

**REPORT ON EXECUTIVE COMPENSATION
Domestic Insurers**



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

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

Insurer Name American Family Insurance Company	For Calendar Year Ending December 31, <u>2018</u>
---	--

INSTRUCTIONS:

Each Wisconsin-domiciled insurer shall file a Report on Executive Compensation as a supplement to the insurer's annual statement, to be filed with the annual statement on or before March 1. The Report on Executive Compensation shall disclose the annual compensation of each director and all "C" level executives or their equivalent, for example, the Chief Executive Officer, Chief Financial Officer, Chief Information Officer, etc. 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 1 and 3 either on a consolidated basis or by allocation to each insurer. The footnote to Part 1 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, 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 1 Officer and Executive Management Compensation

Report on the compensation of all "C" level executives or their equivalent. 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

* 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
See attached					

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 American Family Insurance Company	For Calendar Year Ending December 31, <u>2018</u>
---	--

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				

* 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 Mutual Insurance Company, S.I.
2018 WI OCI
Report on Executive Compensation

Name	Principal Position	Salary	Bonus	All Other Compensation	Total
Salzwedel, Jack C	Chairman and CEO	1,150,000	9,416,467	473,391	11,039,858
Gunder, Peter C	Chief Business Development Officer	552,500	1,633,921	2,707,469	4,893,890
Westrate, William B	President	720,000	2,377,219	242,806	3,340,025
Kelly, Daniel J	Chief Financial Officer/Treasurer	599,300	1,794,908	302,707	2,696,915
Yancy, Telisa L	Chief Marketing Officer	440,000	1,235,190	866,162	2,541,351
Graham, David A	Chief Investment Officer	475,700	1,479,430	98,414	2,053,544
Holman, David C	Chief Strategy Officer/Secretary	459,000	1,306,531	205,015	1,970,546
Kirkconnell, Kristin R	Chief Information Officer/Senior Technology Advisor	431,900	1,121,767	110,476	1,664,143
Benusa, Gerry W	Chief Sales Officer	431,900	1,044,212	177,613	1,653,725
Afable, Mark V	Chief Legal Officer	445,700	992,447	150,669	1,588,816
St Vincent, James E	Human Resources Senior Vice President	372,500	920,272	255,688	1,548,460
Stauffacher, Jessica J	AmFam Agency Chief Operating Officer	540,000	837,261	162,233	1,539,495
Fancher, William T	Chief People Officer	377,339	900,721	189,378	1,467,438
Van Beek, Troy P	Finance Vice President	352,000	784,185	110,447	1,246,632
Theilen, Mary A	Personal Lines President	370,000	781,365	88,105	1,239,471
Listau, Christopher R	Former Commercial Farm/Ranch President	356,100	699,928	104,037	1,160,066
Constien, Timothy D	Personal Lines Claims Vice President	337,200	659,503	110,821	1,107,524
Geraci, Sebastian J	Strategy Vice President	339,400	555,275	89,857	984,532
Preston, Jeffrey N	Reinsurance Vice President	331,200	533,249	116,463	980,912
Cruz, Justin B	Inclusive Excellence Vice President	334,346	563,269	68,735	966,350
Grasee, Kari E	Business & Workplace Services Vice President	345,500	547,166	70,319	962,985
Steffen, Richard M	Life President	345,000	484,805	77,394	907,199
Castellucci, Marc A	Former Personal Lines Claims Vice President	125,276	0	757,725	883,001
Gisi, Gregory V	B&A Insurance Solutions President	282,600	453,380	99,103	835,084
Seymour, Scott J	Government Affairs & Compliance Vice President	292,100	449,847	91,968	833,915
Pflugger, Gregory J	Business App Systems Mgmt Vice President	307,000	390,871	94,233	792,105
Rupert, Julie A	IT Security Vice President	292,600	381,483	59,030	733,113
Gates, Joseph C	Chief Risk Officer	300,000	325,021	90,708	715,729
Swalve, Jeffrey J	Chief of Staff	272,077	339,551	80,658	692,286
Buchheim, James S	Communications Vice President	256,300	369,955	63,978	690,233
Bergquist, Elizabeth A	Agency Sales Vice President	264,200	331,906	85,188	681,294
Embray, Janet S	Sales & Service Operations Vice President	245,000	329,366	88,942	663,308
Pinzon, Cesar A	Sales Strategy & Support Vice President	255,712	335,386	65,564	656,662
Riggs, Michael R	Agency Sales Vice President	255,639	333,746	66,265	655,650
Tjugum, Steven R	Former Sales Strategy & Support Vice President	256,021	366,470	31,374	653,866
Madden, James J	Computing Services Vice President	240,100	305,756	86,668	632,525
Koenig, Brenda L	Commercial Farm/Ranch President	267,231	310,710	53,866	631,807
Tolefree, Bryce H	Claims Legal Vice President	230,419	274,140	84,694	589,253
Endres, David J	AmFam Direct Legal Vice President	228,000	271,489	88,184	587,674
Reed, Daniel K	Business Development Vice President	346,923	118,108	88,890	553,922
Kittoe, Jan A	Ignite Vice President	240,300	197,078	63,825	501,203
Hamilton, Ann M	Customer Experience Vice President	219,846	143,361	115,482	478,689
Wright, Benjamin P	PL Product Management Vice President	234,000	180,172	61,858	476,031
Upadhyay, Nishant R	Information & Data Management Vice President	225,000	158,411	72,124	455,536
Settel, Peter B	Enterprise Chief Technology Officer	119,996	170,816	4,400	295,211

American Family Insurance Mutual Holding Company
2018 WI OCI
Report on Executive Compensation

Name	Principal Position	Salary	Bonus	All Other Compensation	Total
Kathleen S. Barclay	Retired Sr. Vice President Human Resources, The Kroger Company	171,667	0	0	171,667
Christine M. Cumming	Retired First Vice President & COO, Federal Reserve Bank of New York	169,167	0	0	169,167
Londa J. Dewey	President, QTI Group	169,167	0	0	169,167
Leslie A. Howard	Senior Advisor to the CEO, United Way Worldwide	165,000	0	0	165,000
Ted D. Kellner	Chairman & CEO, Fiduciary Management, Inc.	160,000	0	0	160,000
Idalene F. Kesner	Dean, Indiana University Kelley School of Business	27,500	0	0	27,500
Rakesh Khurana	Dean, Harvard College	165,000	0	0	165,000
Michael M. Knetter	President & CEO, University of Wisconsin Foundation	185,417	0	0	185,417
R. Scott Malmgren	Retired Senior Partner, Deloitte & Touche, LLP	175,000	0	0	175,000
Eliot G. Protsch	President, Wapsie Investment & Advisory, LLC	165,000	0	0	165,000
Paul S. Shain	President & CEO, Singlewire Software, LLC	190,000	0	0	190,000
Dmitri L. Stockton	Retired Sr. Vice President, General Electric	165,000	0	0	165,000
Thomas M. Tefft	Retired Sr. Vice President, Medtronic	171,250	0	0	171,250
Thomas J. Zimbrick	CEO, Zimbrick, Inc.	176,250	0	0	176,250

American Family Mutual Insurance Company, S.I.

2018 WI OCI

Report on Executive Compensation

	Salary	Bonus	All Other Compensation	Total
A. Officers	15,862,930	37,206,117	9,172,926	62,241,971
B. Directors	2,255,417	0	0	2,255,417



SUPPLEMENT FOR THE YEAR 2018 OF THE AMERICAN FAMILY INSURANCE COMPANY
SUPPLEMENTAL COMPENSATION EXHIBIT

For the Year Ended December 31, 2018

(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? Yes [X] No []
 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 [].
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 entity? Yes [] No [X]
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 []

PART 2 - OFFICERS AND EMPLOYEES COMPENSATION

1	2	3	4	5	6	7	8	9	10
Name and Principal Position	Year	Salary	Bonus	Stock Awards	Option Awards	Sign-on Payments	Severance Payments	All Other Compensation	Totals
Current:									
1. Salzwedel, Jack C Chairman and CEO	2018	1,150,000	9,416,467					473,391	11,039,858
Salzwedel, Jack C Chairman and CEO	2017	1,125,000	7,975,403					516,781	9,617,184
Salzwedel, Jack C Chairman and CEO	2016	1,095,006	6,692,876					457,143	8,245,025
Current:									
2. Kelly, Daniel J Chief Financial Officer/Treasurer	2018	599,300	1,794,908					302,707	2,696,915
Kelly, Daniel J Chief Financial Officer/Treasurer	2017	568,300	1,569,798					323,673	2,461,771
Kelly, Daniel J Chief Financial Officer/Treasurer	2016	525,000	1,371,336					329,505	2,225,841
3. Gunder, Peter C Chief Business Development Officer	2018	552,500	1,633,921					2,707,469	4,893,890
Gunder, Peter C Chief Business Development Officer	2017	532,500	1,469,926					197,809	2,200,235
Gunder, Peter C Chief Business Development Officer	2016	512,003	1,123,800					154,344	1,790,147
4. Westrate, William B President	2018	720,000	2,377,219					242,806	3,340,025
Westrate, William B President	2017	678,769	1,967,261					259,999	2,906,029
Westrate, William B AnFam Agency Chief Operating Officer	2016	600,003	1,278,352					183,522	2,061,877
5. Yancy, Telisa L Chief Marketing Officer	2018	440,000	1,235,190					866,162	2,541,352
Yancy, Telisa L Chief Marketing Officer	2017	384,539	957,691					74,533	1,416,763
Yancy, Telisa L Chief Marketing Officer	2016	350,000	582,767					81,690	1,014,457
6. Graham, David A Chief Investment Officer	2018	475,700	1,479,430					98,414	2,053,544
Graham, David A Chief Investment Officer	2017	455,700	1,344,221					77,483	1,877,404
Graham, David A Chief Investment Officer	2016	446,800	902,734					89,747	1,439,281
7. Holman, David C Chief Strategy Officer/Secretary	2018	459,000	1,306,531					205,015	1,970,546
Holman, David C Chief Strategy Officer/Secretary	2017	439,000	1,127,805					211,516	1,778,321
Holman, David C Chief Strategy Officer/Secretary	2016	425,002	921,723					185,519	1,532,244
8. Kirkconnell, Kristin R Chief Information Officer/Sr. Technology Advisor	2018	431,900	1,121,767					110,476	1,664,143
Kirkconnell, Kristin R Chief Information Officer	2017	419,400	1,034,114					112,425	1,565,939
Kirkconnell, Kristin R Chief Information Officer	2016	431,802	892,574					145,494	1,469,870
9. Benusa, Gerry W Chief Sales Officer	2018	431,900	1,044,212					177,613	1,653,725
Benusa, Gerry W Chief Sales Officer	2017	419,400	955,975					169,281	1,544,656
Benusa, Gerry W Chief Sales Officer	2016	423,002	854,154					154,248	1,431,404
10. Atable, Mark V Chief Legal Officer	2018	445,700	992,447					150,669	1,588,816
Atable, Mark V Chief Legal Officer	2017	430,700	925,112					152,593	1,508,405
Atable, Mark V Chief Legal Officer	2016	432,502	791,230					131,882	1,355,614



SUPPLEMENT FOR THE YEAR 2018 OF THE AMERICAN FAMILY INSURANCE COMPANY

PART 3 - DIRECTOR COMPENSATION

1 Name and Principal Position or Occupation and Company (if Outside Director)	Paid or Deferred for Services as Director				6 All Other Compensation Paid or Deferred	7 Totals
	2 Direct Compensation	3 Stock Awards	4 Option Awards	5 Other		
Kathleen S. Barclay Retired Sr. Vice President Human Resources, The Kroger Company	171,667					171,667
Christine M. Cumming Retired First Vice President & COO, Federal Reserve Bank of New York	169,167					169,167
Londa J. Dewey President, QTI Group	169,167					169,167
Leslie A. Howard Senior Advisor to the CEO, United Way Worldwide	165,000					165,000
Idalene F. Kesner Dean, Indiana University Kelley School of Business	27,500					27,500
Ted D. Kellner Chairman & CEO, Fiduciary Management, Inc.	160,000					160,000
Rakesh Khurana Dean, Harvard College	165,000					165,000
Michael M. Knetter President & CEO, University of Wisconsin Foundation	185,417					185,417
R. Scott Malmgren Retired Senior Partner, Deloitte & Touche, LLP	175,000					175,000
Eliot G. Protsch President, Wapsie Investment & Advisory, LLC	165,000					165,000
Paul S. Shain President & CEO, Singlenire Software, LLC	190,000					190,000
Dmitri L. Stockton Retired Sr. Vice President, General Electric	165,000					165,000
Thomas M. Tefft Retired Sr. Vice President, Medtronic	171,250					171,250
Thomas J. Zimbrick CEO, Zimbrick, Inc.	176,250					176,250

SUPPLEMENT FOR THE YEAR 2018 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.