

May 10, 2024

VIA OCI PORTAL

The Honorable Nathan Houdek
Commissioner of Insurance
Wisconsin Office of the
Commissioner of Insurance
125 S. Webster Street
Madison, Wisconsin 53703

Attn: Chris Martin, Division of Financial Regulation

RE: Form A Statement Regarding the Proposed Acquisition of Control of CM Regent Insurance Company, CM Vantage Specialty Insurance Company, and CM Indemnity Insurance Company

Dear Commissioner Houdek:

Please find enclosed a Form A Statement Regarding the Acquisition of Control of a Domestic Insurer (the “Form A Statement”) submitted on behalf of Church Mutual Insurance Company, S.I., a Wisconsin stock insurance company organized and existing under Chapter 611 of the Wisconsin Statutes (“CMIC” and the “Applicant”), in connection with the proposed acquisition of control of CM Regent Insurance Company, a Wisconsin stock insurance company organized and existing under Chapter 611 of the Wisconsin Statutes (“CM Regent”); CM Vantage Specialty Insurance Company, a Wisconsin stock insurance company organized and existing under Chapter 611 of the Wisconsin Statutes (“CM Vantage”); and CM Indemnity Insurance Company, a Wisconsin stock insurance company organized and existing under Chapter 611 of the Wisconsin Statutes (“CM Indemnity” and together with CM Regent and CM Vantage, the “Domestic Insurers”).

As you know, the Applicant and the Domestic Insurers are currently affiliates within the Church Mutual Holding Company, Inc. (“CMHC”) mutual holding company system. The acquisition of control of the Domestic Insurers will occur pursuant to a Contribution Agreement through which CMHC will contribute its ownership interest in each of the Domestic Companies to CMIC (the “Reorganization”).

Upon completion of the Reorganization, the Domestic Insurers will become direct subsidiaries of CMIC and indirect subsidiaries of CMHC. We understand the Reorganization constitutes a change of control of the Domestic Insurers requiring the filing of this Form A

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Statement and the approval of the Commissioner pursuant to Wis. Stat. § 611.72 and Wis. Admin. Code § INS 40.02. However, the ultimate controlling person of each of the Domestic Insurers will continue to be CMHC. Therefore, a public hearing is not required before the Commissioner may approve the Reorganization. *See* Wis. Stat. § 611.72(3m).

CMHC and CMIC respectfully request approval from the Commissioner to effectuate the Reorganization, as described in the Form A Statement. As we have discussed with your office, we hope to complete the Reorganization by June 30, 2024. We look forward to working with you and your staff to accomplish that goal.

Please note, Exhibit CE-1 through Exhibit CE-3 to the Form A will be filed under separate cover as part of a confidential supplement to the Form A.

Thank you for your assistance on this matter. Should you have any questions or require any further information, please do not hesitate to contact either of us, Zach Bemis at (608) 284-2224 or by e-mail at zbemis@gklaw.com, or Bella Cafaro at (414) 287-9311 or by email at icafaro@gklaw.com.

Sincerely,

GODFREY & KAHN, S.C.



Zachary P. Bemis



Isabella T. Cafaro

Enclosures

cc: Michael M. Smith, Church Mutual
Christopher J. Martin, Wisconsin OCI