

**REPORT OF SPECIAL JOINT MEETING OF THE MEMBERS
FOR THE PURPOSE OF VOTING ON THE MERGER OF
MARCELLON-COURTLAND-SPRINGVALE MUTUAL INSURANCE COMPANY
INTO
MT. MORRIS MUTUAL INSURANCE COMPANY**

August 15, 2023

Marcellon-Courtland-Springvale Mutual Insurance Company (“MCSMIC”) submits to the Office of the Commissioner of Insurance (the “OCI”) pursuant to Wis. Stat. § 612.22(6) this report of the Special Meeting of Members held on August 15, 2023 at 6:00 p.m. Northwoods Banquet Hall, N6510 Hwy 51, Portage, Wisconsin to discuss and to vote on the proposed merger of MCSMIC into Mt. Morris Mutual Insurance Company (“Mt. Morris”) (the “Special Meeting”).

On July 13, 2023, the members of MCSMIC were mailed the Notice of the Special Meeting in the form attached hereto as Exhibit A (the “Member Notice”) enclosed with (i) a summary of the Plan of Merger between MCSMIC and Mt. Morris (which was approved by the Board of Directors of MCSMIC on June 13, 2023 and by the OCI on June 29, 2023), (ii) a policyholder resolution ballot for members to vote on the resolution authorizing the merger by mail (the “Mail Ballot”), (collectively, the “Merger Materials”). The Member Notice instructed the members to review the Merger Materials and return their Policyholder Resolution Ballot to the address provided in the Member Notice by 5:00 PM on August 15, 2023, or to appear at the Special Meeting and vote in person.

At the Special Meeting, and following the members of MCSMIC review of the Merger Materials and the opportunity to ask questions of the respective designated representatives of MCSMIC and Mt. Morris relating to the proposed merger, the following resolution was adopted by the members of MCSMIC:

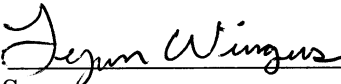
RESOLVED, that after review and discussion of the Agreement and Plan of Merger of Marcellon-Courtland-Springvale Mutual Insurance Company into Mt. Morris Mutual Insurance Company (including the attached exhibits), the members of Marcellon-Courtland-Springvale Mutual Insurance Company hereby adopt and approve the Agreement and Plan of Merger and authorize its Board of Directors to take any remaining actions necessary to effectuate such merger.

499 members of MCSMIC were entitled to vote at the meeting. Of the 163 members of MCSMIC who voted on the resolution, 160 voted in favor of adoption and 3 members vote against adoption. Of the members voting in in person, 3 voted in favor of adoption and 0 members vote against adoption. Of the members voting by Mail Ballot, 97 voted in favor of adoption and 3 members vote against adoption.

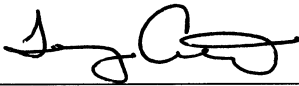
[Remainder of the page left blank intentionally; Signatures follow]

Dated this 15 day of August, 2023.

MARCELLON-COURTLAND-SPRINGVALE MUTUAL
INSURANCE COMPANY

By: 
Secretary

Attest:



Name:



Marcellon Courtland Springvale Mutual Insurance Company

144 N Main St. PO Box 280 Pardeeville WI 53954

Phone: 608-617-2829 Fax: 608-299-3727

www.mcsmutual.com Email : mar.court.spring.mic@gmail.com

July 13, 2023

TO: All Policyholders of Marcellon-Courtland-Springvale Mutual Insurance Company

RE: Notice of Special Policyholder Meeting – August 15, 2023
Merger with Mt. Morris Mutual Insurance Company

NOTICE IS HEREBY GIVEN THAT a Special Meeting of the Marcellon-Courtland-Springvale Mutual Insurance Company (“MCSMIC”) policyholders will be held on **August 15, 2023, at 6:00 p.m. at Northwoods Banquet Hall, N6510 Hwy 51, Portage, Wisconsin**, to discuss and to vote on the proposed merger of MCSMIC into Mt. Morris Mutual Insurance Company (“Mt. Morris Mutual”) (the “Merger”) through consideration of the following resolution:

RESOLVED, that after review and discussion of the Agreement and Plan of Merger of Marcellon-Courtland-Springvale Mutual Insurance Company into Mt. Morris Mutual Insurance Company (including the attached exhibits), the members of Marcellon-Courtland-Springvale Mutual Insurance Company hereby adopt and approve the Agreement and Plan of Merger and authorize its Board of Directors to take any remaining actions necessary to effectuate such merger.

All MCSMIC policyholders have a right to vote on the Merger under Section 612.12 of the Wisconsin Statutes. Policyholders may cast their vote in person at the Special Meeting or by completing and returning the enclosed Policyholder Resolution Ballot.

The Board of Directors of MCSMIC recommends that you vote (i) “YES” on the policyholder resolution to approve the Agreement and Plan of Merger.

Enclosed with this correspondence is a Summary of the Plan of Merger and Policyholder Resolution Ballot. **Please review these materials and return this ballot as instructed below no later than August 15, 2023.**

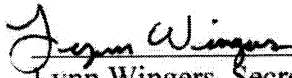
The Agreement and Plan of Merger was filed by both companies with the Office of the Commissioner of Insurance on June 23, 2023. The Commissioner approved the merger on June 29, 2023.

A complete copy of the Agreement and Plan of Merger is available for your inspection, if you wish, during business hours at the office of MCSMIC. You may also contact us by phone at (608) 617-2829 or mar.court.spring.mic@gmail.com by August 5, 2023 if you prefer that we email you the Meeting materials or mail you a paper copy of the Agreement and Plan of Merger. Please call if you have any questions on the merger or the special meeting.

Your vote is important. Even if you plan to attend the Special Meeting, please complete and return the enclosed Policyholder Resolution Ballot as soon as possible. We hope to see you on August 15 at 6:00 pm at the Northwood Banquet Hall in Portage.

Please note, all mailed ballots must be returned by August 15, 2023, at 5:00 p.m. Please be sure to return your ballot by mail (in the enclosed envelope) or email to mar.court.spring.mic@gmail.com. You may also vote in person at the Special Meeting.

By Order of the Board of Directors



Lynn Wingers, Secretary

Pardeeville, Wisconsin July 13, 2023

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Marcellon Courtland Springvale Mutual Insurance Company

144 N Main St. PO Box 280 Pardeeville WI 53954
Phone: 608-617-2829 Fax: 608-299-3727
www.mcsmutual.com Email : mar.court.spring.mic@gmail.com



Mt. Morris Mutual Insurance Company

N1211 County Road B
Coloma, WI 54930
Telephone: 715-228-5541
Fax: 715-228-5543 * Claims Fax: 715-228-5548
www.mtmorrisins.com

To: All Policyholders of Marcellon-Courtland-Springvale Mutual Insurance Company

Re: Summary of Proposed Merger into Mt. Morris Mutual Insurance Company

Date: July 13, 2023

The Boards of Directors of Marcellon-Courtland-Springvale Mutual Insurance Company (“MCSMIC”) and Mt. Morris Mutual Insurance Company (“Mt. Morris Mutual”) have determined that it would be in the best interests of both companies to merge and the companies have entered in an Agreement and Plan of Merger (the “Plan of Merger”).

MCSMIC’s reinsurer, Wisconsin Reinsurance Corporation (“WRC”), was placed into Rehabilitation by the Wisconsin Office of the Commissioner of Insurance (the “Commissioner”) on June 21, 2023. As a town mutual organized under Chapter 612 of Wisconsin Statute, MCSMIC is required by law to maintain certain reinsurance coverage. Based in part on the uncertainty surrounding the ability of WRC to reinsure MCSMIC in 2024, the Board of Directors of MCSMIC has elected to pursue a merger with Mt. Morris Mutual (the “Merger”).

Mt. Morris Mutual is a mutual insurance company organized under Chapter 611 of Wisconsin Statutes that currently issues policies throughout Wisconsin. Founded in 1875 as a town mutual insurance company named “Mt. Morris Norwegian Mutual Fire Insurance Company”, the company completed a series of mergers with other town mutual insurance companies in the 1980s and 1990s. In 1997, Mt. Morris Mutual reorganized as a Chapter 611 mutual insurance company and began writing business statewide.

Mt. Morris Mutual is a financially sound company that maintains reinsurance coverage and has confirmed its ability to maintain reinsurance coverage post-merger. Advantages to the policyholders of MCSMIC include less dependence on the limited number of reinsurers issuing

coverage to Chapter 612 town mutuals, an improved spread of risk throughout the state, having access to a broader range of insurance products (including personal and commercial auto insurance), and no longer being potentially subject to policyholder assessments. Additionally, MCSMIC policyholders will continue to be insured by a mutual insurance company.

The Boards of Directors have determined that the Merger is fair and equitable to the policyholders of MCSMIC and Mt. Morris Mutual, and has recommended that MCSMIC members vote to approve the Merger.

The Plan of Merger has been approved by the State of Wisconsin Office of the Commissioner of Insurance. We are now asking for the approval of our policyholders. The Plan of Merger is summarized below.

Mt. Morris Mutual is larger than MCSMIC and will be the surviving entity of the Merger. MCSMIC will merge into Mt. Morris Mutual, effective on the closing date. The anticipated closing date of the Merger is September 1, 2023. MCSMIC is currently authorized to write policies in the counties of Adams, Columbia, Dane, Dodge, Fond Du Lac, Green Lake, Marquette, and Sauk. As a Chapter 611 mutual insurance company, Mt. Morris Mutual may write policies throughout the state of Wisconsin; the surviving entity will continue to be a Chapter 611 mutual insurance company writing policies throughout Wisconsin.

Post-merger, Mt. Morris Mutual will continue to be managed by the current directors and officers of Mt. Morris Mutual. Tammy Cutsforth, the current Manager of MCSMIC, will be offered employment with Mt. Morris Mutual with job duties relating to servicing the assumed policies of former members of MCSMIC. Daniels Fenske will continue to serve as President and CEO of the merged company.

No changes will be made to the current Mt. Morris Mutual Board of Directors relating to the merger. As of the effective date of the merger, the Board of Directors of the merged company will continue to be the current board of Mt. Morris Mutual. At each annual meeting of the policyholders of Mt. Morris Mutual after the effective date of the merger, the policyholders will elect the directors to fill the positions of the directors whose terms expire, as provided in Mt. Morris Mutual's current articles and bylaws.

The articles and bylaws of the merged company will continue to be those of Mt. Morris Mutual. No changes to the Mt. Morris Mutual Articles of Incorporation and Bylaws as a result of the Merger. Copies of the proposed documents and the Merger Agreement are available for your review.

On the effective date of the merger, all property owned by MCSMIC will become the property of Mt. Morris Mutual and all liabilities of MCSMIC will become liabilities of Mt. Morris Mutual. All MCSMIC policyholders will automatically become members and policyholders of Mt. Morris Mutual. Each former member of MCSMIC will be sent a Certificate of Assumption formally confirming that status.

No changes to the policies or premiums of MCSMIC policyholders will occur immediately upon the consummation of the Merger. However, effective on the first renewal date of each MCSMIC policy following the effective date of the Merger, MCSMIC policies will be rewritten using Mt. Morris Mutual forms, rates, and underwriting guidelines.

Business will be transacted from Mt. Morris Mutual's current office space in Coloma, Wisconsin. Post-merger, the merged company will continue to maintain the current MCSMIC office located at 144 N. Main Street in Pardeeville, Wisconsin.

A complete copy of the Agreement and Plan of Merger (and related exhibits) is available for your inspection at both the MCSMIC and Mt. Morris Mutual offices. Please contact Tammy Cutsforth, MCSMIC Manager, at (608) 617-2829 or mar.court.spring.mic@gmail.com if you have any questions or if you would like to review a complete copy of the Plan of Merger.

**Marcellon-Courtland-Springvale Mutual
Insurance Company**

John Furman
President
144 N. Main Street
Pardeeville, WI 54954
(608) 617-2829
mar.court.spring.mic@gmail.com

Mt. Morris Mutual Insurance Company

Daniel Fenske
President & CEO
N1211 County Road B
Coloma, WI 54930
(715) 228-5541

29434226.3

**MERGER OF
MARCELLON-COURTLAND-SPRINGVALE MUTUAL INSURANCE COMPANY
WITH AND INTO
MT. MORRIS MUTUAL INSURANCE COMPANY**

AUGUST 15, 2023, SPECIAL POLICYHOLDER MEETING –

POLICYHOLDER RESOLUTION MAIL-IN BALLOT

WHEREAS, Marcellon-Courtland-Springvale Mutual Insurance Company, a Wisconsin town mutual insurance corporation, desires to effectuate a merger with Mt. Morris Mutual Insurance Company, a Wisconsin mutual insurance corporation, in accordance with Section 612.22 of the Wisconsin Statutes and pursuant to the Agreement and Plan of Merger, by and between Marcellon-Courtland-Springvale Mutual Insurance Company and Mt. Morris Mutual Insurance Company, in the form presented to the members of Marcellon-Courtland-Springvale Mutual Insurance Company in connection with this Special Meeting of the members, whereby the separate existence of Marcellon-Courtland-Springvale Mutual Insurance Company shall cease and Mt. Morris Mutual Insurance Company shall continue as the surviving company.

RESOLVED, that after review of the Summary of the Plan of Merger of Marcellon-Courtland-Springvale Mutual Insurance Company into Mt. Morris Mutual Insurance Company (including the attached Exhibits), and ability to inquire of the Board of Directors regarding the same, the members of Marcellon-Courtland-Springvale Mutual Insurance Company hereby adopt and approve the Agreement and Plan of Merger and authorize its Board of Directors to take any remaining actions necessary to effectuate such merger.

Should this policyholder resolution be approved?

(Select only one)

YES

NO

I plan to attend the Special Meeting and will vote in person.

Questions/Comments:

Marcellon-Courtland-Springvale Mutual Insurance Company Policy #: _____

Member: _____
(Print Name)

Member's Signature: _____

Date: _____

NOTE: This ballot must be received by August 15, 2023 at 5:00, for your vote to be counted. Ballots can be returned via email to mar.court.spring.mic@gmail.com or via mail in the envelope enclosed. You may also attend the meeting and vote in person.