

November 2, 2023

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: Joint Conversion of Ashland County Town Insurance Company, Darlington Mutual Insurance Company, Liberty Mutual Fire Insurance Company, Price County Town Mutual Insurance Company, River Falls Mutual Insurance Company and Stockholm Town Mutual Insurance Company with and into River Valley Mutual Insurance Company, a Chapter 612 town mutual insurance company, which shall convert to a Chapter 611 mutual insurance company

Dear Commissioner Houdek:

The Boards of Directors of River Valley Mutual Insurance Company, a Wisconsin town mutual insurance corporation ("River Valley"), Ashland County Town Insurance Company, a Wisconsin town mutual insurance corporation ("Ashland County"), Darlington Mutual Insurance Company ("Darlington Mutual"), Liberty Mutual Fire Insurance Company, a Wisconsin town mutual insurance corporation ("Liberty Mutual Fire"), Price County Town Mutual Insurance Company, a Wisconsin town mutual insurance corporation ("Price County"), River Falls Mutual Insurance Company, a Wisconsin town mutual insurance corporation ("River Falls") and Stockholm Town Mutual Insurance Company, a Wisconsin town mutual insurance corporation ("Stockholm Town Mutual", together with River Valley, Ashland County, Darlington County, Liberty Mutual Fire, Price County and River Falls are collectively referred to herein as the "Constituent Corporations"), have approved an Agreement and Plan of Conversion (the "Agreement"), pursuant to which the Constituent Corporations will combine into a single mutual insurance corporation organized under Chapter 611 of the Wisconsin Statutes whereby the separate existence of Ashland County, Darlington Mutual, Liberty Mutual Fire, Price County, River Falls, and Stockholm Town Mutual shall thereupon cease and River Valley shall continue as the surviving company under Chapter 611 of the Wisconsin Statutes (the "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 find enclosed the following documentation:

1. A certified resolution of the River Valley Board of Directors approving the Conversion.
2. A written consent of the Ashland County Board of Directors approving the Conversion.
3. A written consent of the Darlington Mutual Board of Directors approving the Conversion.
4. A certified resolution of the Liberty Mutual Fire Board of Directors approving the Conversion.
5. A written consent of the Price County Board of Directors approving the Conversion.
6. A written consent of the River Falls Board of Directors approving the Conversion.
7. A certified resolution of the Stockholm Town Mutual Board of Directors approving the Conversion.
8. 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 River Valley.

Exhibit D: The Bylaws of Newco River Valley.

Exhibit E-1: The form of Certificate of Assumption which River Valley proposes to send to all Ashland County policyholders after the effective time of the Conversion.

Exhibit E-2: The form of Certificate of Assumption which River Valley proposes to send to all Price County policyholders after the effective time of the Conversion.

Exhibit E-3 The form of Certificate of Assumption which River Valley proposes to send to all River Falls policyholders after the effective time of the Conversion.

Exhibit E-4 The form of Certificate of Assumption which River Valley proposes to send to all Stockholm Town Mutual policyholders after the effective time of the Conversion.

Exhibit E-5 The form of Certificate of Assumption which River Valley proposes to send to all Darlington Mutual policyholders after the effective time of the Conversion.

Exhibit E-6 The form of Certificate of Assumption which River Valley proposes to send to all Liberty Mutual Fire policyholders after the effective time of the Conversion.

Exhibit F: A listing of the proposed directors and officers of River Valley after the effective time of the Conversion.

9. A proposed summary of the Conversion to be sent to the Constituent Corporations' policyholders with the applicable Notice of Special Policyholder Meeting (the "Proposed Summary").
10. The following River Valley-related documents:
 - (a) The most recent year-end annual statement for River Valley.
 - (b) The unaudited 2023 second quarter financial statements for River Valley. ***Submitted under separate cover; confidential treatment requested.***
 - (c) A proposed Notice of Special Policyholder Meeting to be sent to River Valley policyholders.
 - (d) The proposed policyholder resolution ballot to be presented at the special meeting of the policyholders.
 - (e) The proposed report of policyholder votes to be submitted to the OCI following the Special Meeting.
11. The following Ashland County-related documents:
 - (a) The most recent year-end annual statement for Ashland County.

- (b) The unaudited 2023 second quarter financial statements for Ashland County. ***Submitted under separate cover; confidential treatment requested.***
 - (c) A proposed Notice of Special Policyholder Meeting to be sent to Ashland County policyholders.
 - (d) The proposed policyholder resolution ballot to be presented at the special meeting of the policyholders.
 - (e) The proposed report of policyholder votes to be submitted to the OCI following the Special Meeting.
12. The following Darlington Mutual-related documents:
- (a) The most recent year-end annual statement for Darlington Mutual.
 - (b) The most recent monthly income statement for Darlington Mutual. ***Submitted under separate cover; confidential treatment requested.***
 - (c) A proposed Notice of Special Policyholder Meeting to be sent to Darlington Mutual policyholders.
 - (d) The proposed policyholder resolution ballot to be presented (i) in person at the special meeting and (ii) to the policyholders via mail pursuant to Wis. Stat. § 612.12(4)(c).
 - (e) The proposed report of policyholder votes to be submitted to the OCI following the Special Meeting.
13. The following Liberty Mutual Fire-related documents:
- (a) The most recent year-end annual statement for Liberty Mutual Fire.
 - (b) The most recent monthly unaudited financial statements for Liberty Mutual Fire. ***Submitted under separate cover; confidential treatment requested.***
 - (c) A proposed Notice of Special Policyholder Meeting to be sent to Ashland County policyholders.
 - (d) The proposed policyholder resolution ballot to be presented (i) in person at the special meeting and (ii) to the policyholders via mail pursuant to Wis. Stat. § 612.12(4)(c).
 - (e) The proposed report of policyholder votes to be submitted to the OCI following the Special Meeting.

14. The following Price County-related documents:
 - (a) The most recent year-end annual statement for Price County.
 - (b) The unaudited June financial statements for Price County. ***Submitted under separate cover; confidential treatment requested.***
 - (c) A proposed Notice of Special Policyholder Meeting to be sent to Price County policyholders.
 - (d) The proposed policyholder resolution ballot to be presented at the special meeting of the policyholders.
 - (e) The proposed report of policyholder votes to be submitted to the OCI following the Special Meeting.

15. The following River Falls-related documents:
 - (a) The most recent year-end financial statements for River Falls.
 - (b) The unaudited 2023 second-quarter financial statements for River Falls. ***Submitted under separate cover; confidential treatment requested.***
 - (c) A proposed Notice of Special Policyholder Meeting to be sent to River Falls policyholders.
 - (d) The proposed policyholder resolution ballot to be presented at the special meeting of the policyholders.
 - (e) The proposed report of policyholder votes to be submitted to the OCI following the Special Meeting.

16. The following Stockholm Town Mutual-related documents:
 - (a) The most recent year-end annual statement for Stockholm Town Mutual.
 - (b) The unaudited June financial statements for Stockholm Town Mutual. ***Submitted under separate cover; confidential treatment requested.***
 - (c) A proposed Notice of Special Policyholder Meeting to be sent to Stockholm Town Mutual policyholders.
 - (d) The proposed policyholder resolution ballots to be presented (i) in person at the Special Meeting and (ii) to policyholders via mail pursuant to Wis. Stat. § 612.12(4)(c).

- (e) The proposed report of policyholder votes to be submitted to the OCI following the Special Meeting.
17. Biographical Affidavits for each of the directors and officers of River Valley. ***Submitted under separate cover; confidential treatment requested.***
18. Proposed compensation of directors and officers of River Valley.
19. Financial projections for River Valley. ***Submitted under separate cover; 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 Ashley Smith at (414) 287-9423 or by email at asmith@gklaw.com.

Sincerely,

GODFREY & KAHN, S.C.



Zachary P. Bemis



Ashley A. Smith

Enclosures

cc: Mr. Chris Martin, OCI (via email)
Ms. Elena Vetrina, OCI (via email)
Ms. Kristin Forsberg, OCI (via email)
Paul Rosenow, River Valley (via email)
Linda Smart, Ashland County (via email)
Kerry Black, Darlington Mutual (via email)
Scot Hartline, Liberty Mutual Fire (via email)
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