

MILWAUKEE MUTUAL INSURANCE COMPANY

Secretary's Certificate

I, Joseph C. Branch, in my capacity as Secretary of MILWAUKEE MUTUAL INSURANCE COMPANY (the "Company"), in connection with the proposed Second Amended and Restated Mutual Holding Company Plan, dated as of February 13, 2003, (the "Second Amended MHC Plan"), do hereby certify as follows:

Attached hereto as Exhibit A is a true, correct and complete copy of certain second amended and restated resolutions adopted by the Board of Directors of the Company on February 13, 2003. Such resolutions are in full force and effect on the date hereof, have not been amended, modified or rescinded, supersede the resolutions of the Board of Directors of the Company dated October 18, 2002 and May 17, 2001 concerning the restructuring of the Company pursuant to Chapter 644 Section 7 of the Wisconsin Insurance Code, and constitute all the resolutions of the Board of Directors of the Company authorizing the restructuring of the Company pursuant to Chapter 644 Section 7 of the Wisconsin Insurance Code.

IN WITNESS WHEREOF, this certificate has been executed this ____ day of February, 2003.

Name: Joseph C. Branch
Title: Secretary

I, Patrice L. Bottoni, Assistant Secretary of the Company, do hereby certify on behalf of the Company that Joseph C. Branch is the duly elected Secretary of the Company and set forth above is his true and correct signature.

Name: Patrice L. Bottoni
Title: Assistant Secretary