

VERMONT DEPARTMENT OF FINANCIAL REGULATION

Notice of public comment period pursuant to 8 V.S.A. § 3683(f)(1) regarding the proposed acquisition of control of Union Mutual Fire Insurance Company and its wholly owned subsidiary, New England Guaranty Insurance Company, Inc. by Dorchester Mutual Insurance Company, Fitchburg Mutual Insurance Company, and Norfolk & Dedham Mutual Fire Insurance Company.

Description of the Proposed Transaction

Dorchester Mutual Insurance Company, Fitchburg Mutual Insurance Company and Norfolk & Dedham Mutual Fire Insurance Company (the “Applicants”) have filed a Form “A” Statement seeking approval for the acquisition of control of Union Mutual Fire Insurance Company and its wholly owned subsidiary, New England Guaranty Insurance Company, Inc. (collectively “Union”) via a Master Affiliation Agreement dated April 5, 2024, as amended.

If the proposed acquisition of control and affiliation is approved and successfully completed, the Applicants and Union will restructure their respective boards to create identical boards of directors across all affiliated companies.

Specifically, in connection with the proposed affiliation, the Applicants and Union will take such actions as may be necessary to accommodate the restructuring of each of the parties’ respective Boards, including amendment of their respective articles and bylaws to create identical boards for each company with twelve (12) directors comprised of:

1. 8 directors being associated with the Applicants, and
2. 4 directors being associated with Union.

A complete description of the transaction and related documents are available on the Department of Financial Regulation [\(“DFR”\) website](#).

Written Comments

Members of the public and interested parties may file written comments on the proposed transaction with the Department of Financial Regulation during the comment period that ends on September 9, 2024, which is fourteen (14) days after the publication of this notice.

Parties interested in providing written comments should submit them to Hillary Borcharding, Assistant General Counsel, Vermont Department of Financial Regulation, 89 Main Street, Montpelier, VT 05620-3101, or via email to hillary.borcharding@vermont.gov, by September 9, 2024, at 5:00 p.m. Eastern Time.

Public Hearing

The Vermont Department of Financial Regulation (“Department”) will also hold a public hearing to consider the proposed affiliation between the Applicants and Union.

The public hearing will be held on September 9, 2024, 9:00 AM Eastern Time at the 89 Main Street, Montpelier, Third Floor, Vermont Secretary of State - Office of Professional Regulation Board Room. The hearing will be a hybrid meeting with live in-person participation, as well as an on-line option, as follows:

[Link to Join Meeting](#)

Meeting ID: 219 213 152 276

Passcode: BceB6F (case sensitive)

Call-In Number: +1 802-828-7667

Phone Conference ID: 325 730 771#