# REPORT ON EXECUTIVE COMPENSATION Domestic Insurers

Ref: Sections 601.42 and 611.63 (4), Wis. Stat.\*



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

Insurer Name	For Calendar Year Ending
AMERICAN FAMILY INSURANCE COMPANY	December 31, 2016

#### **INSTRUCTIONS:**

Each Wisconsin-domiciled insurer shall file a Report on Executive Compensation as a supplement to the insurer's annual statement, to be filled with the annual statement on or before March 1. The Report on Executive Compensation shall report on the annual compensation of each director, each officer, as defined by s. 611.12 (3), Wis. Stat., and the four most highly paid members of executive management. In addition, report all members of executive management of the insurer whose compensation exceeds specified amounts. Add additional pages as necessary.

Insurers which are part of a group of insurers or other holding company system may file amounts paid to officers and executive management in Parts I and III either on a consolidated basis or by allocation to each insurer. The footnote to Part I should note which method is being employed.

Compensation reported shall consist of any and all gross direct and indirect remuneration paid and accrued during the report year for the benefit of an individual director, officer, or manager, and shall include wages, salaries, bonuses, retirement benefits, deferred compensation, commissions, directors fees, retainers, stock grants, gains from the exercise of stock options, and all other forms of personal compensation (including employer-paid health, life and any other premiums).

#### Part I Officer and Executive Management Compensation

Report on the compensation of the officers and the four most highly paid members of executive management. In addition, report all other members of executive management based on the following schedule:

Insurer's Current Year-end Capital and Surplus*	Report for any officer or executive management whose total annual compensation is in excess of
Less than \$200,000,000	\$150,000
\$200,000,000 to \$400,000,000	\$300,000
More than \$400,000,000	\$400,000

<sup>\*</sup> If the report completed on a consolidated basis, use the capital and surplus of the largest insurer in the group.

Name	Principal Position	Salary	Bonus	All Other Compensation	Total
ee Attached					
			***************************************		
	A A A A A A A A A A A A A A A A A A A		***************************************		
			www.wi.		
			trenda admires a service a		
H-4/424444					
and the state of t					
				***************************************	
1					
			4		***************************************

Is the reporting insurer a member of a group of insurers or other holding company system? Yes [X] No [ ] If yes, does the above amounts represent 1) total gross compensation paid to each individual by or on behalf of all companies which are a part of the group? Yes [X]; or 2) an allocation to each insurer? Yes [ ]

Insurer Name	For Calendar Year Ending
AMERICAN FAMILY INSURANCE COMPANY	December 31, 2016

#### Part 2 Directors Compensation

Report on the compensation of each director or trustee. Amounts disclosed must include compensation paid and accrued for services on boards and committees as well as any other activity or service, such as consulting agreements.

Name	Principal Position	Salary	Bonus	All Other Compensation	Total
See Attached					
		_			

#### Part 3 Total Compensation

Report the total compensation paid for all directors as a group and the total compensation paid for all officers as a group.

	Salary	Bonus	All Other Compensation	Total
A. Officers	See Attached			
B. Directors				

<sup>\*</sup> OCI may treat some or all of the information reported as public under ch. 19, Wis. Stat. If you believe your response contains proprietary confidential information, please identify the basis for your claim. A claim of confidentiality does not guarantee exemption from disclosure.

#### American Family Insurance Company 2016 WI OCI Report on Executive Compensation

				All Other	
Name	Principal Position	Salary	Bonus	Compensation	Total
Salzwedel, Jack C	Chairman, CEO and President	1,095,006	6,692,876	457,143	8,245,025
Kelly, Daniel J	Chief Financial Officer/Treasurer	525,000	1,371,336	329,505	2,225,841
Westrate, William B	AmFam Agency Chief Operating Officer	600,003	1,278,352	183,522	2,061,877
Gunder, Peter C	Chief Business Development Officer	512,003	1,123,800	154,344	1,790,147
Schmoeger, Mary L	Personal Lines President	475,003	1,022,568	143,200	1,640,770
Holman, David C	Chief Strategy Officer/Secretary	425,002	921,723	185,519	1,532,243
Kirkconnell, Kristin R	Chief Information Officer	431,802	892,574	145,494	1,469,870
Graham, David A	Chief Investment Officer	446,800	902,734	89,747	1,439,281
Benusa, Gerry W	Chief Sales Officer	423,002	854,154	154,248	1,431,405
Afable, Mark V	Chief Legal Officer	432,502	791,230	131,882	1,355,614
St Vincent, James E	Human Resources Vice President	330,000	624,681	226,293	1,180,974
Yancy, Telisa L	Chief Marketing Officer	350,000	582,767	81,690	1,014,457
Fancher, William T	Life President	315,002	499,150	156,173	970,325
Grasee, Kari E	Information & Data Management Vice President	345,502	447,431	124,795	917,728
Listau, Christopher R	Commercial Farm/Ranch President	335,000	430,577	138,101	903,678
Theilen, Mary A	Chief Risk Officer	325,000	486,973	84,552	896,526
Steffen, Richard M	Customer Experience Vice President	324,200	442,641	119,119	885,960
Geraci, Sebastian J	Strategy Vice President	324,300	436,803	111,761	872,864
Constien, Timothy D	Chief Customer Officer	317,802	441,125	111,021	869,947
Rekowski, Jerome G	Retired Sales Strategy & Support Vice President	288,578	491,168	76,166	855,912
Rupert, Julie A	IT Security Vice President	280,000	466,034	89,223	835,258
Cruz, Justin B	Strategic Data and Analytics Vice President	314,703	423,852	93,281	831,836
Gilb, Carolyn S	Agency Sales Vice President	303,900	407,580	113,318	824,798
Seymour, Scott i	Government Affairs & Compliance Vice President	278,301	374,822	169,320	822,443
Tjugum, Steven R	Agency Strategy Vice President	247,101	406,262	161,123	814,486
Castellucci, Marc A	Personal Lines Claims Vice President	317,002	405,869	83,285	806,156
Pfluger, Gregory J	Business App Systems Mgmt Vice President	312,000	415,692	62,383	790,075
Stauffacher, Jessica J	Chief Administration Officer	297,447	361,555	80,040	739,043
Gisi, Gregory V	B&A Insurance Solutions President	267,300	352,795	101,585	721,679
Van Beek, Troy P	Controller Vice President	280,400	349,667	81,327	711,394
Bergquist, Elizabeth A	Business & Workplace Services Vice President	250,213	307,917	116,553	674,684
Preston, Jeffrey N	Reinsurance Vice President	292,116	320,341	45,268	657,725
Pinzon, Cesar A	Agency Sales Vice President	241,300	311,004	78,946	631,250
Lien, Kelly J	PL Product Management Vice President	234,801	337,656	48,281	620,738
Buchhelm, James S	Communications Vice President	240,000	300,687	46,819	587,505
McCartan, Bernard T	Retired Claims Legal Vice President	229,096	285,895	32,781	547,772
Madden, James J	Computing Services Vice President	220,300	* * * * * * * * * * * * * * * * * * * *	81,943	493,759
Swalve, Jeffrey J	Sales Strategy & Support Vice President	233,662	126,847	65,941	426,450
Riggs, Michael R	Agency Sales Vice President	234,327	128,607	57,210	420,145

#### American Family Insurance Company 2016 WI OCI Report on Executive Compensation

				All Other	
Name	Principal Position	Salary	Bonus	Compensation	Total
David R. Anderson	Retired Chairman & CEO American Family Insurance	140,000	0	0	140,000
Kathleen S. Barclay	Retired Sr. Vice President Human Resources, The Kroger Company	163,333	0	0	163,333
Christine M. Cumming	Retired First Vice President & COO, Federal Reserve Bank of New York	129,167	0	0	129,167
Londa J. Dewey	President, QTI Group	155,000	0	0	155,000
Jason Goldberger	Former Chief Digital Officer, Target Corporation & former President, target.com	38,750	0	0	38,750
Leslie A. Howard	Senior Advisor to the CEO, United Way Worldwide	155,000	0	0	
Ted D. Kellner	Chairman & CEO, Fiduciary Management, Inc.	155,000	0	0	
Rakesh Khurana	Dean, Harvard College	155,000	0	0	155,000
Michael M. Knetter	President & CEO, University of Wisconsin Foundation	165,000	0	0	
R. Scott Malmgren	Retired Senior Partner, Deloitte & Touche, LLP	170,000	0	0	170,000
Walter M. Oliver	Retired Sr. Vice President Human Resources & Administration, General Dynamics Corporation	141,667	0	0	
Eliot G. Protsch	President, Wapsie Investment & Advisory, LLC	157,500	0	0	
Paul S. Shain	President & CEO, Singlewire Software, LLC	180,000	0	0	
Thomas J. Zimbrick	CEO, Zimbrick, Inc.	165,000	0	0	

## American Family Insurance Company 2016 WI OCI Report on Executive Compensation

			All Other	
	Salary	Bonus	Compensation	Total
A. Officers	13,695,478	27,009,135	4,812,904	45,517,640
B. Directors	2,070,417	0	0	2,070,41



#### SUPPLEMENT FOR THE YEAR 2016 OF THE AMERICAN FAMILY INSURANCE COMPANY

### SUPPLEMENTAL COMPENSATION EXHIBIT

For the Year Ended December 31, 2016 (To be filed by March 1) PART 1 - INTERROGATORIES

1.	is the reporting insurer a member of a group of insurers or other holding company system?  If yes, do the amounts below represent 1) total gross compensation earned for each individual by or on behalf of all companies which are part of the group: Yes [ X]; or 2) allocation to each insurer: Yes [ ].	Yes	[X]	No I	[ ]
2.	Did any person while an officer, director, or trustee of the reporting entity receive directly or indirectly, during the period covered by this statement any commission on the business transactions of the reporting entitiy?	Yes	[ ]	No	[
3.	Except for retirement plans generally applicable to its staff employees, has the reporting entity any agreement with any person, other than contracts with its agents for the payment of commissions whereby it agrees that for any service rendered or to be rendered, that he/she shall receive directly or indirectly, any salary, compensation or emolument that will extend beyond the period of 12 months from the date of the agreement?	Yes	[ X ]	No i	( )



125,918

1,382,905

.129, 167

#### SUPPLEMENT FOR THE YEAR 2016 OF THE AMERICAN FAMILY INSURANCE COMPANY

PART 2 - OFFICERS AND EMPLOYEES COMPENSATION All Other Stock Option Sign-on Severance Name and Principal Position Totals Salary Current: Salzwedel, Jack C Principal Executive Officer ... 457, 143 8.245.025 .2016.. \_1.095,006 ...6,692,876 Salzwedel, Jack C Principal Executive 1,062,500 ...6, 195, 753 419,410 ...7,677,663 Officer .2015 Salzwedel, Jack C Principal Executive 974, 297 6,739,901 413,283 8,127,481 Officer 2014 Current: 2. Kelly, Daniel J Principal Financial 525,000 ...1,371,336 329.505 ...2.225.841 Kelly, Daniel J. Principal Financial ...2,026,844 482,231 Officer .2015. ...1.290.419 254, 194 Kelly, Daniel J Principal Financial 209,499 1,768,632 446, 124 1,113,009 Officer 2014 Westrate, William 8 AmFam Agency Chief 600,003 1,278,352 183,522 ..2,061,877 Operating Officer ... 2016 Westrate, William B American Family Chief Operating Officer .2015. 454 658 ...1,005,104 110,233 ...1,569,993 Westrate, William B American Family 1,317,726 Chief Operating Officer 2014 404,093 843,372 70,261 4. Gunder, Peter C Chief Business ...1, 123, 800 512,003 .154 .344 ...1.790.147 Development Officer 2016 Gunder, Peter C Chief Business 507,692 ...1,182,610 .137,786 ...1,828,088 Development Officer ... 2015 Gunder, Peter C Chief Business Development Officer 2014 459,077 1,024,965 101,751 1,585,793 Schmoeger, Mary L Personal Lines .2016. 475,003 1,022,568 143,200 ..1.640.771 Schmoeger, Mary L. Chief Administration Officer 466.579 .1.033.696 ...1.617,229 .116.954 .2015 Schmoeger, Mary L. Chief Administration 430,723 863,314 89,249 1,383,286 Officer 2014 Holman, David C Chief Strategy Officer/Secretary .2016. .425,002 .921,723 185,519 ..1,532,244 Holman, David C Chief Strategy Officer/Secretary .. .2015 414.387 919,045 186,280 .1.519.712 Holman, David C Chief Strategy 144,602 1.281.545 371,646 765,297 Officer/Secretary 2014 Kirkconnell, Kristin R Chief 431,802 .892,574 145,494 ...1,469,870 Information Officer 2016 Kirkconnell, Kristin R Chief Information Officer 421,607 865,059 .87,846 ..1,374,512 .2015 Kirkconnell, Kristin R Chief Information Officer 2014 394,772 749,444 71,646 1,215,862 Graham, David A Chief investment ...1,439,281 Officer ..... 446.800 902.734 89.747 2016 Graham, David A Chief investment 449, 154 987,734 .74,659 \_\_1,511,547 2015 Officer Graham, David A Chief Investment Officer 419,540 744,254 71,919 1,235,713 2014 9. Benusa, Gerry W Chief Sales Officer 2016 423,002 .854, 154 154,248 \_\_1,431,404 408,646 .826,053 148,116 \_\_1,382,815 Benusa, Gerry W Chief Sales Officer 2015 Benusa, Gerry W Chief Sales Officer 379,538 709,283 106,020 1,194,841 2014 .791.230 131.882 ....1,355,614 432 502 to. Atable, Mark V Chief Legal Officer 2016 450, 117 859.273 .144.649 1.454.039 Atable, Mark V Chief Legal Officer 2015

#### **PART 3 - DIRECTOR COMPENSATION** Paid or Deferred for Services as Director 6 All Other Compensatio Pald or Name and Principal Position or Occupation and Direct Stock Option Company (If Outside Director) npensation Other Deferred Totals David R. Anderson Retired Chairman & CEO American Family Insurance .140,000 140,000 Kathleen S. Barclay Retired Sr. Vice President Human Resources, The Kroger Company .163,333 .163,333 Christine M. Cumming Retired First Vice President & COO,

822,987

434.000

Atable, Mark V Chief Legal Officer

Federal Reserve Bank of New York ....

.129, 167

## SUPPLEMENT FOR THE YEAR 2016 OF THE AMERICAN FAMILY INSURANCE COMPANY PART 4 - NARRATIVE DESCRIPTION OF MATERIAL FACTORS

Provide a narrative description of any material factors necessary to gain an understanding of the information disclosed in the tables.



# SUPPLEMENT FOR THE YEAR 2016 OF THE AMERICAN FAMILY INSURANCE COMPANY PART 3 - DIRECTOR COMPENSATION

1	Paid	i or Deferred for	Services as Dire	ector	6	7
	2	3	4	5	All Other	
					Compensation	
Name and Principal Position or Occupation and Company (If Outside Director)	Direct	Stock	Option	Other	Paid or Deferred	Totals
	Compensation	Awards	Awards	Other	Deterred	Totals
Londa J. Dewey President,	455 000			l		455 000
QTI Group	[100,000 .					195,000
Jason Goldberger Former Chief Digital Officer, Target Corporation & former President, target.com	20 750				]	38,750
Leslie A. Howard Senior Advisor to the CEO,				ļ	}	
Lestie A. Howard Senior Advisor to the GEO.	155 000					455 000
United Way Worldwide	155,000		***************************************			100,000
					<b> </b>	100,000
Rakesh Khurana Dean, Harvard College	455 000			Į.		455 000
	199,000	******************				
Michael M. Knetter President & CEO, University of Wisconsin Foundation	100 000		1			400 000
	100,000			***************************************		
R. Scott Maingren Retired Senior Partner, Deloitte & Touche, LLP	170 000			F	1	470 000
Walter M. Oliver Retired Sr. Vice President Human Resources &						170,000
maiter m. Offver Hettred Sr. vice President numan nesources & Administration.			i	Ī		
General Dynamics Corporation	141 007		ľ			541 007
					***************************************	141,007
Eliot G. Protsch President. Wapsie Investment & Advisory, LLC	157 500					157 500
	157,500		***************************************			157,500
Paul S. Shain President & CEO, Singlewire Software, LLC	fan ann		ľ			100.000
						180,000
Thomas J. Zimbrick CEO,	40E 000					105 000
Zimbrick, Inc.						•