

**From:** [KFitzgerald@foley.com](mailto:KFitzgerald@foley.com)  
**To:** [Junior, Steve J - OCI](#); [Malm, Amy J - OCI](#); [Wicka, Richard B - OCI](#); [Vetrina, Elena V - OCI](#)  
**Cc:** ["Raina Zanow \(Raina.Zanow@sentry.com\)"](mailto:Raina.Zanow@sentry.com); [MTilleman@foley.com](mailto:MTilleman@foley.com); [NPaquette@foley.com](mailto:NPaquette@foley.com); [JHaro@foley.com](mailto:JHaro@foley.com); [mrodriguez@foley.com](mailto:mrodriguez@foley.com); [Malm, Amy J - OCI](#)  
**Subject:** RE: Sentry MHC Questions and Drafts  
**Date:** Wednesday, July 29, 2020 3:54:29 PM

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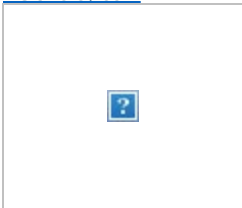
Steve,

Thanks for these edits. We have no further substantive comments. Sentry is in the process of setting up a phone number to be included, and we will get that to you as soon as it is available.

We do have one request on the hearing and that is whether it could be moved to November 19<sup>th</sup>. One of our 2 "witnesses" (who will have pre-filed testimony) is not available on the 10<sup>th</sup>, and we wanted to give everyone at OCI time to attend the NAIC, so the 19<sup>th</sup> seemed like a good option. Let us know what you think. It can certainly be held at the same time of day as you suggest.

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**From:** Junior, Steve J - OCI <Steve.Junior@wisconsin.gov>  
**Sent:** Monday, July 27, 2020 1:25 PM  
**To:** Fitzgerald, Kevin G. <KFitzgerald@foley.com>; Malm, Amy J - OCI <Amy.Malm@wisconsin.gov>; Wicka, Richard B - OCI <Richard.Wicka@wisconsin.gov>; Vetrina, Elena V - OCI <Elena.Vetrina@wisconsin.gov>  
**Cc:** 'Raina Zanow (Raina.Zanow@sentry.com)' <Raina.Zanow@sentry.com>; Tilleman, Morgan J. <MTilleman@foley.com>; Paquette, Nick <NPaquette@foley.com>; Haro, Jennifer <JHaro@foley.com>; Rodriguez, Melissa <mrodriguez@foley.com>; Malm, Amy J - OCI <Amy.Malm@wisconsin.gov>  
**Subject:** RE: Sentry MHC Questions and Drafts

**\*\* EXTERNAL EMAIL MESSAGE \*\***

Kevin

Attached is a modified List of Exhibits, Case Recommendation Memorandum, and Stipulation and Order and the newly prepared draft form of Notice of Hearing. I added the revised Administrative Services Agreement as Exhibit 34. I did not add the Waiver to the List of Exhibits, because this will not be requested until after the Proposed Decision has been delivered. Otherwise, I made (or at least intended

to make) all changes you requested on the List of Exhibits, Case Recommendation Memorandum, and Stipulation and Order.

Please review the attached draft form of Notice of Hearing and let me know if any changes need to be made. In particular, please let me know the phone number and e-mail address the company wants to use for inclusion in the hearing notice.

Thank you very much for your assistance.

Steve

**Steven J. Junior** | Insurance Program Manager  
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**From:** KFitzgerald@foley.com <KFitzgerald@foley.com>

**Sent:** Friday, July 10, 2020 4:17 PM

**To:** Junior, Steve J - OCI <Steve.Junior@wisconsin.gov>; Malm, Amy J - OCI <Amy.Malm@wisconsin.gov>; Wicka, Richard B - OCI <Richard.Wicka@wisconsin.gov>; Vetrina, Elena V - OCI <Elena.Vetrina@wisconsin.gov>

**Cc:** 'Raina Zanow (Raina.Zanow@sentry.com)' <Raina.Zanow@sentry.com>; MTilleman@foley.com; NPaquette@foley.com; JHaro@foley.com; mrodriguez@foley.com

**Subject:** FW: Sentry MHC Questions and Drafts

Steve,

Thank you for your email. We have reviewed all the documents and revised a couple, see attached for a clean and redline version of the List of Exhibits and the Case Memo.

In regards to the List of Exhibits, we have removed reference to Peter McPartland's testimony as we plan to provide testimony only from Kip Kobussen and Todd Schroeder. Further, we wanted to point out that the document titled "Waiver Sentry MHC" is not included in the List of Exhibits. If you would like that document to be included on the Exhibits List, feel free to add it. Additionally, we wanted to mention that we will be substituting the Intercompany Services Agreement (Exhibit 23) with the version that was recently approved by OCI for all of the Sentry group. Would you prefer that we identify this as a new Exhibit, or could we simply swap the agreement for the current Exhibit 23?

In regards to the Stip and Order, we noticed that the proposed changes that we sent on May 6, 2020 regarding the edits to paragraph 2 and the corrected signature page were not included in the version that you sent over. Please see the attached emails which include the correct version of the Stip and Order, as well as confirmation from Richard noting that OCI was fine with Sentry's proposed changes.

Last, we have included a “Sequence of Events” (below and in the Case Memo) per your request in the email below (number 2). With respect to numbers 4 (PLR) and 5 (SEC No Action Letter) below, we will send you those documents as soon as they are available.

### Sequence of Events

The plan of restructuring could be viewed as involving a seven-step sequence of events. Each of these steps is briefly summarized as follows (items 3 and 4 are simply suggestions for you to consider, we will accommodate any schedule you desire, including holding the pre-hearing and the hearing on the same day).

1. The Company establishes the Record Date and Resolution Date at a Special Meeting of the Board of Directors on or about **[September 23], 2020**.
2. The Policyholder Information Booklet is mailed to all policyholders of Sentry Insurance a Mutual Company via U.S. Mail on or about **[October 7], 2020**.
3. The pre-hearing on the class 1 contested case administrative hearing on the restructuring of Sentry Insurance a Mutual Company into a mutual holding company and a stock insurance corporation is held in Madison, Wisconsin on **[November 13], 2020**.
4. The class 1 contested case administrative hearing and public hearing on the restructuring of Sentry Insurance a Mutual Company into a mutual holding company and a stock insurance corporation are held in Madison, Wisconsin on **[November 20], 2020**.
5. A special meeting of Sentry Insurance a Mutual Company’s policyholders is held to vote upon the mutual holding company plan on **[December 2], 2020**.
6. On or before the January 1, 2021, Sentry Insurance a Mutual Company shall incorporate Sentry Holdings, Inc. as a Wisconsin business corporation under Chapter 180 of the Wisconsin Statutes.
7. The following transactions are to occur simultaneously at 12:01 a.m. on January 1, 2021, if Sentry Insurance a Mutual Company’s policyholders and the OCI approve:

Please let us know if you have any questions or would like to discuss.

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**From:** Junior, Steve J - OCI <[Steve.Junior@wisconsin.gov](mailto:Steve.Junior@wisconsin.gov)>  
**Sent:** Friday, June 19, 2020 12:49 PM  
**To:** Fitzgerald, Kevin G. <[KFitzgerald@foley.com](mailto:KFitzgerald@foley.com)>  
**Cc:** Wicka, Richard B - OCI <[Richard.Wicka@wisconsin.gov](mailto:Richard.Wicka@wisconsin.gov)>; Malm, Amy J - OCI <[Amy.Malm@wisconsin.gov](mailto:Amy.Malm@wisconsin.gov)>; Vetrina, Elena V - OCI <[Elena.Vetrina@wisconsin.gov](mailto:Elena.Vetrina@wisconsin.gov)>  
**Subject:** Sentry MHC Questions and Drafts

**\*\* EXTERNAL EMAIL MESSAGE \*\***

Kevin

1. Please let me know of any inaccuracies or other problems you see in the attached documents.
2. After discussion with Sentry management, please let me know what they have in mind on the timing of the various steps outlined in the attached draft case recommendation memorandum under the caption, "Sequence of Events".
3. In the attached draft list of exhibits for the hearing, I included placeholders for pre-filed testimony, but please understand these are only placeholders. I have no particular expectations for any testimony at the hearing. After discussion with Sentry management, please let me know what they have in mind on any pre-filed or oral testimony in connection with the hearing.
4. At such time as it becomes available, please send me either the private letter ruling from the United States Internal Revenue Service or the tax opinion from Foley & Lardner LLP, substantially to the effect that (a) the members of Sentry Insurance a Mutual Company will not recognize taxable gain or loss in connection with the mutual holding company restructuring, and (b) neither Sentry Mutual Holding Company, Sentry Holdings, Inc., nor Sentry Insurance a Mutual Company will recognize taxable gain or loss in connection with the mutual holding company restructuring.
5. At such time as it becomes available, please send me either the no action letter from the Federal Trade Commission or the securities law opinion from Foley & Lardner LLP in form and substance satisfactory to the Board of Directors with respect to federal and state securities law matters.
6. The Policyholder Information Booklet is under review with the Division of Market Regulation and Enforcement. Once I hear back from them, I will be in a position to send out an approval pursuant to s. 644.07(6)(b), Wis. Stat.

Thank you.

Steve

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