



FILED

JUN 30 2020

INSURANCE REGULATION
Docketed by:

OFFICE OF INSURANCE REGULATION

DAVID ALTMAIER
COMMISSIONER

IN THE MATTER OF:

CASE NO.: 265353-20-CO

Application for the Indirect Acquisition of
CENTAURI SPECIALTY INSURANCE COMPANY by
RICARDO A. ESPINO and LORA S. REES

CONSENT ORDER

THIS CAUSE came on for consideration upon the filing with the FLORIDA OFFICE OF INSURANCE REGULATION (“OFFICE”) of an application for approval of the proposed indirect acquisition of 100% of the issued and outstanding voting securities of CENTAURI SPECIALTY INSURANCE COMPANY (“CENTAURI”), by RICARDO A. ESPINO and LORA S. REES (collectively, “APPLICANTS”), pursuant to Section 628.461, Florida Statutes (“Application”). Following a complete review of the entire record, and upon consideration thereof, and being otherwise fully advised in the premises, the OFFICE hereby finds as follows:

1. The OFFICE has jurisdiction over the subject matter and the parties herein.
2. APPLICANTS have applied for and, subject to present and continuing satisfaction of the requirements, terms, and conditions established herein, have satisfactorily met all the conditions precedent to the granting of approval by the OFFICE of the proposed indirect acquisition of 100% of the issued and outstanding voting securities of CENTAURI by APPLICANTS, pursuant to the requirements of the Florida Insurance Code.

3. CENTAURI is a domestic property and casualty insurer that is authorized to transact property and casualty insurance in Florida through a subsisting Certificate of Authority issued by the OFFICE, pursuant to Chapter 624, Part III, Florida Statutes.

4. CENTAURI is 100% owned by CENTAURI SPECIALTY INSURANCE HOLDINGS, INC. ("CENTAURI HOLDINGS"), whose voting securities are owned 9.90% by XL FINANCIAL SOLUTIONS, INC.; 30.45% by SHORELINE INSURANCE INVESTMENTS; 30.45% by SEIBELS, BRUCE & COMPANY; 18.50% by RICARDO A. ESPINO; and 10.70% by LORA S. REES, with no other 10% or greater shareholders.

5. The Application represents that on March 31, 2020, APPLICANTS entered into a "Stockholder Purchase and Release Agreement" ("Purchase Agreement") with XL FINANCIAL SOLUTIONS, INC.; SEIBELS, BRUCE & COMPANY; SHORELINE INSURANCE INVESTMENTS, LLC (collectively, "INSTITUTIONAL INVESTORS"); and solely for the purpose of certain provisions in the Purchase Agreement, FUNDAMENTAL INSURANCE INVESTMENTS LTD., whereby APPLICANTS agreed to purchase all of the issued and outstanding shares of common stock of CENTAURI HOLDINGS that are currently owned by the INSTITUTIONAL INVESTORS. Upon completion of the transactions contemplated in this Application and the Purchase Agreement ("Transaction"), the voting securities of CENTAURI HOLDINGS will be owned 100% by APPLICANTS.

6. The Application further represents that, also on March 31, 2020, APPLICANTS entered into an "Option Agreement" with CENTAURI ACQUISITION CORPORATION LLC, a Delaware corporation that is 100% owned by APPLIED UNDERWRITERS, INC., a Nebraska corporation, whereby APPLICANTS, contingent upon approval of the Transaction, will allow CENTAURI ACQUISITION CORPORATION LLC, at some future point, to exercise an option to purchase from APPLICANTS 100% of the issued and outstanding common stock of

CENTAURI HOLDINGS, upon receipt of all requisite regulatory approvals. On June 12, 2020, the OFFICE received a letter from APPLIED UNDERWRITERS, INC. (“June 12 Letter”), committing to the OFFICE that CENTAURI ACQUISITION CORPORATION LLC will exercise such option within 30 business days of the approval of this Application and the Form A Exemption applications currently under review by the Texas Department of Insurance and the Louisiana Department of Insurance regarding the same APPLICANTS. The subsequent acquisition of CENTAURI HOLDINGS by CENTAURI ACQUISITION CORPORATION LLC is subject to a separate application filing to the OFFICE.

7. APPLICANTS, CENTAURI HOLDINGS, and CENTAURI have made material representations that, except as disclosed in the Application, none of the officers, directors, or 10% or greater shareholders of CENTAURI HOLDINGS, and none of the post-Transaction officers, directors, or 10% or greater shareholders of CENTAURI HOLDINGS or CENTAURI have been found guilty of, or have pleaded guilty or nolo contendere to, a felony or a misdemeanor, other than a civil traffic offense.

8. APPLICANTS, CENTAURI HOLDINGS, or CENTAURI shall submit, or cause to be submitted, to the OFFICE completed fingerprint cards or LiveScan fingerprints for RICARDO A. ESPINO and Marcia A. Lamb within 90 days of the execution of this Consent Order.

9. APPLICANTS, CENTAURI HOLDINGS, and CENTAURI represent that, except as noted in paragraph 8 above, they have submitted complete background information on all individuals referenced in paragraph 7 above. If complete information has not been provided to the OFFICE, or if the sources utilized by the OFFICE in its investigation process reveal that the representations made in paragraph 7 above are inaccurate, said entity shall, within 30 days of receipt of notification from the OFFICE, undertake such remedial actions with regard to the

individual at issue as directed by the OFFICE. Such actions may include removing the individual as officer or director of said entity and replacing them with a person or persons acceptable to the OFFICE, as well the entity requiring that the individual 10% or greater shareholder divest their ownership to below 10%.

10. If, upon receipt of such notification from the OFFICE, pursuant to paragraph 9 above, APPLICANTS, CENTAURI HOLDINGS, or CENTAURI do not timely take the required corrective action, APPLICANTS, CENTAURI HOLDINGS, and CENTAURI agree that such failure to act would constitute an immediate serious danger to the public and the OFFICE may immediately suspend, revoke, or take other administrative action as it deems appropriate upon the Certificate of Authority of CENTAURI without further proceedings, pursuant to Sections 120.569(2)(n) and 120.60(6), Florida Statutes.

11. APPLICANTS, CENTAURI HOLDINGS, and CENTAURI have filed with the Application a Plan of Operation, which makes representations regarding the operations of CENTAURI for a three-year period of 2020, 2021, and 2022.

12. The terms, conditions, and representations contained in the proposed Plan of Operation shall continue in force, and CENTAURI is required to follow the Plan of Operation until such time as APPLICANTS, CENTAURI HOLDINGS, and CENTAURI provide a revised Plan of Operation acceptable to the OFFICE that includes the items below:

- a. Any revised Plan of Operation must include an alternative capital plan; and
- b. A corporate governance plan demonstrating adequate management succession planning and providing for the independence of CENTAURI's Board of Directors.

13. All parties to this Consent Order agree that this Consent Order shall be deemed null and void if the Transaction as contemplated in this Application is not completed, or any other

requisite regulatory approvals are not obtained from the Texas Department of Insurance and Louisiana Department of Insurance, within 60 days of execution of this Consent Order.

14. Within 10 business days after the Transaction contemplated in this Application is completed, APPLICANTS shall submit, or cause to be submitted, to the OFFICE any documents evidencing completion of said Transaction not already provided to the OFFICE. Further, APPLICANTS, CENTAURI HOLDINGS, or CENTAURI shall notify the OFFICE within 3 business days of the final determination that the Transaction contemplated in this Application will not occur.

15. All parties to this Consent Order acknowledge that consummation of the proposed Transaction is subject to obtaining the appropriate regulatory approvals in addition to satisfying other terms and conditions of the Purchase Agreement. Accordingly, in the event that APPLICANTS fail to receive the other requisite regulatory approvals from the Texas Department of Insurance and Louisiana Department of Insurance, or the Transaction is not consummated, the provisions of this Consent Order shall terminate automatically and have no effect.

16. CENTAURI shall, no later than 15 days after the month in which the Transaction contemplated in this Application is completed, file an update to its Holding Company Registration Statement, as required by Section 628.801, Florida Statutes, and Rule 69O-143.046, Florida Administrative Code.

17. Pursuant to Sections 628.461(3)(f)-(g), Florida Statutes, APPLICANTS, or any other party meeting the definition of “ultimate controlling person” as defined in Section 628.801(2), Florida Statutes, shall file with the OFFICE the Enterprise Risk Report required by Section 628.801(2), Florida Statutes, and any and all additional information necessary to evaluate the enterprise risk of CENTAURI and its affiliates.

18. Pursuant to Section 624.10(3), Florida Statutes, and upon completion of the Transaction, APPLICANTS will be controlling entities and, as such, shall comply with Section 628.461(12)(b), Florida Statutes, should APPLICANTS choose to divest their controlling interest in CENTAURI.

19. Any prior orders, consent orders, or corrective action plans that CENTAURI has entered into with the OFFICE prior to the issuance of this Consent Order shall apply and remain in full force and effect for CENTAURI, except where provisions of such orders, consent orders, or corrective action plans have expired; have been superseded by subsequent orders, consent orders, or corrective action plans; or are inconsistent with this Consent Order.

20. APPLICANTS, CENTAURI, and CENTAURI HOLDINGS affirm and represent that all information, explanations, representations, statements, and documents provided to the OFFICE in connection with this Application, including all attachments and supplements thereto, are true and correct and fully describe all transactions, agreements, ownership structures, understandings, and control with regard to the acquisition and future operations of CENTAURI. APPLICANTS, CENTAURI, and CENTAURI HOLDINGS further agree and affirm that said information, explanations, representations, statements, and documents, including all attachments and supplements thereto, are material to the issuance of this Consent Order and have been relied upon by the OFFICE in its determination to enter into this Consent Order.

21. CENTAURI shall report to the OFFICE, Property & Casualty Financial Oversight, any time that CENTAURI is named as a party defendant in a class action lawsuit within 15 days after the class is certified. CENTAURI shall include a copy of the complaint at the time it reports the class action lawsuit to the OFFICE.

22. CENTAURI shall maintain an information security program for the security and protection of confidential and proprietary information under its control that complies with all

applicable laws and regulations regarding information security. CENTAURI agrees that it shall continually monitor and enhance its information security program in order to mitigate data security breaches. CENTAURI further agrees that it shall notify the OFFICE within 5 business days of identifying a data breach.

23. Executive Order 13224 prohibits any transactions by U.S. persons involving the blocked assets and interests of terrorists and terrorist support organizations. CENTAURI shall maintain and adhere to procedures necessary to detect and prevent prohibited transactions with those individuals and entities, which have been identified at the Treasury Department's Office of Foreign Assets Control website, <http://www.treas.gov/ofac>.

24. Within 60 days from the date of the execution of this Consent Order, APPLICANTS shall submit, or cause to be submitted, to the OFFICE a certification evidencing compliance with all of the requirements of this Consent Order. Any exceptions shall be so noted and contained in the certification. Exceptions noted in the certification shall also include a timeline defining when the outstanding requirements of the Consent Order will be complete. Said certification shall be submitted to the OFFICE via electronic mail and directed to the attention of the Assistant General Counsel representing the OFFICE in this matter and as named in this Consent Order.

25. Any deadlines, reporting requirements, other provisions, or requirements set forth in this Consent Order may be altered or terminated by written approval of the OFFICE. Such written approval by the OFFICE is subject to statutory or administrative regulation limitations.

26. APPLICANTS, CENTAURI HOLDINGS, CENTAURI, the INSTITUTIONAL INVESTORS, CENTAURI ACQUISITION CORPORATION LLC, APPLIED UNDERWRITERS, INC., and FUNDAMENTAL INSURANCE INVESTMENTS LTD., expressly waive a hearing in this matter, the making of findings of fact and conclusions of law by

the OFFICE, and all further and other proceedings herein to which they may be entitled by law or rules of the OFFICE. APPLICANTS, CENTAURI HOLDINGS, CENTAURI, the INSTITUTIONAL INVESTORS, CENTAURI ACQUISITION CORPORATION LLC, APPLIED UNDERWRITERS, INC., and FUNDAMENTAL INSURANCE INVESTMENTS LTD., hereby knowingly and voluntarily waive all rights to challenge or to contest this Consent Order in any forum available to them, now or in the future, including the right to any administrative proceeding, state or federal court action, or any appeal.

27. APPLICANTS, CENTAURI HOLDINGS, and CENTAURI affirm that all requirements set forth herein are material to the issuance of this Consent Order.

28. APPLICANT, CENTAURI HOLDINGS, and CENTAURI agree that, upon execution of this Consent Order, failure to adhere to one or more of the terms and conditions contained herein may result, without further proceedings, in the OFFICE suspending, revoking, or taking other administrative action as it deems appropriate upon the Certificate of Authority of CENTAURI in this state, in accordance with Sections 120.569(2)(n) and 120.60(6), Florida Statutes.

29. Each party to this action shall bear its own costs and fees.

30. The parties agree that this Consent Order shall be deemed to be executed when the OFFICE has signed and docketed a copy of this Consent Order bearing the signatures of the authorized representatives of APPLICANTS, CENTAURI HOLDINGS, CENTAURI, the INSTITUTIONAL INVESTORS, FUNDAMENTAL INSURANCE INVESTMENTS LTD., CENTAURI ACQUISITION CORPORATION LLC, and APPLIED UNDERWRITERS, INC., notwithstanding the fact that the copy may have been transmitted to the OFFICE electronically. Further, APPLICANTS, CENTAURI HOLDINGS, CENTAURI, the INSTITUTIONAL INVESTORS, FUNDAMENTAL INSURANCE INVESTMENTS LTD., CENTAURI

ACQUISITION CORPORATION LLC, and APPLIED UNDERWRITERS, INC. agree that the signatures of their authorized representatives as affixed to this Consent Order shall be under the seal of a Notary Public.

WHEREFORE, subject to the terms and conditions set forth above, the Application for the indirect acquisition of 100% of the issued and outstanding voting securities of CENTAURI SPECIALTY INSURANCE COMPANY by RICARDO A. ESPINO and LORA S. REES, pursuant to Section 628.461, Florida Statutes, is APPROVED.

FURTHER, all terms and conditions contained herein are hereby ORDERED.

DONE and ORDERED this 30 day of June, 2020.



David Altmaier

David Altmaier, Commissioner
Office of Insurance Regulation

By execution hereof, RICARDO A. ESPINO consents to entry of this Consent Order, agrees without reservation to all of the above terms and conditions, and shall be bound by all provisions herein.

[Handwritten Signature]

RICARDO A. ESPINO

Date: 6/29/2020

STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me by means of physical presence or online notarization, this 29th day of JUNE 2020, by RICARDO A. ESPINO (name of person) as _____ for _____ (company name) (type of authority; e.g., officer, trustee, attorney in fact)



[Handwritten Signature]
(Signature of the Notary)
JOANN L. BROWN
(Print, Type or Stamp Commissioned Name of Notary)

Personally Known OR Produced Identification _____

Type of Identification Produced _____

My Commission Expires: FEB 02, 2021

By execution hereof, LORA S. REES consents to entry of this Consent Order, agrees without reservation to all of the above terms and conditions, and shall be bound by all provisions herein.

Lora S. Rees

LORA S. REES

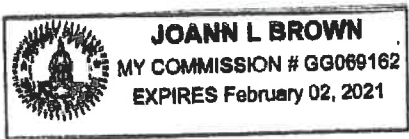
Date: June 26, 2020

STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me by means of physical presence or online notarization, this 26th day of JUNE 2020, by LORA S. REES
(name of person)

as _____ for _____
(type of authority; e.g., officer, trustee, attorney in fact) (company name)



Joann L. Brown

(Signature of the Notary)

JOANN L. BROWN

(Print, Type or Stamp Commissioned Name of Notary)

Personally Known X OR Produced Identification _____

Type of Identification Produced _____

My Commission Expires: 2/2/21

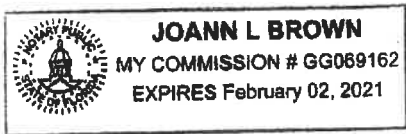
By execution hereof, CENTAURI SPECIALTY INSURANCE HOLDINGS, INC., consents to entry of this Consent Order, agrees without reservation to all of the above terms and conditions, and shall be bound by all provisions herein. The undersigned represents that they have the authority to bind CENTAURI SPECIALTY INSURANCE HOLDINGS, INC., to the terms and conditions of this Consent Order.

CENTAURI SPECIALTY INSURANCE HOLDINGS, INC.

By: [Signature]
Print Name: Ricardo A. Espino
Title: President
Date: 6/29/2020

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me by means of physical presence or online notarization, this 29th day of JUNE 2020, by RICARDO A. ESPINO as PRESIDENT for CENTAURI SPECIALTY INSURANCE HOLDINGS, INC
(type of authority; e.g., officer, trustee, attorney in fact) (name of person) (company name)



[Signature]
(Signature of the Notary)
JOANN L. BROWN
(Print, Type or Stamp Commissioned Name of Notary)

Personally Known OR Produced Identification

Type of Identification Produced _____

My Commission Expires: FEB 02, 2021

By execution hereof, CENTAURI SPECIALTY INSURANCE COMPANY consents to entry of this Consent Order, agrees without reservation to all of the above terms and conditions, and shall be bound by all provisions herein. The undersigned represents that they have the authority to bind CENTAURI SPECIALTY INSURANCE COMPANY to the terms and conditions of this Consent Order.

CENTAURI SPECIALTY INSURANCE COMPANY

By: [Signature]

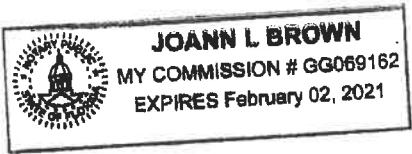
Print Name: Ricardo A. Espino

Title: President

Date: 6/29/2020

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me by means of physical presence
or online notarization, this 29th day of JUNE 2020, by RICARDO A. ESPINO
as PRESIDENT for CENTAURI SPECIALTY INSURANCE CO.
(type of authority; e.g., officer, trustee, attorney in fact) (name of person) (company name)



[Signature]
(Signature of the Notary)
JOANN L. BROWN
(Print, Type or Stamp Commissioned Name of Notary)

Personally Known OR Produced Identification _____

Type of Identification Produced _____

My Commission Expires: FEB 02 / 2021

By execution hereof, XL FINANCIAL SOLUTIONS, INC., consents to entry of this Consent Order, agrees without reservation to all of the above terms and conditions, and shall be bound by all provisions herein. The undersigned represents that they have the authority to bind XL FINANCIAL SOLUTIONS, INC., to the terms and conditions of this Consent Order.

XL FINANCIAL SOLUTIONS, INC.

By: [Signature]

Print Name: Richard Pero

Title: SVP

Date: 6/29/20

STATE OF New York

COUNTY OF New York

The foregoing instrument was acknowledged before me by means of physical presence

or online notarization, this 29th day of June 2020, by Richard Pero

as Senior Vice President for XL Financial Solutions, Inc
(type of authority; e.g., officer, trustee, attorney in fact) (company name)

[Signature]

(Signature of the Notary)

Dana Rosenbaum

(Print, Type or Stamp Commissioned Name of Notary)

DANA ROSENBAUM
Notary Public, State of New York
No. 02RO6179542
Qualified in New York County
Commission Expires Dec. 24, 2023

Personally Known OR Produced Identification

Type of Identification Produced _____

My Commission Expires: December 24, 2023

By execution hereof, SHORELINE INSURANCE INVESTMENTS, LLC, consents to entry of this Consent Order, agrees without reservation to all of the above terms and conditions, and shall be bound by all provisions herein. The undersigned represents that they have the authority to bind SHORELINE INSURANCE INVESTMENTS, LLC, to the terms and conditions of this Consent Order.

SHORELINE INSURANCE INVESTMENTS, LLC

By: [Signature]

Print Name: Kyle L. Redfeam

Title: Authorized Agent / Officer

Date: 6/29/20

STATE OF Florida

COUNTY OF Leon

The foregoing instrument was acknowledged before me by means of physical presence

or online notarization, this 29 day of June 2020, by Kyle Redfeam

(name of person)

as Authorized Agent/officer for Shoreline Insurance Investments, LLC

(type of authority; e.g., officer, trustee, attorney in fact)

(company name)

[Signature]

(Signature of the Notary)

Tamara L. Jeffers

(Print, Type or Stamp Commissioned Name of Notary)

Personally Known _____ OR Produced Identification X

Type of Identification Produced Driver License

My Commission Expires: 6/15 03/28/2021



By execution hereof, SEIBELS, BRUCE & COMPANY consents to entry of this Consent Order, agrees without reservation to all of the above terms and conditions, and shall be bound by all provisions herein. The undersigned represents that they have the authority to bind SEIBELS, BRUCE & COMPANY to the terms and conditions of this Consent Order.

SEIBELS, BRUCE & COMPANY

By: Rex Huggins

Print Name: Rex Huggins

Title: CEO

Date: 6/29/2020

STATE OF South Carolina

COUNTY OF Florence

The foregoing instrument was acknowledged before me by means of physical presence or online notarization, this 29th day of June 2020, by Rex W. Huggins (name of person) as CEO (type of authority; e.g., officer, trustee, attorney in fact) for Seibels, Bruce & Company (company name)

Jimmy Gibson
(Signature of the Notary)
Jimmy Gibson
Notary Public
State of South Carolina
My Commission Expires July 31, 2021
(Print, Type or Stamp Commissioned Name of Notary)

Personally Known OR Produced Identification _____
Type of Identification Produced _____
My Commission Expires: 07/31/2021

By execution hereof, FUNDAMENTAL INSURANCE INVESTMENTS LTD., consents to entry of this Consent Order, agrees without reservation to all of the above terms and conditions, and shall be bound by all provisions herein. The undersigned represents that they have the authority to bind FUNDAMENTAL INSURANCE INVESTMENTS LTD., to the terms and conditions of this Consent Order.

FUNDAMENTAL INSURANCE INVESTMENTS LTD.

By: 

Print Name: Charles Cooper

Title: Director

Date: June 29, 2020

CITY OF HAMILTON

BRITISH OVERSEAS TERRITORY OF BERMUDA

The foregoing instrument was acknowledged before me by means of physical presence

or online notarization, this 29th day of June 2020, by Charles Cooper

as Director (name of person)
for Fundamental Insurance Investments Ltd. (company name)
(type of authority; e.g., officer, trustee, attorney in fact)



(Signature of the Commissioner for Oaths Notary Public)

Carla Whitehurst, Notary Public, Hamilton Bermuda

(Print, Type or Stamp Commissioned Name of
Commissioner for Oaths Notary Public)

Personally Known OR Produced Identification _____

Type of Identification Produced _____

My Commission Expires: DOES NOT EXPIRE

By execution hereof, CENTAURI ACQUISITION CORPORATION LLC consents to entry of this Consent Order, agrees without reservation to all of the above terms and conditions, and shall be bound by all provisions herein. The undersigned represents that they have the authority to bind CENTAURI ACQUISITION CORPORATION LLC to the terms and conditions of this Consent Order.

CENTAURI ACQUISITION CORPORATION LLC

By: [Signature]

Print Name: Jeffrey A. Silver

Title: Vice President

Date: June 29, 2020

STATE OF NEBRASKA

COUNTY OF DOUGLAS

The foregoing instrument was acknowledged before me by means of physical presence

or online notarization, this 29 day of June 2020, by Jeffrey A. Silver
(name of person)

as Officer for Centauri Acquisition Corporation LLC
(type of authority; e.g., officer, trustee, attorney in fact) (company name)



[Signature]
(Signature of the Notary)

Linda S. Davis
(Print, Type or Stamp Commissioned Name of Notary)

Personally Known X OR Produced Identification _____

Type of Identification Produced _____

My Commission Expires: 09/02/2023

By execution hereof, APPLIED UNDERWRITERS, INC., consents to entry of this Consent Order, agrees without reservation to all of the above terms and conditions, and shall be bound by all provisions herein. The undersigned represents that they have the authority to bind APPLIED UNDERWRITERS, INC., to the terms and conditions of this Consent Order.

APPLIED UNDERWRITERS, INC.

By: [Signature]

Print Name: Jeffrey A. Silver

Title: Executive Vice President

Date: June 29, 2020

STATE OF NEBRASKA

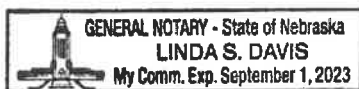
COUNTY OF DOUGLAS

The foregoing instrument was acknowledged before me by means of physical presence

or online notarization, this 29 day of June 2020, by Jeffrey A. Silver
(name of person)

as Officer for Applied Underwriters, Inc.
(type of authority; e.g., officer, trustee, attorney in fact) (company name)

[Signature]
(Signature of the Notary)



Linda S. Davis
(Print, Type or Stamp Commissioned Name of Notary)

Personally Known X OR Produced Identification _____

Type of Identification Produced _____

My Commission Expires: 09/01/2023

COPIES FURNISHED TO:

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JEANNINE CARROLL, FINANCIAL
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