



OFFICE OF INSURANCE AND SAFETY FIRE COMMISSIONER

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April 26, 2017

Joe Cregan
EVP, Chief Legal Officer
MagMutual Insurance Company
3535 Piedmont Road, NE
Building 14, Suite 1000
Atlanta, GA 30305-1518

Dear Mr. Cregan:

The Georgia Department of Insurance (“Department”) continues to review the proposed Reorganization Plan (“Plan”) submitted by MagMutual Insurance Company (“MMIC”) on or around March 17, 2017. At our meeting on Thursday, April 14, 2017, the Department indicated it required additional information and documentation in order to continue reviewing the plan, including:

- a. A description of the Reorganization Plan, including any measures in place that protect the interests of, ensure fairness to, and provide for equitable treatment of policyholders.
- b. A statement indicating whether any offerings of voting stock have been made to officers, directors, or any other persons, with the exception of “members.”
- c. A disclosure of any agreements with Directors and Officers of MagMutual Holding Company (“MMHC”).
- d. A disclosure of the proposed amount and source of funds available to MMHC.
- e. A statement on any perceived disadvantages to the policyholders of MMIC which may result from the adoption of the Plan.
- f. A statement of whether any funds will be made available to MMHC related to its anticipated expenses from operations.
- g. A disclosure of proposed capital of MMHC.
- h. A 5 year strategic business plan of MMHC.

Letter to MagMutual

April 26, 2017

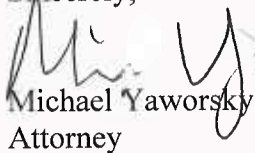
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- i. A copy of the MMIC Board of Directors Resolution approving the Plan.
- j. Any copies of any pending communications between the Chairman of MMIC and MMIC policyholders, including any letters of explanation regarding the Plan.
- k. A copy of the policyholder information booklet.
- l. A copy of the proxy card and instructions.
- m. A copy of MMIC voting procedures.
- n. A copy of any proposed and all existing intercompany services and cost sharing agreements.
- o. An affidavit addressing the six standards set forth in O.C.G.A. § 33-13-3(d)(1).

In addition, please be aware that the Department will place all information submitted by MMIC on the Department's website. To that end, please provide a copy of proposed language to be used on the Georgia Department of Insurance website regarding information on the reorganization.

Please have these materials to the Department no later than Friday, April 28, 2017, so that we may continue to review the Plan. If you have any questions, please contact Michael Yaworsky or Sarah Crittenden at 404-656-2060.

Sincerely,


Michael Yaworsky
Attorney