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Corporate & Financial Regulation

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Pennsylvania
Insurance Department

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November 10, 2011

Mr. Robert E. Brackbill, Chief
Company Licensing Division
Pennsylvania Insurance Department
1345 Strawberry Square
Harrisburg, PA 17120

Re: Nationwide Mutual Insurance Company's Form A Application for the Acquisition and Control of or Merger with Harleysville Mutual Insurance Company, Harleysville Life Insurance Company, Harleysville Pennland Insurance Company, Harleysville Insurance Company of New York, Harleysville Preferred Insurance Company, Harleysville Worcester Insurance Company and Harleysville Insurance Company.

Dear Mr. Brackbill:

Pursuant to 40 P.S. § 991.1402(a)(1), please find enclosed a Form A Statement Regarding the Acquisition of Control of or Merger with a Domestic Insurer (the "Form A") filed on behalf of Nationwide Mutual Insurance Company ("Nationwide"), seeking the prior approval of the Insurance Commissioner of the Commonwealth of Pennsylvania for the acquisition of control of Harleysville Mutual Insurance Company and its domestic insurance subsidiaries (collectively, the "Domestic Insurers"). As required by 40 P.S. § 991.1402(a)(1), and concurrent with delivery of this letter to the Pennsylvania Insurance Department, a copy of Form A will be delivered to the Domestic Insurers.

Please find enclosed a check in the amount of seventeen thousand five hundred dollars (\$17,500), which represents the \$2,500 Form A filing fee for each of the seven Pennsylvania Domestic Insurers subject to the above-captioned change of control. Also enclosed is a CD-ROM of the enclosed Form A filing in PDF format. If you have any further questions or concerns, please do not hesitate to contact me.

Sincerely,

Constance B. Foster

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