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Attorney for the CSI

**BEFORE THE COMMISSIONER OF SECURITIES AND INSURANCE
MONTANA STATE AUDITOR**

<p>IN THE MATTER OF:</p> <p>Carthage Insurance Company and Carthage Insurance Company, Inc.,</p> <p>Applicants.</p>	<p>CASE NO. INS-2015-117B</p> <p>NOTICE OF PROPOSED MERGER AND ORDER APPOINTING HEARING EXAMINER</p>
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PLEASE TAKE NOTICE:

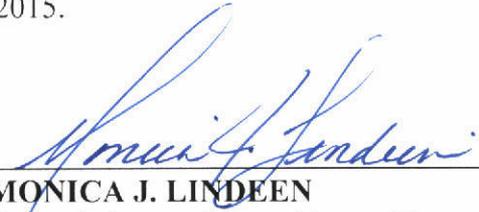
The Office of the Montana State Auditor, Commissioner of Securities and Insurance (CSI), received a complete proposed merger agreement from Carthage Insurance Company, a Kentucky corporation, and Carthage Insurance Company, Inc., a Montana corporation (collectively, Applicants), on April 6, 2015. Both Applicants are captive stock insurance companies, and they propose to merge into Carthage Insurance Company, Inc., a Montana corporation.

Pursuant to the authority set forth in Mont. Code Ann. §§ 33-3-217(2) and 33-28-306(5) of the Montana Insurance Code, the CSI will hold a hearing on this matter to gather evidence and either approve or deny the merger agreement. The Commissioner shall approve the merger within a reasonable time unless the hearing examiner finds that

the plan or agreement: a) is contrary to law; b) is inequitable to the stockholders of any domestic insurer involved in the merger; or c) would substantially reduce the security of and service to be rendered to policyholders of the domestic insurer in Montana or elsewhere. § 33-3-217(2).

Pursuant to the authority set forth in § 2-4-611, the CSI hereby appoints Jesse Laslovich, Chief Counsel for the CSI, as the hearing examiner in this matter. Mr. Laslovich's appointment as hearing examiner shall continue until the final administrative disposition of this matter.

DATED this 8th day of June, 2015.



MONICA J. LINDEEN
Commissioner of Securities and Insurance
Montana State Auditor

cc: Carthage Insurance Company
Carthage Insurance Company, Inc.