

MERGER OF
KENOSHA COUNTY MUTUAL INSURANCE COMPANY
WITH AND INTO
MT. MORRIS MUTUAL INSURANCE COMPANY

FILED WITH THE WISCONSIN OFFICE OF
THE COMMISSIONER OF INSURANCE
September 6, 2023

By Godfrey & Kahn S.C

September 6, 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 Kenosha County Mutual Insurance Company with and into Mt. Morris Mutual Insurance Company

Dear Commissioner Houdek:

The Boards of Directors of Mt. Morris Mutual Insurance Company, a Wisconsin mutual insurance corporation (“MMIC”) and Kenosha County Mutual Insurance Company, a Wisconsin town mutual insurance corporation (“KCMIC”, together with MMIC are collectively referred to herein as the “Constituent Corporations” and each a “Constituent Corporation”), have approved the merger of KCMIC with and into MMIC (the “Merger”). Pursuant to Wis. Stat. § 612.22, 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 MMIC Board of Directors approving the Merger.
2. A certified resolution of the KCMIC Board of Directors approving the Merger and establishing a tentative date for the special meeting of policyholders.
3. The executed Agreement and Plan of Merger, including the following exhibits:
 - Exhibit A: The current articles of incorporation of MMIC which will be the articles of incorporation of the surviving entity.
 - Exhibit B: The current bylaws of MMIC which will be the bylaws of the surviving entity.
 - Exhibit C: The form of Certificate of Assumption which MMIC proposes to send to all KCMIC policyholders after the effective time of the Merger.

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

4. A proposed summary of the Merger to be sent to KCMIC policyholders with the KCMIC Notice of Special Policyholder Meeting.
5. The following MMIC-related documents:
 - (a) The most recent year-end annual statement for MMIC.
 - (b) The most recent quarterly statement for MMIC.
6. The following KCMIC-related documents:
 - (a) The most recent year-end annual statement for KCMIC.
 - (b) The most recent quarterly unaudited financial statements for KCMIC.
 - (c) A proposed Notice of Special Policyholder Meeting to be sent to the KCMIC policyholders.
 - (d) The proposed policyholder resolution ballots to be presented (i) in person at the special meeting and (ii) 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 KCMIC has tentatively scheduled a special meeting for its policyholders for October 26, 2023. As you know, KCMIC must provide notice of its special meeting to its policyholders thirty (30) days in advance of the meeting. Could you please advise us at your earliest convenience if you have any concerns with the KCMIC meeting date as currently proposed?

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, or Ashley Smith at (414) 287-9423 or by email at asmith@gklaw.com.

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

Sincerely,

GODFREY & KAHN, S.C.

A handwritten signature in blue ink, appearing to read "Zachary P. Bemis".

Zachary P. Bemis

A handwritten signature in blue ink, appearing to read "Ashley A. Smith".

Ashley A. Smith

Enclosures

cc: Mr. Chris Martin, OCI (via email)
Ms. Elena Vetrina, OCI (via email)
Daniel Fenske, MMIC (via email)
Greg Gonnering, MMIC (via email)
Myron Daniels, KCMIC (via email)
Janet Elfering, KCMIC (via email)