

FORM A
STATEMENT REGARDING THE ACQUISITION OF CONTROL OF OR MERGER
WITH LIFESECURE INSURANCE COMPANY
BY DREAMSCAPE INDUSTRIES LLC

Filed with the Michigan Department of Insurance and Financial Services

Dated: June 18, 2025

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

Lori McAllister
Dykema Gossett PLLC
201 Townsend, Suite 900
Lansing, MI 48933
(517) 374-9150

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.

RESPONSE:

Dreamscape Industries LLC (“Purchaser”), a Delaware limited liability company, will acquire 100% of the common stock of LifeSecure Holdings Corporation, an Arizona corporation (“Holdings”) in a cash transaction. Holdings owns all of the issued and outstanding shares of LifeSecure Insurance Company, a Michigan domiciled stock insurance company (“LifeSecure”), with its headquarters at 53200 Grand River Ave., New Hudson, MI 48165. Holdings is currently owned by Blue Cross Blue Shield of Michigan Mutual Insurance Company and BCS Financial Corporation, referenced together as the “Sellers”.

Dreamscape Industries LLC is a single member Delaware limited liability company owned by Dreamscape Companies LLC which is a single member Delaware limited liability company controlled by Eric Birnbaum.

ITEM 2. IDENTITY AND BACKGROUND OF THE APPLICANT

- (a) State the name and address of the applicant seeking to acquire control over the insurer.
- (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. Briefly describe the business intended to be done by the applicant and the applicant’s subsidiaries.
- (c) Furnish a chart or listing clearly presenting the identities of the interrelationships among the applicant and all affiliates of the applicant. Indicate in 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) and the state or other jurisdiction of domicile. If court proceedings involving a reorganization or liquidation are pending with respect to any such person, indicate which person, and set forth the title of the court, nature of proceedings and the date when commenced.

RESPONSE:

- (a) Dreamscape Industries LLC
595 Madison Ave, New York, NY 10022
- (b) Dreamscape Industries LLC is a newly formed Delaware LLC created for purposes of this transaction. In addition to holding the stock of LifeSecure, Dreamscape will also own 100% of the membership interests of Dreamscape Investment Management LLC, a Delaware limited

liability company, formed for the purpose of managing the investment assets of LifeSecure and Holdings.

(c) An organizational chart is attached as Exhibit 1. Eric Birnbaum is the ultimate controlling person as defined in the Michigan Insurance Code. There are no court proceedings involving a reorganization or liquidation pending against any of the entities represented on the chart.

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 she or he 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 those 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 or 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.

RESPONSE:

Biographical affidavits are attached as Exhibit 2 for the Directors and Executive Officers of LifeSecure. The Directors will be Eric Birnbaum, Ross Aron, and Michael Troup. The Executive Officers will be Ross Aron, President and CEO, Michael Troup, Vice-President and Chief Financial Officer, and Katherine Tanner, Secretary. Third party verification reports have been ordered through Rehmann, an NAIC approved vendor.

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.

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

(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 applicant must specifically request that the identity be kept confidential.

RESPONSE:

a. The transaction was negotiated at arm's length between the parties following a request for proposal process. The agreed upon acquisition cost of LifeSecure is \$95.5 million. Dreamscapes Industries LLC (the "Applicant") will fund \$97.5 million which will be funded as follows:

- The Applicant will receive a \$35 million from Texas Capital Bank ("TCB"), which consists of \$30 million term loan and a \$5 million revolving facility. The Applicant plans to draw on all loan facilities for the close of the transaction. Additionally, the Applicant has been offered an incremental \$15 million add-on or "accordion" feature for future financing options. The Applicant does not plan on drawing any of the "accordion" amounts, at the close of the transaction. See the attached TCB Term Sheet (Attachment A) for amortization and additional terms. The term sheet for the balance of the financing will be forthcoming.
- The remaining funds will come directly from a separate loan facility of \$62.5 million from TCB to the Applicant. (See attached TCB Term Sheet (Exhibit 3) for amortization and additional terms.)
- LifeSecure acquisition of \$95.5 million.
- The holding company of LifeSecure will have at least \$1 million to operate the business.

b. The amount of the consideration was negotiated by the parties based on the size of the company, its assets, its liabilities, its financial information as provided during due diligence, and prevailing market conditions for companies of similar size and character.

c. No.

ITEM 5. FUTURE PLANS OF INSURER Describe any plans or proposals which the applicant may have to declare an extraordinary dividend, to liquidate the insurer, to sell its assets to or merge it with any person or persons or to make any other material change in its business operations or corporate structure or management.

RESPONSE:

The applicant has no plans to declare a dividend, 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, other than applicant does intend to use the services of Dreamscape Asset Management, LLC for purposes of managing the investment portfolio. A Form D will be filed in connection with this proposed agreement. In addition, a servicing agreement between the affiliates will be filed along with a Form D. The business plan and pro-forma financials are attached.

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.

RESPONSE:

The Applicant will indirectly acquire 100% of the voting shares of LifeSecure as a result of its acquisition of 100% of the voting shares of Holdings. As to valuation of the transaction, see the response to Item #6.

ITEM 7. OWNERSHIP OF VOTING SECURITIES

State the amount of each class of 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.

RESPONSE:

The Applicant will own 100% of Holdings, which owns 100% of LifeSecure.

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.

RESPONSE:

Please see the description of the transaction provided in response to Item 1. A copy of the Securities Purchase Agreement is attached as Exhibit 4.

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.

RESPONSE:

None.

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.

RESPONSE:

None.

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.

RESPONSE:

None.

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 annual 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 material 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 best two fiscal years, and any additional documents or papers required by Form A forms and instructions for Sections 4 and 6.

RESPONSE:

No immediate changes in the reinsurance treaties applicable to LifeSecure are anticipated at this time. The Applicant does not plan to move the books and records of LifeSecure out of Michigan. Officers and Directors are set forth in response to Item 3. The following documents are attached:

Exhibit #	Description
1	Organizational Chart
2	Officer and Director Biographical Statements
3	Financing Term Sheet
4	Securities Purchase Agreement
5	LifeSecure Annual Statement for 2024
6	LifeSecure Annual Statement for 2023
7	LifeSecure Annual Statement for 2022
8	Three-Year Financial Pro-Formas
9	Business Plan
10	Eric Birnbaum reviewed Financial Statements*

* Dreamscape Companies LLC does not have audited financial statements. The remaining companies identified in Item 2 are newly formed entities, and thus have no audited financial statements. The reviewed financial statements for Mr. Birnbaum are being completed and will be filed as soon as possible.

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.

RESPONSE: Applicant 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, Dreamscape Industries LLC has caused this application to be duly signed on behalf of the City of New York, and State of New York on the 18th day of June, 2025.

DREAMSCAPE INDUSTRIES LLC

BY: 
Eric Birnbaum
Chief Executive Officer

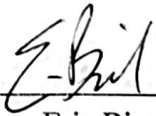
Attest: Hathleen McCosker

By: 

Its: Executive Assistant

CERTIFICATION

The undersigned deposes and says that she or he has duly executed the attached application dated June 18, 2025, for and on behalf of Dreamscape Industries LLC; that he is the Chief Executive 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.

(Signature) 
Eric Birnbaum