

November 9, 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 Ellington Mutual Insurance Company with and into Homestead Mutual Insurance Company

Dear Commissioner Houdek:

The Boards of Directors of Homestead Mutual Insurance Company, a Wisconsin mutual insurance corporation (“HMIC”) and Ellington Mutual Insurance Company, a Wisconsin mutual insurance corporation (“EMIC”, together with HMIC are collectively referred to herein as the “Constituent Corporations” and each a “Constituent Corporation”), have approved the merger of EMIC with and into HMIC (the “Merger”). Pursuant to Wis. Stat. § 611.73, we are submitting for your review and approval the documents and exhibits set forth below, and respectfully request your approval of the Merger. The proposed effective date of the Merger is December 31, 2023.

Please note, both HMIC and EMIC are currently affiliates of Mutual of Wausau Insurance Corporation (“MWIC”, and together with HMIC and EMIC, the “MW Group”). Immediately following the effective date of the Merger, (1) the current Affiliation Agreement between EMIC and MWIC will be terminated and (2) HMIC and MWIC will enter revised management, reinsurance pooling, and reinsurance allocation agreements. These agreements will be submitted for your review as Form D filings pursuant to Wis. Stat. § 617.21 and Wis. Admin. Code § Ins 40.04(2)(d).

Please find enclosed the following materials relating to the Merger:

Attachment**Description**

1. Certified resolution of the HMIC Board of Directors approving the Merger.
2. Certified resolution of the EMIC Board of Directors approving the Merger.
3. The executed Agreement and Plan of Merger, including the following exhibits:

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

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

Exhibit C: The form of Certificate of Assumption which HMIC proposes to send to all EMIC policyholders after the effective time of the Merger.

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

4. The most recent year-end annual statement for EMIC.
5. The most recent monthly unaudited financial statements for EMIC.
6. The most recent year-end annual statement for HMIC.
7. The most recent monthly unaudited statement for HMIC.

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 P. Bemis

Enclosures

cc: Mr. Chris Martin, OCI (via email)
Mr. Darren Roeh, HMIC (via email)
Mr. Howard Schwartz, EMIC (via email)
Mr. Todd Lentz, MWIC (via email)