

August 11, 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 Bristol Town Insurance Company with and into Forward Mutual
Insurance Company

Dear Commissioner Houdek:

The Boards of Directors of Bristol Town Insurance Company (“Bristol Town”) and Forward Mutual Insurance Company (“Forward Mutual”) have approved the merger of Bristol Town with and into Forward Mutual (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 with this correspondence:

1. A certified resolution of the Bristol Town Board of Directors approving the Merger and establishing a tentative date for the special meeting of policyholders.
2. A certified resolution of the Forward Mutual Board of Directors approving the Merger.
3. The executed Agreement and Plan of Merger, including the following exhibits:

Exhibit A: The current articles of incorporation of Forward Mutual which will be the articles of incorporation of the surviving entity.

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

Exhibit C: The form of Certificate of Assumption which Forward Mutual proposes to send to all Bristol Town policyholders after the effective date of the Merger.

Exhibit D: A listing of Forward Mutual's current directors and officers which will be the directors and officers of the surviving entity.

4. A proposed Notice of Special Policyholder Meeting to be sent to the Bristol Town policyholders.
5. A proposed summary of the Merger to be sent to the Bristol Town policyholders with the Notice of Special Policyholder Meeting.
6. The proposed policyholder resolution ballots to be presented at the Special Meeting and to policyholders via mail pursuant to Wis. Stat. § 612.12(4)(c).
7. The proposed report of policyholder vote to be submitted to the OCI following the Special Meeting.
8. 2022 Annual Statement of Bristol Town
9. 2022 Annual Statement of Forward Mutual
10. Forward Mutual's quarterly statement for the quarter ended June 30, 2023.

Please note, Bristol Town has tentatively scheduled the Special Meeting for September 26, 2023. This meeting will occur in-person at 6:30 p.m. at the Round Table, 1611 N. Bristol Street in Sun Prairie, Wisconsin. As you know, Bristol Town must provide notice of the Special Meeting to policyholders thirty days in advance of the meeting. Could you please advise us at your earliest convenience if you have any concerns with the September 26, 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 me at (608) 284-2224 or by email at zbemis@gklaw.com

Sincerely,

GODFREY & KAHN, S.C.



Zachary Bemis
Ashley Smith

Enclosures

Office of the Commissioner of Insurance

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cc: Mr. Chris Martin, OCI (via email)
Ms. Sarah Mueller, Forward Mutual (via email)
Mr. Bruce Krebs, Bristol Town (via email)

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