

September 17, 2020

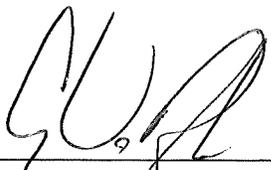
Steven J. Junior
Insurance Program Manager
Division of Financial Regulation

Re: Proposed Merger of National Mutual Benefit with and into Western Fraternal Life Association, with a Redomestication to Wisconsin and As-Yet-Undetermined Change of Name

Dear Mr. Junior:

The following are our responses to your September 9, 2020 letter requesting more information. Your questions are underlined and bolded, and retain the numbers from your original letter.

1. Please provide a letter to supplement the Form A that describes the process that is, in fact, being employed for selection of the actual new name for the consolidated society.
 - a. See attachment A
2. Please file a new Appendix O, which letter from YesElections should indicate whether the election close of 11:50 p.m. on May 26, 2020 had been observed, that every ballot received before 11:50 p.m. on May 26, 2020, whether on paper or electronically, had been counted, and that there were procedures in place to receive and take note of late-filed ballots, notwithstanding their invalidity.
 - a. See attachment B (revised Appendix O)
3. Please have YesElections provide a copy of each paper ballot received.
 - a. Filed separately as confidential
4. If date stamp is not evident on the paper ballots, please have YesElections provide a description of how the time of receipt of ballots was tracked and provide such alternative documentation for each ballot received.
 - a. Filed separately as confidential
5. Please have YesElections provide a list of each electronic ballot received, which includes the Delegate's name and how they voted.
 - a. Filed separately as confidential
6. Please have YesElections provide a list of each electronic date stamp for each electronic ballot received.
 - a. Filed separately as confidential



Craig Van Dyke
President & CEO
Western Fraternal Life Association



Dan Shinnick
President & CEO
National Mutual Benefit

Attachment A

1. Please provide a letter to supplement the Form A that describes the process that is, in fact, being employed for selection of the actual new name for the consolidated society.

On February 7, 2020, Craig Van Dyke President and CEO of Western Fraternal Life Association (WFLA) and Todd Martin (WFLA legal counsel) had a phone call with the Iowa Insurance Division (IID). In that call Craig and Todd informed the IID of the proposed logistics of the contemplated name change of the merged society. Discussion was about the current WFL bylaws and the Convention being the Supreme Governing body and the need to have approval of the name change by the Convention. We informed them that language in the merger agreement authorized the Boards of Directors of each party (WFLA and NMB) to select and approve the new name. The IID did not have any issues with this process as long as it was clear in the Merger Agreement that the name change process was delegated to the Boards of Directors of each party.

Merger agreement:

- a. Article 2, Section 2.01 – Name, provides in part: “The name of Consolidated Society shall be a new name approved by the Boards of Directors of each Party.”
- b. Article 4, Section 4.01 (g) – Authorization of Supreme Governing Body, provides in part: “Each Party's supreme governing body, by a resolution duly adopted, has approved this Agreement and the transactions hereby contemplated pursuant to Applicable Law and their Articles of Incorporation and Bylaws.”

Form A:

- a. Item 5 provides in part: “It is also contemplated that the consolidated society will change its name as approved by the Boards of Directors of WFLA and NMB in accordance with the procedures described in the merger agreement.”

Process employed for selection of the new name

After consulting with the IID, the parties contracted with a professional marketing company to assist in the naming process. Maddock Douglas (MD) was chosen because of their work on the rebranding of the American Fraternal Alliance (AFA).

On March 30, 2020 WFLA and NMB leadership had a kickoff meeting with MD. Part of the initial process was to interview management and members of both organizations to get input on naming parameters. On May 14, 2020 the Boards of both companies had a meeting with MD to go over the naming approach. In May 2020, six names were chosen to get feedback from a survey to independent individuals from select income and geographic regions. The results of the survey were shared with the leadership team, who then chose a name to bring to the full boards of both organizations.

On July 14, 2020, the boards of WFLA and NMB met with MD to discuss the results and propose the new name for approval. The on July 14, 2020 the NMB board approved the proposed name unanimously, and on July 18, 2020 the WFLA board approved the name unanimously.

A law firm was hired to research possible trademark issues. It was their opinion that the new name would not have any issues in the states in which the combined company is or will be licensed to sell its products. The new name was then submitted to the Wisconsin OCI for approval.

September 16, 2020

1900 1st Ave NE
Cedar Rapids, IA 52402

Dear Craig Van Dyke:

This report is to certify that YesElections checked the mail on May 26, 2020 and scanned the remaining ballots for the Western Fraternal Life 2020 Merger Election. The election close of 11:59 PM on May 26, 2020 was observed, and every ballot received before 11:59 PM, whether on paper or electronically, had been counted. All ballots received were processed and procedures have been in place to take note of late-filed ballots, notwithstanding their invalidity. Per COVID restrictions, YesElections was only able to make trips to the post office once a week. Though the paper ballots are not marked with a date stamp, the date and time of receipt is evident within the system processing or “ballot submitted” timestamp within our internal election manager system. YesElections has not received any additional ballots since election close on Friday, May 26, 2020. YesElections continues to check to see if there have been any ballots that came in late, and should the situation arise we will contact Western Fraternal Life to receive instructions of what they would like us to do with the late ballot.

Thank you. It has been a pleasure working with you.

Sincerely yours,



Chris Backert
CEO
Election-America, Inc.