

JOINT RECORD OF ACTION TAKEN BY CONSENT OF
THE DIRECTORS and SHAREHOLDERS OF
NATIONAL SERVICES, INC.
AND
THE DIRECTORS and SOLE SHAREHOLDER OF
NATIONAL INSURANCE COMPANY OF WISCONSIN, INC.

October 2, 2018

The undersigned, who are (1) all of the directors and shareholders of National Services, Inc., a Wisconsin corporation ("Parent"), and (2) all of the directors and sole shareholder of National Insurance Company of Wisconsin, Inc., a Wisconsin stock insurance corporation (the "Company"), consent to the adoption of the following recitals and resolutions adopted without a meeting in accordance with Wisconsin Business Corporation Law.

RECITALS

A. The undersigned directors of the Company have reviewed and received a proposed Agreement and Plan of Merger (the "Merger Agreement") by and among Parent, the Company, Wilmington Insurance Company, Inc., a Delaware stock insurance corporation ("WIC"), and Wilmington Holdings Corporation, a Delaware corporation and sole shareholder of WIC ("Holdings"), pursuant to which, among other things, WIC would be merged with and into the Company, with the Company continuing as the surviving entity as a direct wholly-owned subsidiary of Holdings (the "Transaction").

B. The undersigned directors of the Company have determined that the terms of the Merger Agreement are fair to, and in the best interest of, the Company and its shareholder, and deem it to be in the best interest of the Company and its shareholder to enter into the Merger Agreement and such other agreements and to execute and file such other documents as are necessary to effectuate the Transaction (the "Transaction Documents"), and to consummate the Transaction and all other transactions contemplated by the Merger Agreement.

C. The undersigned directors of the Company desire to submit the Merger Agreement to the shareholder of the Company for its approval and adoption and desire to recommend to the shareholder that the Merger Agreement, the Transaction and all the other transactions contemplated by the Merger Agreement be approved.

D. The undersigned sole shareholder of the Company and directors of Parent have received and reviewed the Merger Agreement and have had the opportunity to ask questions regarding the Transaction.

E. The undersigned sole shareholder of the Company and directors of Parent deem it to be in the best interest of the Company to enter into the Merger Agreement and the Transaction Documents.

F. The undersigned directors of Parent desire to designate, appoint and ratify the appointment of the below-listed individuals as the officers of Parent, to serve until their earlier death, resignation or removal.

RESOLUTIONS

1. The undersigned directors of the Company approve and authorize in all respects the form and terms of the Merger Agreement, the Transaction Documents, the transactions contemplated by the Merger Agreement, and the Transaction.

2. The undersigned directors of the Company hereby submit the Merger Agreement to the undersigned shareholder of the Company for its approval and adoption and hereby recommend to the undersigned shareholder of the Company that the Merger Agreement, the Transaction and all other transactions contemplated by the Merger Agreement be approved.

3. Upon such submission and recommendation by the undersigned directors of the Company, the undersigned shareholder of the Company and the directors of Parent hereby ratify, confirm and approve in all respects, the form and terms of the Merger Agreement, the Transaction Documents, the Transaction and all other transactions contemplated by the Merger Agreement, in each case in the form approved by the undersigned directors of the Company.

4. Upon such approval, any officer of the Company and Parent, respectively, (each, individually, a "Proper Officer" and together, the "Proper Officers"), alone or together with any other Proper Officer, are authorized and directed, for and on behalf of and in the name of the Company and Parent, respectively, to execute and deliver the Merger Agreement and the Transaction Documents and all other documents and instruments he deems necessary or appropriate to effectuate the Transaction, each of such agreements, documents and instruments to be in such form and to contain such provisions as he shall approve, and his signature appearing thereon shall constitute conclusive evidence of such officer's approval of the terms thereof.

5. Upon such approval, any Proper Officer is hereby authorized, directed and empowered for, on behalf of and in the name of the Company and Parent, respectively, to take any and all additional actions and to execute, issue and/or deliver any and all other amendments, forms, certificates, agreements, documents, instruments or other items on behalf of the Company and Parent, respectively, or by the undersigned's direction that are deemed necessary to effectuate the intent of the foregoing recitals and resolutions.

6. Each of the following individuals is appointed to the offices of Parent stated opposite his name, to serve until his earlier death, resignation or removal:

Terry Briscoe	Chairman, Chief Executive Officer and Secretary
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Thomas Ehram	President, Vice Chairman and Treasurer
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7. All actions of the officers of the Company and Parent taken prior to the adoption of these resolutions in furtherance of the transactions described herein and consistent with the authority set forth herein are hereby confirmed, approved and ratified in all respects as the act and deed of the Company or Parent, respectively.

[Signature page follows.]

This Record of Action is dated as of the first date written above.

NATIONAL SERVICES, INC., as the sole
shareholder of National Insurance Company of
Wisconsin, Inc.

By: _____

Terry Briscoe, Chairman & CEO

BOARD OF DIRECTORS OF THE
COMPANY

Bruce Miller

David Norton

Scott Briscoe

Thomas Ehram

Terry Briscoe

SHAREHOLDERS OF PARENT

Thomas Ehram

Terry Briscoe

BOARD OF DIRECTORS OF PARENT

Thomas Ehram

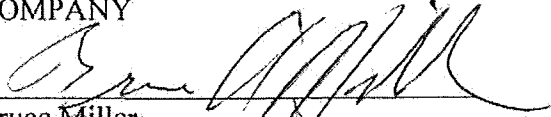
Terry Briscoe

This Record of Action is dated as of the first date written above.

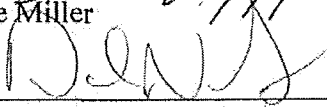
NATIONAL SERVICES, INC., as the sole
shareholder of National Insurance Company of
Wisconsin, Inc.

By: _____
Terry Briscoe, Chairman & CEO

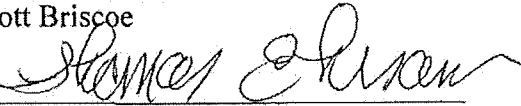
BOARD OF DIRECTORS OF THE
COMPANY



Bruce Miller

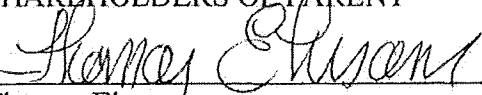


David Norton

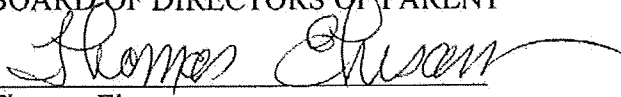
Scott Briscoe


Thomas Ehram

Terry Briscoe

SHAREHOLDERS OF PARENT


Thomas Ehram

BOARD OF DIRECTORS OF PARENT


Thomas Ehram

Terry Briscoe

Terry Briscoe

