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April 23, 2024

Via Citrix ShareFile (Karen.ducharme@vermont.gov)

Deputy Commissioner Emily Brown
c/o Karen Ducharme
Insurance Examinations Director
Vermont Department of Financial Regulation
89 Main Street
Montpelier, VT 05620-3101

Re: Form “A” Statement Regarding the Acquisition of Control of Union Mutual Fire Insurance Company (NAIC #25860) and New England Guaranty Insurance Company, Inc. (NAIC #25852) (collectively, the “Domestic Insurers”) by Dorchester Mutual Insurance Company, Fitchburg Mutual Insurance Company and Norfolk & Dedham Mutual Fire Insurance Company (collectively, the “Applicants”)

Dear Deputy Brown:

On behalf of the Applicants, which comprise the N&D Group®, please accept for filing the attached Form “A” Statement (the “Form “A””) seeking the approval of the Insurance Division of the Vermont Department of Financial Regulation (the “Division”) regarding the proposed affiliation between the Applicants and the Domestic Insurers. A copy of the Form “A” is also being delivered to the Domestic Insurers.

As noted in the Form “A”, the Applicants and Domestic Insurers believe that the proposed affiliation will bring many opportunities to all members of the affiliated group over time – including reduced costs and operational efficiencies, product diversity and geographic depth. The Applicants and the Domestic Insurers separately enjoy brands with great value, the recognition and quality of which is expected to be enhanced by the proposed affiliation.

Please note that the Form “A” contains confidential and/or proprietary information that, if disclosed, would cause competitive harm to the Applicants. Accordingly, the Applicants respectfully request that Exhibits “A” and “H” (including all annexes and exhibits thereto) be afforded confidential treatment and be excepted from disclosure pursuant to all applicable provisions of law, including, but not limited to Vt. Stat. Ann. tit. 1, § 317(c)(9).

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In addition, the National Association of Insurance Commissioners (“NAIC”) biographical affidavits attached hereto as Exhibit “E” are being submitted to the Department in confidence and contain certain information that is not otherwise available to the public, are subject to financial privacy and individual privacy protections, and should be afforded confidential treatment. All biographical affidavits are being provided with the express understanding that the confidentiality of such information contained therein will be safeguarded and such individuals will be protected from any and all unwarranted invasions of personal privacy, pursuant to all applicable provisions of law, including but not limited to, Vt. Stat. Ann. tit. 1, § 317(c)(7).¹

The Applicants request that: (i) the materials described above be afforded confidential treatment; (ii) the Applicants be notified in advance of any proposed disclosure by the Department of such confidential information; and (iii) the Applicants be given a reasonable opportunity to seek a protective order or take other action to prevent or limit any such disclosure.

We look forward to working with you and the rest of your staff on this matter to obtain approval for the proposed affiliation. Should you require any additional information regarding the Form “A”, please do not hesitate to contact me at (717) 231-5273 or by e-mail at mdcoble@mette.com.

Very respectfully yours,

s/Matthew D. Coble
Matthew D. Coble

Attachments

cc: Lisa Messier, Analyst (via ShareFile)
Vermont Department of Financial Regulation
Jesse Lussier (via ShareFile)
Vermont Department of Financial Regulation
Michele C. Sears, Esquire (via ShareFile)
General Counsel & Corporate Secretary, the N&D Group®
Sarah R. Jarvis, Esquire (via ShareFile)
Vice President & General Counsel, Union Mutual

¹ Though not part of the Applicants’ Form “A” filing, also included in the ShareFile, as discussed previously with Ms. Ducharme, are Biographical Affidavits provided by Union Mutual. Please note that Union Mutual would also request confidentiality with respect to these materials, on the same bases as set forth above.