



August 20, 2020

Craig Van Dyke  
President and Chief Executive Officer  
Western Fraternal Life Association  
1900 First Avenue NE  
Cedar Rapids, Iowa 52402

Daniel Shinnick  
President and Chief Executive Officer  
National Mutual Benefit  
6522 Grand Teton Plaza  
Madison, Wisconsin 53719

Re: Proposed Merger of National Mutual Benefit with and into Western Fraternal Life Association, with a Redomestication to Wisconsin and Change of Name to BetterLife

Dear Messrs Van Dyke and Shinnick:

The following items are requested in connection with this Office's review of the proposed merger of National Mutual Benefit with and into Western Fraternal Life Association.

Understanding the Due Diligence Process

1. Please describe the process, time frame and deliberations that were undertaken by Western Fraternal Life Association and National Mutual Benefit management and boards of directors in arriving at the current plan of merger. Include any deliberations or discussions of plans or options considered apart from the immediate plan of merger.
2. What, if any, independent consultants or advisors were engaged by either or both of Western Fraternal Life Association and National Mutual Benefit in evaluating the current proposed merger?

Election by Delegates of Western Fraternal Life Association

3. What process was undertaken in the selection of the independent tabulation agent for Western Fraternal Life Association, YesElections (formerly known as Election-America)?
4. Were the procedures for the merger vote by Delegates under the supervision of the Chairman of the Board, including access to and supervision of the independent tabulation agent, YesElections (formerly known as Election-America)? If not, what were the circumstances why this was not the case.
5. How many ballots of Delegates of Western Fraternal Life Association were received late and thereby disqualified? Of the late-filed disqualified ballots, how many voted in favor of the merger and how many voted against? If no late-filed ballots were ever received, please have YesElections prepare a letter to that effect, signed by a responsible officer of that organization.

6. Philip J. Torticill, Retired President of Western Fraternal Life Association, contends that he and his wife casted their votes by mail in a timely manner, but that their votes were never counted. Has Western Fraternal Life Association itself received any complaints from Delegates that their votes were never counted? If so, please describe each such complaint.

Essential Licensing Coverage Issues

7. What is the status of Western Fraternal Life Association's negotiations with another fraternal benefit society to acquire Western Fraternal Life Association's certificates in California? Is this being structured as a novation, or as reinsurance with a related administrative services agreement? If novation, does California law require the affirmative consent of the certificate holder or is approval by the California Department of Insurance alone sufficient?
8. What is the status of Western Fraternal Life Association's expansion applications in Arizona, Indiana and Wyoming?

Other Matters

9. Are the information technology platforms currently in place at Western Fraternal Life Association and National Mutual Benefit relatively compatible? How long is the integration of information technology platforms anticipated to take?
10. Please describe post-acquisition plans for charitable contributions, commitment to community outreach, and lodge activities in comparison to historical practices at the two societies separately?

If you have questions on this or any other matter in which I might be of some assistance, please call me at (608) 267-4388.

Sincerely,



Steven J. Junior, Insurance Program Manager  
Division of Financial Regulation

cc: Todd Martin, Stinson, LLP  
Noreen Parrett, Parrett Law, LLC