

FORM A

STATEMENT REGARDING THE ACQUISITION OF CONTROL OF OR MERGER WITH A DOMESTIC INSURER

HARLEYSVILLE LAKE STATES INSURANCE COMPANY

(Name of Domestic Insurer)

BY

NATIONWIDE MUTUAL INSURANCE COMPANY

(Name of Acquiring Person ("Applicant"))

Filed with the Insurance Department of the State of Michigan

Dated: January 17, 2012

Name, title, address and telephone number of individual whom notices and correspondence concerning this form should be addressed:

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INTRODUCTION

This Statement Regarding the Acquisition of Control of or Merger with a Domestic Insurer (the “Statement”) seeks the prior approval of the Insurance Commissioner of the State of Michigan pursuant to Section 1311 of the Insurance Code of 1956, as amended, for the acquisition of control of Harleysville Lake States Insurance Company (“HLSIC”), a Michigan domiciled stock insurance company, incorporated in 1915 under the laws of Michigan. HLSIC is a wholly-owned subsidiary of Harleysville Group Inc., a publicly-traded holding company incorporated in Delaware (“HGI”). Harleysville Mutual Insurance Company (“Harleysville Mutual”) owns approximately 53.5 percent of HGI.

The acquiring party is Nationwide Mutual Insurance Company, an Ohio mutual insurance company (the “Applicant” or “Nationwide Mutual”). Nationals Sub, Inc., a Delaware corporation, is a wholly-owned subsidiary of Applicant (“Merger Sub”). Merger Sub was formed by Applicant for the sole purpose of facilitating the consummation of the Subsidiary Merger (as described in *Item 1* below) and does not conduct any other business.

ITEM 1. INSURER AND METHOD OF ACQUISITION

State the name and address of the domestic insurer to which this application relates and a brief description of how control is to be acquired.

A. Domestic Insurer

The name, NAIC code number and address of the Domestic Insurer to which this application relates are as follows:

Insurer: Harleysville Lake States Insurance Company
600 East Front Street, Suite 200
Traverse City, MI 49686
NAIC Company Code: 14516

B. Method of Acquisition

The Applicant proposes to acquire control of HLSIC pursuant to the Agreement and Plan of Merger (the “Merger Agreement”) by and among Harleysville Mutual, HGI, the Applicant and Merger Sub dated as of September 28, 2011, a copy of which is attached to this Statement as **Exhibit 1**. Under the terms of the Merger Agreement, (i) Harleysville Mutual will merge with and into Applicant, with Applicant continuing as the surviving entity (the “Parent Merger”), and (ii) immediately after the Parent Merger, the Merger Sub will merge

with and into HGI, with HGI surviving as a wholly-owned subsidiary of Applicant (the “Subsidiary Merger,” and together with the Parent Merger, the “Mergers”).

As a result of the Parent Merger, Harleysville Mutual policyholders will become policyholders of Applicant. As a result of the Subsidiary Merger, HGI will become a wholly-owned subsidiary of Applicant, and HLSIC will become an indirect subsidiary of Applicant. HLSIC will remain a Michigan-domiciled insurance company. The Subsidiary Merger will include conversion of each share of common stock of HGI not owned by Harleysville Mutual into the right to receive \$60.00 payable in cash (collectively, the “Acquired Shares”).

ITEM 2. IDENTITY AND BACKGROUND OF THE APPLICANT

- A. *State the name and address of the applicant seeking to acquire control over the insurer.*

Nationwide Mutual Insurance Company
One Nationwide Plaza
Columbus, Ohio 43215

- B. *If the applicant is not an individual, state the nature of its business operations for the past five (5) years or for such lesser period as the person and any predecessors thereof shall have been in existence. Briefly describe the business intended to be done by the applicant and the applicant’s subsidiaries.*

Applicant is a mutual insurance company organized under the laws of the state of Ohio on December 17, 1925, and is qualified to do business as a mutual insurance company engaging in general insurance and reinsurance business, but not life insurance. Applicant is the lead entity and ultimate controlling person of all entities in the Nationwide group of companies (collectively, “Nationwide”). Nationwide is a diversified financial services organization offering a wide range of insurance, annuities and investment products and services. Applicant and its property and casualty insurance subsidiaries primarily underwrite personal automobile, homeowners and commercial insurance products. Nationwide is the eighth-largest property and casualty insurance group and the eighth-largest personal lines insurer in the United States, according to A.M. Best Company, Inc. (“A.M. Best”), based on direct premiums written for the year ended December 31, 2010. As of December 31, 2010, Applicant had \$28.2 billion of assets and statutory surplus of nearly \$10.6 billion. Nationwide, together with its insurance subsidiaries and other subsidiaries and affiliates, intends to continue underwriting and offering insurance products and services using its present method of operation following the approval and consummation of the transaction described in *Item 1*.

- C. *Furnish a chart or listing clearly presenting the identities of the interrelationships among the applicant and all affiliates of the applicant, including the ultimate controlling person(s). No affiliate need be identified if its total assets are equal to less than 1/2 of 1% of the total assets of the ultimate controlling person affiliated with the applicant. Indicate in such chart or listing the percentage of voting securities of each such person which is owned or controlled by the applicant or by any other such person. If control of any person is maintained other than by the ownership or control of voting securities, indicate the basis of*

such control. As to each person specified in such chart or listing indicate the type of organization (for example, corporation, trust, partnership) and the state or other jurisdiction of domicile. If court proceedings involving a reorganization or liquidation are pending with respect to any such person, indicate which person, and set forth the title of the court, nature of proceedings and the date when commenced.

An organizational chart of the Applicant as of December 31, 2011 presenting the identities of, and interrelationships among, the Applicant and all its operational subsidiaries and affiliates is attached to this Statement as **Exhibit 2**. The organizational chart indicates the percentage of voting securities of each such person that is owned or controlled by Applicant or by any other person, as well as the state or other jurisdiction of domicile and type of organization. Unless otherwise indicated, control of all such persons is maintained by the ownership or control of voting securities. No court proceedings involving a reorganization or liquidation are pending with respect to any such person.

A chart depicting how HLSIC will be incorporated into Applicant's existing organization post-acquisition is attached to this Statement as **Exhibit 3**.

ITEM 3. IDENTITY AND BACKGROUND OF INDIVIDUALS ASSOCIATED WITH THE APPLICANT.

State the following with respect to (1) the applicant if (s)he is an individual; (2) if the applicant is not an individual, all persons who are directors, executive officers (or others who perform or will perform functions appropriate to those positions), or owners of 10 % or more of the voting securities of the applicant, and, (3) in all instances where individuals will be the direct or indirect source of funding for the acquisition:

- A. Name and business address.*
- B. Present principal business activity, occupation or employment including position and office held and the name, principal business and address of any corporation or other organization in which employment is carried on.*
- C. all occupations, positions, offices or employment during the last five (5) years, giving the starting and ending date of each and the name, principal business and address of any business corporation or other organization in which each such occupation, position, office or employment was carried on; if any occupation, position, office or employment required licensing by or registration with any Federal, state or municipal governmental agency, indicate such fact, the current status of the licensing or registration, and an explanation of any surrender, revocation, suspension or disciplinary proceedings in connection therewith.*
- D. Whether or not the person has ever been convicted in a criminal proceeding (excluding minor traffic violations) during the last ten (10) years and, if so, give the date, nature of conviction, name and location of court, and penalty imposed or other disposition of the case. Whether or not such person has had any civil judgments against the person resulting in \$25,000 or more in civil fines or penalties or injunctive or other equitable relief.*

- E. *Upon the request of the Commissioner, individuals shall provide fingerprint cards pursuant to Section 249a for state, multi-state, and federal criminal history record checks*

A list of all directors and executive officers of the Applicant is attached to this Statement as **Exhibit 4**. Applicant is a mutual insurance company and, therefore, does not have any voting securities. Signed original biographical questionnaire forms completed by the directors and executive officers of the Applicant are attached in alphabetical order to this Statement as **Exhibit 5**. Fingerprint cards for the directors and executive officers of the Applicant are attached in alphabetical order to this Statement as **Exhibit 6**. None of the persons listed has been convicted in the last ten years in a criminal proceeding (excluding minor traffic violations).

ITEM 4. NATURE, SOURCE AND AMOUNT OF CONSIDERATION

- A. *Describe the nature, source and amount of funds or other considerations used or to be used in effecting the merger or other acquisition of control. Describe any transaction where funds were or are to be obtained for such purpose, including any pledge of the insurer's stock or pledge of the stock of any of its subsidiaries or controlling affiliates. If any part of the same is represented or is to be represented by funds or other consideration borrowed or otherwise obtained for the purpose of acquiring, holding or trading securities, furnish a description of the transaction, the names of the parties thereto, the relationship, if any, between the borrower and the lender, the amounts borrowed or to be borrowed, and copies of all agreements, promissory notes and security arrangements relating thereto.*

As set forth in *Item 1* above, the proposed Parent Merger is a merger of Harleysville Mutual with and into Applicant, with Applicant continuing as the surviving entity. In exchange, Harleysville Mutual policyholders will become policyholders of Applicant and will have the same rights and benefits as Applicant's existing policyholders. As a result, the Harleysville Mutual policyholders will enjoy the full backing of Applicant's financial strength – a stronger and more diversified company from a financial point of view – and will also benefit from Applicant's more complete line of products and its national service support.

With respect to the Subsidiary Merger, Merger Sub will merge with and into Harleysville Mutual's publicly-traded subsidiary, HGI, with HGI surviving as a wholly-owned subsidiary of Applicant. As stated above, the Subsidiary Merger will involve the conversion of the Acquired Shares into the right to receive \$60.00 payable in cash per share. The Mergers are not subject to any financing contingency, and Applicant intends to fund the payment of the consideration for the Acquired Shares through its internal resources. Applicant anticipates that approximately \$840 million will be paid out to the holders of the Acquired Shares.

- B. *Explain the criteria used in determining the nature and amount of the consideration.*

The basis and terms of the Merger Agreement, including the nature and amount of

consideration, were determined by arms' length negotiations between unaffiliated parties assisted by independent advisors. Merrill Lynch, Pierce, Fenner & Smith Incorporated provided a written opinion to Applicant's Board of Directors that the Mergers are fair, from a financial point of view, to the Nationwide Mutual policyholders taken as a group.

- C. *If the source of the consideration is a loan made in the lender's ordinary course of business and if the applicant wishes the identity of the lender to remain confidential, the applicant must specifically request that the identity be kept confidential.*

Not applicable.

ITEM 5. FUTURE PLANS OF INSURER

- A. *Describe any plans or proposals which the applicant may have for the insurer to declare a dividend, (whether or not extraordinary), to liquidate the insurer, to sell its assets, to merge it with any person or persons, or to make any other material change in its business operations or corporate structure or management.*

Except as described in this Statement and the exhibits incorporated herein, the Applicant has no present plans: (i) to cause HLSIC to declare any extraordinary dividend; (ii) to liquidate HLSIC; (iii) to sell the assets of HLSIC to any other person or persons; (iv) to merge HLSIC with any person or persons (other than the Parent Merger described in *Item 1*); or (v) to make any other material change in HLSIC's core property and casualty business operations; however Applicant intends to review HLSIC's business and assess opportunities to increase efficiencies that could benefit policyholders in connection with the integration of HLSIC. The management team of HLSIC immediately prior to the effective time of the Mergers will remain the same; however, they will have new reporting relationships as a result of the Mergers (as they will be included within the organizational structure of Applicant). In addition, Nationwide will evaluate whether to add any additional executive officers to the slate of officers of HLSIC.

The directors of Applicant immediately prior to the effective time of the Parent Merger will be the directors of the surviving company (i.e., Nationwide Mutual) after the effective time of the Parent Merger. The directors of Merger Sub immediately prior to the effective time of the Subsidiary Merger will be the directors of the subsidiary surviving company (i.e., HGI) after the effective time of the Subsidiary Merger. Certain directors of Harleysville Mutual and HGI immediately prior to the effective time will be invited to participate in an advisory group (the "Group") to Applicant to receive information and updates with respect to the integration of the Harleysville organization into Applicant's organization. The term of the Group and each Group member's membership will be two years from the effective time of the Mergers. There will be no immediate change as a result of the Mergers to the boards of directors of HLSIC.

- B. *Provide a 5 year business plan which describes the types of business to be written by the insurer, marketing plan, projected direct, assumed, ceded, and net written premiums by line, pro-forma statutory balance sheets and income statement. Also, describe proposed changes to the insurer's*

reinsurance program (if any), amount, timing, and type of capital contributions (if any), proposed changes to the insurer's executive officers and directors, and compliance plan with the "books and records in Michigan" requirement of Section 5256.

A five year business plan for HLSIC is attached to this Statement as **Exhibit 7**.

ITEM 6. VOTING SECURITIES TO BE ACQUIRED

State the number of shares of the insurer's voting securities which the applicant, its affiliates and any person listed in Item 3 plan to acquire, and the terms of the offer, request, invitation, agreement or acquisition, and a statement as to the method by which the fairness of the proposal was arrived at.

As described in *Item 1*, the transaction involves the Parent Merger, through which Harleysville Mutual will merge with and into Applicant, with Applicant continuing as the surviving entity, and the Subsidiary Merger, through which the Merger Sub will merge with and into HGI, with HGI surviving as a wholly-owned subsidiary of Applicant.

The Subsidiary Merger will involve the conversion of the Acquired Shares into the right to receive \$60.00 payable in cash per share. As of September 9, 2011, HGI represented that there were 12,654,352 outstanding shares of HGI common stock not owned by Harleysville Mutual; 1,946,422 stock options¹ issued or to be issued that are convertible into HGI common stock; and an aggregate of 469,869 deferred stock units, restricted stock units and shares of restricted stock of HGI. Nationwide Mutual anticipates that approximately \$840 million will be paid out to the holders of the Acquired Shares.

Merrill Lynch, Pierce, Fenner & Smith Incorporated provided a written opinion to Applicant's Board of Directors that the Mergers are fair, from a financial point of view, to the Nationwide Mutual policyholders taken as a group.

ITEM 7. OWNERSHIP OF VOTING SECURITIES

State the amount of each class of any voting security of the insurer which is beneficially owned or concerning which there is a right to acquire beneficial ownership by the applicant, its affiliates or any person listed in Item 3.

On September 28, 2011, the Applicant entered into a Stockholder Voting Agreement with an irrevocable proxy (the "Voting Agreement") with Harleysville Mutual, a copy of which is attached to this Statement as **Exhibit 8**. Except as provided in the Voting Agreement, neither Applicant, nor any person controlling, controlled by or under common control with Applicant, nor any person listed in *Item 3* holds of record or beneficially owns or has a right to acquire, of record or beneficially, directly or indirectly, any voting securities or securities which may be converted into voting securities of HGI, or HLSIC.

¹ The net amount payable to holders of the stock options shall be equal to \$60.00 less the exercise price of each applicable stock option.

ITEM 8. CONTRACTS, ARRANGEMENTS OR UNDERSTANDINGS WITH RESPECT TO VOTING SECURITIES OF THE INSURER

Give a full description of any contracts, arrangements or understandings with respect to any voting security of the insurer in which the applicant, its affiliates or any person listed in Item 3 is involved, including but not limited to transfer of any of the securities, joint ventures, loan or option arrangements, puts or calls, guarantees of loans, guarantees against loss or guarantees of profits, division of losses or profits, or the giving or withholding of proxies. Such description shall identify the persons with whom the contracts, arrangements or understanding have been entered into.

Except as provided in the Merger Agreement and Voting Agreement, there are no contracts, arrangements or understandings with respect to the voting securities of HGI or HLSIC in which Applicant, any of its affiliates, or any person listed in *Item 3* above are involved.

ITEM 9. RECENT PURCHASES OF VOTING SECURITIES

Describe any purchases of any voting securities of the insurer by the applicant, its affiliates or any person listed in Item 3 during the 12 calendar months preceding the filing of this statement. Include in the description the dates of purchase, the names of the purchasers, and the consideration paid or agreed to be paid therefor. State whether any shares so purchased are hypothecated.

To the best of Applicant's knowledge, there have been no purchases during the 12 calendar months preceding the filing of this Statement of any voting securities of HGI or HLSIC by Applicant, its affiliates or any director or executive officer. Applicant made inquiries to its directors and executive officers and performed a search of its investment records as it relates to purchases by Applicant and its affiliates. Applicant notes that there may have been direct trades by "blind trusts" or other brokerage accounts for which only an officer's or director's broker had authority.

ITEM 10. RECENT RECOMMENDATIONS TO PURCHASE

Describe any recommendations to purchase any voting security of the insurer made by the applicant, its affiliates or any person listed in Item 3, or by anyone based upon interviews or at the suggestion of the applicant, its affiliates or any person listed in Item 3 during the 12 calendar months preceding the filing of this statement.

Except for the Merger Agreement, no recommendations to purchase, directly or indirectly, any voting security of HGI or HLSIC have been made during the 12 calendar months preceding the filing of this Statement by (i) Applicant, (ii) persons controlling, controlled by or under common control of Applicant, (iii) persons listed in *Item 3*, or (iv) to the knowledge of the Applicant, anyone based upon interviews or at the suggestions of any persons referred to in clauses (i)-(iii) above.

ITEM 11. AGREEMENTS WITH BROKER-DEALERS

Describe the terms of any agreement, contract or understanding made with any broker-dealer as to solicitation of voting securities of the insurer for tender and the amount of any fees, commissions or other compensation to be paid to broker-dealers with regard thereto.

The Applicant has made no agreement, contract or understanding with any broker-dealer as to solicitation for tender, direct or indirect, of the voting securities of HGI or of HLSIC.

ITEM 12. FINANCIAL STATEMENTS AND EXHIBITS

- A. *Financial statements and exhibits shall be attached to this statement as an appendix, but list under this item the financial statements and exhibits so attached.*

The financial statements shall include the audited annual financial statements of the persons (both corporate and individual) identified in Item 2(c), including individuals who are applying to be the ultimate controlling persons, for the preceding 5 fiscal years (or for such lesser period as such applicant and its affiliates and any predecessors thereof shall have been in existence), and similar information covering the period from the end of such person's last fiscal year as of a date not earlier than 90 days prior to the filing of the statement. The statements may be prepared on either an individual basis, or, unless the Commissioner otherwise requires, on a consolidated basis if consolidated statements are prepared in the usual course of business. The consolidated financial statements shall include the consolidating work sheets.

The annual financial statements of the applicant corporate entity shall be accompanied by the certificate of an independent public accountant to the effect that such statements present fairly the financial position of the applicant and the results of its operations for the year then ended, in conformity with generally accepted accounting principles or with requirements of insurance or other accounting principles prescribed or permitted under law. If the applicant is an insurer which is actively engaged in the business of insurance, the financial statements need not be certified, provided they are based on the Annual Statement of the person filed with the insurance department of the person's domiciliary state and are in accordance with the requirements of insurance or other accounting principles prescribed or permitted under the law and regulations of the state

- B. *File as exhibits copies of all tender offers for, requests or invitations for, tenders of, exchange offers for, and agreements to acquire or exchange any voting securities of the insurer and (if distributed) of additional soliciting material relating thereto, any proposed employment, consultation, advisory, managing general agent, controlling producer, or management contracts concerning the insurer, annual reports and proxy statements to the stockholders of the insurer and the applicant for the last two fiscal years, and any additional documents or papers required Form A forms and instructions Section 4 and 6.*

The following materials are being submitted with this Statement as exhibits (numbered as set forth below):

1. Agreement and Plan of Merger by and among Applicant, Harleysville Mutual, Merger Sub and HGI dated as of September 28, 2011.

2. Organizational Chart of Applicant and all of its operating subsidiaries and affiliates as of December 31, 2011.
3. Post-Acquisition Organizational Chart of Applicant.
4. List of all Directors and Executive Officers of Applicant.
5. Biographical Affidavits for Directors and Executive Officers of the Applicant.
6. Fingerprint Cards for Directors and Executive Officers of the Applicant.
7. Five-Year Business Plan for Harleysville Lake States Insurance Company including Pro Formas.
8. Stockholder Voting Agreement dated as of September 28, 2011 between the Applicant and Harleysville Mutual.
9. Applicant's Consolidated financial statements for the year ended 2006.
10. Applicant's Consolidated financial statements for the year ended 2007.
11. Applicant's Consolidated financial statements for the year ended 2008.
12. Applicant's Consolidated financial statements for the year ended 2009.
13. Applicant's Consolidated financial statements for the year ended 2010.
14. Applicant's Quarterly Unaudited Consolidated financial statements for the quarter ended March 31, 2011.
15. Applicant's Quarterly Unaudited Consolidated financial statements for the quarter ended June 30, 2011.
16. Applicant's Quarterly Unaudited Consolidated financial statements for the quarter ended September 30, 2011.
17. Nationwide Financial Services, Inc. 2006 Consolidated Financial Statements.
18. Nationwide Financial Services, Inc. 2007 Consolidated Financial Statements.
19. Nationwide Financial Services, Inc. 2008 Consolidated Financial Statements.
20. Nationwide Financial Services, Inc. 2009 Consolidated Financial Statements.
21. Nationwide Financial Services, Inc. 2010 Consolidated Financial Statements.
22. Nationwide Financial Services, Inc. Condensed Consolidated Financial Statements for the quarter ended March 31, 2011.
23. Nationwide Financial Services, Inc. Condensed Consolidated Financial Statements for the quarter ended June 30, 2011.
24. Nationwide Financial Services, Inc. Condensed Consolidated Financial Statements for the

quarter ended September 30, 2011.

25. Applicant's Annual Reports for the year ended 2009.
26. Applicant's Annual Report for the year ended 2010.
27. HGI Annual Report for the year ended 2009.
28. HGI Annual Report for the year ended 2010.
29. Form of Senior Leadership Team Retention Agreement
30. Form of Change in Control Agreement amendment.
31. Form of Retention Agreement.

Tender Offer, Agreements for Voting Securities, Proposed Employment Agreements, Annual Reports

Except as provided in the Merger Agreement and the Voting Agreement and as otherwise described herein, there are no tender offers for, requests or invitations for, tenders of, exchange offers for, or agreements to acquire or exchange any voting security of HGI or HLSIC. In connection with the Mergers, it is currently contemplated that certain senior executives of HGI will enter into individual retention agreements pursuant to which these executives will receive additional compensation if they remain employed during a specified retention period and achieve certain performance goals. For executives who are parties to a change in control severance agreement with HGI, participation in the retention program is conditioned on the applicable executive entering into an arrangement pursuant to which the payments and benefits due under the executive's change in control severance agreement in the case of a termination without cause or a termination by the executive for good reason, each as defined in such agreement, will be paid within twelve (12) months of the consummation of the Mergers. The executive will not be entitled to the change in control payment if he or she resigns prior to the payment date. The retention payments and the change in control payments are subject to earlier payment under certain qualifying termination conditions, including for terminations due to death or disability. Pursuant to the terms of the retention agreement, each of the executives will be subject to a customary non-solicit of customers and employees and protection of confidential information. In addition to the foregoing, HGI is permitted to terminate certain non-qualified plans and pay out any amounts under such plans at the same time as the change in control payment.

Attached as **Exhibits 29, 30, and 31**, respectively, are a Form of Senior Leadership Team Retention Agreement, a Form of Change in Control Agreement amendment and a Form of Retention Agreement.

ITEM 13. SIGNATURE AND CERTIFICATION

SIGNATURE

Pursuant to the requirements of Section 1311 of the Insurance Code of 1956, as amended, Nationwide Mutual Insurance Company has caused this application to be duly signed on its behalf in the City of Columbus and State of Ohio on the 17th day of January, 2012.

(SEAL)

NATIONWIDE MUTUAL INSURANCE COMPANY

BY


Daniel J. Moyer

Vice President-Mergers and Acquisitions

Attest:



Carrie Ann Hall

Associate Vice President and Assistant Secretary

CERTIFICATION

The undersigned deposes and says that he has duly executed the attached application dated January 17, 2012, for and on behalf of Nationwide Mutual Insurance Company; that he is the Vice President-Mergers and Acquisitions of such company and that he is authorized to execute and file such instrument. Deponent further says that he is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of his knowledge, information and belief.

NATIONWIDE MUTUAL INSURANCE COMPANY

BY _____

A handwritten signature in cursive script, appearing to read "Daniel J. Moyer", is written over a horizontal line.

Daniel J. Moyer

Vice President-Mergers and Acquisitions