

September 26, 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 Northern Finnish Mutual Insurance Company with and into Mt. Morris Mutual Insurance Company.

Dear Commissioner Houdek:

The Boards of Directors of Mt. Morris Mutual Insurance Corporation, a Wisconsin mutual insurance corporation (“MMIC”) and Northern Finnish Mutual Insurance Company, a Wisconsin town mutual insurance corporation (“NFMIC”, together with MMIC are collectively referred to herein as the “Constituent Corporations” and each a “Constituent Corporation”), have approved the merger of NFMIC 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 NFMIC 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 NFMIC 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 NFMIC policyholders with the NFMIC 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 monthly unaudited financial statement for MMIC.
6. The following NFMIC-related documents:
 - (a) The most recent year-end annual statement for NFMIC.
 - (b) The most recent monthly unaudited financial statements for NFMIC.
 - (c) A proposed Notice of Special Policyholder Meeting to be sent to the NFMIC policyholders.
 - (d) The proposed policyholder resolution mail ballot.
 - (e) The proposed policyholder resolution ballots to be presented in person at the special meeting.
 - (f) The proposed report of policyholder votes to be submitted to the OCI following the special meeting.

Please note that NFMIC has tentatively scheduled a special meeting for its policyholders for November 9, 2023. As you know, NFMIC 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 NFMIC 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.



Zachary P. Bemis



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)
Janice Penn, NFMIC (via email)