

June 23, 2023

VIA EMAIL: amy.malm@wisconsin.gov

Commissioner Nathan Houdek
Office of the Commissioner of Insurance
State of Wisconsin
Attention: Amy Malm, Division of Financial Regulation
Office of the Commissioner of Insurance
125 S. Webster Street, 2nd Floor
Madison, WI 53702

Re: Merger of Marcellon-Courtland-Springvale Mutual Insurance Company with
and into Mt. Morris Mutual Insurance Company

Dear Ms. Malm:

The Boards of Directors of Marcellon-Courtland-Springvale Mutual Insurance Company (“Marcellon”) and Mt. Morris Mutual Insurance Company (“Mt. Morris”) have approved the merger of Marcellon with and into Mt. Morris (the “Merger”). Pursuant to Wis. Stat. § 612.22, we are submitting for your review the documents and exhibits set forth below, and respectfully request your approval of the Merger. Please find attached to this correspondence:

1. Certified resolution of the Marcellon Board of Directors approving the Merger and establishing a tentative date for the special meeting of policyholders.
2. Certified resolution of the Mt. Morris Board of Directors approving the Merger.
3. A copy of the merger agreement executed by both companies and with the following exhibits:

Exhibit A: The current articles of incorporation of Mt. Morris which will be the articles of incorporation of the surviving entity.

Exhibit B: The current bylaws of Mt. Morris which will be the bylaws of the surviving entity.

Exhibit C: The form of Certificate of Assumption which Mt. Morris proposes to send to all Marcellon policyholders after the effective date of the Merger.

Exhibit D: A listing of Mt. Morris' current directors and officers which will be the directors and officers of the surviving entity.

4. Unaudited financial statements for Marcellon as of March 31, 2023.
5. Mt. Morris' quarterly statement for the quarter ended March 31, 2023.
6. A proposed Notice of Special Policyholder Meeting.
7. A proposed summary of the Merger to be sent to the Marcellon policyholders with the Notice of Special Policyholder Meeting.
8. Proposed policyholder resolution ballots.

Please note, Marcellon has tentatively scheduled the Special Meeting for August 15, 2023. In addition to the in-person meeting, Marcellon policyholders will also be able to submit their vote via a mail ballot that will be circulated with the Notice of Special Policyholder Meeting. As you know, Marcellon must provide notice of the Special Meeting thirty days in advance. Could you please advise us at your earliest convenience if you have any concerns with the August 15, 2023 meeting date as currently proposed?

Thank you for your attention to this matter. Should you have any questions or require additional information, please do not hesitate to contact me at (608) 284-2224 or by email at zbemis@gklaw.com

Sincerely,

GODFREY & KAHN, S.C.



Zachary Bemis

Enclosures

cc: Mr. Chris Martin, OCI (via email)
Ms. Elena Vetrina, OCI (via email)
Mr. Daniel Fenske, Mt. Morris (via email)
Ms. Tammy Cutsforth, Marcellon (via email)