

September 15, 2022

**VIA EMAIL**

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

Re: Merger of Holland Mutual Fire Insurance Company  
with and into Theresa Mutual Insurance Company

Dear Ms. Malm:

The Boards of Directors of Theresa Mutual Insurance Company (“Theresa Mutual”) and Holland Mutual Fire Insurance Company (“Holland Mutual”) have approved the merger of Holland Mutual into Theresa Mutual. 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 Theresa Mutual Board of Directors approving the Agreement and Plan of Merger (the “Plan”).
2. The certified resolution of the Holland Mutual 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 Theresa Mutual.

Exhibit B: The proposed Bylaws of Theresa Mutual.

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

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

4. A proposed Notice of Special Policyholder Meeting.

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5. A proposed summary of the Plan to be sent to Theresa Mutual and Holland Mutual policyholders with the notice of meeting.
6. Proposed policyholder resolutions approving the merger.

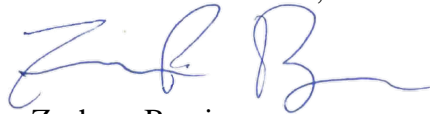
The most recent annual financial statements are on file with the OCI, and the most recent monthly statements will be provided upon request.

Please note, Theresa Mutual policyholders will meet on Monday, October 24, 2022, from 8:00 pm to 9:00 pm at the Theresa Town Hall, N8679 County Road P, in the Town of Theresa. Holland Mutual policyholders will meet on Tuesday, October 25, 2022, from 7:00 pm to 8:00 pm at the Cedar Grove Fire Department, 306 S. Main Street in Cedar Grove. Theresa Mutual intends to mail notice to policyholders of each company before September 25<sup>th</sup>.

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. Bob Belling  
Mr. Stanley Lammers

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