

February 23, 2024

VIA EMAIL: amy.malm@wisconsin.gov

Commissioner Nathan Houdek
Office of the Commissioner of Insurance
State of Wisconsin
Attention: Amy Malm, Division of Financial Regulation
Office of the Commissioner of Insurance
125 S. Webster Street, 2nd Floor
Madison, WI 53703

Re: Conversion of Central Wisconsin Mutual Insurance Company from a Chapter 612 Town Mutual Insurance Company into a Chapter 611 Mutual Insurance Company

Dear Commissioner Houdek:

The Board of Directors of Central Wisconsin Mutual Insurance Company, a Chapter 612 Wisconsin town mutual insurance corporation (“CWMIC”) have approved a Plan of Conversion (the “Plan”) pursuant to which CWMIC will convert into a mutual insurance corporation organized under Chapter 611 of Wisconsin Statutes (“Conversion”).

Pursuant to Wis. Stat. § 612.23, we are submitting for your review the documents and exhibits set forth below, and respectfully request your approval of the Conversion. Please note, certain exhibits or attachments for which confidential treatment is requested will be submitted under separate cover as indicated below. Please find enclosed the following attachments and exhibits:

<u>Attachment</u>	<u>Description</u>
1.	A certified resolution of the CWMIC Board of Directors approving Plan.
2.	A redacted and unredacted version (submitted under separate cover; confidential treatment requested) of the executed Plan, including the following exhibits: <u>Exhibit A:</u> Projected Surplus. <i>Submitted under separate cover; confidential treatment requested.</i> <u>Exhibit B:</u> Business Plan. <i>Submitted under separate cover; confidential treatment requested.</i>

Exhibit C: Proposed Amended and Restated Articles of Incorporation.

Exhibit D: Proposed Amended and Restated Bylaws.

Exhibit E: A listing of the proposed directors and officers.

3. A proposed notice of policyholder meeting to be sent to CWMIC policyholders (the "Meeting Notice"). Please note, CWMIC intends to present the Plan to its members at its Annual Meeting.
4. A proposed summary of the Conversion to be sent to CWMIC's policyholders with the Meeting Notice.
5. The proposed policyholder resolution ballot to be presented at the member meeting.
6. The proposed member vote report to be submitted to the OCI following the member vote.
7. Proposed compensation of directors and officers of CWMIC.
8. Annual Statements for the year ended December 31, 2023, of CWMIC and each of the entities it merged with effective January 1, 2024:
 - (a) CWMIC
 - (b) Caledonia Mutual Fire Insurance Company
 - (c) Columbus Mutual Town Insurance Company
 - (d) Helenville Mutual Insurance Company
9. The most recent unaudited financial statement for CWMIC. ***To be submitted when available; confidential treatment requested.***
10. Financial projections. ***Submitted under separate cover; confidential treatment requested.***
11. Biographical Affidavits for each of the directors and officers. ***Submitted under separate cover; confidential treatment requested.***

Proposed Dates of Special Policyholder Meeting

If approved by the Commissioner, CWMIC intends to submit the Conversion to its members for approval in conjunction with the company's 2024 annual meeting, which it intends to hold on Wednesday, April 17, 2024. Accordingly, we respectfully request approval of the Plan by March 4th so that CWMIC may provide notice to policyholders of both the new

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date of the annual meeting and the policyholders materials relating to the Conversion. Could you please advise us at your earliest convenience if you have any concerns with the meeting dates as currently proposed?

Thank you for your attention to this matter. Should you have any questions or require additional information, please do not hesitate to me at (608) 284-2224 or by email at zbemis@gklaw.com.

Sincerely,

GODFREY & KAHN, S.C.

A handwritten signature in blue ink, appearing to read "Zachary P. Bemis".

Zachary P. Bemis

Enclosures

cc: Mr. Chris Martin, OCI (via email)
Ms. Kristin Forsberg, OCI (via email)
Mr. Denis Fuerstenberg, CWMIC (via email)