

August 25, 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, 2<sup>nd</sup> Floor  
Madison, WI 53702

Re: Merger of Columbus Mutual Town Insurance and Caledonia Mutual Fire Insurance Company with and into Central Wisconsin Mutual Insurance Company

Dear Commissioner Houdek:

The Boards of Directors of Columbus Mutual Town Insurance, a Wisconsin town mutual insurance corporation (“Columbus”), Caledonia Mutual Fire Insurance Company, a Wisconsin town mutual insurance corporation (“Caledonia”) and Central Wisconsin Mutual Insurance Company, a Wisconsin town mutual insurance corporation (“CWMIC”, together with Columbus and Caledonia are collectively referred to herein as the “Constituent Corporations” and each a “Constituent Corporation”), have approved the merger of Columbus and Caledonia with and into CWMIC (the “Merger”). Pursuant to Wis. Stat. § 612.21, we are submitting for your review the documents and exhibits set forth below, and respectfully request your approval of the Merger.

Please find enclosed the following documentation:

1. A certified resolution of the Columbus Board of Directors approving the Merger and establishing a tentative date for the special meeting of policyholders.
2. A certified resolution of the Caledonia Board of Directors approving the Merger and establishing a tentative date for the special meeting of policyholders.
3. A certified resolution of the CWMIC Board of Directors approving the Merger and establishing a tentative date for the special meeting of policyholders.
4. The executed Agreement and Plan of Merger, including the following exhibits:

Exhibit A: The Second Amended and Restated Articles of Incorporation of CWMIC which will be the articles of incorporation of the

surviving entity. Please note that these articles were adopted by the Board of Directors of each Constituent Corporation and will be filed separately with the OCI pursuant to Wis. Stat. § 612.04, prior to the effective date of the Merger.

Exhibit B: The Second Amended and Restated Bylaws of CWMIC which will be the bylaws of the surviving entity. Please note that these bylaws were adopted by the Board of Directors of each Constituent Corporation and will be filed separately with the OCI pursuant to Wis. Stat. § 612.04, prior to the effective date of the Merger.

Exhibit C-1: The form of Certificate of Assumption which CWMIC proposes to send to all Caledonia policyholders after the effective time of the Merger.

Exhibit C-2: The form of Certificate of Assumption which CWMIC proposes to send to all Columbus policyholders after the effective time of the Merger.

Exhibit D: A listing of the directors and officers of the surviving entity.

5. A proposed summary of the Merger to be sent to the Constituent Corporations' policyholders with the applicable Notice of Special Policyholder Meeting (the "Proposed Summary").
6. The following Columbus-related documents:
  - (a) The most recent year-end annual statement for Columbus.
  - (b) The most recent monthly unaudited financial statements for Columbus.
  - (c) A proposed Notice of Special Policyholder Meeting to be sent to the Columbus policyholders.
  - (d) The proposed policyholder resolution ballots to be presented at the Special Meeting and to policyholders via mail pursuant to Wis. Stat. § 612.12(a)(c).
  - (e) The proposed report of policyholder vote to be submitted to the OCI following the Special Meeting.
7. The following Caledonia-related documents:
  - (a) The most recent year-end annual statement for Caledonia.
  - (b) The most recent quarterly unaudited financial statements for Caledonia.

- (c) A proposed Notice of Special Policyholder Meeting to be sent to the Caledonia policyholders.
  - (d) The proposed policyholder resolution ballots to be presented at the Special Meeting and to policyholders via mail pursuant to Wis. Stat. § 612.12(a)(c).
  - (e) The proposed report of policyholder votes to be submitted to the OCI following the Special Meeting.
8. The following CWMIC-related documents:
- (a) The most recent year-end annual statement for CWMIC.
  - (b) The most recent monthly unaudited financial statements for CWMIC.
  - (c) A proposed Notice of Special Policyholder Meeting to be sent to the CWMIC policyholders.
  - (d) The proposed policyholder resolution ballots to be presented at the Special Meeting and to policyholders via mail pursuant to Wis. Stat. § 612.12(a)(c).
  - (e) The proposed report of policyholder votes to be submitted to the OCI following the Special Meeting.

Please note that the Constituent Corporations have tentatively scheduled their special meetings for the dates, times and locations listed below.

1. Columbus has tentatively scheduled its Special Meeting for October 11, 2023. This meeting will occur in person at 7:00 p.m. at the American Legion in Columbus, Wisconsin.
2. Caledonia has tentatively scheduled its Special Meeting for October 14, 2023. This meeting will occur in person at 10:00 a.m. at the Caledonia Town Hall, N5479 Beich Road in Portage, Wisconsin.
3. CWMIC has tentatively scheduled its Special Meeting for October 11, 2023. This meeting will occur in person at 10:00 a.m. at the Alto Community Center, W12785 County Road AS, Waupun, Wisconsin.

***Legacy Territory of the Constituent Corporations***

With this filing, the Constituent Corporations also request authority to continue renewing the policies of the thirty-eight (38) policyholders in the five (5) counties that would not be part of the surviving company's authorized territory after the effective date of the merger

(i.e., the counties of Crawford, Green, Lafayette, Waukesha and Vernon) (the “Legacy Territory”)

As a town mutual organized under Chapter 612 of Wisconsin Statutes, CWMIC (as the surviving company) will continue to be subject to the restriction in Wis. Stat. § 612.02(2)(c) limiting the authority in which the company plans to operate to sixteen (16) contiguous counties. The Second Amended and Restated Articles of Incorporation of CWMIC (included as Exhibit A to the Merger Agreement) identifies the sixteen (16) contiguous counties comprising the territory for the surviving company (the “Authorized Territory”).

To limit the disruption to the policyholders in the Legacy Territory, the Constituent Corporations request approval from the Commissioner to continue renewing the policies of these policyholders located in the Legacy Territory. New business will continue to be limited to the surviving company’s Authorized Territory.

We respectfully request that you confirm whether this request is acceptable to the Commissioner at your earliest convenience. Please note, the Proposed Summary submitted with this filing includes bracketed alternative language that the Constituent Corporations propose to include depending upon the resolution of this request.

***Proposed Dates of Special Policyholder Meetings***

As you know, each of the Constituent Corporations must provide notice of their special meeting to their respective policyholders thirty days in advance of the meeting. Could you please advise us at your earliest convenience if you have any concerns with the October 11, 2023 and October 14, 2023 meeting dates as currently proposed? The Constituent Corporations hope to send the Notices of Special Policyholder Meetings on or before September 8, 2023.

Thank you for your attention to this matter. Should you have any questions or require additional information, please do not hesitate to contact either of us, Zach Bemis at (608) 284-2224 or by email at [zbemis@gklaw.com](mailto:zbemis@gklaw.com), or Ashley Smith at (414) 287-9423 or by email at [asmith@gklaw.com](mailto:asmith@gklaw.com).

Sincerely,

GODFREY & KAHN, S.C.



Zachary P. Bemis



Ashley A. Smith

Office of the Commissioner of Insurance

August 25, 2023

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Enclosures

cc: Mr. Chris Martin, OCI (via email)  
Ms. Elena Vetrina, OCI (via email)  
Sonia DeBoer, Columbus (via email)  
Dave Ziehmke, Caledonia (via email)  
Denis Fuerstenberg, CWMIC (via email)