

June 3, 2022

VIA EMAIL

Amy Malm
Division of Financial Regulation
Office of the Commissioner of Insurance
125 S. Webster Street, 2nd Floor
Madison, WI 53702

Re: Merger of Berry & Roxbury Mutual Insurance Company
with and into Merrimac Lodi Mutual Insurance Company

Dear Ms. Malm:

The Boards of Directors of Merrimac Lodi Mutual Insurance Company (“Merrimac Lodi”) and Berry & Roxbury Mutual Insurance Company (“Berry & Roxbury”) have approved the merger of Berry & Roxbury into Merrimac Lodi, and the change of name of Merrimac Lodi to Wisconsin River Mutual Insurance Company (“Wisconsin River”). The companies herewith submit for the approval of the Wisconsin Insurance Commissioner pursuant to Wis. Stat. § 612.21, the following documents in the above-captioned matter:

1. The certified resolution of the Merrimac Lodi Board of Directors approving the Agreement and Plan of Merger (the “Plan”).
2. The certified resolution of the Berry & Roxbury Board of Directors approving the Plan.
3. A copy of the Plan executed by both companies and with the following exhibits:

Exhibit A: The proposed Amended and Restated Articles of Incorporation of Wisconsin River.

Exhibit B: The proposed amended and restated Bylaws of Wisconsin River. Proposed amendments of Wisconsin River.

Exhibit C: The Certificate of Assumption which Wisconsin River proposes to send to all Union policyholders after the effective date of the merger.

Exhibit D: A listing of Wisconsin River’s proposed directors and officers as of the effective date of the merger.

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4. Unaudited financial statements for Berry & Roxbury as of April 30, 2022 and for Merrimac Lodi as of April 30, 2022.
5. A proposed Notice of Special Policyholder Meeting and a proposed summary of the Agreement and Plan of Merger to be sent to Merrimac Lodi and Berry & Roxbury policyholders with the notice of meeting.
6. Proposed policyholder resolutions approving the merger.

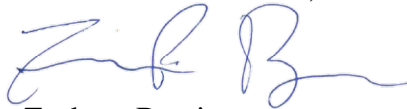
The policyholders of both companies propose to meet in a joint meeting to be held on August 24, 2022 at 7:00 pm at the 6:8 Building, 821 Industry Road, Sauk City, WI 53583. Under Wis. Stat. § 612.11(2)(b), the companies are required to mail notice of the policyholders' meeting 30 days in advance of the meeting, or by July 25, 2022.

Finally, as referenced above, as part of the Plan, the surviving company will change its name to Wisconsin River Mutual Insurance Company on the effective date of the merger. Accordingly, we also are seeking a determination that the OCI deems this name permissible pursuant to Wis. Stat. § 628.34(1)(a).

We appreciate your consideration in reviewing the enclosed materials. Please call should you have any questions on the material or need additional information.

Sincerely,

GODFREY & KAHN, S.C.



Zachary Bemis

Enclosures

cc: Mr. Mark McNabb
Ms. Elena Vetrina
Ms. Vicki B. Kearney
Mr. Peter Wolf