

The following information pertaining to Employers Insurance of Wausau Mutual Holding Company is submitted to the OCI pursuant to Section 644.07(4)(b)(1).

The names and, for the preceding 10 years, occupations of all proposed directors and officers.

Proposed Directors of EIOW MHC

J. PAUL CONDRIN III

Occupations:

<u>3/97-Present</u>	Senior Vice President, CFO Liberty Mutual Insurance Company, Boston, MA
<u>7/83-9/89</u>	Senior Manager KPMG Peat Marwick, Boston, MA

TERRY L. CONNER

Occupations:

<u>6/94-Present</u>	Senior Vice President & Chief Information Officer Liberty Mutual Insurance Company, Portsmouth, NH
<u>7/73-6/94</u>	Division Vice President Electronic Data Systems, Dallas, TX

DWIGHT E. DAVIS

Occupations:

EMPLOYERS INSURANCE OF WAUSAU A Mutual Company

<u>9/96-Present</u>	Director
<u>9/96-7/00</u>	President and Chief Operating Officer
<u>11/94-9/96</u>	Executive Vice President, Customer Services
<u>11/93-11/94</u>	Executive Vice President, Market and Administrative Services
<u>8/92-11/93</u>	Senior Vice President, Western Division
<u>5/89-8/92</u>	Senior Vice President, Administrative Services

Wausau Service Corporation

Wausau, WI

<u>9/96-7/00</u>	Director, President and Chief Operating Officer
<u>11/94-9/96</u>	Executive Vice President, Customer Services
<u>11/93-11/94</u>	Executive Vice President, Market and Administrative Services
<u>8/92-11/93</u>	Senior Vice President, Western Division
<u>5/89-8/92</u>	Senior Vice President, Administrative Services

Wausau Business Insurance Company

Wausau, WI

<u>9/96-7/00</u>	Director, President and Chief Operating Officer
<u>2/94-5/94</u>	Director
<u>2/94-9/96</u>	Vice President
<u>5/92-8/92</u>	Vice President
<u>9/90-8/92</u>	Director

Wausau General Insurance Company

Wausau, WI

<u>9/96-7/00</u>	Director, President and Chief Operating Officer
<u>5/94 -9/96</u>	Vice President

Wausau Underwriters Insurance Company

Wausau, WI

<u>9/96-7/00</u>	Director, President and Chief Operating Officer
<u>2/94-5/94</u>	Director
<u>2/94-9/96</u>	Vice President
<u>5/92-8/92</u>	Vice President
<u>8/90-8/92</u>	Director

Liberty Mutual Insurance Company

Boston, MA

<u>8/99-7/00</u>	Executive Vice President
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Wausau (Bermuda) Ltd.

Bermuda

<u>5/99-7/00</u>	Director, Chairman and President
<u>5/97-5/99</u>	Director and President

Companies Agency, Inc.-Wausau, WI
Companies Agency Insurance Services of California-Pasadena, CA
Companies Agency of Alabama, Inc.-Birmingham, AL
Companies Agency of Idaho, Inc.-Boise, ID
Companies Agency of Kentucky, Inc.-Louisville, KY
Companies Agency of New York, Inc.-Pittsford, NY
Companies Agency of Pennsylvania, Inc.-Philadelphia, PA
Companies Agency of Phoenix, Inc.-Phoenix, AZ
5/99-7/00 Director, Chairman of the Board, President and Chief
Operating Officer
9/96-5/99 Director, President and Chief Operating Officer
5/94-9/96 Senior Vice President
12/93-5/94 Director

Companies Agency of Georgia, Inc.
Atlanta, GA
5/99-7/00 Director, Chairman of the Board, President and Chief
Operating Officer
3/98-5/99 Director, President and Chief Operating Officer
2/98-3/98 Director

Companies Agency of Massachusetts, Inc.
Bedford, MA
2/99-7/00 Director, Chairman of the Board, President and Chief
Operating Officer
9/96-5/99 Director, President and Chief Operating Officer
5/94-9/96 Senior Vice President
12/93-5/94 Director

Companies Agency of Michigan, Inc.
Southfield, MI
4/99-7/00 Director, Chairman of the Board, President and Chief
Operating Officer

Countrywide Services Corporation
Krevcor, MO
5/94-7/00 Director

Reiswig & Company, Inc.

Wausau, WI

10/98-7/00

Director and Chairman of the Board

ReCover, Inc.

Arlington, TX

5/99-7/00

Chairman of the Board

Wausau Insurance Company (U.K.) Limited

London, England

9/96-7/00

Director and Chairman

American Marine Underwriters, Inc.

Fort Lauderdale, FL

12/93-12/98

Director and President

Pension Associates of Wausau, Inc.

Wausau, WI

9/96-12/98

Director, Chairman and Chief Executive Officer

Wausau International Underwriters

San Francisco, CA

12/93-12/98

Director, President and Chief Executive Officer

Employers Life Insurance Company of Wausau

Wausau Preferred Health Insurance Company

Wausau, WI

7/98-12/98

Director and President

5/94-7/98

Director

GatesMcDonald Health Plus Inc.

Hilliard, OH

8/96-11/96

Director

GatesMcDonald & Company

Hilliard, OH

10/94-11/96

Director

Nationwide Life and Annuity Insurance Company
Nationwide General Insurance Company
Nationwide Life Insurance Company
Nationwide Mutual Fire Insurance Company
Nationwide Mutual Insurance Company
Nationwide Property and Casualty Insurance Company
Columbus, OH
9/92-4/94 Vice President

Northcentral Health Protection Plan
Wausau, WI
2/94-7/00 Director
8/89-9/92 Director
1/80-8/84 Director

Greenheck Fan Corporation
Schofield, WI
5/90-Present Director

Wausau Health Foundation (Community Health Care)
Wausau, WI
10/99-Present Director

Wausau Homes, Inc.
Schofield, WI
7/00-Present Director

Alexander Foundation
Wausau, WI
Present Director

Northcentral Technical College Foundation
Wausau, WI
Present Director

Leigh Yawkey Woodson Art Museum
Wausau, WI
Present Director

M&I First American Bank
Wausau, WI
1996-Present Director

Wausau YMCA Foundation
Wausau, WI
1996-Present Director

Central Wausau Progress
Wausau, WI
Present Director

Wisconsin Manufacturer's and Commerce
Wausau, WI
Present Director

A. ALEXANDER FONTANES

Occupations:

11/80- Present Senior Vice President, Chief Investment Officer
Liberty Mutual Insurance Company, Boston, MA
4/77-9/80 Community Development Specialist
Schenectedy County Chamber of Commerce

GARY R. GREGG

Occupations:

88-Present Executive Vice President
Liberty Mutual Insurance Company, Boston, MA

EDMUND F. KELLY

Occupations:

4/00-Present Chairman, President and CEO
Liberty Mutual Insurance Company, Boston, MA
98-4/00 President and CEO
Liberty Mutual Insurance Company, Boston, MA

<u>92-98</u>	President and COO Liberty Mutual Insurance Company, Boston, MA
<u>91-92</u>	Group Executive Aetna Life and Casualty Company
<u>89-91</u>	President, Employee Benefits Aetna Life and Casualty Company

CHRISTOPHER C. MANSFIELD

Occupations:

<u>8/75-Present</u>	Various titles from Senior Trial Attorney through Senior Vice President and General Counsel Liberty Mutual Insurance Company, Boston, MA
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JAMES J. MCINTYRE

Occupations:

EMPLOYERS INSURANCE OF WAUSAU A Mutual Company
Wausau Service Corporation
Wausau, WI

<u>7/00-Present</u>	Director, President and Chief Operating Officer
<u>3/98-7/00</u>	Executive Vice President, Commercial Insurance Markets
<u>5/97-3/98</u>	Senior Vice President, Standard/Custom Accounts
<u>4/96-5/97</u>	Vice President, Standard Accounts - Western Division
<u>5/95-4/96</u>	Vice President, Standard Accounts Operation - Western Division
<u>7/93-5/95</u>	Division Vice President, Marketing (Western)
<u>9/92-7/93</u>	Division Vice President - Commercial Insurance Underwriting
<u>1/90-9/92</u>	Regional Casualty Underwriting Manager - San Francisco
<u>6/89-1/90</u>	Special Risk Underwriter

Wausau Business Insurance Company
Wausau General Insurance Company
Wausau Underwriters Insurance Company
Wausau, WI

7/00-Present Director, President and Chief Operating Officer
2/99-7/00 Executive Vice President - Commercial Insurance
Markets

Companies Agency, Inc.
Wausau, WI

5/99-Present Director and Executive Vice President,
Commercial Insurance Markets
5/97-5/99 Director and Vice President
9/95-5/97 Vice President

Companies Agency of Alabama, Inc. - Birmingham, AL
Companies Agency Insurance Services of California - Pasadena, CA
Companies Agency of Idaho, Inc. - Boise, ID
Companies Agency of Kentucky, Inc. - Louisville, KY
Companies Agency of Massachusetts, Inc. - Bedford, MA
Companies Agency of New York, Inc. - Pittsford, NY
Companies Agency of Pennsylvania, Inc. - Philadelphia, PA
Companies Agency of Phoenix, Inc. - Phoenix, AZ

5/99-Present Director and Executive Vice President,
Commercial Insurance Markets
5/97-5/99 Director and Vice President

Companies Agency of Georgia, Inc.
Atlanta, GA

5/99-Present Director and Executive Vice President,
Commercial Insurance Markets
10/98-5/99 Director and Vice President

Companies Agency of Michigan, Inc.
Southfield, MI

4/99-Present Director and Executive Vice President,
Commercial Insurance Markets

JEFFREY S. PADNOS

Occupations:

<u>88-Present</u>	President Louis Padnos Iron & Metal Co.
<u>12/98-Present</u>	Director EMPLOYERS INSURANCE OF WAUSAU A Mutual Company

MICHAEL E. STOHL

Occupations:

<u>93-Present</u>	Chairman of the Board EMPLOYERS INSURANCE OF WAUSAU A Mutual Company
<u>84-Present</u>	President and CEO, Jan. 1, 1993, Chairman of the Board Stroh Die Casting Co., Inc.
<u>94-Present</u>	President and Chairman of the Board Stroh Controls, Inc.

Proposed Officers of EIOW MHC

EDMUND F. KELLY

Position: Chairman and CEO. See above.

GARY R. GREGG

Position: Vice Chairman. See above.

JAMES J. MCINTYRE

Position: President and COO. See above.

J. STANLEY HOFFERT

Position: Vice President, General Counsel and Secretary

Occupations:

EMPLOYERS INSURANCE OF WAUSAU A Mutual Company

Wausau Service Corporation

Wausau, WI

<u>2/99-Present</u>	Vice President, General Counsel and Secretary
<u>5/95-02/99</u>	Vice President, Associate General Counsel and Assistant Secretary
<u>2/85-5/95</u>	Vice President - Government Affairs, Counsel

Wausau Business Insurance Company

Wausau, WI

<u>2/99-Present</u>	Vice President, General Counsel and Secretary
<u>5/95-2/99</u>	Vice President, Associate General Counsel and Assistant Secretary

Wausau General Insurance Company

Wausau Underwriters Insurance Company

Wausau, WI

<u>2/99-Present</u>	Vice President, General Counsel and Secretary
<u>5/95-2/99</u>	Vice President, Associate General Counsel and Assistant Secretary
<u>8/86-5/95</u>	Assistant Secretary

North Central Health Protection Plan

Wausau, WI

<u>7/00-Present</u>	Director
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Physician Plus Insurance Corporation

Madison, WI

<u>7/00-Present</u>	Director
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Prevea Health Insurance Plan, Inc.

DePere, WI

<u>7/00-Present</u>	Director
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ReCover, Inc.
Arlington, TX
5/99-Present Vice President, General Counsel and Secretary

Reiswig & Company, Inc.
Wausau, WI
10/98-Present Vice President, General Counsel and Secretary

Companies Agency, Inc. - Wausau, WI
Companies Agency Insurance Services of California - Pasadena, CA
Companies Agency of Alabama, Inc. - Birmingham, AL
Companies Agency of Idaho, Inc. - Boise, ID
Companies Agency of Kentucky, Inc. - Louisville, KY
Companies Agency of New York, Inc. - Pittsford, NY
Companies Agency of Pennsylvania, Inc. - Philadelphia, PA
Companies Agency of Phoenix, Inc. - Phoenix, AZ
5/99-Present Vice President, General Counsel and Secretary
5/95-5/99 Vice President, Associate General Counsel and Secretary

Companies Agency of Georgia, Inc.
Atlanta, GA
5/99-Present Vice President, General Counsel and Secretary
3/98-5/99 Vice President, Associate General Counsel and Secretary

Companies Agency of Massachusetts, Inc.
Bedford, MA
2/99-Present Vice President, General Counsel and Clerk
5/95-2/99 Vice President, Associate General Counsel and Clerk

Companies Agency of Michigan, Inc.
Southfield, MI
4/99-Present Vice President, General Counsel and Secretary

Countrywide Services Corporation
Krevcor, MO
4/99-Present Vice President, General Counsel and Secretary
5/95-4/99 Vice President, Associate General Counsel and Secretary

Wausau (Bermuda) Ltd.

Bermuda

5/99-Present

Vice President, General Counsel and Assistant Secretary

5/97-5/99

Assistant Secretary

Wausau Insurance Company (U.K.) Limited

England

12/99-Present

Director

5/95-1/97

Director

American Marine Underwriters, Inc.

Fort Lauderdale, FL

5/95-12/98

Vice President, Associate General Counsel and Secretary

Employers Life Insurance Company of Wausau

Pension Associates of Wausau, Inc.

Wausau Preferred Health Insurance Company

Wausau, WI

5/95-12/98

Vice President, Associate General Counsel and Secretary

Wausau International Underwriters

San Francisco, CA

4/95-12/98

Vice President, Associate General Counsel and Secretary

Nationwide Lloyds

San Antonio, TX

10/89-12/98

Director/Underwriter

ELLIOT J. WILLIAMS

Position: Vice President and Treasurer

Occupations:

EMPLOYERS INSURANCE OF WAUSAU A Mutual Company

Wausau, WI

6/00-Present Vice President and Treasurer

Liberty Mutual Insurance Company

Boston, MA

96-Present Vice President and Treasurer

86-96 Vice President

Liberty Mutual Fire Insurance Company

Boston, MA

96-Present Vice President and Treasurer

The following information pertaining to Employers Insurance of Wausau Mutual Holding Company is submitted to the OCI pursuant to Section 644.07(4)(b)(2).

All agreements relating to EIOW MHC to which any proposed director or officer is a party.

There are no agreements.

The following information pertaining to Employers Insurance of Wausau Mutual Holding Company is submitted to the OCI pursuant to Section 644.07(4)(b)(3).

The amount and sources of the funds available for organization expenses and initial operating expenses.

As a non-operating company EIOW MHC will incur minimal expenses. These expenses will primarily be for organizational and corporate governance purposes, such as outside directors fees, audit and tax preparation fees, and other legal requirements. A management agreement with EIOW will provide for the company to pay these expenses on behalf of EIOW MHC. It is expected that these expenses will be less than \$100,000 on an annual basis.

The following information pertaining to Employers Insurance of Wausau Mutual Holding Company is submitted to the OCI pursuant to Section 644.07(4)(b)(4).

The proposed compensation of directors and officers.

1. Outside directors of EIW MHC will receive \$1,250 per EIW MHC meeting and \$1,000 per EIW MHC committee membership. Inside directors will receive no compensation.
2. No officers of EIW MHC will receive any compensation in their capacity as officers of EIW MHC.

The following information pertaining to Employers Insurance of Wausau Mutual Holding Company is submitted to the OCI pursuant to Section 644.07(4)(b)(5).

The proposed capital.

As a holding company with no material assets other than owning initially 100% of the stock of Converted EIOW and no material liabilities, the capital of EIOW MHC will approximate that of Converted EIOW.