



State of Wisconsin / OFFICE OF THE COMMISSIONER OF INSURANCE

Tony Evers, Governor
Mark V. Afable, Commissioner

Wisconsin.gov

January 15, 2019

125 South Webster Street • P.O. Box 7873
Madison, Wisconsin 53707-7873
Phone: (608) 266-3585 • Fax: (608) 266-9935
ociinformation@wisconsin.gov
oci.wi.gov

Via E-Mail

Ms. Noreen J. Parrett
Parrett & O'Connell, LLP
10 Doty Street, Suite 615
Madison, Wisconsin 53703

Re: In the Matter of the Acquisition of Control of National Insurance Company of Wisconsin, Inc. by Wilmington Holdings Corporation and Merger of Wilmington Insurance Company with and into National Insurance Company of Wisconsin, Inc. (Case No. 18-C42958)

Dear Ms. Parrett:

The following requests for information relate to the above-captioned case.

1. In confidential Exhibit E, the list of officers and directors of Wilmington Insurance Company are included, but not the lists of officers and directors for Wilmington Holdings Corporation and Gearson Partners Holdings, LP. Please send me the lists of officers and directors for Wilmington Holdings Corporation and Gearson Partners Holdings, LP.
2. In confidential Exhibit J, there are no financial statements except for those for Gearson Partners Holdings, LP for the four months ended December 31, 2017. Please confirm that there are no financial statements for previous periods or please file copies of any such financials from 2013 onwards.
3. Exhibit L includes a board resolution approving the merger from Wilmington Insurance Company, but not Wilmington Holdings Corporation. Please file a copy of the board resolution approving the merger for Wilmington Holdings Corporation.
4. Please provide the contact information for the person that your client has been working with in the Delaware Department of Insurance reviewing the merger and related transactions.

If you have questions on this or any other matter in which I may be of some assistance, please call me at (608) 267-4388.

Sincerely,

Steven J. Junior, Deputy Director
Bureau of Financial Analysis and Examinations