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RECEIVED

JUN 17 2009

INSURANCE COMMISSIONER
COMPANY SUPERVISION

CONFIDENTIAL

June 16, 2009

VIA FEDERAL EXPRESS OVERNIGHT

Insurance Commissioner of the
State of Washington
5000 Capital Blvd.
Turnwater, Washington 98501

Attention: Mr. Ronald J. Pastuch
Holding Company Manager

Re: Form A Statement Regarding the Proposed Acquisition of
Control of Washington Casualty Company

Dear Mr. Pastuch,

On behalf of Medical Professional Mutual Insurance Company, a mutual medical liability insurance company domiciled in the Commonwealth of Massachusetts (the "Applicant"), enclosed please find one original and one copy of a Form A Statement Regarding the Acquisition of Control of or Merger with a Domestic Insurer (the "Application") seeking the approval of the Insurance Commissioner of the State of Washington (the "Commissioner") pursuant to the requirements of 48.31B.015 of the Washington Insurance Code, for the proposed acquisition of control by the Applicant of Washington Casualty Company, a property and casualty insurance company domiciled in the State of Washington (the "Domestic Insurer"). In addition, we have enclosed a compact disc containing a copy of the Application in PDF format. The Domestic Insurer is a direct, wholly-owned subsidiary of FinCor Holdings, Inc., a Michigan company ("FinCor").

The Applicant proposes to acquire control of the Domestic Insurer pursuant to an Agreement and Plan of Merger by and among FinCor, Horizon Merger Corporation, a newly formed Michigan Corporation and a direct, wholly-owned subsidiary of the Applicant ("Merger Sub"), the Applicant and Holders Agent, Inc., a newly formed Michigan Corporation and a direct, wholly-owned

subsidiary of FinCor, dated as of June 3, 2009 (the "Merger Agreement"). Pursuant to the Merger Agreement, at the Effective Time (as defined in the Merger Agreement), Merger Sub will merge with and into FinCor, with FinCor surviving as a direct, wholly-owned subsidiary of the Applicant.

A copy of the Merger Agreement is included as an exhibit to the enclosed Application. Biographical affidavits for the directors and executive officers of the Applicant are included as an exhibit to the Application. In addition, finger print cards and a check in the amount of \$197 are being provided under separate cover to the Commissioner. Finally, we have arranged for Owens Online, Inc. to conduct background checks for the directors and executive officers of the Applicant. The results of the background checks will be provided to the Commissioner by Owens Online, Inc.

The information contained in Exhibit J to the Application and in the "Supplemental Personal Information" portion of the biographical affidavits, which are attached to the Application as Exhibit K, is of a personal nature that is not otherwise available to the public and is being submitted to the Commissioner in confidence. Such information should be afforded confidential treatment and is being provided with the express understanding that the confidentiality of such information will be safeguarded and the directors and executive officers to whom such information relates will be protected from any and all unwarranted invasions of personal privacy pursuant to all applicable provisions of law, including but not limited to, Revised Code of Washington Sections 42.56.070 and 42.56.230.

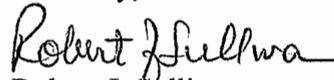
Office of the Insurance Commissioner

June 16, 2009

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Kindly mark the provided duplicate copy of this letter as "received" and return it to using the enclosed pre-addressed FedEx envelope. Thank you for your attention to this matter. Please contact us if you have any questions or require any additional information.

Sincerely,


Robert J. Sullivan

Enclosures

cc: Janice W. Allegretto, Esq.,
Medical Professional Mutual Insurance Company

Jerry Kindinger, Esq.,
Ryan, Swanson & Cleveland, PLLC

Gordon R. Lewis, Esq.,
Warner Norcross & Judd LLP

MIKE KREIDLER
STATE INSURANCE COMMISSIONER

STATE OF WASHINGTON



Phone: (360) 725-7000
www.insurance.wa.gov

JK
6-29-09

Please reply to:

PO Box 40259
Olympia, WA 98504-0259
FAX: (360) 586-2022

June 26, 2009

OFFICE OF
INSURANCE COMMISSIONER

ANNE B SEGGERMAN, ESQ.
ASSOCIATE COUNSEL
MEDICAL PROFESSIONAL MUTUAL INSURANCE COMPANY
101 ARCH STREET, PO BOX 55178
BOSTON MA 02205

RECEIVED
JUN 29 2009
Ryan Swanson Cleveland

Re: Form A Statement Filing--Washington Casualty Company--Notice of Deficiency

Dear Ms. Seggerman:

Receipt of the Form A Statement dated June 16, 2009, by Medical Professional Mutual Insurance Company ("Medical Professional") is acknowledged as filed on June 17, 2009. As requested, we sent a copy of the cover letter to your legal counsel, Skadden Arps.

We completed our initial review of the Form A and noted the following items we require for that filing. Please respond in the order presented in the letter:

1. Under Exhibits E-1 and E-2, the organization charts before and after organizational charts are satisfactory. We request an additional org chart showing the effect of the reverse merger. That org chart should include ProMutual, Horizon, and FinCor with an arrow how the reverse merger would be effectuated;
2. Under Exhibit K, we do not have the biographical affidavit for Ronald W. Dunlap;
3. Under Exhibit M, Unconsolidated Annual Statements of Medical Professional from 2004 to 2008;
4. Under Exhibit M, Unaudited financial statement of Horizon Merger Corporation as of June 30, 2009, or later;
5. Under Exhibit N, unconsolidated audited financial statements of Medical Professional from 2004 to 2008; and
6. Under Exhibit N, internal control management letters sent by independent auditors to Medical Professional from 2004 to 2008.

Please file two paper copies and electronic copy of the requested items with your response.

Form A Statement Filing--June 17, 2009

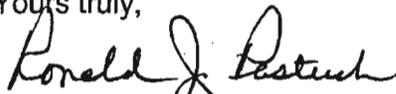
June 26, 2009

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As to these filing, please be advised the filing is not sufficient and not complete. We will have other questions regarding the Form A as our review progresses.

If you have any questions, please call me at 360-725-7211.

Yours truly,



RONALD J. PASTUCH, CPA
Holding Company Manager
Company Supervision Division
Fax: 360-586-2022

cc: James T. Odiome, CPA, JD, Deputy Insurance Commissioner
Chuck Brown, Staff Attorney

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

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July 8, 2009

VIA FEDERAL EXPRESS OVERNIGHT

Insurance Commissioner of the
State of Washington
5000 Capital Blvd.
Tumwater, Washington 98501

Attention: Mr. Ronald J. Pastuch
Holding Company Manager

Re: Form A Statement Filing – Washington Casualty Company – Notice of
Deficiency

Dear Mr. Pastuch,

On behalf of Medical Professional Mutual Insurance Company (the “Applicant”), we are responding to your letter of June 26, 2009 regarding the above captioned matter (a copy of which is enclosed). As requested, below please find the Applicant’s response to each of your enumerated requests in the order presented in your June 26, 2009 letter.

1. We request an additional org chart showing the effect of the reserve merger. That org chat should include ProMutual, Horizon, and FinCor with an arrow how the reverse merger would be effectuated.

Enclosed as Exhibit 1 hereto is a diagram illustrating how the reverse merger will be effectuated.

2. Under Exhibit K, we do not have the biographical affidavit for Ronald W. Dunlap.

The biographical affidavit for Ronald W. Dunlap will be submitted under separate cover during the week of July 13, 2009.

3. Under Exhibit M, Unconsolidated Annual Statement of Medical Professional from 2004 to 2008.

Enclosed as Exhibits M-7 through M-11, please find the unconsolidated annual statements for Medical Professional Mutual Insurance Company for 2004, 2005, 2006, 2007 and 2008, respectively.

4. Under Exhibit M, Unaudited financial statement of Horizon Merger Corporation as of June 30, 2009, or later.

Horizon Merger Corporation is a newly formed Michigan corporation. Horizon Merger Corporation was organized solely for the purpose of facilitating the transactions contemplated by the Agreement and Plan of Merger by and among FinCor Holdings, Inc., Horizon Merger Corporation, the Applicant and Holders Agent, Inc., dated as of June 3, 2009 (the "Merger Agreement"). Horizon Merger Corporation does not have any financial statements. With the exception of issuing stock to the Applicant, Horizon Merger Corporation has not conducted any business other than in connection with effectuating the transactions contemplated by the Merger Agreement. A copy of the Subscription Agreement by and between Horizon Merger Corporation and the Applicant dated June 3, 2009 is attached as Exhibit 2 hereto. We will be happy to discuss any questions you may have regarding Horizon Merger Corporation or the Subscription Agreement.

5. Under Exhibit N, unconsolidated audited financial statement of Medical Professional from 2004 to 2008.

Enclosed as Exhibits N-3 through N-7, please find the unconsolidated audited financial statement of the Applicant for the years ended December 31, 2004, 2005, 2006, 2007 and 2008, respectively.

6. Under Exhibit N, internal control management letters sent by independent auditors to Medical Professional from 2004 to 2008.

Enclosed as Exhibits N-8 through N-11, please find the reports to management sent by PricewaterhouseCoopers to the Applicant for the years ended December 31, 2004, 2005, 2006 and 2007, respectively. PricewaterhouseCoopers did not issue a report to the management of the Applicant for the year ended December 31, 2008, as it did not having anything to report.

As requested, we have included two copies of each of the documents identified above. In addition, we have enclosed a compact disc containing a copy of each of the above documents in electronic format.

Finally, enclosed please find an original and one copy of the biographical affidavit of Mary L. Ursul. Ms. Ursul currently serves as the Senior Vice President of FinCor Holdings, Inc. and will remain in that role following the consummation of the proposed transaction. It is our understanding that Ms. Ursul does not have a biographical affidavit on file with the Office of Insurance Commissioner for the State of Washington.

Office of the Insurance Commissioner

July 8, 2009

Page 3

Please contact us if you have any questions or require any additional information.

Sincerely,



Robert J. Sullivan

Enclosures

cc: Janice W. Allegretto, Esq., Medical Professional Mutual Insurance Company
Anne B. Seggerman, Esq., Medical Professional Mutual Insurance Company
Jerry Kindinger, Esq., Ryan, Swanson & Cleveland, PLLC
Gordon R. Lewis, Esq., Warner Norcross & Judd LLP

**ENCLOSURES TO THE JULY 8, 2009 LETTER REGARDING:
FORM A STATEMENT FILING – WASHINGTON CASUALTY COMPANY – NOTICE OF DEFICIENCY**

Reverse Subsidiary Merger Chart.....	Exhibit 1
Subscription Agreement by and between Horizon Merger Corporation and Medical Professional Mutual Insurance Company, dated June 3, 2009	Exhibit 2
Biographical Affidavit of Mary Lynn Ursul.....	Exhibit 3
Unconsolidated Annual Statement of the Medical Professional Mutual Insurance Company for the year ended December 31, 2004	Exhibit M-7
Unconsolidated Annual Statement of the Medical Professional Mutual Insurance Company for the year ended December 31, 2005	Exhibit M-8
Unconsolidated Annual Statement of the Medical Professional Mutual Insurance Company for the year ended December 31, 2006	Exhibit M-9
Unconsolidated Annual Statement of the Medical Professional Mutual Insurance Company for the year ended December 31, 2007	Exhibit M-10
Unconsolidated Annual Statement of the Medical Professional Mutual Insurance Company for the year ended December 31, 2008	Exhibit M-11
Unconsolidated Audited Financial Statement of Medical Professional Mutual Insurance Company, December 31, 2004 and 2003.....	Exhibit N-3
Unconsolidated Audited Financial Statement of Medical Professional Mutual Insurance Company, December 31, 2005 and 2004.....	Exhibit N-4
Unconsolidated Audited Financial Statement of Medical Professional Mutual Insurance Company, December 31, 2006 and 2005.....	Exhibit N-5
Unconsolidated Audited Financial Statement of Medical Professional Mutual Insurance Company, December 31, 2007 and 2006.....	Exhibit N-6
Unconsolidated Audited Financial Statement of Medical Professional Mutual Insurance Company, December 31, 2008 and 2007.....	Exhibit N-7
Comments and Recommendations and Management's Responses, 2004.....	Exhibit N-8
Comments and Recommendations and Management's Responses, 2005.....	Exhibit N-9
Comments and Recommendations and Management's Responses, 2006.....	Exhibit N-10
ProMutual Group Report to Management for the year ended December 31, 2007.....	Exhibit N-11