

**EMPLOYERS INSURANCE OF WAUSAU A Mutual Company**

Secretary's Certificate

I, J. Stanley Hoffert, in my capacity as Secretary of EMPLOYERS INSURANCE OF WAUSAU A Mutual Company (the "Company"), in connection with the proposed Mutual Holding Company Plan, dated as of September 14, 2000 (the "Mutual Holding Company Plan"), do hereby certify as follows:

Attached hereto as Exhibit A is a true, correct and complete copy of certain resolutions adopted by the Board of Directors of the Company on September 14, 2000. Such resolutions are in full force and effect on the date hereof, have not been amended, modified or rescinded, and constitute all the resolutions of the Board of Directors of the Company authorizing the restructuring of the Company pursuant to Chapter 644 Section 7 of the Wisconsin Insurance Code.

IN WITNESS WHEREOF, this certificate has been executed this 14<sup>th</sup> day of September, 2000.

/s/: J. Stanley Hoffert

Name: J. Stanley Hoffert

Title: Secretary

I, Craig Olafsson, Counsel and Assistant Secretary of the Company, do hereby certify on behalf of the Company that J. Stanley Hoffert is the duly elected Secretary of the Company and set forth above is his true and correct signature.

/s/: Craig Olafsson

Name: Craig Olafsson

Title: Counsel and Assistant Secretary