

November 20, 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 Henrietta, Greenwood & Union Mutual Fire Insurance Company
with and into River Valley Mutual Insurance Company

Dear Commissioner Houdek:

The Boards of Directors of River Valley Mutual Insurance Company, a Wisconsin town mutual insurance corporation (“RVMIC”) and Henrietta, Greenwood & Union Mutual Fire Insurance Company, a Wisconsin town mutual insurance corporation (“Henrietta”), have approved the merger of Henrietta with and into RVMIC (the “Merger”). Pursuant to Wis. Stat. § 612.21, 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 resolutions of the RVMIC Board of Directors approving the Merger.
2. Certified resolutions of the Henrietta Board of Directors approving the Merger.
3. The executed Agreement and Plan of Merger, including the following exhibits:

Exhibit A: The Articles of Incorporation of RVMIC.

Exhibit B: The Bylaws of RVMIC.

Exhibit C: The form of Certificate of Assumption which RVMIC proposes to send to all Henrietta policyholders after the effective time of the Merger.

Exhibit D-1 “Cosmetic Damage Exclusion Exterior Wall Surfacing, Roof Surfacing, And/Or Exterior Door And Window Surfacing” Sample Exclusion Endorsement

Exhibit D-2 “Windstorm or Hail Deductible” Sample Exclusion Endorsement

Exhibit D-3 “Roof Limitation Endorsement” Sample Exclusion Endorsement

Exhibit D-4 “Personal Property Extension Endorsement” Sample Exclusion Endorsement

Exhibit D-5 “Exclusion Of Mismatched Property That Is Undamaged” Sample Exclusion Endorsement

Exhibit E: A listing of the proposed directors and officers of RVMIC after the effective time of the Merger.

4. A proposed summary of the Merger to be sent to Henrietta policyholders with the Henrietta Notice of Special Policyholder Meeting (the “Proposed Summary”).
5. The following RVMIC-related documents:
 - (a) The most recent year-end annual statement for RVMIC.
 - (b) 2023 second quarter financial statements for RVMIC. ***Submitted under separate cover; confidential treatment requested.***
 - (c) A proposed amended Notice of Special Policyholder Meeting to be sent to RVMIC policyholders.
 - (d) The proposed policyholder resolution ballot to be presented (i) in person at the special meeting and (ii) to policyholders via email pursuant to Wis. Stat. § 612.12(a)(c).
 - (e) The proposed report of policyholder votes to be submitted to the OCI following the special meeting.
6. The following Henrietta-related documents:
 - (a) The most recent year-end annual statement for Henrietta.

- (b) The most recent monthly unaudited financial statements for Henrietta. ***Submitted under separate cover; confidential treatment requested.***
- (c) A proposed Notice of Special Policyholder Meeting to be sent to Henrietta policyholders.
- (d) The proposed policyholder resolution ballot to be presented to policyholders via email pursuant to Wis. Stat. § 612.12(a)(c).
- (e) The proposed report of policyholder votes to be submitted to the OCI following the special meeting.

Please note that in light of the urgency of this matter, Henrietta has scheduled an emergency special policyholder meeting on December 16, 2023, at 9:00 a.m. for the approval of the Merger. RVMIC has an existing special meeting scheduled for December 12, 2023, and will be presenting the Merger to its members for approval at that time. Upon the filing of the application, the parties intend to begin preparation of the policyholder mailings.

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.

Sincerely,

GODFREY & KAHN, S.C.



Zachary P. Bemis



Ashley A. Smith

Enclosures

cc: Mr. Chris Martin, OCI (via email)
Ms. Elena Vetrina, OCI (via email)
Ms. Kristin Forsberg, OCI (via email)
Paul Rosenow, RVMIC (via email)
Sharon Laubscher, Henrietta (via email)
Kirsten Spira, Henrietta Counsel (via email)