

November 1, 2024

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 Mt. Pleasant-Perry Middleton 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 (“Mt. Morris”) and Mt. Pleasant-Perry Middleton Mutual Insurance Company, a Wisconsin mutual insurance corporation (“MPPM”, together with Mt. Morris are collectively referred to herein as the “Constituent Corporations” and each a “Constituent Corporation”), have approved the merger of MPPM with and into Mt. Morris (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, 2024.

Please note, MPPM is currently an affiliate of Mt. Morris. Immediately following the effective date of the Merger, (1) the current Affiliation Agreement between Mt. Morris and MPPM will be terminated, (2) the current Management Agreement between Mt. Morris and MPPM will be terminated, and (3) Mt. Morris will enter into revised reinsurance pooling and reinsurance allocation agreements with its remaining affiliates to remove references to MPPM. These revised 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 Mt. Morris Board of Directors approving the Merger.
2. Written Consent of the MPPM 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 Mt. Morris which will be the articles of incorporation of the surviving entity.
 - Exhibit B: The current bylaws of Mt. Morris which will be the bylaws of the surviving entity.
 - Exhibit C: The form of Certificate of Assumption which Mt. Morris proposes to send to all MPPM 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 of MPPM.
5. The most recent quarterly financial statement of MPPM.
6. The most recent year-end annual statement of Mt. Morris.
7. The most recent quarterly financial statement of Mt. Morris.

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)
Ms. Kristin Forsberg (via email)
Mr. Daniel Fenske, Mt. Morris (via email)