

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

Great Lakes Casualty Insurance Company, a subsidiary of Newco Financial Holdings, Inc.
Name of Domestic Insurer

BY

Main Street America Financial Corporation ("Financial" or "Applicant")
Name of Acquiring Person (Applicant)

Filed with the Insurance Department of the State of Michigan, known as the Michigan
Office of Finance and Insurance Regulation
Dated: June 5, 2008

Notices and Correspondence Concerning this Statement should be addressed to:

Susan E. Mack, Senior Vice President, General Counsel and Secretary
The Main Street America Group
4601 Touchton Road East, Suite 3400
Jacksonville, FL 32246-4486
Telephone: (904) 380-7446

ITEM 1. METHOD OF ACQUISITION

Great Lakes Casualty Insurance Company (hereinafter "Great Lakes") is a Michigan corporation with offices at 2959 Lucerne Drive SE, Suite 220, Grand Rapids MI 49546. Great Lakes is a Michigan domestic property and casualty insurer that is a wholly owned subsidiary of Newco Financial Holdings, Inc. (hereinafter "Newco"). Newco is a Michigan corporation with offices also located at 2959 Lucerne Drive SE, Suite 220, Grand Rapids, MI 49546.

Main Street America Financial Corporation (hereinafter "Financial" or "Applicant"), 55 West Street, Keene, NH 03431 is part of the mutual insurance holding company structure commonly referred to as The Main Street America Group. The Organizational Chart for The Main Street America Group is attached hereto as **Exhibit 1**. Financial is a stock company domiciled in New Hampshire and wholly owned by NGM Insurance Company (hereinafter "NGM"), a stock company domiciled in Florida, 4601 Touchton Road East, Suite 3400, Jacksonville, FL 32246-4486. NGM in turn is wholly owned by Main Street America Group, Inc. (hereinafter "MSAG"). MSAG, 4601 Touchton Road East, Suite 3400, Jacksonville, FL 32246-4486 is a stock company domiciled in Florida.

Financial owns 100% of the authorized and outstanding shares of common stock of the other four (4) stock insurance companies in the mutual insurance

holding company structure: MSA Insurance Company (domiciled in South Carolina), Main Street America Protection Insurance Company (domiciled in Florida), Main Street America Assurance Company (domiciled in Florida), and Old Dominion Insurance Company (domiciled in Florida).

Main Street America Group Mutual Holdings, Inc. (hereinafter "Holdings"), is a mutual insurance holding company domiciled in Florida that is owned by the policyholders of NGM Insurance Company, f/k/a National Grange Mutual Insurance Company. Holdings owns 95.1% of the authorized and outstanding shares of MSAG common stock. White Mountains, an outside investor, owns the remaining 4.9% of the outstanding and authorized shares of MSAG common stock.

Financial, Great Lakes and Newco contemplate that Financial will acquire all of the outstanding shares of Great Lakes' common stock from Newco (hereinafter the "Transaction"). In consideration of the Transaction, NGM will acquire 7,265 shares of Newco common stock held by the Accident Fund Insurance Company of America (hereinafter "Accident Fund") for a cash payment of \$335,933.60. The Stock Acquisition Agreement for acquisition of the Newco stock from the Accident Fund Insurance Company of America (hereinafter "Accident Fund") is attached hereto as **Exhibit 2**. Applicant requests that the stock acquisition referenced in **Exhibit 2** be approved as part of the consideration for the proposed Transaction.

After NGM has acquired the 7,265 shares of Newco common stock held by the Accident Fund, as described above, Newco will transfer all of the outstanding and issued shares of common stock of Great Lakes, totaling 20,000 shares, to Financial. As consideration for this transfer of all of the outstanding shares of Great Lakes common stock to Financial, Financial will provide Newco with the following:

1. Financial will transfer 18,638 shares of Newco common stock to Newco. Financial will have received the 18,638 shares of Newco common stock from its affiliate, NGM. This transfer will be accomplished by way of a Purchase and Sale Agreement attached hereto as **Exhibit 3**. The 18,638 shares of Newco common stock represents the 11,373 shares of Newco common stock currently owned by NGM and the above-referenced 7,265 shares of Newco common stock NGM will purchase from the Accident Fund as part of this Transaction.
2. Financial will also pay Newco \$1,000,000 in cash.
3. Financial will transfer the 2,283 shares of MSAG common stock to Newco. Financial will have received the 2,283 shares of MSAG common stock from its affiliate, MSAG. The value of these shares of MSAG common stock is \$5,000,000 according to the December 31, 2007 audited statutory financial statements of MSAG. This transfer will be accomplished by way of a Purchase and Sale Agreement and Shareholder Agreement, attached hereto as **Exhibit 4**.

Simultaneous with the transfers of stock and cash to Newco as outlined above, Newco will transfer to Financial 100% of the issued and outstanding shares of common stock of Great Lakes. By virtue of this Transaction, Financial will become the owner of 100% of the authorized and outstanding shares of Great Lakes common stock, which totals 20,000 shares. The Stock Acquisition Agreement for the Transaction is attached hereto as **Exhibit 5**.

ITEM 2. IDENTITY AND BACKGROUND OF THE APPLICANT

- (a) Main Street America Financial Corporation ("Financial"), 55 West Street, Keene, NH 04341.
- (b) As stated in Item 1, Financial, the Applicant, is a New Hampshire stock downstream holding company within a mutual insurance holding company system. Financial is wholly owned by NGM as the lead insurance company within the mutual holding company structure. Financial is the owner of 100% of the common stock of four (4) of the stock insurance companies within the mutual insurance holding company structure. The five (5) insurance companies that are part of The Main Street America Group are property and casualty companies that write personal and certain commercial insurance products primarily on the east coast of the United States. NGM is the primary insurance company within the mutual insurance holding company structure.
- (c) For reference an organizational chart for the mutual insurance holding company structure where Applicant is a part is attached hereto as **Exhibit 1**.

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

The Applicant is part of a mutual holding company structure known as The Main Street America Group. All of the companies within The Main Street America Group structure, including the Applicant, share a common board of directors. The current members of the board are as follows:

Directors:

(1)	Name: Terry L. Baxter
Address:	60 Spring Hill Lane P.O. Box 130 Lyme, New Hampshire 03768
Principal occupation:	Retired Insurance Executive
Offices and positions last 5 years:	Director, all companies within The Main Street America Group; Retired President and Director, White Mountains Holdings, Inc. 1997 – 2000.
Criminal convictions last 10 years:	None

(2) Name: Cotton M. Cleveland

Address: Mather Associates
75 Newport Rd, Suite 208
New London, New Hampshire 03257

Principal occupation: President, Management Consulting Firm - Mather Associates

Offices and positions last 5 years: Director, all companies within The Main Street America Group; President, Mather Associates; Director – Northeast Utilities and Ledyard National Bank.

Criminal convictions last 10 years: None

(3) Name: Albert H. Elfner III

Address: 53 Chestnut Street
Boston, MA 02114

Principal occupation: Retired – Investment Management

Offices and positions last 5 years: Director, all companies within The Main Street America Group, 1996 – 1999 Chairman and CEO (retired) Evergreen Management Co., 200 Berkeley Street, Boston, MA; Director, Unitil Corporation.

Criminal convictions last 10 years: None

(4) Name: David Freeman

Address: 16 Hoffmann Road
Canton, CT 06019

Principal occupation: Retired President & CEO of Lydall, Inc.

Offices and positions last 5 years: Director, all companies within The Main Street America Group; Chairman & CEO, Loctite Corporation (1993 – 2000); Director Lydall Corporation (1997 – present); Director Sealed Air Corporation (1993 – 2000); Director Mechanical Financial Corporation (1992 – 2000) and a member of several not for profit Boards.

Criminal convictions last 10 years: None

(5) Name: William Dawson Gunter, Jr.
Address: 1117 Thomasville Road
Tallahassee, Florida 32303
Principal occupation: Insurance Company Executive and Consultant
Offices and positions last 5 years: Director, all companies within The Main Street America Group; Chairman, CEO, Rogers, Gunter, Vaughn Insurance, Inc.; Consultant-Managing Director, Bear, Stearns & Co., Inc.; American Loyalty Insurance Co., Bankers Insurance Group; Fleet Financial Corp.; Rogers, Atkins, Gunter & Assoc. Ins., Inc.; Vice Chairman of the Board, First Bank of Tallahassee; Chairman and CEO, Capital Properties of Leon County, LLC.

Criminal convictions last 10 years: None

(6) Name: Philip D. Koerner

Address: 745 Columbine Court
Tipp City, Ohio 45371

Principal occupation: Retired Insurance Executive

Offices and positions last 5 years: Director, all companies within The Main Street America Group; Past Chairman of National Grange Mutual Insurance Company, Main Street America Assurance Company, MSA Information Systems and Services Corporation, and Old Dominion Insurance Company; Past Chairman, President & CEO of Main Street America Financial Corporation, Main Street America Capital Corporation, and Main Street America Holdings, Inc.; Past CEO, National Grange Mutual Insurance Company, Old Dominion Insurance Company, MSA Information Systems and Service Corporation; Past President of National Grange Mutual Insurance Company, Old Dominion Insurance Company, Main Street America Capital Corporation; Past Director and President of Green Tree Insurance Company and American Loyalty Insurance Company; Past Director of Guilderland Reinsurance Company and White Mountains Holdings, Inc.

Criminal convictions last 10 years: None

(7)	Name: James Everitt Morley, Jr.
Address:	1912 Beeches Glory Path Annapolis, MD 21401
Principal occupation:	Retired President & CEO – National Association for College and University Business Officers (NACUBO), Washington, DC
Offices and positions last 5 years:	Director, all companies within The Main Street America Group; Director, Green Tree Insurance Co., American Loyalty Insurance Co., School, College and University Underwriters Limited, United Educators Risk Retention Gr., Citizens Savings Bank, and The Washington Advisory Group.
Criminal convictions last 10 years:	None
(8)	Name: Barbara D. Stewart
Address:	2660 Peachtree Road Atlanta, Georgia 30305
Principal Occupation:	Private Insurance Consultant
Offices and positions last 5 years:	Director, all companies within The Main Street America Group; President, Stewart Economics, Inc.; Director, Insurance Services Office, Inc.
Criminal convictions last 10 years:	None
(9)	Name: Thomas M. Van Berkel
Address:	24419 Moss Creek Lane Ponte Vedra Beach, Florida 32082
Principal Occupation:	Insurance Executive
Offices and positions last 5 years:	Director, all companies within The Main Street America Group; Chairman, President and CEO of all companies within The Main Street America Group, except Old Dominion Insurance Company, where he is Chairman of the Board and Chief Executive Officer; former Senior VP of Insurance Operations for National Grange Mutual Insurance Company; Director, PCI.
Criminal convictions last 10 years:	None

(10) Name: M. Lewis Temares
Address: 5521 S.W. 88th Place
Miami, Florida 33165
Principal Occupation: Information and Technology Executive
Officers and positions last 5 years: Director, all companies within The Main Street America Group; Vice President of Information Technology and CIO for the University of Miami; former Dean of the College of Engineering at the University of Miami.

Criminal convictions last 10 years: None

(11) Name: K. Thomas Kemp
Address: 6 Goodfellow Hill Road
Hanover, NH 03755
Principal Occupation: Retired Insurance Executive
Officers and positions last 5 years: Director, all companies within The Main Street America Group; Retired Director and President for White Mountains Insurance Group, Ltd.; Director – Montpelier Re Holdings Ltd, Little Oak Hill Partnership, LP, Little Oak Hill Foundation, and Artemis Woman, LLC.

Criminal convictions last 10 years: None

(12) Name: John A. Delaney
Address: 110 Bowles Street
Neptune Beach, Florida 32266
Principal Occupation: Educator
Officers and positions last 5 years: Director, all companies within The Main Street America Group; President, University of North Florida; Director, Florida Rock Industries; former mayor, City of Jacksonville, FL.

Criminal convictions last 10 years: None

Principal Executive Officers of the Applicant, Main Street America Group Mutual Holdings, Inc. and Main Street America Group, Inc. are as follows:

(1)	Name: Thomas M. Van Berkel
Address:	24419 Moss Creek Lane Ponte Vedra Beach, Florida 32082
Principal occupation:	Insurance Executive
Offices and positions last 5 years:	Chairman of the Board, President, and Chief Executive Officer for all companies within The Main Street America Group, except for Old Dominion Insurance Company where he is Chief Executive Officer and Chairman of the Board; Director, PCI
Criminal convictions last 10 years:	None
(2)	Name: Edward J. Kuhl
Address:	638 Treehouse Circle St. Augustine, Florida 32095
Principal occupation:	Insurance Executive
Offices and positions last 5 years:	Treasurer and Controller for all companies within The Main Street America Group except for NGM Insurance Company where he is Executive Vice President, Chief Financial Officer, and Treasurer.
Criminal convictions last 10 years:	None
(3)	Name: Susan E. Mack
Address:	264 Royal Tern Rd. N. Ponte Vedra Beach, Florida 32082
Principal occupation:	Insurance Executive and Counsel
Offices and positions last 5 years:	Secretary for all companies within The Main Street America Group, except for NGM Insurance Company where she is Senior Vice President, General Counsel, and Secretary.
Criminal convictions last 10 years:	None

ITEM 4. NATURE, SOURCE AND AMOUNT OF CONSIDERATION

(a)-(c) Great Lakes is a domestic Michigan insurer that is a wholly owned subsidiary of Newco. As stated in Item 1 above, NGM currently owns 11,373 shares of Newco common stock. NGM will purchase 7,265 shares of Newco common stock currently held by the Accident Fund. This will bring the total number of shares of Newco common stock held by NGM to 18,638.

The proposed Transaction, as described in Item 1 above, involves a stock acquisition of Great Lakes Casualty Insurance Company by Financial, whereby Newco will transfer 100% of the outstanding and authorized shares

of Great Lakes' common stock, in the amount of 20,000 shares, to Financial by way of a Stock Acquisition Agreement attached hereto as **Exhibit 5**. In return, Newco will receive from Financial 2,283 shares of MSAG common stock, 18,638 shares of Newco common stock (consisting of 11,373 shares of Newco's common stock currently owned by NGM and 7,265 shares of Newco's common stock that NGM will purchase from the Accident Fund), and \$1,000,000 in cash. NGM will transfer to Financial all of the shares of Newco common stock it currently owns and all of the shares it will purchase from the Accident Fund, as described above, for Financial to use as part of the consideration for the proposed Transaction. No financing or pledge of Applicant's securities is required to obtain the funds for the purchase of the shares of Newco stock from the Accident Fund or for completion of the proposed Transaction.

NGM will obtain the shares of Newco stock held by the Accident Fund, as described above, by way of a Stock Acquisition Agreement attached hereto as **Exhibit 2**. NGM will transfer all of the Newco shares to Financial by way of a Purchase and Sales Agreement attached hereto as **Exhibit 3**. MSAG will transfer to Financial the shares of its stock as described above by way of a Purchase and Sales Agreement attached hereto as **Exhibit 4**.

ITEM 5. FUTURE PLANS FOR INSURER

- (a) Applicant will continue to operate Great Lakes as a domestic property and casualty insurer in Michigan. The current senior management staff of Great Lakes currently consists of Keith Fry (President and CEO), Janet Root (Controller), Bruce Gower (Claims Manager), and Robert Brooks (Information Technology Manager). Upon close of the Transaction, the Applicant's senior management team listed in Item 3 above will become that of Great Lakes, with the exception that Keith Fry will remain as president of Great Lakes. Keith Fry will report to Doug Eden, the Field Operations Vice President for NGM as the lead insurance company within the mutual holding company structure. All of the corporate officers of Financial will be the corporate officers for Great Lakes, with the addition of Thomas Frazier, an assistant treasurer of NGM, as an assistant treasurer for Great Lakes. Keith Fry's continued employment with the Applicant will be accomplished by way of an Employment Agreement (attached hereto as **Exhibit 23**). The Applicant will also enter into Retention Agreements with Janet Root (attached hereto as **Exhibit 24**), Bruce Gower (attached hereto as **Exhibit 25**), and Robert Brooks (attached hereto as **Exhibit 26**) in order to retain their services with respect to financial matters, claims and information technology.
- (b) The five-year business plan of Great Lakes is attached to this Form A as **Exhibit 21**. Upon completion of the Transaction, Applicant proposes to change Great Lakes' executive officers as described above. Applicant is not proposing any changes to Great Lake's compliance plan with the "books and records in Michigan" requirement of the Michigan Insurance Code, Section 500.5256. Applicant is proposing changes to the amount, timing and type of Great Lakes' capital contributions. See Five-Year Business Plan attached hereto as **Exhibit 21**. Upon completion of the Transaction, Applicant is

proposing to change the current makeup of the Great Lakes board of directors by electing the common board for all of the companies within The Main Street America Group, as described in Item 3 above, as the board of directors for Great Lakes with Tom Van Berkel as chairman of the board.

Subject to the notice requirements contained in Great Lakes' current reinsurance treaties, Financial intends to terminate Great Lakes' current reinsurance treaties or allow them to expire. Thereafter, Great Lakes will utilize the Applicant's external reinsurance program. Great Lakes will participate in the Intercompany 100% Quota Share Reinsurance Program available to the insurance company members of The Main Street America Group by way of a proposed Second Amendment to the Intercompany 100% Quota Share Reinsurance Agreement.

The Intercompany 100% Quota Share Reinsurance Program provides for a pooling of the direct and assumed business of all insurance companies within The Main Street America Group which is 100% assumed by NGM with no amount ceded back to the other companies. A copy of the Intercompany 100% Quota Share Reinsurance Agreement, as amended, with a proposed Second Amendment that would add Great Lakes is attached hereto as **Exhibit 22**.

ITEM 6. VOTING SECURITIES TO BE ACQUIRED

Per Item 1, above, Great Lakes is a Michigan property and casualty insurance company that is a wholly owned subsidiary of Newco. Financial will acquire all of the outstanding and authorized shares of Great Lakes common stock, which totals 20,000 shares.

ITEM 7. OWNERSHIP OF VOTING SECURITIES

The Transaction will result in Financial owning 100% of the outstanding and authorized shares of Great Lakes common stock, which totals 20,000 shares. In addition, NGM will transfer all of the shares of Newco common stock it currently owns and that it will purchase from the Accident Fund, as described above, to Financial as part of this proposed Transaction.

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

There are no contracts, arrangements, or understandings with respect to voting securities of the Insurer (Great Lakes).

ITEM 9. RECENT PURCHASES OF VOTING SECURITIES

There have been no purchases of the voting securities of Great Lakes by the Applicant or anyone identified in Item 3 during the preceding twelve (12) months.

ITEM 10. RECENT RECOMMENDATIONS TO PURCHASE

There have been no recommendations to purchase any voting security of Great Lakes 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 preceding 12 months.

ITEM 11. AGREEMENTS WITH BROKER-DEALERS

There are no agreements, contracts or understandings with any broker-dealer regarding the Transactions described in Item 1.

ITEM 12. FINANCIAL STATEMENTS AND EXHIBITS

- (a) The Combined Annual Financial Statements for NGM Insurance Company f/k/a National Grange Mutual Insurance Company, and its insurance company affiliates and subsidiaries for the years 2002 through 2007 are attached to this Form A as **Exhibits 6 through 11**.
- (b) The Combined Statutory-Basis Financial Statements together with Report of Independent Auditors for NGM Insurance Company and Insurance Subsidiaries from December 31, 2002 and 2001 through December 31, 2007 and 2006 are attached to this Form A as **Exhibits 12 through 17**.
- (c) The Consolidated Financial Statements together with the reports of Independent Auditors for MSAG¹ for the years ended December 31, 2007 and 2008 (**Exhibit 18A**), the years ended December 31, 2006 and 2005 (**Exhibit 18B**), and the years ended December 31, 2005 and 2004 (**Exhibit 18C**). Please note that the State of Florida, as the domicile state for both MSAG and Holdings, allows the Consolidated Financial Statements for MSAG to apply to Holdings as well.
- (d) The unaudited Consolidated Balance Sheets, Statements of Income and Comprehensive Income, and Statements of Changes in Stockholders' Equity for years ended December 31, 2006 and December 31, 2007 are attached to this Form A as **Exhibit 19**.
- (e) GAAP Financial Statements for Main Street America Financial Corporation and Combined Subsidiaries Operations for the years 2002 through 2007 are attached to this Form A as **Exhibit 20**.
- (f) The Stock Acquisition Agreement to be entered into by Financial and Newco for the proposed Transaction, as described above, is attached hereto as **Exhibit 5**. The Stock Purchase Agreement whereby NGM will obtain 7,265 additional shares of Newco common stock from the Accident Fund is attached hereto as **Exhibit 2**. The Purchase and Sale Agreement whereby Financial will obtain all of the shares of Newco common stock

¹ Please note that MSAG did not exist prior to 2005.

currently owned by NGM is attached hereto as **Exhibit 3**. The Purchase and Sale Agreement whereby Financial will obtain the 2,283 shares of MSAG common stock to be transferred to Newco is attached hereto as **Exhibit 4**. There are no other related contracts or documents pertaining to the proposed Transaction.

The following list identifies the Exhibits attached to and incorporated by reference in this Form A:

Exhibit 1 – *The Main Street America Group Organizational Chart*

Exhibit 2 – *Stock Acquisition Agreement (Accident Fund shares of Newco stock)*

Exhibit 3 – *Purchase and Sale Agreement: NGM to Financial*

Exhibit 4 – *Purchase and Sale Agreement: MSAG to Financial*

Exhibit 5 – *Stock Acquisition Agreement for the Transaction*

Exhibit 6 – 2002 Combined Annual Financial Statement for National Grange Mutual Insurance Company and its Affiliated Property/Casualty Insurers, Old Dominion Insurance Company, and Main Street America Assurance Company.

Exhibit 7 – 2003 Combined Annual Financial Statement for National Grange Mutual Insurance Company and its Affiliated Property/Casualty Insurers, Old Dominion Insurance Company, and Main Street America Assurance Company.

Exhibit 8 – 2004 Combined Annual Financial Statement for National Grange Mutual Insurance Company and its Affiliated Property/Casualty Insurers, Old Dominion Insurance Company, and Main Street America Assurance Company.

Exhibit 9 – 2005 Combined Annual Financial Statement for NGM Insurance Company and its Affiliated Property/Casualty Insurers, Old Dominion Insurance Company, Main Street America Assurance Company, and MSA Insurance Company.

Exhibit 10 – 2006 Combined Annual Financial Statement for NGM Insurance Company and its Affiliated Property/Casualty Insurers, Old Dominion Insurance Company, Main Street America Assurance Company, and MSA Insurance Company.

Exhibit 11 – 2007 Combined Annual Financial Statement for NGM Insurance Company and its Affiliated Property/Casualty Insurers, Old Dominion Insurance Company, Main Street America Assurance Company, Main Street America Protection Insurance Company, and MSA Insurance Company.

Exhibit 12 – *Combined Statutory-Basis Financial Statements together with Report of Independent Auditors for NGM Insurance Company and Insurance Subsidiaries as of December 31, 2007 and 2006.*

Exhibit 13 – *Combined Statutory-Basis Financial Statements together with Report of Independent Auditors for NGM Insurance Company and Insurance Subsidiaries as of December 31, 2006 and 2005.*

Exhibit 14 – *Consolidated Statutory-Basis Financial Statements together with Report of Independent Auditors for National Grange Mutual Insurance Company and Insurance Subsidiaries as of December 31, 2005 and 2004.*

Exhibit 15 – *Consolidated Statutory-Basis Financial Statements together with Report of Independent Auditors for National Grange Mutual Insurance Company and Insurance Subsidiaries as of December 31, 2004 and 2003.*

Exhibit 16 – *Consolidated Statutory-Basis Financial Statements together with Report of Independent Auditors for National Grange Mutual Insurance Company and Insurance Subsidiaries as of December 31, 2003 and 2002.*

Exhibit 17 – *Consolidated Statutory-Basis Financial Statements together with Report of Independent Auditors for National Grange Mutual Insurance Company and Insurance Subsidiaries as of December 31, 2002 and 2001.*

Exhibit 18A – *Consolidated Financial Statements together with reports of Independent Auditors for MSAG for years ended December 31, 2007 and 2006.²*

Exhibit 18B – *Consolidated Financial Statements together with reports of Independent Auditors for MSAG for years ended December 31, 2006 and 2005.*

Exhibit 18C – *Consolidated Financial Statements together with reports of Independent Auditors for MSAG for years ended December 31, 2005 and 2004.*

Exhibit 19 – *Unaudited Consolidated Balance Sheets, Statements of Income and Comprehensive Income, and Statements of Changes in Stockholders' Equity for years ended December 31, 2006 and December 31, 2007 for Financial.*

Exhibit 20 – *GAAP Financial Statements for Main Street America Financial Corporation and Combined Subsidiaries Operations for 2002 through 2007.*

Exhibit 21 – *Five-Year Business Plan for Great Lakes*

Exhibit 22 – *Intercompany 100% Quota Share Reinsurance Agreement*

Exhibit 23 – *Employment Agreement with Keith Fry*

Exhibit 24 – *Retention Agreements with Janet Root*

Exhibit 25 – *Retention Agreements with Bruce Gower*

Exhibit 26 – *Retention Agreements with Robert Brooks*

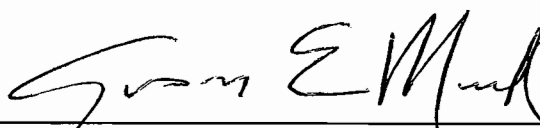
² As noted in Item 12 above, the State of Florida, as the domicile state for both MSAG and Holdings, allows the Consolidated Financial Statements together with reports of Independent Auditors for MSAG to apply to Holdings as well as MSAG.

ITEM 13. SIGNATURE AND CERTIFICATION

SIGNATURE

Pursuant to the requirements of Section 1311 of the Insurance Code of 1956, as amended, the Applicant, Main Street America Financial Corporation has caused this Form A to be duly signed on its behalf in the city of Jacksonville and the State of Florida on this 5th day of June, 2008.

(SEAL) Main Street America Financial Corporation

By 
Susan E. Mack, Secretary

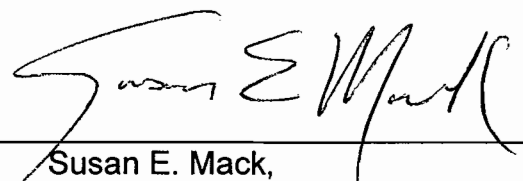
Attest:

(Signature of Officer)

Assistant Secretary
(Title)

CERTIFICATION

The undersigned deposes and says that she has duly executed the within Form A Application dated this 5th day of June, 2008, for and on behalf of the Applicant; that she is the Secretary of the Applicant and that she is authorized to execute and file such instrument. Deponent further says that she is familiar with the instrument and the contents thereof, and that the facts therein set forth are true to the best of her knowledge, information, and belief.

(Signature) 
Susan E. Mack,