

August 28, 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 New Hope Mutual Insurance Company with and into Seneca, Sigel Mutual Insurance Company

Dear Commissioner Houdek:

The Boards of Directors of New Hope Mutual Insurance Company, a Wisconsin town mutual insurance corporation (“NHMIC”) and Seneca, Sigel Mutual Insurance Company, a Wisconsin town mutual insurance corporation (“SSMIC”, together with NHMIC are collectively referred to herein as the “Constituent Corporations” and each a “Constituent Corporation”), have approved the merger of NHMIC with and into SSMIC (the “Merger”). Pursuant to Wis. Stat. § 612.21, 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 SSMIC Board of Directors approving the Merger and establishing a tentative date for the special meeting of policyholders.
2. A certified resolution of the NHMIC 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 First Amended and Restated Articles of Incorporation of SSMIC which will be the articles of incorporation of the surviving entity. Please note that these articles were adopted by the Board of Directors of each Constituent Corporation and will be filed separately with the OCI pursuant to Wis. Stat. § 612.04, prior to the effective date of the Merger.

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

Exhibit C: The form of Certificate of Assumption which SSMIC proposes to send to all NHMIC 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 the Constituent Corporations' policyholders with the applicable Notice of Special Policyholder Meeting (the "Proposed Summary").
5. The following SSMIC-related documents:
 - (a) The most recent year-end annual statement for SSMIC.
 - (b) The most recent year-end audited financial statements for SSMIC.
 - (c) The most recent monthly unaudited financial statements for SSMIC.
 - (d) A proposed Notice of Special Policyholder Meeting to be sent to the SSMIC policyholders.
 - (e) 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).
 - (f) The proposed report of policyholder votes to be submitted to the OCI following the special meeting.
6. The following NHMIC-related documents:
 - (a) The most recent year-end annual statement for NHMIC.
 - (b) The most recent year-end unaudited financial statements for NHMIC.
 - (c) The most recent monthly unaudited financial statements for NHMIC.
 - (d) A proposed Notice of Special Policyholder Meeting to be sent to the NHMIC policyholders.
 - (e) 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).

- (f) The proposed report of policyholder votes to be submitted to the OCI following the special meeting.

Proposed Date of Joint Special Policyholder Meeting

Please note that the Constituent Corporations have tentatively scheduled a joint special meeting for their policyholders for October 21, 2023. As you know, each of the companies must provide notice of their special meeting to their respective 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 October 21, 2023 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.

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)
Dawn Look, SSMIC (via email)
Dawn Johnson, NHMIC (via email)