



Via Email: Mark.mcnabb@wisconsin.gov

June 4, 2021

Mark T. McNabb
Company Licensing and Analytics Supervisor
Wisconsin Office of the Commissioner of Insurance
125 South Webster Street
Madison, WI 53703

Re: Bowhead Insurance Company, Inc.
Form A - Statement Regarding the Acquisition of Control of or Merger with a Domestic Insurer for the recognition of its holding company “Bowhead Holdings Inc.”

Dear Mr. McNabb:

Bowhead Insurance Company, Inc. (“Domestic Insurer”), is making the following Form A¹ pursuant to Chapter 611 of the Wisconsin Statutes, to recognize the newly formed holding company Bowhead Holdings Inc., a Delaware corporation (“Bowhead Holdings”).

The primary purpose of Bowhead Holdings is to simplify our tax structure. There is no other material impact to how the Domestic Insurer or any of its affiliates will operate.

Below is a list and summary of the materials being submitted.

1. Form A - Statement Regarding the Acquisition of Control of or Merger with a Domestic Insurer

Domestic Insurer is a direct, wholly-owned subsidiary of Bowhead Insurance Holdings LP, a Delaware limited partnership (“Parent”). Control will be acquired through a contribution of shares (“Contribution”) from Parent to its newly formed and wholly-owned direct subsidiary, Bowhead Holdings Inc., a Delaware corporation. The Contribution will become effective upon the OCI’s approval of Form A, at which time Parent will transfer all of the issued and outstanding shares of Domestic Insurer and two of Domestic Insurer’s affiliates, Bowhead Specialty Underwriters, Inc. and Bowhead Underwriting Services, Inc., to Bowhead Holdings Inc., the Applicant.



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2. Exhibit A - Resolutions Approving Contribution

Action by Unanimous Written Consent by the Board of Managers of Bowhead Insurance GP LLC, a Delaware limited liability company and general partner of Parent, empowering it to form a C Corporation to own interests in Bowhead Specialty Underwriters, Inc., Bowhead Insurance Company, Inc. and Bowhead Underwriting Services, Inc. (“Affiliates”), which are to become subsidiaries of the new C Corporation.

3. Exhibit B - Pre- and Post-Acquisition Organizational Charts

Current Bowhead Org Chart with current organizational structure. Pre-Closing Bowhead Org Chart in which Bowhead Holdings Inc. becomes a direct subsidiary of Bowhead Insurance Holdings LP. Post-Closing Bowhead Org Chart in which Bowhead Holdings Inc. has acquired all outstanding shares of the Affiliates and becomes the sole direct subsidiary of Bowhead Insurance Holdings LP and the Affiliates become direct subsidiaries of Bowhead Holdings Inc.

4. Exhibit C - NAIC Biographical Affidavits

Copies of the Biographical Affidavits for Stephen Sills, Jon Kantor and Jim Tees that were originally filed on October 26, 2020 as part of Domestic Insurers original application.

5. Exhibit D - Tax Allocation Agreement

The proposed Tax Allocation Agreement meets the requirements of Wis. Admin. Code § 40.04.

6. Exhibit E - Services Agreement

Services Agreement by and among Bowhead Insurance Holdings LP, a Delaware limited partnership, Bowhead Specialty Underwriters, Inc., a Delaware corporation, Bowhead Underwriting Services, Inc., a Delaware corporation, and Bowhead Insurance Company, Inc., a Wisconsin insurance company, effective October 7, 2020. No changes have been made to this agreement since its originally filing with the OCI on October 26, 2020 as part of Domestic Insurers original application. Bowhead Holdings Inc. will become a party to this agreement by way of the Joinder Agreement.



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7. Exhibit F - Domestic Insurer's Business Plan

A copy of the Domestic Insurer's Business Plan that was originally filed on October 26, 2020 with the OCI as part of Domestic Insurers original application. No changes to such plan have been made.

Due to this filing resulting in ownership where there is no change in the ultimate parent, we respectfully ask that the hearing regarding this filing be waived. Thank you in advance for your review. Should you have any questions or need further information or documentation, please do not hesitate to contact Susanne Mazzone at (212) 209-6116.

Sincerely,

Jonathan D. Kantor



06/04/2021 01:37
PM CDT

Jonathan D. Kantor
General Counsel and Secretary

Enclosures

¹ This Form A contains sensitive proprietary information and/or trade secrets as defined under Wis. Stat. § 134.90 and should not be disclosed pursuant to Wis. Stat. §§ 134.90(1) and (2), as disclosure may cause significant competitive injury and disruption to Domestic Insurer and its affiliate entities. See Wis. Stat. § 19.35(5) (state agency "may withhold access to any record or portion of a record containing information qualifying as a trade secret"). The release of this information (which is marked "Confidential") could put the Domestic Insurer and its affiliated entities at a competitive disadvantage if released to the public. Accordingly, pursuant to the provisions of the Wis. Stat. §§ 134.90(1) and (2), we request this information be maintained as confidential and not be released to the public.