

June 17, 2022

VIA EMAIL

Amy Malm
Division of Financial Regulation
Office of the Commissioner of Insurance
125 S. Webster Street, 2nd Floor
Madison, WI 53702

Re: Merger of Southeast Mutual Insurance Company
with and into Sugar Creek Mutual Insurance Company

Dear Ms. Malm:

The Boards of Directors of Sugar Creek Mutual Insurance Company (“Sugar Creek Mutual”) and Southeast Mutual Insurance Company (“Southeast Mutual”) have approved the merger of Southeast into Sugar Creek. The companies herewith submit for the approval of the Wisconsin Insurance Commissioner pursuant to Wis. Stat. § 612.21, the following documents in the above-captioned matter:

1. The certified resolution of the Sugar Creek Board of Directors approving the Agreement and Plan of Merger (the “Plan”).
2. The certified resolution of the Southeast Board of Directors approving the Plan.
3. A copy of the Plan executed by both companies and with the following exhibits:

Exhibit A: The proposed Amended and Restated Articles of Incorporation of Sugar Creek Mutual.

Exhibit B: The proposed Bylaws of Sugar Creek Mutual.

Exhibit C: The Certificate of Assumption which Sugar Creek Mutual proposes to send to all Southeast policyholders after the effective date of the merger.

Exhibit D: A listing of Sugar Creek Mutual’s proposed directors and officers as of the effective date of the merger.

4. Unaudited financial statements for Southeast Mutual as of April 30, 2022 and for Sugar Creek Mutual as of May 31, 2022.

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5. A proposed Notice of Special Policyholder Meeting and a proposed summary of the Agreement and Plan of Merger to be sent to Sugar Creek Mutual and Southeast Mutual policyholders with the notice of meeting.
6. Proposed policyholder resolutions approving the merger.

The policyholders of both companies propose to meet in a joint meeting to be held on August 24, 2022 from 5:00 pm to 7:00 pm at the Hawks View Golf Club, 7377 Krueger Road, Lake Geneva, WI 53147. Under Wis. Stat. § 612.11(2)(b), the companies are required to mail notice of the policyholders' meeting 30 days in advance of the meeting, or by July 25, 2022.

We appreciate your consideration in reviewing the enclosed materials. Please call should you have any questions on the material or need additional information.

Sincerely,

GODFREY & KAHN, S.C.



Zachary Bemis

Enclosures

cc: Mr. Mark McNabb
Ms. Elena Vetrina
Mr. Adam Reed
Mr. Robin Kasuboski

27356396.1

From: [Martin, Christopher J - OCI](#)
To: [Gilardi, Mary Sue - OCI](#)
Subject: FW: Proposed Merger of Sugar Creek Mutual and Southeast Mutual [GK-Active.FID3213341]
Date: Wednesday, June 22, 2022 3:11:03 PM
Attachments: [image001.png](#)
[image006.png](#)
[Corr to Amy Malm Re Sugar Creek Southeast Merger 6.17.2022.PDF](#)
[Sugar Creek Southeast - Agreement and Plan of Merger \(Executed\).PDF](#)
[Southeast Signed- Resolution adopting agreement.PDF](#)
[SCM Signed- Resolution Adopting Agreement and Plan of Merger \(002\).PDF](#)
[SEM Financial Statements.PDF](#)
[SCM Financial Statements.PDF](#)
[Summary of Proposed Merger.pdf](#)
[Proposed Notice of Special Policyholder Meeting 2022.pdf](#)
[Proposed Policyholder Resolutions.pdf](#)

Hi Mary Sue,

We received a town mutual merger application by email earlier this week. Is there someone on your team that could help get the transaction set up and files loaded in OnBase?

Thanks,

Chris

From: Malm, Amy J - OCI <Amy.Malm@wisconsin.gov>
Sent: Monday, June 20, 2022 6:24 AM
To: Martin, Christopher J - OCI <christopherj.martin@wisconsin.gov>
Subject: FW: Proposed Merger of Sugar Creek Mutual and Southeast Mutual [GK-Active.FID3213341]

FYI – In case this was not forwarded to you.



Amy J. Malm, CPA, CFE, PIR | Administrator, Division of Financial Regulation
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From: Bemis, Zachary <ZBemis@gklaw.com>
Sent: Friday, June 17, 2022 11:13 AM
To: Malm, Amy J - OCI <Amy.Malm@wisconsin.gov>
Cc: McNabb, Mark T - OCI <mark.mcnabb@wisconsin.gov>; Vetrina, Elena V - OCI <Elena.Vetrina@wisconsin.gov>; areed@sugarcreekmutual.com; Southeast Mutual Insurance <info@southeastmutualinsurance.com>
Subject: Proposed Merger of Sugar Creek Mutual and Southeast Mutual [GK-Active.FID3213341]

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Amy –

As you may know, Sugar Creek Mutual Insurance Company and Southeast Mutual Insurance Company have

entered into a Plan of Merger Agreement. In accordance with Wis. Stat. s. 612.21, please find attached:

- Cover Letter
- Executed Plan of Merger and related exhibits
- Certified Resolutions of each board
- Most recently available unaudited financial statements for each company.
- Proposed notice of policyholder meeting
- Proposed notice of policyholder meeting
- Proposed summary of the Agreement and Plan of Merger
- Proposed policyholder resolutions approving the merger

Thank you for your attention to this filing. We look forward to working with you, and addressing any questions you may have.

Sincerely,

Zach

Zachary Bemis | Attorney

608.284.2224 direct

ZBemis@gklaw.com

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