

July 17, 2023

VIA EMAIL: amy.malm@wisconsin.gov

Commissioner Nathan Houdek
Office of the Commissioner of Insurance
State of Wisconsin
Attention: Amy Malm, Division of Financial Regulation
Office of the Commissioner of Insurance
125 S. Webster Street, 2nd Floor
Madison, WI 53702

Re: Merger of Yorkville and Mt. Pleasant Mutual Insurance Company with and into Mutual of Wausau Insurance Company

Dear Commissioner Houdek:

The Boards of Directors of Yorkville and Mt. Pleasant Mutual Insurance Company (“YMPMIC”) and Mutual of Wausau Insurance Company (“MWIC”) have approved the merger of YMPMIC with and into MWIC (the “Merger”). Pursuant to Wis. Stat. § 612.22, we are submitting for your review the documents and exhibits set forth below, and respectfully request your approval of the Merger. Please find enclosed with this correspondence:

1. A certified resolution of the YMPMIC Board of Directors approving the Merger and establishing a tentative date for the special meeting of policyholders.
2. A certified resolution of the MWIC Board of Directors approving the Merger.
3. The executed Agreement and Plan of Merger, including the following exhibits:

Exhibit A: The current articles of incorporation of MWIC which will be the articles of incorporation of the surviving entity.

Exhibit B: Amended and Restated Bylaws of MWIC which will be the bylaws of the surviving entity. Please note, these bylaws were adopted by the MWIC Board of Directors on June 26, 2023 and, will also be filed separately with the OCI pursuant to Wis. Stat. § 611.12(4).

Exhibit C: The form of Certificate of Assumption which MWIC proposes to send to all YMPMIC policyholders after the effective date of the Merger.

July 17, 2023

Page 2

Exhibit D: A listing of MWIC's current directors and officers which will be the directors and officers of the surviving entity.

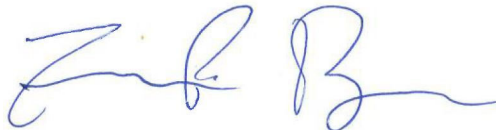
4. Unaudited financial statements for YMPMIC as of May 31, 2023.
5. MWIC's quarterly statement for the quarter ended May 31, 2023.
6. A proposed Notice of Special Policyholder Meeting to be sent to the YMPMIC policyholders.
7. A proposed summary of the Merger to be sent to the YMPMIC policyholders with the Notice of Special Policyholder Meeting.
8. The proposed policyholder resolution ballot.
9. Additional statement from the YMPMIC Board of Directors to be sent to the YMPMIC policyholders regarding the Merger.

Please note, YMPMIC has tentatively scheduled the Special Meeting for August 29, 2023. This meeting will occur in-person at 7:00 p.m. at The American Legion Hall, 1027 New Street, Union Grove, Wisconsin. As you know, YMPMIC must provide notice of the Special Meeting to policyholders thirty days in advance of the meeting. Could you please advise us at your earliest convenience if you have any concerns with the August 29, 2023, meeting date as currently proposed?

Thank you for your attention to this matter. Should you have any questions or require additional information, please do not hesitate to contact me at (608) 284-2224 or by email at zbemis@gklaw.com

Sincerely,

GODFREY & KAHN, S.C.



Zachary Bemis

Enclosures

cc: Mr. Chris Martin, OCI (via email)
Ms. Elena Vetrina, OCI (via email)
Mr. Todd Lentz, MWIC (via email)
Ms. Lisa Johnson, YMPMIC (via email)