

November 10, 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 Washington Town 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 Washington Town Mutual Insurance Company, a Wisconsin town mutual insurance corporation (“WTMIC”), have approved the merger of WTMIC 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:

Attachment

Description

1. Certified resolution of the HMIC Board of Directors approving the Merger.
2. Certified resolution of the WTMIC 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 HMIC which will be the articles of incorporation of the surviving entity.

Exhibit B: 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 WTMIC 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 WTMIC policyholders with the WTMIC Notice of Special Policyholder Meeting.
5. A proposed Notice of Special Policyholder Meeting to be sent to the WTMIC policyholders.
6. The proposed WTMIC 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 WTMIC.
9. The most recent monthly unaudited financial statements for WTMIC. *Submitted under separate cover; confidential treatment requested.*
10. The most recent year-end annual statement for HMIC.
11. The most recent quarterly unaudited statement for HMIC. *Submitted under separate cover; confidential treatment requested.*

Please note that WTMIC has tentatively scheduled a special meeting for its policyholders for mid-December. As you know, WTMIC 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 WTMIC 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

November 10, 2023

Page 3

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)  
Marjorie Bjarnarson, WTMIC (via email)  
Kirsten Spira, WTMIC Counsel (via email)