

October 31, 2017

**VIA OVERNIGHT DELIVERY AND  
ELECTRONIC DELIVERY**

The Hon. Ted Nickel, Commissioner  
Office of the Commissioner of Insurance  
State of Wisconsin  
GEF-III, Second Floor  
125 South Webster Street  
Madison, WI 53703-3473

ATTN: Steven Junior

Re: Form D Prior Notice of a Transaction by Hannover Finance, Inc. on behalf of  
The Omaha Indemnity Company (to be renamed Glencar Insurance Company)

Dear Commissioner Nickel:

Pursuant to Section Wis. Stat. § 617.21(2) and Wis. Adm. Code Ins. § 40.04(2)(c) and (d), and related instructions, and as legal counsel for Hannover Finance, Inc. ("HFI"), we submit for filing and approval/non-disapproval one (1) original and one (1) electronic copy of HFI's Form D Prior Notice of a Transaction on behalf of The Omaha Indemnity Company (to be renamed Glencar Insurance Company) (the "Form D").

The Form D is filed in connection with HFI's Form A Statement Regarding the Acquisition of Control of or Merger with a Domestic Insurer previously filed with this Office on October 20, 2017 (the "Form A"). The Form A was filed to seek this Office's approval of HFI's proposed acquisition of control of The Omaha Indemnity Company, a Wisconsin domestic insurer. The Form D seeks this Office's approval/non-disapproval of various inter-company agreements that HFI wishes to have in place for and with Glencar Insurance Company effective as of the closing of that acquisition.

Note that we have also uploaded on this date a full electronic copy of this Form D to the same secure FTP site that we established for the Office in respect of the Form A.

As evidence of this filing, kindly file-stamp the copy of this transmittal letter enclosed herein and return the same to our attention in the self-addressed, stamped envelope enclosed for your convenience.

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Should you require additional information, or have any questions regarding this filing, please do not hesitate to contact me.

Best Regards,

A handwritten signature in blue ink, appearing to read 'Thomas R. Hrdlick', with a large, stylized flourish extending to the right.

Thomas R. Hrdlick