

**REPORT OF SPECIAL MEETING OF THE MEMBERS
FOR THE PURPOSE OF VOTING ON THE CONVERSION OF
ASHLAND COUNTY TOWN INSURANCE COMPANY,
DARLINGTON MUTUAL INSURANCE COMPANY,
LIBERTY MUTUAL FIRE INSURANCE COMPANY,
PRICE COUNTY TOWN MUTUAL INSURANCE COMPANY,
RIVER FALLS MUTUAL INSURANCE COMPANY
AND STOCKHOLM TOWN MUTUAL INSURANCE COMPANY
INTO RIVER VALLEY MUTUAL INSURANCE COMPANY
WHICH SHALL CONVERT INTO A
CHAPTER 611 MUTUAL INSURANCE CORPORATION**

December 11, 2023

Liberty Mutual Fire Insurance Company ("Liberty Mutual"), hereby submits to the Office of the Commissioner of Insurance (the "OCI") pursuant to Wis. Stat. § 612.23(5) this report of the Special Meeting of Members held on December 11, 2023, at 7:00 p.m., at the Youth and Agriculture Building, located at 916 E. Elm St. in Lancaster, Wisconsin (the "Special Meeting") to discuss and to vote on the proposed conversion (the "Conversion") of Liberty Mutual, together with River Valley Mutual Insurance Company ("River Valley"), Ashland County Town Insurance Company ("Ashland"), Darlington Mutual Insurance Company ("Darlington"), Price County Town Mutual Insurance Company ("Price"), River Falls Mutual Insurance Company ("River Falls"), and Stockholm Town Mutual Insurance Company ("Stockholm"), each a separate town mutual insurance corporation organized under Chapter 612 of the Wisconsin Statutes, into a single mutual insurance corporation organized under Chapter 611 of Wisconsin Statutes whereby the separate existence of Ashland, Darlington, Liberty Mutual, Price, River Falls, and Stockholm shall thereupon cease and River Valley shall continue as the surviving company under Chapter 611 of the Wisconsin Statutes (at times referred to herein as the "Converted Corporation").

On November 10, 2023, the members of Liberty Mutual were mailed (i) the Notice of the Special Meeting in the form attached hereto as Exhibit A (the "Member Notice"), (ii) a summary of the Agreement and Plan of Conversion among Liberty Mutual, River Valley, Ashland, Darlington, Price, River Falls, and Stockholm (which was approved by the Board of Directors of Liberty Mutual on October 27, 2023, and by the OCI on December 7, 2023), and (iii) a policyholder resolution ballot for members to vote on the resolution authorizing the merger by mail (the "Mail Ballot"), (collectively, the "Conversion Materials"). The Member Notice instructed the members to review the Conversion Materials and return their Policyholder Resolution Ballot to the address provided in the Member Notice by 5:00 p.m. on December 11, 2023, or to appear at the Special Meeting and vote in person.

At the Special Meeting, after the members of Liberty Mutual reviewed the previously disseminated Conversion Materials and had the opportunity to ask questions of the respective designated representatives of Liberty Mutual relating to the Conversion, the following resolution was adopted by the members of Liberty Mutual:

RESOLVED, that after review of the Summary of the Agreement and Plan of Conversion and/or the Agreement and Plan of Conversion (collectively, the "Conversion Documents"), and the ability to inquire of the Board of Directors of Liberty Mutual regarding the same, the members of Liberty Mutual hereby (i) adopt and approve, in all material respects, the Conversion pursuant to the Agreement and Plan of Conversion substantially in the form made available to the members, including the articles of incorporation and bylaws of River Valley and the election of the proposed directors of the Board of Directors of the Converted

Corporation as set forth in the Conversion Documents, and (ii) authorize its Board of Directors to take any and all remaining actions necessary to effectuate the Conversion.

1,168 members of Liberty Mutual were entitled to vote at the Special Meeting. Of the 218 members of Liberty Mutual who voted on the resolution, 204 voted in favor of adoption and 14 members voted against adoption. Of the members voting in person, 5 voted in favor of adoption and 8 members voted against adoption. Of the members voting by Mail Ballot, 199 voted in favor of adoption and 6 members voted against adoption.

Dated this 11th day of December, 2023.

LIBERTY MUTUAL FIRE INSURANCE COMPANY

By: 
Name: Daniel Swenson
Title: President

Attest:

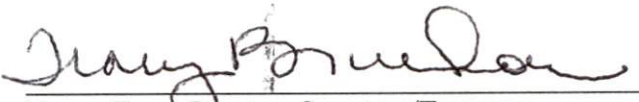

Name: Tracy Brunton, Secretary/Treasurer

EXHIBIT A



LIBERTY MUTUAL FIRE INSURANCE COMPANY

11524 KLUCKHOHN ST--PO BOX 58

STITZER, WI 53825

608-943-8333 OR 1-800-828-6896

Liberty Mutual Fire Insurance Company (“LMFIC”) was formed by neighbors to help neighbors in times of need. This philosophy is how LMFIC has continued its business model for 151 years.

In March of 2023, we were made aware of “storms on the horizon.” The frequency of catastrophic storms and inflationary increases in repair costs have heavily impacted the mutual insurance space and the insurance industry as a whole. Large insurance companies are pulling out of states completely, while others are drastically changing the business they are doing.

LMFIC immediately started taking steps to prepare and continue into 2024 and beyond. Options were extensively researched to reach the best possible outcome to protect our policyholders. We are presenting for a policyholder vote what we truly believe is the best plan of the many we vetted that is able to continue as a path forward for our insureds. In the summary enclosed, you will find a lot of information about the market situation that led to us seeking your vote on a conversion. We encourage you to read the Summary carefully.

This plan, a joint conversion with River Valley Mutual Insurance Company of Whitehall, Wisconsin (“River Valley Mutual”), brings together a group of other small mutuals just like us to work together to protect all of our policyholders. Neighbors helping neighbors, working together, to get through times of need.

We encourage you to review the conversion information enclosed with this letter. We welcome any questions you may have. Reach out to our office or your agent to ask any questions.

We think it is very important for you to understand that if the policyholders do not approve the proposed conversion, LMFIC will likely be subject to additional regulatory orders or enforcement actions by the Wisconsin Office of the Commissioner of Insurance, including potential liquidation, dissolution, and/or cancellation of policies. Therefore, approval of the proposed conversion is crucial for policyholders of LMFIC to maintain their current insurance policies in effect beyond December 31, 2023.

During this process, we have had turnover on the board. On October 23, 2023, four new directors were appointed to fill board vacancies until the next annual policyholder meeting (in accordance with LMFIC’s articles of incorporation and bylaws). The current board comprises the following persons: Daniel Swenson (who also has been appointed LMFIC’s President), Tracy Brunton, Terry Runde, Andre Keller, Oliver Krett, Shane Dilley, Jason Mueller and Joseph Ihm.

The board of directors recommends that the policyholders vote “yes” on the proposed joint conversion with River Valley Mutual.

We hope to see you at our policyholder meeting on December 11, 2023, at 7:00 p.m., at the Youth and Agriculture Building, located at 916 E. Elm St., Lancaster, Wisconsin. If you would like to vote by mail, please complete the enclosed ballot and return it by December 11, 2023. We encourage you to vote by mail or be present at the policyholder meeting to ensure that your voice is represented.

Thank you for your business. Whether your policy is only a couple of months old or you’ve trusted LMFIC with your business for many, many years, we appreciate you for putting your trust in us. We look forward to continuing working with you into the future.



LIBERTY MUTUAL FIRE INSURANCE COMPANY
11524 KLUCKHOHN ST--PO BOX 58
STITZER, WI 53825
608-943-8333 OR 1-800-828-6896

November 10, 2023

TO: All Policyholders of Liberty Mutual Fire Insurance Company

RE: Notice of Special Policyholder Meeting – December 11, 2023 – Conversion to Chapter 611

NOTICE IS HEREBY GIVEN THAT a special meeting of the Liberty Mutual Fire Insurance Company (“Liberty Mutual”) policyholders will be held on **December 11, 2023, at 7:00 p.m.**, at the Youth and Agriculture Building, located at 916 E. Elm St. in Lancaster, Wisconsin, to discuss and to vote on the proposed conversion (the “Conversion”) of Liberty Mutual, together with River Valley Mutual Insurance Company (“River Valley”), Ashland County Town Insurance Company (“Ashland”), Darlington Mutual Insurance Company (“Darlington”), Price County Town Mutual Insurance Company (“Price”), River Falls Mutual Insurance Company (“River Falls”), and Stockholm Town Mutual Insurance Company (“Stockholm”, and together with Liberty Mutual, River Valley, Ashland, Darlington, Price, and River Falls, the “Constituent Corporations”), each a separate town mutual insurance corporation organized under Chapter 612 of the Wisconsin Statutes, into a single mutual insurance corporation organized under Chapter 611 of Wisconsin Statutes whereby the separate existence of Ashland, Darlington, Liberty Mutual, Price, River Falls, and Stockholm shall thereupon cease and River Valley shall continue as the surviving company under Chapter 611 of the Wisconsin Statutes (at times referred to herein as the “Converted Corporation”) through consideration of the following resolution:

RESOLVED, that after review of the Summary of the Agreement and Plan of Conversion and/or the Agreement and Plan of Conversion (collectively, the “Conversion Documents”), and the ability to inquire of the Board of Directors of Liberty Mutual regarding the same, the members of Liberty Mutual hereby (i) adopt and approve, in all material respects, the Conversion pursuant to the Agreement and Plan of Conversion substantially in the form made available to the members, including the articles of incorporation and bylaws of River Valley and the election of the proposed directors of the Board of Directors of the Converted Corporation as set forth in the Conversion Documents, and (ii) authorize its Board of Directors to take any and all remaining actions necessary to effectuate the Conversion.

The Board of Directors of Liberty Mutual approved the Conversion pursuant to the terms and conditions of the Agreement and Plan of Conversion on October 27, 2023. The Board now recommends that you vote “YES” on the policyholder resolution to approve the Conversion pursuant to the Agreement and Plan of Conversion. Members will also consider and vote upon any matters as may properly come before the meeting or any adjournments or postponements thereof.

All Liberty policyholders have a right to vote on the Conversion under Wis. Stat. § 612.12. Policyholders may cast their vote in person at the special meeting or by completing and returning the enclosed Policyholder Resolution Ballot.

Enclosed with this correspondence is a Summary of the Plan of Conversion. Please review these materials prior to the special meeting. **Please review these materials and return this ballot as instructed below by 5:00 p.m. on December 11, 2023.**

The Agreement and Plan of Conversion was filed by the Constituent Corporations with the Office of the Commissioner of Insurance on November 2, 2023. Pursuant to Wisconsin law, the parties must obtain the Commissioner’s approval of the Agreement and Plan of Conversion prior to it being submitted to a vote of the policyholders.

A complete copy of the Agreement and Plan of Conversion is available for your inspection, if you wish, during business hours at the Liberty Mutual office. You may also contact us by phone at (608) 943-8333 or email at Office@libertymutual.coop if you prefer that we email or mail you the meeting materials or a paper copy of the Agreement and Plan of Conversion. Please call if you have any questions about the Conversion or the special meeting.

If you plan to vote by mail, please complete and return the enclosed Policyholder Resolution Ballot as soon as possible. Even if you return your vote by mail, we hope to still see you at the special meeting on December 11, 2023, at 7:00 p.m., at the Youth and Agriculture Building, located at 916 E. Elm St., Lancaster, Wisconsin.

Please note, that all mailed ballots must be returned by mail (in the enclosed envelope) or email to Office@libertymutual.coop by 5:00 p.m. on December 11, 2023. Alternatively, you may vote in person at the special meeting.

By Order of the Board of Directors

Stitzer, Wisconsin November 10, 2023

Daniel Swenson, President