DEPARTMENT OF INSURANCE, FINANCIAL INSTITUTIONS AND PROFESSIONAL REGISTRATION

P.O. Box 690, Jefferson City, Mo. 65102-0690

IN RE: Proposed Sale of	)	
	)	
Founder's Title Insurance	)	
	)	
by	)	**Case No. 151021476C**
	)	
Agents National Title Insurance Company.	)	

FINDINGS OF FACT, CONCLUSIONS OF LAW AND ORDER

Based upon the competent and substantial evidence on the whole record, I, John M. Huff, Director of the Missouri Department of Insurance, Financial Institutions and Professional Registration ("Director" of the "Department"), hereby issue the following findings of fact, conclusions of law, and order:

Findings of Fact

1. Agents National Title Insurance Company ("ANTIC") is a title insurance company organized and existing under the laws of the State of Missouri.

2. On or around June 6, 2015, Founder's Title Insurance ("Founder's Title") filed a petition for redomestication with the Texas Department of Insurance. Such petition is currently pending approval of the transaction described herein by the Director.

3. On or around June 12, 2015, Rock Holdings, Inc. ("Rock Holdings") filed a Form A Statement with the Texas Department of Insurance. Such Form A Statement is currently pending approval of the transaction described herein by the Director.

4. On October 21, 2015, pursuant to § 375.355, RSMo (Supp. 2013), ANTIC filed a Petition seeking the Director's approval of its sale of Founder's Title Insurance ("Founder's Title"), a Wyoming domestic insurance company, to Rock Holdings.

5. On October 22, 2015, the Director appointed Mary S. Erickson as Hearing Officer in this matter.

6. On October 26, 2015, the Hearing Officer issued an Order of Notice scheduling the matter for public hearing November 12, 2015, and ordering ANTIC to publish the Order of Notice in the Columbia Daily Tribune and the Wyoming Tribune-Eagle at least once a week for two weeks.

7. Pursuant to the Order of Notice, ANTIC published the Order of Notice on October 29, 2015 and November 5, 2015, in both the Columbia Daily Tribune and the Wyoming Tribune-Eagle.

8. At the November 12, 2015 hearing, Robert Noce appeared for ANTIC. Kelly Hopper appeared for the Department's Division of Insurance Company Regulation.

9. The terms and conditions of the proposed sale are set forth in the Stock Purchase Agreement by and between ANTIC and Rock Holdings ("Agreement"). The Agreement contemplates that ANTIC will sell control of Founder's Title and Founder's Title will become a wholly-owned subsidiary of Rock Holdings.

Conclusions of Law

10. Based on the competent and substantial evidence on the whole record, the Director concludes:

A. The interests of the policyholders of ANTIC and Founder's Title are protected.

B. No reasonable objection exists as to this proposed sale.

C. This acquisition will not tend to substantially lessen competition or create a monopoly of title insurance business in Missouri.

ORDER

Based on the foregoing findings and conclusions, the proposed disposition of control of Founder's Title Insurance by Agents National Title Insurance Company is hereby APPROVED.

So ordered, signed and official seal affixed this 23rd day of November, 2015.

JOHN M. HUFF, Director
Missouri Department of Insurance,
Financial Institutions and Professional Registration

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a true and accurate copy of the foregoing document was forwarded by certified mail, postage prepaid, and courtesy copy by electronic mail, this 23rd day of November, 2015 to:

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