

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: Form A Statement Regarding the Acquisition of Control of or Merger with a
Domestic Insurer – American Family Insurance Mutual Holding Company

Dear Commissioner Afable:

Pursuant to Section 611.72 of the Wisconsin Statutes, and related regulations and instructions, and as legal counsel for American Family Insurance Mutual Holding Company (“AFIMHC”) and AmFam, Inc. (“AmFam” and, together with AFIMHC, the “Applicants”), we submit for filing one (1) original and one (1) courtesy electronic copy of the Applicants’ Form A Statement Regarding the Acquisition of Control of or Merger with a Domestic Insurer – American Family Insurance Mutual Holding Company (the “Form A”). The Form A addresses the Applicants’ proposed acquisition of IDS Property Casualty Insurance Company and its subsidiary Ameriprise Insurance Company.

The Form A includes, among other things, a complete copy of the Purchase Agreement and the 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)), attached as Exhibit 1(a), and is being filed under separate cover and subject to a request for confidential treatment pursuant to Sections 601.42 and 601.465 of the Wisconsin Statutes and INS s. 40.05 of the Wisconsin Administrative Code. We request that the Purchase Agreement and the exhibits thereto remain confidential, and not be disclosed to the public.

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The Hon. Mark V. Afable, Commissioner
April 12, 2019
Page 2

The Form A also includes Disclosure Schedules from the parties (Exhibit 1(b)) and 3-year consolidated financial projections (Exhibit 12(a)), which are also being filed under separate cover and subject to a request for confidential treatment pursuant to sections 601.42, and 601.465 of the Wisconsin Statutes and INS s. 40.05 of the Wisconsin Administrative Code.

Wisconsin Administrative Code Insurance Section 40.025 requires the person proposing to acquire control of an insurer authorized to do business in Wisconsin to file a preacquisition notification ("Form E"), unless there is an applicable exemption from filing provided in Subsection 40.025(2). The acquisition of control of the Domestic Insurers that would occur pursuant to the proposed acquisition described in the Form A is not exempt from that Form E filing requirement. Therefore, please also find enclosed AFIMHC's Form E addressing the proposed acquisition and explaining why it will not substantially lessen competition or tend to create a monopoly in any line of insurance in Wisconsin.

As evidence of this filing, kindly file-stamp the copy of this transmittal letter enclosed herein and return the same to our attention in the self-addressed, stamped envelope enclosed for your convenience.

The parties to the transaction that is the subject matter of the Form A would prefer to close the transaction on October 1, 2019, but in any case subject to the satisfaction or waiver of closing conditions, including various regulatory approvals. We look forward to working with your staff to meet that objective.

The Applicants note that, pursuant to AFIMHC's mutual holding company conversion stipulation and order, AFIMHC must report any material changes to its five-year business plan submitted in connection with its mutual holding company conversion at least thirty days prior to the effective date of any such changes. AFIMHC hereby provides such notice with regard to the changes described in the Form A.

Should you require additional information, or have any questions regarding this filing, please do not hesitate to contact either of the undersigned.

Respectfully Submitted,



Anne E. Ross



Thomas R. Hrdlick