



FILED

OCT 07 2021

INSURANCE REGULATION
Docketed by: *[Signature]*

OFFICE OF INSURANCE REGULATION

DAVID ALTMAIER
COMMISSIONER

IN THE MATTER OF:

CASE NO.: 286565-21-CO

Application for the Indirect Acquisition of
CAPACITY INSURANCE COMPANY by
PEAK6 INSURTECH HOLDINGS LLC

CONSENT ORDER

THIS CAUSE came on for consideration upon the filing by PEAK6 INSURTECH HOLDINGS LLC ("APPLICANT") with the FLORIDA OFFICE OF INSURANCE REGULATION ("OFFICE") of an application for the indirect acquisition of CAPACITY INSURANCE COMPANY ("CAPACITY"), 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. APPLICANT has applied for and, subject to the present and continuing satisfaction of the requirements, terms, and conditions established herein, has satisfactorily met all of the conditions precedent to the granting of approval by the OFFICE for the proposed indirect acquisition of CAPACITY, pursuant to the requirements of the Florida Insurance Code.
3. CAPACITY is a Florida domestic property and casualty insurer authorized to transact property and casualty insurance in Florida through a subsisting Certificate of Authority issued by the OFFICE.
4. CAPACITY is 100% owned by FOCUS INSURANCE CORP., a Florida

corporation, which is 100% owned by TEAM FOCUS INSURANCE GROUP, LLC (“TEAM FOCUS”), a Florida limited liability company, whose voting membership interest is 24% owned by DOUGLAS W. BULLINGTON and 76% by KEVIN M. TROMER REVOCABLE TRUST (collectively referred to herein as “SELLERS”).

5. APPLICANT is a Delaware limited liability company whose ownership structure is as detailed in the Application, and whose ultimate controlling persons are JENNIFER JUST and MATTHEW HULSIZER (collectively referred to herein as “SHAREHOLDERS”).

6. Pursuant to the terms of the agreement dated May 28, 2021, SELLERS collectively agreed to sell 100% of their outstanding voting securities in TEAM FOCUS to APPLICANT, who will thus indirectly acquire control of CAPACITY, as detailed in the Application (“Transaction”).

7. If the OFFICE determines that any individual for whom APPLICANT is required to submit background information as part of this Application is unacceptable under the Florida Insurance Code, APPLICANT and SHAREHOLDERS shall cause the removal of said person within 30 days of notice from the OFFICE and replace them with a person or persons acceptable to the OFFICE, or shall undertake such other corrective action as directed by the OFFICE. Failure to act would constitute an immediate serious danger to the public and the OFFICE may take administrative action as it deems appropriate upon the Certificate of Authority of CAPACITY without further proceedings, pursuant to Sections 120.569(2)(n) and 120.60(6), Florida Statutes.

8. Except as disclosed in the Application, APPLICANT and SHAREHOLDERS represent that there are no present plans or proposals to make any substantive changes to CAPACITY, including liquidating it, selling any of its assets (except for transactions such as

investment portfolio transactions in the ordinary course of business), merging or consolidating it with any person or persons, or making any other major change in its business operations, management, or corporate structure.

9. APPLICANT has included in the Application a change in business operations for CAPACITY that raises the minimum surplus requirement for CAPACITY pursuant to Section 624.408(1)(f), Florida Statutes. Within 30 business days after the Transaction is completed, APPLICANT, SHAREHOLDERS, TEAM FOCUS, FOCUS INSURANCE CORP., or CAPACITY shall submit to the OFFICE pro forma financial statements that reflect the change in business operations and the necessary augmentation to CAPACITY'S surplus to bring it into compliance with Section 624.408(1)(f), Florida Statutes. CAPACITY shall not undertake said change in business operations until such time as the required surplus contribution has been made and the OFFICE is satisfied that the pro forma financial statements adequately project the business operations.

10. APPLICANT, SHAREHOLDERS, TEAM FOCUS, FOCUS INSURANCE CORP., CAPACITY, and SELLERS represent that there are no agreements, written or oral, related to the Application and Transaction that have not been provided to the OFFICE.

11. Any material changes to the information submitted in the Application filing shall be reported to the OFFICE for its review prior to the closing date. APPLICANT, SHAREHOLDERS, TEAM FOCUS, FOCUS INSURANCE CORP., CAPACITY, and SELLERS acknowledge that if the OFFICE determines that any of these reported changes would have a material negative impact to the financial condition or operation of CAPACITY, the OFFICE may rescind its approval as granted in this Consent Order by written notice to APPLICANT or CAPACITY.

12. Within 10 business days after the Transaction is completed, APPLICANT shall submit, or cause to be submitted, to the OFFICE all documents evidencing completion of the Transaction not already provided to the OFFICE including, but not limited to, outstanding return receipt cards. Further, APPLICANT or CAPACITY shall notify the OFFICE within 3 business days of a final determination that the Transaction will not occur.

13. All parties to this Consent Order acknowledge that completion of the Transaction is subject to obtaining any other requisite regulatory or governmental approvals and that this Consent Order shall be deemed null and void if the Transaction is not completed within 60 days of the execution of this Consent Order. Accordingly, if APPLICANT fails to receive any other requisite approvals or the Transaction is not completed timely, the provisions of this Consent Order shall terminate automatically and have no effect.

14. Any prior orders, consent orders, or corrective action plans that CAPACITY has entered into with the OFFICE prior to the issuance of this Consent Order shall apply and remain in full force and effect for CAPACITY, 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.

15. APPLICANT, SHAREHOLDERS, TEAM FOCUS, FOCUS INSURANCE CORP., CAPACITY, and SELLERS affirm 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 CAPACITY. APPLICANT, SHAREHOLDERS, TEAM FOCUS, FOCUS INSURANCE CORP., CAPACITY, and SELLERS 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.

16. 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 approval must be requested in writing prior to any proposed deviation from the terms of this Consent Order

17. APPLICANT, SHAREHOLDERS, TEAM FOCUS, FOCUS INSURANCE CORP., CAPACITY, and SELLERS affirm that all requirements set forth herein are material to the issuance of this Consent Order.

18. APPLICANT, SHAREHOLDERS, TEAM FOCUS, FOCUS INSURANCE CORP., CAPACITY, and SELLERS 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. APPLICANT, SHAREHOLDERS, TEAM FOCUS, FOCUS INSURANCE CORP., CAPACITY, and SELLERS 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.

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

20. APPLICANT agrees 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 APPLICANT's Certificate of Authority in this state in accordance with

Sections 120.569(2)(n) and 120.60(6), Florida Statutes.

21. 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 notarized signatures of the individuals or authorized representatives of APPLICANT, SHAREHOLDERS, TEAM FOCUS, FOCUS INSURANCE CORP., CAPACITY, and SELLERS.

WHEREFORE, the agreement between PEAK6 INSURTECH HOLDINGS LLC; JENNIFER JUST; MATTHEW HULSIZER; TEAM FOCUS INSURANCE GROUP, LLC; FOCUS INSURANCE CORP.; CAPACITY INSURANCE COMPANY; DOUGLAS W. BULLINGTON; and KEVIN M. TROMER REVOCABLE TRUST the terms and conditions of which are set forth above, is APPROVED, and the Application for the indirect acquisition of 100% of the issued and outstanding voting securities of CAPACITY INSURANCE COMPANY by PEAK6 INSURTECH HOLDINGS LLC, pursuant to Section 628.461, Florida Statutes, is APPROVED.

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

DONE and ORDERED this 7 day of October, 2021.



David Altmaier

David Altmaier, Commissioner
Office of Insurance Regulation

By execution hereof, CAPACITY 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 CAPACITY INSURANCE COMPANY to the terms and conditions of this Consent Order.

CAPACITY INSURANCE COMPANY

By: [Signature]

[Corporate Seal]

Print Name: Kevin Tromer

Title: President & Chief Executive Officer

Date: September 30, 2021

STATE OF Florida

COUNTY OF Broward

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

online notarization, this 30 day of September 2021, by Kevin Tromer
(name of person)

as President & Chief Executive Officer for Capacity Insurance Company
(type of authority; e.g., officer, trustee, attorney in fact) (company name)

[Signature]
(Signature of the Notary)

RITA MARRO
(Print, Type or Stamp Commissioned Name of Notary)

Personally Known OR Produced Identification _____

Type of Identification Produced _____

My Commission Expires April 5, 2025



By execution hereof, FOCUS INSURANCE CORP., 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 FOCUS INSURANCE CORP., to the terms and conditions of this Consent Order.

FOCUS INSURANCE CORP.

By: 

[Corporate Seal]

Print Name: Kevin Tromer

Title: President & Chief Executive Officer

Date: September 30, 2021

STATE OF Florida

COUNTY OF Broward

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

online notarization, this 30 day of September 2021, by Kevin Tromer

(name of person)

as President & Chief Executive Officer for Focus Insurance Corp.

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

(company name)



(Signature of the Notary)

RITA MARRO

(Print, Type or Stamp Commissioned Name of Notary)

Personally Known OR Produced Identification _____

Type of Identification Produced _____

My Commission Expires April 5, 2025



By execution hereof, TEAM FOCUS INSURANCE GROUP, 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 TEAM FOCUS INSURANCE GROUP, LLC, to the terms and conditions of this Consent Order.

TEAM FOCUS INSURANCE GROUP, LLC

By: *KB*

[Corporate Seal]

Print Name: Kevin Tromer

Title: President & Chief Executive Officer

Date: September 30, 2021

STATE OF Florida

COUNTY OF Broward

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

online notarization, this 30 day of September 2021, by Kevin Tromer

(name of person)

as President & Chief Executive Officer for Team Focus Insurance Group, LLC

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

(company name)

Rita Marro
(Signature of the Notary)

RITA MARRO
(Print, Type or Stamp Commissioned Name of Notary)

Personally Known OR Produced Identification _____

Type of Identification Produced _____

My Commission Expires April 5, 2025



By execution hereof, PEAK6 INSURTECH HOLDINGS 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 PEAK6 INSURTECH HOLDINGS LLC to the terms and conditions of this Consent Order.

PEAK6 INSURTECH HOLDINGS LLC

By: Deborah Franklin McGuire

[Corporate Seal]

Print Name: Deborah Franklin McGuire

Title: CEO

Date: 10-5-21

STATE OF Florida

COUNTY OF Manatee

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

online notarization, this 5 day of October 2021, by Deborah Franklin-McGuire
(name of person)

as CEO for Peak 6 Insurtech Holdings LLC
(type of authority; e.g., officer, trustee, attorney in fact) (company name)



Michael Lee Ashley
(Signature of the Notary)

Michael Lee Ashley
(Print, Type or Stamp Commissioned Name of Notary)

Personally Known OR Produced Identification _____

Type of Identification Produced Known

My Commission Expires 66214810 06/17/2022

By execution hereof, JENNIFER JUST 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.

Jennifer Just
JENNIFER JUST

Date: 10/4/2021

STATE OF ILLINOIS

COUNTY OF COOK

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

online notarization, this 4th day of OCTOBER 2021, by JENNIFER JUST

as NATURAL PERSON for N/A
(type of authority; e.g., officer, trustee, attorney in fact) (company name)

Debbie S. Virgo-Brown
(Signature of the Notary)

DEBBIE S. VIRGO-BROWN
(Print, Type or Stamp Commissioned Name of Notary)

Personally Known OR Produced Identification _____

Type of Identification Produced _____

My Commission Expires 3/5/2025



By execution hereof, MATTHEW HULSIZER 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.

MATTHEW HULSIZER

Date: 10/4/2021

STATE OF ILLINOIS

COUNTY OF COOK

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

online notarization, this 4th day of OCTOBER 2021, by MATTHEW HULSIZER
(name of person)

as NATURAL PERSON for N/A
(type of authority; e.g., officer, trustee, attorney in fact) (company name)

Debbie S. Virgo-Brown
(Signature of the Notary)

DEBBIE S. VIRGO-BROWN
(Print, Type or Stamp Commissioned Name of Notary)

Personally Known OR Produced Identification _____

Type of Identification Produced _____

My Commission Expires 3/5/2025



By execution hereof, DOUGLAS W. BULLINGTON 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]
DOUGLAS W. BULLINGTON

Date: 9/30/21

STATE OF NC
COUNTY OF Credell

The foregoing instrument was acknowledged before me by means of physical presence or online notarization, this 30 day of September 2021, by Douglas W. Bullington (name of person) as _____ for _____ (type of authority; e.g., officer, trustee, attorney in fact) (company name)

[Handwritten Signature]
(Signature of the Notary)
Deborah Fox
(Print, Type or Stamp Commissioned Name of Notary)

Personally Known _____ OR Produced Identification

Type of Identification Produced NC DL 37595818

My Commission Expires 03/25/24



By execution hereof, KEVIN M. TROMER 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 KEVIN M. TROMER REVOCABLE TRUST to the terms and conditions of this Consent Order.

KEVIN M. TROMER REVOCABLE TRUST

By: *Kevin M. Tromer*

[Corporate Seal]

Print Name: KEVIN M. TROMER

Title: Trustee

Date: September 30, 2021

STATE OF Florida

COUNTY OF Broward

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

online notarization, this 30 day of September 2021, by Kevin Tromer

(name of person)

as Trustee for Kevin M. Tromer Revocable Trust

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

(company name)

Rita Marro

(Signature of the Notary)

Rita Marro

(Print, Type or Stamp Commissioned Name of Notary)

Personally Known OR Produced Identification _____

Type of Identification Produced _____

My Commission Expires April 5, 2025



COPIES FURNISHED TO:

FRED E. KARLINSKY, ESQ.
Greenberg Traurig, P.A.
401 East Las Olas Boulevard, Suite 200
Fort Lauderdale, Florida 33301
Telephone: (954) 768-8278
Email: karlinksyf@gtlaw.com

CHRISTIAN BRITO, ESQ.
Greenberg Traurig, P.A.
401 East Las Olas Boulevard, Suite 200
Fort Lauderdale, Florida 33301
Telephone: (954) 768-8278
Email: britoc@gtlaw.com

KEVIN M. TROMER, PRESIDENT/TRUSTEE
Capacity Insurance Company
Focus Insurance Corp.
Team Focus Insurance Group, LLC
Kevin M. Tromer Revocable Trust
1300 Sawgrass Corporate Parkway, Suite 300
Sunrise, Florida 33323
Telephone: (954) 331-4800
Email: kevin.tromer@teamfocusins.com

DOUGLAS W. BULLINGTON, CHIEF
EXECUTIVE OFFICER
Capacity Insurance Company
1300 Sawgrass Corporate Parkway, Suite 300
Sunrise, Florida 33323
Telephone: (954) 331-4800
Email: doug.bullington@capacityinsurance.com

JENNIFER JUST, MANAGING MEMBER
PEAK6 INSURTECH HOLDINGS LLC
141 W. Jackson Boulevard, Suite 500
Chicago, Illinois 60604
Telephone: (312) 444-8236
Email: jenjust@peak6.com

MATTHEW HULSIZER, MANAGING MEMBER
PEAK6 INSURTECH HOLDINGS LLC
141 W. Jackson Boulevard, Suite 500
Chicago, Illinois 60604
Telephone: (312) 444-8236
Email: mhulsizer@peak6.com
ALISON STERETT, FINANCIAL
ADMINISTRATOR
Property & Casualty Financial Oversight -
Company Admissions
Florida Office of Insurance Regulation
200 East Gaines Street
Tallahassee, Florida 32399

COREY HUBBARD, FINANCIAL
EXAMINER/ANALYST SUPERVISOR
Property & Casualty Financial Oversight -
Company Admissions
Florida Office of Insurance Regulation
200 East Gaines Street
Tallahassee, Florida 32399

RYAN SHAFFER, FINANCIAL CONTROL
ANALYST
Property & Casualty Financial Oversight -
Company Admissions
Florida Office of Insurance Regulation
200 East Gaines Street
Tallahassee, Florida 32399

SHANNON MICHELLE HARP-ALEXANDER,
ESQ., ASSISTANT GENERAL COUNSEL
Florida Office of Insurance Regulation
200 East Gaines Street
Tallahassee, Florida 32399
Telephone: (850) 413-4213
Email: michelle.harp-alexander@floop.com