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July 15, 2020

**Via FedEx**

**Copied via e-mail transmission to: ocicompanylicensing@wisconsin.gov**

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

ATTN: Ms. Amy J. Malm  
Administrator  
Division of Financial Regulation

Re: Form A Statement Regarding the Acquisition of Control of or Merger with a  
Domestic Insurer (Unigard Insurance Company)

Dear Commissioner Afable:

Pursuant to Section 611.72 of the Wisconsin Statutes, and related regulations and instructions, and as legal counsel for Sentry Insurance a Mutual Company ("SIAMCO" or the "Applicant"), we submit for filing one (1) original and one (1) courtesy electronic copy of the Applicant's Form A Statement Regarding the Acquisition of Control of or Merger with a Domestic Insurer (the "Form A"). The Form A addresses the Applicant's proposed acquisition of Unigard Insurance Company.

The Form A includes, among other things, a complete copy of the Purchase Agreement and the exhibits thereto (including the forms of the Administrative Services Agreement and Loss Portfolio Transfer and Quota Share Reinsurance Agreement), attached as Exhibit 1(a). The Form A also includes Disclosure Schedules from the parties (Exhibit 1(b)) and 3-year consolidated financial projections (Exhibit 12(a)), both of which are being filed under separate cover and subject to a request for confidential treatment pursuant to sections 601.42, and 601.465 of the Wisconsin Statutes and INS s. 40.05 of the Wisconsin Administrative Code.

Updated biographical affidavits are currently being prepared for submission in relation to the Form A, but as a result of logistical constraints related to the recent pandemic, will not be available

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for submission to the Commissioner until late July. We will therefore submit biographical affidavits under separate cover as soon as they become available.

The parties to the transaction that is the subject matter of the Form A would prefer to close the transaction on October 1, 2020, but in any case subject to the satisfaction or waiver of closing conditions, including "Form A" regulatory approvals. We look forward to working with your staff to meet that objective. We note, for your reference, that a similar "Form A" filing is being submitted to the California Department of Insurance as a result of Unigard Insurance Company's status as a "commercially domiciled" insurer in California.

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

Respectfully Submitted,



Kevin G. Fitzgerald

cc: Raina Zanow (Associate General Counsel, SIAMCO)