

February 25, 2019

Hand Delivered

Amy Malm
Director, Bureau of Financial Analysis
And Examinations
Office of the Commissioner of Insurance
P.O. Box 7873
Madison, WI 53707-7873

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COMMUNICATIONS UNIT

Re: Church Mutual Insurance Company ("CMIC")
Mutual Holding Company Plan
Filing Pursuant to Wis. Stat. § 644.07(4) (Updated)

Dear Ms. Malm:

Church Mutual Insurance Company ("CMIC") filed its application with the Office of the Commissioner of Insurance ("OCI") to restructure as a mutual insurance holding company ("MHC") under Wis. Stat. § 644.07(4) on January 11, 2018. We understand that the OCI began its review of CMIC's MHC filing prior to the time CMIC requested that the OCI postpone its review because of other pending transactions. CMIC now requests that the OCI activate CMIC's MHC filing and submits with this letter a hard copy and an electronic copy of the filing, updated with the changes that have occurred in the company and its holding company system since January 11, 2018.

There are very few substantive changes to the filing, but we are sending a complete updated copy for ease of review. Clean copies of all documents are included in this filing. In addition, redlines of all documents that have changes are inserted under each of the tabs for such documents in front of the clean versions.

Following is a list of the documents that include changes in the order they appear in the January 11, 2018 filing and a description of the changes that have been made to each of the documents:

Tab 1: Mutual Holding Company Plan: The only change is to add American Sterling Insurance Company ("ASIC") as a subsidiary of CMIC. ASIC is a California-domiciled

property and casualty shell without current business. CMIC has filed a request with the California Department of Insurance to redomicile ASIC to Wisconsin, but as of the date of this letter, has not received California's approval of the redomestication. In addition, Footnote 2 on page 2 of the MHC Plan has been deleted since the names have been finally determined and do not change from the MHC Plan currently on file with OCI. No other changes to the MHC Plan have been made.

Tab 9: Directors and Officers of CM MHC, Converted CMIC, and CM Companies, Inc.: Several changes have occurred over the last year to CMIC's roster of directors and officers. All are noted on the redlined version under Tab 9.

Tab 10: Proposed Directors and Officers: This document has been changed to indicate that Biographical Affidavits for all directors and officers listed under Tab 9 have been filed with the OCI.

Tab 12: Amount and Source of Funds Available For Organization and Initial Operating Expenses: The only change is to add ASIC to the list of companies held by CM MHC

Tab 14: Proposed Capital: The only change is to add ASIC to the list of companies held by CM MHC.

Tab 15: Five-Year Business Plan: The only change is to add ASIC to the list of companies held by CM MHC and participating in a quota share reinsurance agreement with CMIC, S.I. We are delivering the Five-Year Business Plan under separate cover and ask that it be kept confidential by the OCI.

Tab 16: Policyholder Information Booklet: The dates have been changed as indicated in the second paragraph of this letter. In addition, ASIC has been added wherever applicable in the document, including on the organizational charts. Finally, the financial information included in the Booklet has been updated to include information for years 2018, 2017 and 2016.

Tab 17: Board Letter to Policyholders: No changes have been made except to dates.

Tab 18: Form of Notice of Special Meeting of CMIC Members: No changes except to dates.

Tab 20: Frequently Asked Questions: No changes except to dates.

Tab 21: Proxy Card: The only change is the date in the signature block.

Tab 22: Form of Voting Procedures: No changes except updating dates.

Tab 23: Amendments to Amended and Restated Intercompany Services and Cost Allocation Agreement: Between the date of the original filing on January 11, 2018 and the date of this updated filing, CMIC acquired ASIC. CMIC amended the Amended and Restated Services Agreement and the Amended and Restated Tax Sharing Agreement effective January 10, 2019 to include ASIC in those agreements. The January 10, 2019 amendments constituted Amendment No. 2 to each of the agreements and they were approved by both the OCI and the Pennsylvania Department of Insurance. The proposed amendments to include Church Mutual Holding Company, Inc. and CM Companies, Inc. are therefore Amendment No. 3 to each of the affiliate agreements. Except to reflect the fact of previous Amendment No. 2 to the Services and Tax Sharing Agreements adding ASIC, there is no change to these amendments.

We appreciate the OCI's continued review of this application for restructuring. Should you have any questions on the changes or on any other part of the application, please contact us.

Sincerely,

PARRETT & O'CONNELL, LLP



Noreen J. Parrett

Enclosures

cc: Michael Mancusi-Ungaro (incl. electronic copy)
Michael M. Smith, CMIC