

Junior, Steve J - OCI

From: Noreen Parrett <nparrett@parrettoconnell.com>
Sent: Tuesday, January 29, 2019 3:37 PM
To: Junior, Steve J - OCI
Cc: Mancusi-Ungaro, Michael - OCI
Subject: NICW/Wilmington

Steve, one additional point of clarification on the NICW/Wilmington deal that I don't think came out clearly enough in my letter of January 24, 2019. The difference between the reserve amount for the long-term care business agreed upon between NICW and Ability in the Recapture Agreement and the reserve amount calculated by Wilmington's actuaries is \$268,001. That amount will be recovered by Wilmington from NICW by reducing the Merger Consideration at closing by \$268,001. So, while the Holdback Amount really won't be operational after closing since the Ability business has been recaptured, NICW will lose the amount of the difference in reserve amounts by way of a reduced purchase price at closing.

Let me know if you have any questions.

Noreen Parrett

1

**Parrett &
O'Connell, LLP**
ATTORNEYS AT LAW

**10 East Doty Street, Suite 615
Madison, WI 53703
Telephone: (608) 251-1967
Fax: (608) 251-1996
[website](#) | [map](#) | [email](#)**

** Pursuant to Circular 230 promulgated by the Internal Revenue Service, if this e-mail, or any attachment hereto, contains advice concerning any federal tax issue or submission, please be advised that it was not intended or written to be used, and that it cannot be used, for the purpose of avoiding federal tax penalties unless otherwise expressly indicated.

This is a transmission from the law firm of Parrett & O'Connell, LLP, and may contain information which is privileged, confidential, and protected by the attorney-client or attorney work product privileges. If you are not the addressee, note that any disclosure, copying, distribution, or use of the contents of this message is prohibited. If you have received this transmission in error, please destroy it and notify us immediately at our telephone number (608) 251-1542**

2