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June 17, 2020

RECEIVED
WISCONSIN COMMISSIONER
OF INSURANCE

Amy Malm
Director, Bureau of Financial Analysis and Examination
Wisconsin Office of the Commissioner of Insurance
125 Webster St.
Madison, WI 53703

Subject: WFLA Member Letter

Dear Ms. Malm

This is in response to the letter from Western Fraternal Life member Deloris Seymour dated June 5, 2020. We understand that change can be difficult for members who have been engaged with the society for many years.

Among other things, the significant financial and insurance benefits of the merger will help ensure that the organization remains sustainable into the future and has resources to fulfil its missions. This will enable the society to continue to provide financial security to its members as well as to maintain and expand the charitable and fraternal outreach of the society and its lodges. The society remains hopeful that engaged members will utilize the increased resources of the merged society for this purpose.

We have already responded to Ms. Seymour's prior letter so we do not believe repeating this information is necessary. We will respond to her allegations suggesting that timely submitted ballots of delegates were unrecorded.

The text of the resolution to be voted upon by the National Convention, an explanation of the resolution, instructions on the method of casting and returning the ballot, were published in the official publication of WFLA, the *Fraternal Herald*, on March 15, April 15, and May 15, 2020.

On February 24, 2020, WFLA mailed a packet of information to all delegates at their last known address that contained the merger documents. On April 24, 2020 YesElections/ Election America mailed the ballot on behalf of WFLA to the delegates to vote for or against the resolution approving the merger agreement. A copy of the ballot is attached. On the ballot was printed the instructions that only ballots received by May 26, 2020 would be counted. Specifically these instructions stated:

Voting will start on April 25, 2020 and end on May 26, 2020. To ensure maximum participation and accuracy throughout the election process, Western Fraternal has contracted with YesElections as our secure service provider for this election. YesElections will mail to each delegate's last known address or email address, instructions for completing the electronic ballot, and a paper

ballot on April 24, 2020. A help desk will be available at YesElections to answer any of your questions.

Ballots must be received by at least two thirds of all 177 delegates for a quorum to be met (118 delegates). If at least two thirds of the ballots have not been returned by May 26, the vote may be extended up to 30 days. Unless the vote is extended, no ballot received after 11:59 pm CDT on May 26 will be counted. The number of votes needed to pass this resolution is "a two thirds vote" of the qualifying ballots returned.

On April 25, 2020 YesElections/ Election America emailed voting instructions on behalf of WFLA to all delegates that included information that the election would close at 11:59 CDT on May 26, 2020. These instructions and a reminder that the election closed on May 26, 2020 were sent to delegates again on May 13, 2020 and on May 20, 2020.

Delegates had the option throughout the voting period to return their ballot immediately by online voting or by return of the paper ballot. There were also question and answer sessions available to delegates in each District which included reminders of the deadline by which ballots needed to be received.

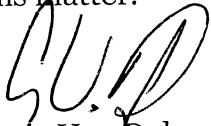
The election process was conducted by a professional election organization – YesElections/ Election America. This organization received all returned ballots – both paper and online and certified the final total ballot count:

159 out 177 ballots were returned
110 votes were in favor of the resolution
49 votes were against

Any ballots that would have been received after the deadline established and communicated on many occasions would not have been counted in the final total. However, even if late ballots were to be counted, the result of the election would not change. YesElections/ Election America confirmed that as of today's date – more than 3 weeks after the deadline for return of ballots, no additional ballots were received at any time after the May 26, 2020 deadline.

These final results certified by YesElections/ Election America were reviewed and approved by vote of the Board of Directors.

Please let us know if you have questions or would like any further information regarding this matter.



Craig Van Dyke, CFA
President and CEO
Western Fraternal Life Association



Todd Martin
Partner
Stinson, LLP

cc.

Steven Junior
Deputy Director, Bureau of Financial Analysis and Examination
Wisconsin Office of the Commissioner of Insurance

Kim Cross
Deputy Commissioner for Supervision
Iowa Insurance Division

Dan Shinnick
President and CEO
National Mutual Benefit

Noreen Parrett
Attorney for NMB
Parrett Law, LLC

Delores E. Seymour



Election Code

Cred1

Voting PIN

Cred2

FirstName LastName
 Address1
 Address2
 Address3
 City, State, Postal Code
 Country

To Vote Online by Electronic Ballot:

1. To vote online, please go to:
<https://vote.yeselections.com/WFL>
2. Enter your Election Code and Voting PIN.
3. Follow the on-screen instructions.

--- (Fold and detach along the perforated lines.) ---

The Board of Directors is submitting to the delegates of the 2019 Convention the following resolution for your consideration.

RESOLVED, that the Western Fraternal Life Association Convention approves the Agreement of Merger, merging National Mutual Benefit with and into Western Fraternal Life Association dated January 24, 2020.

The Board of Directors has explored several options to grow our society and sustain our viability for current and future members. Of the options considered, it was determined that merging with National Mutual Benefit would be the best option.

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A report of the canvass and certificate of results will be published on the Western Fraternal website and in the Fraternal Herald as soon as practicable.

To Vote By Paper Ballot:

1. On the ballot below, completely fill in the circle to the left of your choice
2. Detach the ballot on the perforated line, place in the prepaid envelope provided, and mail
3. All ballots must be received by 11:59 pm CDT on May 26, 2020

WFL 2020 Election

Proposed Resolution
Please choose one

For

Against

ControlNumber