Agreement By and Among Miracle Nova (UK) Limited, Accident Fund Insurance Company of America, and Fosun International Limited, Dated as of April 12, 2022</i> |
| <i>2</i> | <i>Current AFICA Holding Company Chart</i> |
| <i>3</i> | <i>Post-Closing Proposed Holding Company Chart</i> |
| <i>4</i> | <i>List of Executive Officers and Directors of Ultimate Parent, Applicant, and Proposed Post-Closing Insurers</i> |
| <i>5</i> | <i>Proposed Second Amended Intercompany Services Agreement</i> |
| <i>6</i> | <i>Proposed Tax Sharing Agreement with Subsidiary Acknowledgment Addendum</i> |
| <i>7</i> | <i>Financial Projections for Ameritrust</i> |
| <i>8</i> | <i>Financial Projections for ProCentury</i> |
| <i>9</i> | <i>Financial Projections for Star</i> |
| <i>10</i> | <i>Financial Projections for Williamsburg</i> |
| <i>11</i> | <i>Plan of Operations Narrative</i> |
| <i>12</i> | <i>Annual Financial Statements for the consolidated BCBSM Holding Company System for years ended 2016, 2017, 2018, 2019, 2020, and 2021</i> |
| <i>13</i> | <i>Annual Financial Statements for AFICA and subsidiaries for years ended 2016, 2017, 2018, 2019, 2020, and 2021</i> |

ITEM 13. AGREEMENT REQUIREMENT FOR ENTERPRISE RISK MANAGEMENT

Applicant agrees to provide, to the best of its knowledge and belief, the information required by Form F within fifteen (15) days after the end of the month in which the acquisition of control occurs.

Applicant so agrees.

ITEM 14. SIGNATURE AND CERTIFICATION

Signature and certification required as follows:

SIGNATURE

Pursuant to the requirements of Section 1311 of the Ins. Code of 1956, as amended, **Accident Fund Insurance Company of America** has caused this application to be duly signed on its behalf in the City of Lansing and State of Michigan on the 1st day of June, 2022.

(SEAL)

Accident Fund Insurance Company of America

By: Bobbi Jo Elliott
Bobbi Jo Elliott, Corporate Secretary

Attest:

DocuSigned by:

Anthony G. Phillips

C8DD37DCAD484AY
(Signature of Officer)

Treasurer

(Title)

CERTIFICATION

The undersigned deposes and says that she has duly executed the attached application dated June 3, 2022 for and on behalf of Accident Fund Insurance Company of America; that she or he is the Secretary of such company and that she or he is authorized to execute and file such instrument. Deponent further says that she or he is familiar with the instrument and the contents thereof, and that the facts therein set forth are true to the best of his or her knowledge, information and belief.

(Signature) Bobbi Jo Elliott
Bobbi Jo Elliott