

TRADEMARK ASSIGNMENT COVER SHEET

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ETAS ID: TM557673

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Jewelers Mutual Insurance Company		01/01/2020	Corporation: WISCONSIN
RECEIVING PARTY DATA			
Name:	Jewelers Mutual Insurance Company, S.I.		
Street Address:	24 Jewelers Park Dr.		
City:	Neenah		
State/Country:	WISCONSIN		
Postal Code:	54956		
Entity Type:	Corporation: WISCONSIN		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Serial Number:	87957583	ZING	
Serial Number:	87957573	ZING BY JEWELERS MUTUAL GROUP	
Registration Number:	4528863	JM UNIVERSITY	
Registration Number:	4367954	JEWELER'S CUT	
Registration Number:	4225726	PROTECTING CHERISHED MEMORIES	
Registration Number:	2325111	JEWELERS MUTUAL	
CORRESPONDENCE DATA			
Fax Number:	2026725399		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	2026725300		
Email:	ipdocketing@foley.com		
Correspondent Name:	Katherine P. Califa		
Address Line 1:	Foley & Lardner LLP		
Address Line 2:	3000 K Street, N.W. Suite 600		
Address Line 4:	Washington, D.C. 20007-5109		
ATTORNEY DOCKET NUMBER:	444537-0133		
NAME OF SUBMITTER:	Katherine P. Califa		
SIGNATURE:	/Katherine P. Califa/		

OP \$165.00 87957583

DATE SIGNED:	01/15/2020
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Total Attachments: 7

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OFFICE OF THE COMMISSIONER OF INSURANCE (OCI)

STATE OF WISCONSIN

In the Matter of the Mutual Holding Company Plan
of Jewelers Mutual Insurance Company

FINAL DECISION
AND ORDER

Petitioner.

Case No. 19-C43126

FINAL DECISION AND ORDER

I adopt the ~~Hearing Examiner's Proposed Decision~~, including the findings of fact and conclusions of law, which is attached to this Final Decision and Order and which was served on the Petitioner with an opportunity for submitting written objections.

Based upon these findings of fact and conclusions of law, I order that:

(16) The Petitioner's request for approval of the MHC Plan, including the formation of a mutual holding company, is approved, subject to the following conditions:

- a. Petitioner consents to an order issued by the Commissioner under s. 601.41, Wis. Stat., which shall, at a minimum require that the MHC Plan be implemented in accordance with its terms and the Stipulation and Order in Case No. 19-C43143.
- b. Jewelers Mutual Holding Company and JM New Holdings, Inc. shall consent to the same Stipulation and Order to which the Petitioner consents pursuant to Section 15(a) of this Proposed Order.
- c. Jewelers Mutual Insurance Company and its successors in interest shall ensure that voting procedures with respect to the MHC Plan are in accordance with the voting protocol filed with the Commissioner on April 15, 2019, or such other voting protocols as may be approved by the Commissioner. Jewelers Mutual Insurance Company shall retain the services of a proxy agent to assist it in the receipt, custody, safeguarding, verification and tabulation of proxy forms.
- d. Until the MHC Plan is consummated, the Commissioner shall have the right to alter, suspend or withdraw its approval should any material interim development warrant such action.
- e. Jewelers Mutual Insurance Company and its successors in interest shall comply with the MHC Plan as approved by the Commissioner herein.
- f. The MHC Plan may not be amended without the prior written consent of the Commissioner.

NOTICE OF APPEAL INFORMATION

(Notice of rights for rehearing and judicial review, the times allowed for each, and the identification of the party to be named as respondent)

The following notice is served on you as part of the Final Decision:

1. Rehearing.

Any person aggrieved by this Final Decision may petition for a rehearing within 20 days after the service of this Final Decision, as provided in s. 227.49, Wis. Stat. A petition for rehearing is not a prerequisite for appeal directly to circuit court through a petition for judicial review.

A petition for rehearing must be filed with the Commissioner at the address below.

2. Judicial Review.

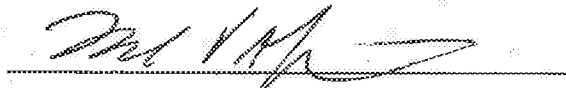
Any person aggrieved by this Final Decision has a right to petition for judicial review of this Final Decision as provided in s. 227.53, Wis. Stat. The petition must be filed in circuit court within 30 days after service of this Final Decision if there has been no petition for rehearing, or within 30 days after service of the order finally disposing of the petition for rehearing, or within 30 days after the final disposition by operation of law of any petition for rehearing.

A petition for judicial review must be served on, and name as the Respondent:

Commissioner of Insurance, Respondent
Office of the Commissioner of Insurance
P. O. Box 7873
Madison, Wisconsin 53707-7873

A copy of the relevant statutory provisions is attached.

Dated at Madison, Wisconsin, this 12th day of September 20, 2019.



Mark V. Afable
Commissioner of Insurance

WISCONSIN STATUTES

At all times material, the relevant parts of s. 227.49, Wis. Stat., read as follows:

227.49 PETITIONS FOR REHEARING IN CONTESTED CASES. (1)

A petition for rehearing shall not be a prerequisite for appeal or review. Any person aggrieved by a final order may, within 20 days after service of the order, file a written petition for rehearing which shall specify in

detail the grounds for the relief sought and supporting authorities. An agency may order a rehearing on its own motion within 20 days after service of a final order. . . .

(2) The filing of a petition for rehearing shall not suspend or delay the effective date of the order, and the order shall take effect on the date fixed by the agency and shall continue in effect unless the petition is granted or until the order is superseded, modified, or set aside as provided by law.

(3) Rehearing will be granted only on the basis of:

(a) Some material error of law.

(b) Some material error of fact.

(c) The discovery of new evidence sufficiently strong to reverse or modify the order, and which could not have been previously discovered by due diligence.

(4) Copies of petitions for rehearing shall be served on all parties of record. Parties may file replies to the petition.

(5) The agency may order a rehearing or enter an order with reference to the petition without a hearing, and shall dispose of the petition within 30 days after it is filed. If the agency does not enter an order disposing of the petition within the 30-day period, the petition shall be deemed to have been denied as of the expiration of the 30-day period.

(6) Upon granting a rehearing, the agency shall set the matter for further proceedings as soon as practicable. . . .

At all times material, the relevant part of s. 227.52, Wis. Stat., read as follows:

227.52 JUDICIAL REVIEW: DECISIONS REVIEWABLE

Administrative decisions which adversely affect the substantial interests of any person, whether by action or inaction, whether affirmative or negative in form, are subject to review as provided in this chapter. . . .

At all times material, the relevant parts of s. 227.53, Wis. Stat., read as follows:

227.53 PARTIES AND PROCEEDINGS FOR REVIEW.

(1) Except as otherwise specifically provided by law, any person aggrieved by a decision specified in s. 227.52 shall be entitled to judicial review thereof as provided in this chapter.

(a) 1. Proceedings for review shall be instituted by serving a petition therefor personally or by certified mail upon the agency or one of its

officials, and filing the petition in the office of the clerk of the circuit court for the county where the judicial review proceedings are to be held. . . .

2. Unless a rehearing is requested under s. 227.49, petitions for review under this paragraph shall be served and filed within 30 days after the service of the decision of the agency upon all parties under s. 227.48. If a rehearing is requested under s. 227.49, any party desiring judicial review shall serve and file a petition for review within 30 days after service of the order finally disposing of the application for rehearing, or within 30 days after the final disposition by operation of law of any such application for rehearing. The 30-day period for serving and filing a petition under this paragraph commences on the day after personal service or mailing of the decision by the agency.

(b) The petition shall state the nature of the petitioner's interest, the facts showing that petitioner is a person aggrieved by the decision, and the grounds specified in s. 227.57 upon which petitioner contends that the decision should be reversed or modified. . . .

(c) A copy of the petition shall be served personally or by certified mail or, when service is timely admitted in writing, by first class mail, not later than 30 days after the institution of the proceeding, upon each party who appeared before the agency in the proceeding in which the decision sought to be reviewed was made or upon the party's attorney of record. . . .

(d) The agency . . . and all parties to the proceeding before it, shall have the right to participate in the proceedings for review. . . .

In the Matter of the Mutual Holding Company Plan
of Jewelers Mutual Insurance Company

PROPOSED DECISION

Petitioner.

Case No. 19-C43126

Amy J. Malm, Hearing Examiner, Presiding

APPEARANCES

For the Office of the

Commissioner of Insurance: Michael Mancusi-Ungaro
Richard Wicka
Elena V. Vetrina
Steven J. Junior
125 South Webster Street
Madison, Wisconsin 53703

For the Petitioner:

Present in person
Noreen J. Parrett
Parrett & O'Connell, LLP
10 East Doty Street, Suite 615
Madison Wisconsin 53703

Jed A. Roher
Godfrey & Kahn, S.C.
One East Main Street, Suite 500
Madison, Wisconsin 53703

Mark K. Wilson, Vice President, General Counsel
and Corporate Secretary
Kathryn J. Garrow, Corporate Controller
Jewelers Mutual Insurance Company
24 Jewelers Park Drive
Neenah, Wisconsin 54956-3703

PRELIMINARY

Pursuant to a Notice of Hearing dated June 19, 2019, a hearing was held on or about 10:00 a.m. on August 15, 2019, to determine whether the Petitioner's application for approval of its Mutual Holding Company Plan (the "MHC Plan") should be granted. Based on the record, the Hearing Examiner makes the following:

PROPOSED FINDINGS OF FACT

(1) Petitioner, Jewelers Mutual Insurance Company, 24 Jewelers Park Drive, Neenah, Wisconsin 54956-3703, is a mutual insurance corporation organized and domiciled in Wisconsin.

(2) The Petitioner prepared and made representations in support of the MHC Plan orally and in writing.

(3) The Petitioner filed the MHC Plan with the Office of the Commissioner of Insurance (the "Commissioner"). The MHC Plan includes, among other things, the formation of

a Wisconsin-domiciled mutual holding company to be known as Jewelers Mutual Holding Company and a Wisconsin-domiciled business corporation to be known as JM New Holdings, Inc. After the MHC Plan is effectuated, Jewelers Mutual Insurance Company will convert to a stock insurance corporation and be renamed Jewelers Mutual Insurance Company, S.I. and JM New Holdings, Inc. will own 100% of the shares of the converted insurance company, Jewelers Mutual Insurance Company, S.I. Jewelers Mutual Holding Company will own 100% of the shares of JM New Holdings, Inc.

(4) The Petitioner was served with a Notice of Hearing dated June 19, 2019.

(5) The Petitioner fulfilled the filing requirements of s. 644.07, Wis. Stat.

(6) The MHC Plan will not violate the law or be contrary to the interest of the insureds of Jewelers Mutual Insurance Company or of the public.

(7) The MHC Plan will not be unfair or inequitable to the policyholders of Jewelers Mutual Insurance Company with respect to their membership rights or rights in surplus.

(8) The MHC Plan would not be detrimental to the safety or soundness of the converting insurance company, Jewelers Mutual Insurance Company, or to the contractual rights and reasonable expectations of its policyholders on the effective date of the restructuring.

(9) After implementation of the MHC Plan, Jewelers Mutual Insurance Company, S.I. will be able to satisfy the requirements for the issuance of a license to write the lines of insurance for which it is presently licensed.

(10) The effect of the MHC Plan will not be to create a monopoly or substantially to lessen competition in any type or line of insurance in Wisconsin.

(11) There are no plans or proposals to liquidate the Petitioner following its conversion to a domestic stock insurance corporation, to sell its assets (other than investment portfolio transactions in the ordinary course of business), to consolidate or merge it with any person, or to make any other material change in its business, corporate structure, or management other than as described in the Policyholder Information Booklet that was approved by the Commissioner and distributed to the policyholders of Jewelers Mutual Insurance Company.

(12) The competence and integrity of the persons who will control the operation of the restructured domestic stock insurance corporation, Jewelers Mutual Insurance Company, S.I., and its parent mutual holding company, Jewelers Mutual Holding Company, are such that it will be in the interest of the policyholders and the public to permit the restructuring, including the formation of a mutual holding company.

PROPOSED CONCLUSION OF LAW

(13) The proposed findings of fact set forth above establish that the requirements of chs. 227, 644, and 617, Wis. Stat., have been satisfied and approval of the MHC Plan should be granted.

(14) With the addition of certain conditions, the MHC Plan does not violate the law, and is not unfair or inequitable to policyholders with respect to their membership interests, rights in surplus, or otherwise, nor is it contrary to the interests of policyholders or the public. The MHC Plan is neither detrimental to the safety and soundness of the insurer nor the contractual

rights and reasonable expectations of the persons who are policyholders, nor to the public interest.

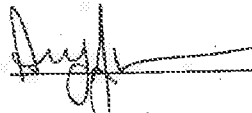
PROPOSED ORDER

NOW, THEREFORE, based upon the findings of fact and conclusion of law, I hereby recommend that:

(15) The Petitioner's request for approval of the MHC Plan, including the formation of a mutual holding company, should be approved, subject to the following conditions subsequent:

- a. Petitioner consents to an order issued by the Commissioner under s. 601.41, Wis. Stat., which shall, at a minimum require that the MHC Plan be implemented in accordance with its terms and the Stipulation and Order in Case No. 19-C43143.
- b. Jewelers Mutual Holding Company and JM New Holdings, Inc. shall consent to the same Stipulation and Order to which the Petitioner consents pursuant to Section 15(a) of this Proposed Order.
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- d. Until the MHC Plan is consummated, the Commissioner shall have the right to alter, suspend or withdraw its approval should any material interim development warrant such action.
- e. Jewelers Mutual Insurance Company and its successors in interest shall comply with the MHC Plan as approved by the Commissioner herein.
- f. The MHC Plan may not be amended without the prior written consent of the Commissioner.

Dated at Madison, Wisconsin, this 10th day of September, 2019.



Amy J. Malm
Hearing Examiner