

September 14, 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 Fall Creek Mutual Insurance Company with and into Mutual of Wausau Insurance Company.

Dear Commissioner Houdek:

The Boards of Directors of Mutual of Wausau Insurance Corporation, a Wisconsin mutual insurance corporation (“MWIC”) and Fall Creek Mutual Insurance Company, a Wisconsin town mutual insurance corporation (“FCMIC”, together with MWIC are collectively referred to herein as the “Constituent Corporations” and each a “Constituent Corporation”), have approved the merger of FCMIC with and into MWIC (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. A certified resolution of the MWIC Board of Directors approving the Merger.
2. A certified resolution of the FCMIC 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 MWIC which will be the articles of incorporation of the surviving entity.
 - Exhibit B: The current bylaws of MWIC which will be the bylaws of the surviving entity.

Exhibit C: The form of Certificate of Assumption which MWIC proposes to send to all FCMIC 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 FCMIC policyholders with the FCMIC Notice of Special Policyholder Meeting.
5. The following MWIC-related documents:
 - (a) The most recent year-end annual statement for MWIC.
 - (b) The most recent monthly unaudited statement for MWIC. ***Submitted under separate cover; confidential treatment requested.***
6. The following FCMIC-related documents:
 - (a) The most recent year-end annual statement for FCMIC.
 - (b) The most recent monthly unaudited financial statements for FCMIC. ***Submitted under separate cover; confidential treatment requested.***
 - (c) A proposed Notice of Special Policyholder Meeting to be sent to the FCMIC policyholders.
 - (d) The proposed policyholder resolution ballots to be presented in person at the special meeting.
 - (e) The proposed report of policyholder votes to be submitted to the OCI following the special meeting.
 - (f) An additional policyholder communication sent by FCMIC to policyholders.

Please note that FCMIC has tentatively scheduled a special meeting for its policyholders for November 15, 2023. As you know, FCMIC 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 if you have any concerns with the FCMIC 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 either of us, Zach Bemis at (608) 284-2224 or by email at zbemis@gklaw.com, or Ashley Smith at (414) 287-9423 or by email at asmith@gklaw.com.

[Remainder of the page intentionally left blank; signatures follow]

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)
Todd J. Lentz, MWIC (via email)
Jane Sather, FCMIC (via email)