

November 15, 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 Clarno Mutual 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 Clarno Mutual Insurance Company, a Wisconsin town mutual insurance corporation (“CMIC”), have approved the merger of CMIC 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. Certified resolution of the MMIC Board of Directors approving the Merger.
2. Certified written consent of the CMIC 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 CMIC 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 CMIC policyholders with the CMIC Notice of Special Policyholder Meeting.
5. A proposed Notice of Special Policyholder Meeting to be sent to the CMIC policyholders.
6. The proposed CMIC policyholder resolution ballots to be presented (i) in person at the special meeting and (ii) to policyholders via email pursuant to Wis. Stat. § 612.12(a)(c).
7. The proposed report of policyholder votes to be submitted to the OCI following the special meeting.
8. The most recent year-end annual statement for CMIC.
9. The most recent quarterly unaudited financial statements for CMIC. ***Submitted under separate cover; confidential treatment requested.***
10. The most recent year-end annual statement for MMIC.
11. MMIC's 2023 second quarter financial statement.

Please note that CMIC has tentatively scheduled a special meeting for its policyholders for December 19, 2023, at 5:00 p.m. As you know, CMIC 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 whether you have any objections to CMIC providing notice of the special meeting ahead of receiving the OCI's approval?

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]*

Office of the Commissioner of Insurance

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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)  
Harvey Mandel, CMIC (via email)