

November 22, 2004

Roger Peterson
Director, Financial Analysis
and Examinations Bureau
Office of the Commissioner of Insurance
121 E. Wilson Street
Madison, WI 53703

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RECEIVED
WISCONSIN COMMISSIONER
OF INSURANCE

Re: Amendment to Bylaws and Shareholder Rights Agreement

Dear Mr. Peterson:

Enclosed for filing pursuant to sec. 611.13(4), Wis. Stats., is a copy of Physicians Insurance Company of Wisconsin, Inc.'s ("PIC Wisconsin") amended bylaws. The amendments were adopted by the PIC Wisconsin Board of Directors on October 21, 2004, to be effective on that date. We enclose a clean copy of the entire Bylaws and also a copy of only those sections amended or created on October 21, marked to show the changes. A brief, general description of the amendments follows.

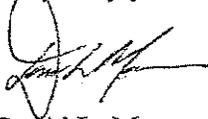
1. Amendments to existing bylaw provisions:
 - (a) **Section 2.2 Special Meeting**. The amendment expands the class of persons who can request a special shareholders' meeting.
 - (b) **Section 2.04 Notice of Meeting**. The amendment changes the notice period for a special shareholders' meeting from not less than 10 nor more than 50 days to not less than 20 nor more than 60 days before the date of the meeting.
 - (c) **Section 3.02 Tenure and Qualifications**. Paragraph (c) of Section 3.02 was amended to require anyone seeking to remove a director to make any necessary governmental filings and obtain any necessary governmental approvals. It also prohibits a director from being removed without cause prior to the expiration of such director's current term.
2. Newly created bylaw provisions:
 - (a) **Section 2.12 Shareholder Proposals at Annual or Special Meetings**. This new section sets forth the notice and other requirements that must be followed for shareholders to bring business before annual and special meetings of the shareholders.

- (b) **Section 2.13 Shareholder Nominations of Persons for Election to the Board of Directors.** This new section establishes who may nominate candidates for PIC Wisconsin's Board of Directors and the procedures for making such nominations.
- (c) **Section 6.05 Transfer Restrictions.** This new section generally prohibits shareholders from transferring shares in any manner in violation of any restriction on transfer which has been imposed for the purpose of preserving exemptions under federal or state securities laws or other reasonable purpose and where the transfer restriction is noted conspicuously on the front or back of the stock certificate, the restriction is otherwise known to the shareholder, or the shareholder has agreed to the restriction in writing.

Enclosed as well, for informational purposes only, is a copy of the Shareholders' Rights Agreement adopted by the PIC Wisconsin Board of Directors on November 4, 2004.

We are available to answer any questions that the OCI may have.

Very truly yours,



David L. Maurer
Chief Financial Officer

Enclosures