

STATE OF COLORADO

Division of Securities
Department of Regulatory Agencies

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Fred J. Joseph
Securities Commissioner



Bill Owens
Governor
Tambor Williams
Executive Director

December 18, 2006

Peter McKeon, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square
New York, NY 10036-6522

**RE: Conversion of EIG Mutual Holding Company into a stock company,
EIG Holdings, Inc.
Our File No. A-007-005**

Dear Mr. McKeon:

The staff of the Division of Securities ("Staff") is in receipt of your letter dated December 13, 2006, regarding the above-referenced matter. In your letter, you request, on behalf of your client EIG Mutual Holding Company ("EIG"), that the Staff confirm the availability of the exemption from securities registration under the Colorado Securities Act ("Act") found at § 11-51-308(1)(o), or alternatively, that the Commissioner issue a no-action letter relative to the conversion.

According to the representations in your letter, we understand that membership interests in EIG of policyholders of Employers Insurance Company of Nevada ("EICN") will be extinguished, and in exchange, eligible policyholders will be entitled to receive shares of common stock of the new holding company, EIG Holdings, Inc. or cash, or in some cases, both stock and cash. A separate, underwritten public offering of the EIG Holdings, Inc. stock will close on the effective date of the reorganization and EIG Holding, Inc. stock will be listed on the New York Stock Exchange on such date.

The reorganization is subject to approval of eligible policy holders of EICN voting in person or by proxy at a special meeting called for that purpose. Prior to such meeting, a hearing on the fairness of such terms and conditions at which all persons to whom EIG Holdings, Inc. proposes to issue securities have a right to appear, will have been conducted by the Nevada Commissioner of Insurance. EICN policy holders will receive full disclosure of material facts regarding the conversion. Each policyholder will receive notice of the meeting to approve the conversion at least 30 days prior to the meeting. The notice will include a prospectus approved by the Nevada Commissioner of Insurance.

You additionally represent that the persons representing EIG in the reorganization as salespersons will not be compensated in whole or in part based on the amount of securities sold and will primarily perform, upon completion of the reorganization, substantial duties for EIG.

Based on the representations contained in your letter, and without taking a position whether the exemption from the securities registration found at §11-51-308(1)(o), C.R.S. is available in connection with the conversion, the Staff will not recommend to the Securities Commissioner that formal enforcement proceeding be initiated under the registration or licensing provisions of the Act against EIG, or any of their respective officers, directors, control persons, or salespersons in connection with the conversion.

It should be noted that by this letter, the Staff only expresses its opinion as to the recommendation of formal enforcement proceedings under the Act and does not purport to express any formal opinion or conclusion. Also, it should be noted that the position taken is done so based on the facts as presented, and any change in those facts or circumstances described might require a different response.

If there are any questions, please contact the undersigned.

Sincerely,

A handwritten signature in black ink, appearing to read "Gerald Rome", with a long horizontal flourish extending to the right.

Gerald Rome
Deputy Securities Commissioner

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

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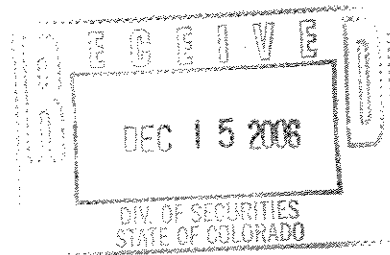
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December 13, 2006

Fred Joseph, Esq.
Securities Commissioner
Division of Securities
1580 Lincoln Street, Suite 420
Denver, Colorado 80203-1506



Re: Conversion of EIG Mutual Holding Company
Into a stock company, EIG Holdings, Inc.

Dear Mr. Joseph:

EIG Mutual Holding Company is a mutual insurance holding company organized under the laws of the State of Nevada ("EIG") that proposes to convert from a mutual insurance holding company into a stock company. In the reorganization, membership interests in EIG held by policy holders of Employers Insurance Company of Nevada (EICN") will be extinguished, and in exchange therefore, eligible policy holders will be entitled to receive shares of common stock of the new holding company, EIG Holdings, Inc. or cash or in some cases, both stock and cash.

It is anticipated that a separate, underwritten public offering of the EIG Holdings, Inc. stock will close on the effective date of the reorganization and that the EIG Holding, Inc. stock will be listed on the New York Stock Exchange on such date.

The reorganization is subject to approval of eligible policyholders of EICN voting in person or by proxy at a special meeting called for January 13, 2007 for that purpose. Prior to such meeting, a hearing on the fairness of such terms and conditions at which all persons to whom EIG Holdings, Inc. proposes to issue securities had a right to appear, has been conducted by the Nevada Commissioner of Insurance.

We believe the reorganization is exempt pursuant to Colorado Securities Act Section 11-51-308(1) (o) which exempts a statutory merger, consolidation or similar acquisition that is incident to a vote of security holders. EICN policyholders will receive full disclosure of material facts regarding the conversion. Each policyholder will receive timely notice of the meeting to approve the conversion at least 30 days

December 13, 2006

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prior to the meeting. The notice will include a prospectus approved by the Nevada Commissioner of Insurance.

In the alternative we request that Colorado will take no action with respect to the registration of persons re presenting EIG in the reorganization as salespersons. Pursuant to Section 11-51-201(14) such persons will not be compensated in whole or in part based on the amount of securities sold and will primarily perform, upon completion of this reorganization, substantial duties for EIG otherwise than in connection with the reorganization.

Enclosed, please find our check, No. 1332558, in the amount of \$100, in payment of the required fee.

If you have any questions, please call me at (212) 735-2142.

Very truly yours,



Peter McKeon