

November 6, 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 Northeastern Mutual Insurance Company with and into Homestead Mutual Insurance Company

Dear Commissioner Houdek:

The Boards of Directors of Homestead Mutual Insurance Company, a Wisconsin mutual insurance corporation (“HMIC”) and Northeastern Mutual Insurance Company, a Wisconsin town mutual insurance corporation (“NMIC”, together with HMIC are collectively referred to herein as the “Constituent Corporations” and each a “Constituent Corporation”), have approved the merger of NMIC with and into HMIC (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:

<u>Attachment</u>	<u>Description</u>
1.	Certified resolution of the HMIC Board of Directors approving the Merger.
2.	Certified resolution of the NMIC 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: <u>Exhibit A</u> : The current articles of incorporation of HMIC which will be the articles of incorporation of the surviving entity. <u>Exhibit B</u> : The current bylaws of HMIC which will be the bylaws of the surviving entity.

Exhibit C: The form of Certificate of Assumption which HMIC proposes to send to all NMIC 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 NMIC policyholders with the NMIC Notice of Special Policyholder Meeting.
5. A proposed Notice of Special Policyholder Meeting to be sent to the NMIC policyholders.
6. The proposed NMIC policyholder resolution ballots to be presented in person at the special meeting.
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 NMIC.
9. The most recent monthly unaudited financial statements for NMIC. ***Submitted under separate cover; confidential treatment requested.***
10. The most recent year-end annual statement for HMIC.
11. The most recent monthly unaudited statement for HMIC. ***Submitted under separate cover; confidential treatment requested.***

Please note that NMIC has tentatively scheduled a special meeting for its policyholders for December 16, 2023, at 9:00 a.m. As you know, NMIC 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 NMIC providing notice of the special meeting?

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.

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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)
Darren Roeh, HMIC (via email)
Kenneth Karnitz, NMIC (via email)