

**MERGER OF**  
**TRI-COUNTY MUTUAL TOWN 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, 2<sup>nd</sup> Floor  
Madison, WI 53702

Re: Merger of Tri-County Mutual Town 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 Tri-County Mutual Town Insurance Company, a Wisconsin town mutual insurance corporation (“TCMTIC”, together with MMIC are collectively referred to herein as the “Constituent Corporations” and each a “Constituent Corporation”), have approved the merger of TCMTIC 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 TCMTIC 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 RCMIC 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 TCMTIC policyholders with the TCMTIC 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 TCMTIC -related documents:
    - (a) The most recent year-end annual statement for TCMTIC.
    - (b) The most recent year-end unaudited financial statements for TCMTIC.
    - (c) The most recent monthly unaudited financial statements for TCMTIC.
    - (d) A proposed Notice of Special Policyholder Meeting to be sent to the TCMTIC 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.

Please note that TCMTIC has tentatively scheduled a special meeting for its policyholders for October 27, 2023. As you know, TCMTIC 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 TCMTIC 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](mailto:zbemis@gklaw.com), or Ashley Smith at (414) 287-9423 or by email at [asmith@gklaw.com](mailto:asmith@gklaw.com).

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

September 6, 2023

Page 3

Sincerely,

GODFREY & KAHN, S.C.

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

Zachary P. Bemis

A handwritten signature in black 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)  
Scott L. Ogren, TCMTIC (via email)