


APPENDIX E
SENTRY SECRETARY'S CERTIFICATION
RE: APPROVAL OF IBT PLAN

CERTIFICATE OF SECRETARY
OF
SENTRY INSURANCE A MUTUAL COMPANY

I, Kip J. Kobussen, being duly sworn, do hereby certify as follows:

1. Beginning November 2017, and at all times thereafter up to and including the date of this Certificate of Secretary of Sentry Insurance a Mutual Company ("Certificate of Secretary"), I have been and am the duly elected Corporate Secretary of Sentry Insurance a Mutual Company, a Wisconsin mutual insurance company (the "Company").
2. This Certificate of Secretary is being prepared in connection with the Company's application to transfer certain reinsurance business of the Company to National Legacy Insurance Company, as more fully described in an Insurance Business Transfer Plan ("IBT Plan") filed or to be filed with the State of Oklahoma.
3. The Board of Directors of Sentry Insurance a Mutual Company approved the IBT Plan by way of a Unanimous Consent Resolution with an effective date of September 8, 2020.
4. Attached as Exhibit A hereto is a true and correct copy of the Unanimous Consent Resolution of the Board of Directors of Sentry Insurance a Mutual Company that was adopted on September 8, 2020, and which approved the IBT Plan and various matters related to the approval of the IBT Plan.
5. This Certificate of Secretary is dated as of September 24, 2020.


IN WITNESS WHEREOF, I, Kip J. Kobussen, have executed this Certificate of Secretary of Sentry Insurance a Mutual Company as of September 24, 2020.

DocuSigned by:


 Kip J. Kobussen, Secretary

Subscribed and sworn to before me this 24th day of September 2020 by Kip J. Kobussen, who is personally known to me.

This notarial act involved the use of communication technology.

DocuSigned by:


 Notary Public

(Seal) LEIGH BAKER
NOTARY PUBLIC
STATE OF WISCONSIN

Exhibit A

Sentry Insurance a Mutual Company Board Resolutions
Approving the Insurance Business Transfer Plan

SENTRY INSURANCE A MUTUAL COMPANY

Unanimous Consent Resolution

APPROVAL OF INSURANCE BUSINESS TRANSFER PLAN

The undersigned, being all the Directors of Sentry Insurance a Mutual Company, a Wisconsin corporation, do hereby consent to the action set forth in the following resolution, which consent shall constitute a meeting of the Directors:

WHEREAS, this Board of Directors of Sentry Insurance a Mutual Company (the "Company"), a Wisconsin mutual insurance company, desires to approve a certain Insurance Business Transfer Plan ("IBT Plan"), a copy of which is attached as Exhibit A hereto;

WHEREAS, in accordance with the terms and conditions of the IBT Plan, the Company desires to transfer the liabilities, obligations, and continued expenses as an assuming reinsurer within the ECRA Pool to National Legacy Insurance Company;

WHEREAS, all capitalized terms used herein shall have the meanings ascribed to such terms in the IBT Plan; and

WHEREAS, this Board of Directors also desires to approve certain other matters related to the approval of the IBT Plan;

RESOLVED, that the IBT Plan is hereby approved substantially in the form that is attached hereto as Exhibit A;

FURTHER RESOLVED, that each officer of the Company is hereby authorized and empowered to negotiate, amend, finalize, execute, and deliver any and all such documents, to pay or cause to be paid all expenses and make any filings with any governmental agency, as they deem necessary or advisable in their judgment to implement the project that is described in the IBT Plan;

FURTHER RESOLVED, that the Secretary of the Company is hereby authorized and directed to file these Resolutions with the permanent corporate records of the Company.

This document may be manually or electronically signed in one or more counterparts and shall be effective when so signed by each Director.

Dated as of the 8th day of September, 2020.

Not a signatory - out on medical leave

Peter G. McPartland



~~Casper, David~~
David R. Casper
Sep 8, 2020 5:22 PM CDT

Harvey, Bill

~~Harvey, Bill~~
William D. Harvey
Sep 5, 2020 5:45 PM CDT



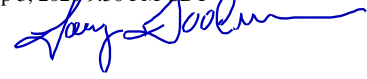
~~Pace Marshall, Stephanie~~
Stephanie Pace Marshall



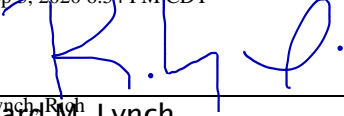
~~Pestillo, Peter~~
Peter J. Pestillo
Sep 3, 2020 4:59 PM EDT



~~Atkinson, Graham~~
Graham W. Atkinson
Sep 3, 2020 9:50 PM CDT



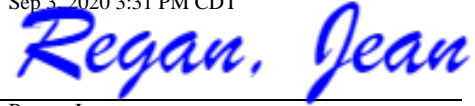
~~Goodman, Larry~~
Larry J. Goodman
Sep 3, 2020 6:54 PM CDT



~~Lynch, Rich~~
Richard W. Lynch
Sep 3, 2020 3:32 PM CDT



~~Pearson, Jim~~
James D. Pearson
Sep 3, 2020 3:31 PM CDT



~~Regan, Jean~~
Jean H. Regan
Sep 7, 2020 6:44 PM CDT

Exhibit A

Insurance Business Transfer Plan

Confidential and Proprietary Information

This document contains confidential information and a request to maintain confidential treatment is hereby made in accordance with all applicable provisions of law and any other applicable statutory or regulatory authority available to the Insurance Department. The disclosure of this proprietary and trade secret information may cause competitive injury to the Applicant. All documents and exhibits marked as "confidential and nonpublic" shall constitute examination work papers under 36 O.S. Sections 309.1-309.7, and shall be given confidential treatment.

National Legacy Insurance Company - (DRAFT) Application for Insurance Business Transfer Plan

Please allow the following to serve as National Legacy Insurance Company's Application for an Insurance Business Transfer Plan ("IBT") for the proposed transfer of Sentry Insurance a Mutual Company's liabilities, obligations, and continued expenses as an assuming reinsurer within the Excess and Casualty Reinsurance Association ("ECRA") Pool to National Legacy Insurance Company.

A. Identities of Transferring Company and Assuming Company/ Controlling Parties

The Transferring Company is Sentry Insurance a Mutual Company ("Sentry") with an address of:

Sentry

1800 North Point Drive
Stevens Point, Wisconsin 54481
Office: A3003
Telephone: (715) 346-6251
(877) 788-4011 (toll free)

The Assuming Company is National Legacy Insurance Company ("NLIC") with an address of:

NLIC

R&Q Solutions LLC
2 Logan Square, Suite 600
Philadelphia, Pennsylvania 19103
Telephone: (267) 675-3400
(877) 514-3542 (US toll free)
0808 196 5091 (UK toll free)

NLIC is a wholly owned subsidiary of Randall & Quilter America Holdings, Inc., which in turn is owned ultimately by Randall & Quilter Investment Holdings Ltd., a Bermuda domiciled company which is publicly traded in the United Kingdom ("R&Q Group"), each with an address of:

Randall & Quilter America Holdings, Inc.

2 Logan Square, Suite 600
Philadelphia, Pennsylvania 19103
Telephone: (877) 514-3542

Randall & Quilter Investment Holdings Ltd.

F.B. Perry Building
40 Church Street
PO Box HM 2062
Hamilton, Bermuda HM HX
Telephone: (441) 239 0020

B. Summary of Insurance Business Transfer Plan

Definitions

“Assuming Insurer” means National Legacy Insurance Company—See Section A.

“Business to be Transferred” means all the insurance and reinsurance business of the Transferring Insurer, more specifically described in the table in this Section B.

“Cedant” means an insurance company whose policies are reinsured by Sentry, the Transferring Insurer, as a participant in the ECRA Pool.

“IBT” means Insurance Business Transfer in accordance with the Oklahoma Insurance Business Transfer Act of 2018.

“Insurers” means the Assuming Insurer and the Transferring Insurer together.

“Other Assets” means such other assets as are required to capitalize the Assuming Insurer.

“Policy” or “Policies” means any policy or policies of insurance or reinsurance forming part of the subject business.

“Transferring Insurer” means Sentry Insurance a Mutual Company—See Section A.

Introduction

Sentry is seeking to transfer its assumed liabilities, obligations, and continued expenses within the ECRA Pool to NLIC, an Oklahoma domiciled insurance company which is part of the R&Q Group. An overview of the R&Q Group is provided below.

As shown below, Sentry’s share of the ECRA Pool liabilities is relatively small, ranging from 0.369% to 0.593%, depending on policy year. Currently, all of Sentry’s assumed reinsurance liabilities are reinsured through a 100% quota share reinsurance contract with Accredited Surety & Casualty Company, Inc. (“ASC”), an A- Rated R&Q Group carrier based in Florida, which was entered into by Sentry in 2016 for \$3.5M payment. The

proposed transaction does not affect Sentry's position as a ceding insurer in the ECRA Pool, and no direct insurance is involved in this transaction, only assumed reinsurance of ECRA Pool liabilities. The transaction would provide a positive benefit for Sentry, removing both uncertainty of losses and administrative burden.

Insurance Business Transfer Proposal

It is proposed that for an agreed price of approximately \$2.9M (the "Transfer Fee"), and subject to regulatory approval provided by both the Wisconsin Office of Commissioner of Insurance ("OCI") and the Oklahoma Insurance Department ("OID"), Sentry's current and future ECRA assumed reinsurance liabilities, obligations, and continued expenses would be transferred to NLIC. All costs associated with the IBT will be borne by NLIC out of the Transfer Fee. Prior to the IBT, Cedants to the Sentry Pool years will be notified as to the proposed change and given an opportunity to comment and/or object prior to court approval of the IBT, and any interested parties who may be affected by the IBT will be given the opportunity to comment and/or object to the IBT.

Sentry's Discontinued Assumed Reinsurance

Sentry assumed reinsurance from 1962 through 1985. Since then, Sentry has been running off its assumed reinsurance book of business. As part of its assumed reinsurance runoff, Sentry has commuted a number of reinsurance contracts. In the matter at hand, Sentry has been working with the R&Q Group and by payment of the Transfer Fee entered into a quota share reinsurance contract with ASC in anticipation of a complete transfer of its ECRA discontinued assumed reinsurance book of business to NLIC.

The ECRA Pool

From 1959 to 1982, ECRA was a reinsurance pool comprised of numerous reinsurance members. Various casualty and property reinsurance risks were underwritten and managed by its pool manager, Excess and Treaty Management Corporation ("ETMC"). ETMC was acquired by the R&Q Group in October 2010, but operates independently of NLIC.

Underwriting participations in the ECRA pool varied from year to year and over its active life, comprised more than 150 member companies in total. The financial status of pool members today ranges from the still active and highly solvent to a number which are now insolvent; individual participations ranged from very large to very small. ECRA members include major property and casualty insurers. The diversity of participants in terms of their credit quality and line size, adds considerable complexity to the management of the pool liabilities. However, ETMC and the R&Q Group are well experienced in the management of the pool liabilities.

The Sentry ECRA Assumed Contracts and Obligations to the ECRA Pool

The table below details the assumed contractual involvement that Sentry has as a member of the ECRA Pool. These would be the contracts that would be subject to the IBT to NLIC should approval be received. As can be seen below, Sentry's ECRA pool participation is relatively small, no more than 0.593%. As previously, commented that as part of seeking the IBT with NLIC, in December 2016, Sentry entered into an unlimited quota share reinsurance contract provided by ASC, an A- rated IX R&Q Group carrier

based in Florida. This was the first step in helping Sentry seek finality for its ECRA Pool exposures. Since the time of the reinsurance being written, ASC has continued to meet Sentry's reinsurance obligations under the ECRA contracts and has agreed to continue to do so until the IBT is achieved with NLIC or claims are no longer presented.

Policy Year	Effective Date	Expiry Date	Pool No	Syndicate Description	Sentry Share
1972	01-Jan-72	01-Jan-73	67	P & C Syndicate (1028) 01/01/1972 to 01/01/1973	0.593%
1972	01-Jan-72	01-Jan-73		69 P & C Syn Mutual (1031) 01/01/1972 to 01/01/1973	0.593%
1973	01-Jan-73	01-Jan-74	71	P & C Syndicate (1028) 01/01/1973 to 01/01/1974	0.524%
1974	01-Jan-74	01-Jan-75	73	P & C Syndicate (1028) 01/01/1974 to 01/01/1975	0.468%
1975	01-Jan-75	01-Jan-76	75	P & C Syndicate (1028) 01/01/1975 to 01/01/1976	0.468%
1976	01-Jan-76	01-Jan-77	77	P & C Syndicate (1028) 01/01/1976 to 01/01/1977	0.467%
1977	01-Jan-77	01-Jan-78	79	P & C Syndicate (1028) 01/01/1977 to 01/01/1978	0.449%
1978	01-Jan-78	01-Jan-79	81	P & C Syndicate (1028) 01/01/1978 to 01/01/1979	0.412%
1979	01-Jan-79	01-Jan-80	83	P & C Syndicate (1028) 01/01/1979 to 01/01/1980	0.369%
1980	01-Jan-80	01-Jan-81	85	P & C Syndicate (1028) 01/01/1980 to 01/01/1981	0.409%
1981	01-Jan-81	01-Jan-82	86	P & C Syndicate (1028) 01/01/1981 to 01/01/1982	0.393%

As a member of the ECRA Pool, Sentry also assumed liability and financial obligations under its contractual involvement with the other pool members and the pool manager. Thus, Sentry's liabilities, obligations, and continued expenses as an assuming reinsurer under the underlying ECRA Constitution and Run-Off Agreement would also be subject to the novation to NLIC should approval be received.

R&Q Group Overview

Randall & Quilter Investment Holdings Ltd. ("R&Q") is listed on the London Stock Exchange's Alternative Investment Market ("AIM") 100 Index and provides core services of legacy acquisitions and program management. The R&Q Group was founded by Ken Randall and Alan Quilter in 1991.

R&Q has a proven track record over roughly three decades of acquiring discontinued books of non-life business and non-life (re)insurance companies and captives in run-off.

R&Q has access to capital and the experience of managing run-off, which frees our counterparties' management and investors from the cost and constraints of handling discontinued business. Furthermore, R&Q operates on both sides of the Atlantic with licensed platforms in the US, Bermuda and Europe.

These same licensed platforms are also crucial for R&Q's second core service: the provision of program management services. R&Q's US and EU-regulated (re)insurance companies act as conduits between MGAs and other niche underwriters and their capital providers, typically (re)insurers. These platforms provide the authorized insurance paper enabling insurance entrepreneurs to develop and build their businesses in partnership with their capital providers.

Among other things, R&Q:

- Employs over 250 insurance professionals based in the UK, US, Bermuda and Europe with a wide service capability in both “live” and “legacy” markets;
- Owns and manages a portfolio of insurance companies, both active and in runoff, in the UK, US and Europe;
- Owns a US admitted carrier, Accredited Surety & Casualty Company, Inc., rated A-IX (Excellent) by A.M. Best, with nationwide licenses;
- Owns a Bermuda Class 3A insurance & reinsurance company;
- Owns a European insurer, Accredited Insurance (Europe) Limited, also rated A- (Excellent) by A.M. Best, with “passporting” rights throughout the EU;
- Provides Lloyd’s RITC solutions through its legacy Syndicate 1110;
- Raised \$100m of new equity in May 2020 to fund future growth;
- Completed 16 legacy transactions in 2019;
- Acquired Global Re, our largest ever legacy transaction costing \$80.5m, which completed in H1 2019;
- The R&Q Group is ideally positioned for Brexit, regardless of final outcomes.

Impact to Sentry

The impact to Sentry of the proposed transfer we believe will be positive. The transfer of the contracts to NLIC is part of Sentry’s assumed reinsurance runoff strategy of removing the long-term uncertainty associated with the ECRA Pool involvements as the claims predominantly involved are primarily asbestos, pollution and health hazard in nature. Although Sentry’s participations are small, the IBT would remove the continued claim payment burden as well as eliminate the administrative demands on what is predominantly a high volume low value program. This reinsurance Pool has been in runoff since 1982 and no further premiums are generated from this pool. As a result of seeking the transfer of these contracts, Sentry can affirm that there has been no impact to Sentry’s ongoing staffing requirements within Wisconsin and elsewhere, and that since entering the 100% quota share reinsurance with ASC in December 2016, all claims management and settlement has been undertaken by staff within R&Q.

Summary

In summary Sentry is seeking to transfer its assumed liabilities, obligations, and continued expenses under the ECRA Pool contracts to NLIC. There will be no infrastructure impact to Sentry, and both Sentry and NLIC see this as a positive move both in respect of balance sheet and discontinued lines runoff administration.

C. Identification and Description of Business to be Transferred

Please see table provided in Section B., above.

D. Most Recent Audited Financial Statements and Statutory Annual and Quarterly Reports of Transferring Company and Assuming Company Filed With Their Respective Domiciliary Regulator

See attached at Appendix “A” for Transferring Company’s Financial Statements.

See attached at Appendix “B” for Assuming Company’s Financial Statements.

E. Most Recent Actuarial Report and Opinion Quantifying Liabilities to be Transferred to Assuming Company

Analysis of Excess and Casualty Reinsurance Association Estimated Unpaid Claim Liability at December 31, 2015 – Prepared by Milliman, Dated October 24, 2016.

See attached at Appendix “C” - Confidential and non-public submitted under separate cover.

F. Pro-forma Financial Statements Demonstrating Projected Statutory Balance Sheet, Results of Operations and Cash Flows of the Assuming Company for the Three (3) Years Following the Proposed IBT

See attached at Appendix “D”.

G. Officers’ Certificates of Transferring Company and Assuming Company Attesting that Internal Approvals and Authorizations Regarding Insurance Business Transfer Plan have been Obtained

To be supplied in NLIC’s final submission to the OID.

H. Plan Implementation and Administration/Form of Notice to be Provided to Cedants and Reinsurers

See attached at Appendix “E” for Form of Notice.

See attached at Appendix “F” for Communications Plan.

I. Full Description as to How Notice to Cedants is to be Provided

NLIC will provide Notice to Cedants and Reinsurers pursuant to Title 36, Chapter 1, Article 16C, Section 1685.

See attached at Appendix “F” for Communications Plan.

J. Description of Any Reinsurance Arrangement that would Pass to Assuming Company Under the Insurance Business Transfer Plan

Not applicable.

K. Description of any Guarantees or Additional Reinsurance Covering Transferred Business

Not applicable.

L. Statement Regarding Assuming Company’s Proposed Investment Policies and any Third-Party Claims Management and Administrative Arrangements

The Assuming Insurer's Investment Policies will be in compliance with Oklahoma Insurance Law and Regulation.

M. Evidence of Approval or Non-objection of the Transfer From the Chief Insurance Regulator of the State of the Transferring Insurer's Domicile

TBD - Appendix "G".

N. Independent Expert Report Providing an Opinion on the Proposed Transaction

To be supplied in NLIC's final submission to the OID.