

September 9, 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 53702

Re: Conversion of Seneca, Sigel Mutual Insurance Company with and into Lebanon-Clyman Mutual Insurance Company, Chapter 612 town mutual insurance companies, which shall convert to a Chapter 611 mutual insurance company

Dear Commissioner Houdek:

The Boards of Directors of Seneca, Sigel Mutual Insurance Company, a Wisconsin town mutual insurance corporation (“Seneca”) and Lebanon-Clyman Mutual Insurance Company, a Wisconsin town mutual insurance corporation (“Lebanon”), have approved an Agreement and Plan of Conversion (the “Agreement”), pursuant to which Seneca and Lebanon will combine into a single mutual insurance corporation organized under Chapter 611 of the Wisconsin Statutes whereby the separate existence of Seneca shall thereupon cease and Lebanon shall continue as the surviving company under Chapter 611 of the Wisconsin Statutes (the “Conversion”) under the name Lebanon Seneca Mutual Insurance Company (the “Converted Mutual”).

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 find enclosed the following documentation:

1. Certified resolutions of the Seneca Board of Directors approving the Conversion.
2. Certified resolutions of the Lebanon Board of Directors approving the Conversion.
3. Redacted and unredacted versions (*submitted under separate cover; confidential treatment requested*) of the executed Agreement and Plan of Conversion, including the following exhibits:

Exhibit A: Projected Surplus. ***Submitted under separate cover; confidential treatment requested.***

Exhibit B: Business Plan. ***Submitted under separate cover; confidential treatment requested.***

Exhibit C: The Articles of Incorporation of the Converted Mutual.

Exhibit D: The Bylaws of the Converted Mutual.

Exhibit E: The form of Certificate of Assumption which the Converted Mutual proposes to send to all Seneca policyholders after the effective time of the Conversion.

Exhibit F: The form of Name Change Endorsement which the Converted Mutual proposes to send to all Lebanon policyholders after the effective time of the Conversion.

Exhibit G: A listing of the proposed directors and officers of the Converted Mutual.

4. A proposed summary of the Conversion to be sent to all Seneca and Lebanon policyholders with their respective Notices of Special Policyholder Meetings (the "Proposed Summary").
5. The following Seneca-related documents:
 - (a) The most recent year-end annual statement for Seneca.
 - (b) The most recent year-end annual statement for New Hope Mutual Insurance Company.
 - (c) The most recent monthly unaudited financial statements for Seneca. ***Submitted under separate cover; confidential treatment requested.***
 - (d) The most recent monthly unaudited financial statements for New Hope Mutual Insurance Company. ***Submitted under separate cover; confidential treatment requested.***
 - (e) A proposed Notice of Special Policyholder Meeting to be sent to Seneca policyholders.
 - (f) The proposed policyholder resolution ballot to be presented (i) in person at the special meeting and (ii) to policyholders via mail ballot pursuant to Wis. Stat. § 612.12(a)(c).

- (g) The proposed report of policyholder votes to be submitted to the OCI following the special meeting.
6. The following Lebanon-related documents:
- (a) The most recent year-end annual statement for Lebanon.
 - (b) The most recent monthly unaudited financial statements for Lebanon. ***Submitted under separate cover; confidential treatment requested.***
 - (c) A proposed Notice of Special Policyholder Meeting to be sent to Lebanon policyholders.
 - (d) The proposed policyholder resolution ballot to be presented (i) in person at the special meeting and (ii) to policyholders via mail ballot pursuant to Wis. Stat. § 612.12(a)(c).
 - (e) The proposed report of policyholder votes to be submitted to the OCI following the special meeting.
7. Biographical Affidavits for each of the directors and officers of the Converted Mutual. ***Submitted under separate cover; confidential treatment requested.***
8. Proposed compensation of directors and officers of the Converted Mutual. ***Submitted under separate cover; confidential treatment requested.***
9. Financial projections for the Converted Mutual. ***To be submitted under separate cover as a supplement to this filing; confidential treatment requested.***

Thank you for your attention to this matter. Should you have any questions or require additional information, please do not hesitate to contact either of us, Zach Bemis at (608) 284-2224 or by email at zbemis@gklaw.com, or Bella Jarosz at (414) 287-9311 or by email at ijarosz@gklaw.com.

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Sincerely,

GODFREY & KAHN, S.C.

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

Zachary P. Bemis

A handwritten signature in black ink, appearing to read "Isabella C. Jarosz".

Isabella C. Jarosz

Enclosures

cc: Mr. Chris Martin, OCI (via email)
Ms. Kristin Forsberg, OCI (via email)
Dawn Look, Seneca (via email)
Dawn Pitz, Lebanon (via email)