



DATE: October 30, 2024

TO: Amy J. Malm
Mark McNabb

FROM: Christopher Martin

SUBJECT: The Proposed Merger of Jamestown Mutual Insurance Company with and into Eagle Point Mutual Insurance Company

The purpose of this memo is to summarize the results of OCI's analysis with respect to the above-referenced filing performed in accordance with the competitive standard criterion set-forth in ch. 612, Wis. Stat. and Ins. 40.02 Wis. Adm. Code.

Form A Filing Contact(s)

Primary Contact(s):

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Exhibit(s)

<u>Exhibit:</u>	<u>Description:</u>
Ex. 1	Transmittal Letter
Ex. 2	The executed resolution of the Eagle Point Board of Directors approving the Agreement and Plan of Merger with Jamestown
Ex. 3	The executed resolution of the Jamestown Board of Directors approving the Agreement and Plan of Merger with Eagle Point
Ex. 4	The Certificate of Assumption that Jamestown proposes to send to all their policyholders after the effective date of the merger
Ex. 5	Unaudited financial statements for Jamestown as of September 30, 2024
Ex. 6	Proposed policyholder resolutions approving the merger

Executive Summary

On October 17, 2024, Eagle Point Mutual Insurance Company (Eagle Point), a 611 mutual insurer, filed a statement on behalf of the Applicant. Eagle Point along with Jamestown Mutual Insurance Company (Jamestown), a 612 town mutual insurer, intend that Jamestown will merge with and into Eagle Point. After the merger, in accordance with the Agreement and Plan of Merger, Jamestown will cease to exist, and the surviving entity would be Eagle Point.

Identity and Background of the Domestic Insurers

Identity of the Insurers:

Jamestown Mutual Insurance Company

3810 Dry Hollow Rd
Kieler, WI 53812

Eagle Point Mutual Insurance Company

23 West Central Street
Chippewa Falls, WI 54729

Background of the Insurers:

Jamestown Mutual Insurance Company

Jamestown is a Wisconsin domestic town mutual insurance company and was incorporated on 04/14/1885. The company is licensed to write Property and Nonproperty insurance and is currently authorized to do business in Richland, Rock, Sauk, Lafayette, Crawford, Dane, Grant, Green, and Iowa County.

Eagle Point Mutual Insurance Company

Eagle Point is a Wisconsin domestic Ch. 611 mutual insurance company and was incorporated on 06/07/1879. The company is licensed to write Automobile, Fire, inland marine and other property insurance, and Liability and incidental medical expense insurance (other than automobile) business in all counties.

Proposed Executive Officers and Directors of Eagle Point:

<u>Name</u>	<u>Title</u>	<u>Term</u>
Leslie Danielson	Director, Chairman	June 2025
Michael Ruff	Director, Vice Chairman	June 2026
Todd Meinen	Director, Secretary, and Treasurer	June 2027
Duron Bergeson	Director	June 2025
Ray Kliscz	Director	June 2027
Carsten Ellison	Director	June 2025
Keith Schleisman	Director	June 2026
Gene Runde	Director	June 2027
Vacancy	Director	June 2026

Nature, Source, and Consideration

Pursuant to the Agreement and Plan of Merger, between Jamestown and Eagle Point, Jamestown will be merged into Eagle Point, with the surviving entity being Eagle Point. Subject to the appropriate approvals and a vote held by the members of Jamestown, the effective date of the transaction is expected to be January 1, 2025. In the event that the merger is unsuccessful, the two insurers will split the cost equally. No consideration will be transferred to any party as part of this merger.

The Applicant's Future Plans

Besides combining operations and combining assets and liabilities under one structure, the future plans of the surviving entity, Eagle Point, also include that all employees of Jamestown will become employees of Eagle Point on the effective date. Those employees will continue to work out of the current Jamestown office. Additionally, Jamestown agents in good standing will become appointed agents of Eagle Point as of the effective date. Articles and Bylaws of the surviving corporation will be those current Articles and Bylaws of Eagle Point as provided with the application.

The s. 612.22 Wis. Stats. Standard

Section 612.22 Wis. Stats. incorporates the information gathering requirements of s. 612.02(4) (the application requirements for a certificate of authority) while directing the Commissioner to answer three broad questions contained in s. 612.22(3).

1. Is the Plan contrary to the law; or,
2. That the surviving or new corporation would not satisfy the requires for a certificate of authority under s. 612.02 (6); or
3. That the plan would be contrary to the interest of the insureds or the public.

Conclusion

After reviewing the information provided by the Applicants, the OCI believes that approving this merger is in the best interest of the policyholders of Jamestown and Eagle Point. It is the OCI's opinion that the plan cannot be said to be contrary to the law because it provides the necessary information required by statute, the surviving entity would be able to satisfy the requirement for a certificate of authority, and the plan would not be contrary to the interest of the insureds or the public. Therefore, the transaction should be approved.

After the transaction closes the surviving entity, Eagle Point Mutual Insurance Company, will continue to be authorized in all counties throughout the state.