

April 12, 2019

**VIA FedEx**

The Hon. Mark V. Afable, Commissioner  
Office of the Commissioner of Insurance  
State of Wisconsin  
GEF-III, Second Floor  
125 South Webster Street  
Madison, WI 53703-3473

ATTN: Mr. Steven J. Junior  
Deputy Director  
Bureau of Financial Analysis and Examinations

Re: Request for Confidential Treatment of Certain Documents and  
Information Submitted with the Form A

Dear Commissioner Afable:

We are representing American Family Insurance Mutual Holding Company ("AFIMHC") and AmFam, Inc. ("AmFam" and, together with AFIMHC, the "Applicants") in their planned acquisition (the "Proposed Acquisition") of IDS Property Casualty Insurance Company and Ameriprise Insurance Company (collectively, the "Domestic Insurers"). This letter accompanies the Form A submitted to the Office of the Commissioner of Insurance (the "Office") with respect to that Proposed Acquisition (the "Form A"). Pursuant to Wisconsin law, we understand that the Office is required to make available for public inspection certain records that it maintains, including all Form A filings.

Pursuant to Sections 601.42 and 601.465 of the Wisconsin Statutes and INS s. 40.05 of the Wisconsin Administrative Code, the information submitted with a Form A can be withheld by the Office from public disclosure, and certain nonpublic documents and information may be presumed to be proprietary and confidential by the Office and afforded confidential treatment. Further, trade secrets are exempt from public disclosure pursuant to Section 19.36 of the Wisconsin Statutes. Accordingly, we respectfully request that the following documents and information submitted

AUSTIN  
BOSTON  
CHICAGO  
DALLAS  
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DETROIT  
HOUSTON  
JACKSONVILLE  
LOS ANGELES  
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MEXICO CITY  
MIAMI  
MILWAUKEE  
NEW YORK  
ORLANDO

SACRAMENTO  
SAN DIEGO  
SAN FRANCISCO  
SILICON VALLEY  
TALLAHASSEE

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BRUSSELS  
TOKYO



FOLEY & LARDNER LLP

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herewith under seal in connection with the Form A, be kept in confidence by the Office for the following reasons:

**Exhibit 1(a) – Purchase Agreement**

That certain Stock Purchase Agreement, dated April 1, 2019 by and between Ameriprise Financial, Inc. (“Seller”), and AmFam and all exhibits thereto (including the forms of the: Transition Services Agreement (and all schedules thereto), Distribution Access Agreement, and Trademark License Agreement (and all schedules thereto)) (the “Purchase Agreement”), which is the controlling transactional document governing the Proposed Acquisition, contains terms and conditions dictating the consideration for the Proposed Acquisition, how such consideration was determined, and other terms indicative that either expressly state or are indicative of the Applicants and the Domestic Insurers’ future business intentions and current operations.

The Applicants consider such information a trade secret that has value and provides an advantage or an opportunity to obtain an advantage over those who do not know or use it. Additionally, such information derives economic value from not being generally known to, and not being readily ascertainable by other persons who can obtain economic value from its disclosure or use. The Applicants and Seller have taken measures to prevent the disclosure of the Purchase Agreement to anyone other than those who have been selected to have access for limited purposes, and such parties intend to continue to take such measures. The information is not, and has not been, reasonably obtainable by other persons by use of legitimate means, nor is it publicly available elsewhere.

**Exhibit 1(b) – Disclosure Schedules to Purchase Agreement**

The Purchase Agreement also contains disclosures schedules, whereby, certain information has been disclosed by the parties to the Purchase Agreement (the “Disclosure Schedules”). Included in these disclosure schedules, among other information, is information regarding the regulatory compliance of the Domestic Insurers, lists of material contracts entered into by the Domestic Insurers, and information related to the Domestic Insurers’ employees and employment matters.

The information described in the Disclosure Schedules constitutes confidential, proprietary records, and personal, commercial and financial information maintained by the Applicants and Domestic Insurers. The Applicants consider this information a trade secret that has value and provides an advantage or an opportunity to obtain an advantage over those who do not know or use it. Additionally, such information derives economic value from not being generally known to, and not being readily ascertainable by other persons who can obtain economic value from its disclosure or use. Like the Purchase Agreement, the Applicants and Seller have taken measures to prevent the disclosure of such information to anyone other than those who have been selected to have access for limited purposes, and such parties intend to continue to take such measures. The information is not,

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and has not been, reasonably obtainable by other persons by use of legitimate means, nor is it publicly available elsewhere.

**Exhibit 12(a) – Three-year Financial Projection of the Domestic Insurers**

Submitted in connection with this Form A is a three-year consolidated financial projection of the Domestic Insurers following the Proposed Acquisition. Such projections are internally developed by the Applicants and commercially sensitive, as they convey the Applicants' internal growth forecasts, and the mechanisms by which they derive such information, which the Applicants will utilize post-closing. Consequently, the Applicants consider this information a trade secret that has value and provides an advantage or an opportunity to obtain an advantage over those (namely, competitors) who do not know or use it, but who might use it to develop their own growth forecasts. Additionally, such information derives economic value from not being generally known to, and not being readily ascertainable by other persons who can obtain economic value from its disclosure or use.

The Applicants have taken measures to prevent the disclosure of such information to anyone other than those who have been selected to have access for limited purposes, and such parties intend to continue to take such measures. The information is not, and has not been, reasonably obtainable by other persons by use of legitimate means, nor is it publicly available elsewhere.

We would sincerely appreciate the Office maintaining the foregoing documents and information enclosed herewith as confidential, and ask that the Office notify the Applicants and the Domestic Insurers before any disclosure of such confidential documents or information is made so that the Applicants and the Domestic Insurers will have the opportunity to defend against such disclosure. Should you have any questions regarding this request or require additional information, please do not hesitate to contact either of the undersigned.

Respectfully Submitted,



Anne E. Ross



Thomas R. Hrdlick

Enclosures