



State of Wisconsin / OFFICE OF THE COMMISSIONER OF INSURANCE

Scott Walker, Governor
Theodore K. Nickel, Commissioner

Wisconsin.gov

September 6, 2018

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NOREEN J PARRETT
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10 EAST DOTY STREET SUITE 615
MADISON WI 53703

Re: Form A - Request for Approval of Merger of Little Black Mutual Insurance Company
with and into Farmington Mutual Insurance Company

Dear Ms. Parrett:

The State of Wisconsin Office of the Commissioner of Insurance (OCI) has completed the initial review of the above referenced Form A filing submitted on behalf of Little Black Mutual Insurance Company and Farmington Mutual Insurance Company. Our review identified certain items requiring follow-up (as indicated below).

1. Please submit an updated Agreement and Plan of Merger with the Effective Date of December 31, 2018.
2. Bylaws:
Article 1.4 of the Agreement and Plan of Merger provides that the Farmington's amended and restated bylaws will be the surviving corporation's bylaws. Further, the bylaws will be amended to be effective at the Effective Time as follows:
 - 1) The number of directors will be between 9 and 16
 - 2) The location of the surviving company's headquarters will be Little Black's current office location in Medford.
 - 3) The surviving company's annual policyholder meeting will be held on the last Saturday in March at 1:00 pm at a location determined by Farmington's board of directors in the years that end with an odd number and in Stetsonville in years that end with an even number.

The proposed Amended and Restated bylaws of Farmington Mutual Insurance Company do not include provisions 2 and 3 listed above.

Please revise the proposed Amended and Restated bylaws to incorporate the provisions included in the Article 1.4 of the Agreement and Plan of Merger

3. Bylaws:

Section 3.2 (a) of the proposed Amended and Restated bylaws states that “the initial Board shall consist of seven directors”. It would be clearer if this sentence is deleted from the bylaws as “the initial Board” can be interpreted as the initial Board of the new combined company.

Please consider updating Section 3.2 (a) of the proposed Amended and Restated bylaws.

4. Bylaws:

Section 4.1 the proposed amended and restated bylaws states that the principal officers of the company shall consist of a President, one or more Vice Presidents, a Secretary and a Treasurer. Form A does not provide any information on the President and Vice President. Instead, Form A specifies that the principal offices are Chief Executive Officer, Chief Operating Officer/Chief Financial Officer and Secretary/Treasurer.

Please provide the names of individuals who will fill the officers’ positions.

Please feel contact me if you have any questions at 608-266-0105.

Sincerely,



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