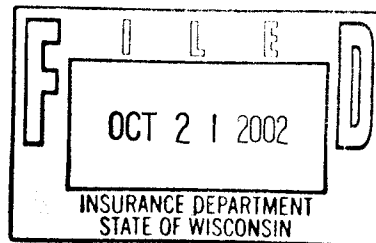


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FOLEY LARDNER
ATTORNEYS AT LAW



October 21, 2002

VIA HAND DELIVERY

Connie L. O'Connell
Commissioner of Insurance
State of Wisconsin
121 East Wilson Street
Madison, WI 53702

Re: Milwaukee Mutual Insurance Company
Amended and Restated Mutual Holding Company Plan

Dear Commissioner O'Connell:

Following discussions among ourselves, Dan Doucette, and your staff including Randy Blumer, Guenther Ruch and Steven Junior, and pursuant to Sections 644.07(4) and 644.07(9) of the Wisconsin Insurance Code, and on behalf of the Board of Directors of Milwaukee Mutual Insurance Company ("MMIC"), we respectfully submit for your review and approval three sets of the enclosed Amended and Restated Mutual Holding Company Plan and supporting documentation relating to MMIC's proposed restructuring to a Wisconsin mutual holding company structure (the "Restructuring"). Detailed descriptions of the Restructuring are contained in the Amended and Restated Mutual Holding Company Plan and the draft Policyholder Information Statement included herein. We look forward to continuing to work with you and your staff on this matter and stand ready to answer any questions and provide any supplemental materials you deem necessary.

By this filing, MMIC hereby withdraws the Mutual Holding Company Plan and all corresponding documentation previously filed with the Commissioner's Office on or around June 22, 2001 and supplemented on or around October 3, 2001, and replaces the same with the Amended and Restated Mutual Holding Company Plan and supporting documentation referred to above. MMIC also hereby withdraws the Form A regarding the previously-proposed Agreement and Plan of Merger between First Nonprofit Mutual Holding Company and Mutual Insurers

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055045-0117

001.1313966.2

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Connie L. O'Connell
October 21, 2002
Page 2

Holding Company submitted by MMIC on or around October 3, 2001, which transaction is no longer being pursued by the parties thereto.

Should you have any questions regarding this submission, please do not hesitate to contact me.

Best regards,

A handwritten signature in black ink that reads "Joe Branch". The signature is written in a cursive, slightly slanted style.

Joseph C. Branch

Enclosures

cc: Randy Blumer (w/o encl.)
Guenther Ruch (w/o encl.)
Steven Junior (w/encl.)
Daniel R. Doucette (w/encl.)
Kevin G. Fitzgerald (w/encl.)
Thomas R. Hrdlick (w/encl.)