

**FORM A**

**STATEMENT REGARDING THE ACQUISITION OF CONTROL OF A  
DOMESTIC INSURER**

**MEEMIC INSURANCE COMPANY (MEEMIC)**

**by**

**AUTO CLUB INSURANCE ASSOCIATION (ACIA)  
(Applicant)**

**Filed with the Office of Financial and Insurance Regulation  
of the State of Michigan**

**Dated: March 9, 2009**

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

**Richard T. White  
Senior Vice President, Secretary  
& General Counsel  
The Auto Club Group  
1 Auto Club Drive  
Dearborn, MI 48126  
Tel: (313) 336-1284**

## I. METHOD OF ACQUISITION

This Statement relates to a proposed acquisition of control of MEEMIC, a Michigan domestic stock insurance company. MEEMIC's principal address is 1685 N. Opdyke Rd., Auburn Hills, Michigan 48326. MEEMIC will be acquired in a stock purchase transaction by ACIA, a Michigan domiciled reciprocal inter-insurance exchange, in the proposed transaction. A Board of Governors consisting of 14 members controls ACIA.

All of MEEMIC's stock has been issued in the form of common shares, with 1,500,000 shares (par value \$1.00/share) issued and outstanding, and are referred to herein as the "MEEMIC Stock."

The acquiring party in this transaction is ACIA (Applicant). The Applicant intends to acquire direct control of MEEMIC pursuant to a Stock Purchase Agreement, dated as of February 27, 2009 (Agreement) by and among the Applicant (Purchaser) and MEEMIC Insurance Company, MEEMIC Insurance Services Corporation, Motors Insurance Corporation (Motors) and GMAC Insurance Holdings, Inc. (GMACIH). (Motors and GMACIH are collectively referred to herein as the Seller). The acquisition will include the purchase of both MEEMIC and MEEMIC Insurance Services Corporation, which is an insurance agency affiliated with MEEMIC (MIS). Motors owns all of MEEMIC's shares. GMACIH owns MIS. Pursuant to the Agreement, ACIA will acquire all of the issued and outstanding shares of MEEMIC Stock, all the outstanding shares of MIS's stock, and the power to exercise all voting rights in the governance of MEEMIC and MIS in exchange for payment of \$217.5 million, payable as described more thoroughly in Item IV below. The Agreement is attached hereto as Exhibit A, and is incorporated herein by reference. It is anticipated that the closing of the acquisition will occur on the first business day of the month following the satisfaction or waiver of all conditions precedent set forth in the Agreement, including the approval of this Form A by the Michigan Office of Insurance Regulation, or such other date as the parties may agree.

This Statement is submitted for the purpose of obtaining the approval of the Michigan Commissioner of Insurance for the proposed acquisition pursuant to Section 500.1311 of the Michigan Insurance Code (the "Code") and the applicable provisions of the Michigan Insurance Regulations.

## II. IDENTITY AND BACKGROUND OF THE APPLICANT

### (a) The Applicant.

The name and principal business address of the Applicant is as follows:

Auto Club Insurance Association  
1 Auto Club Drive  
Dearborn, MI 48126

### (b) The Applicant's Principal Business Activities.

ACIA's principal business is underwriting insurance. ACIA conducts its business directly and through several subsidiary stock insurers. Being a reciprocal insurer, ACIA has no shareholders. ACIA's subscribers (policyholders) have granted powers of attorney to ACIA's corporate attorney-in-fact, Auto Club Services, Inc. ("ACS"), a Michigan domestic general business corporation. Other than the Board of Governors, no other person controls ACIA. ACIA writes personal lines property and casualty coverage, and is a licensed insurer in the states of Illinois, Maine, Michigan, Minnesota, Nebraska, New Hampshire, New York, North Dakota, Pennsylvania and Wisconsin. The present organizational structure of ACIA is shown on the chart submitted as Exhibit B and incorporated by reference herein.

(c) Organization Chart.

The chart attached hereto as Exhibit C lists the present identities of, and the interrelationships among, the Applicant and all persons known to be controlled by or affiliated with the Applicant. Such chart indicates the percentage of ownership interests of each person that is owned or controlled by the Applicant or by any such person. ACIA's control of its subsidiaries is maintained by its ownership of voting securities of the subsidiaries. There are no administrative or court proceedings looking toward a reorganization or liquidation of any such person. The chart attached hereto as Exhibit D, presents the proposed organizational structure of the Applicant, including MEEMIC and MIS immediately after the closing of the Acquisition.

**III. IDENTITY AND BACKGROUND OF INDIVIDUALS ASSOCIATED WITH THE APPLICANT**

**Directors**

1. (a) Name and business address:

Charles E. Allen  
250 E Harbortown Drive, #410  
Detroit, MI 48207

(b) Principal Occupation:

Financial consultant & commercial & residential real estate development as President/CEO of Graimark Realty Advisors, Inc., 250 E Harbortown Drive, #410, Detroit, MI 48207.

(c) Positions or Offices held last 5 years:

Chairman, CEO & President, Graimark Realty Advisors, Inc., (1988-present).  
Director, Preferred Provider Organization of Michigan (2003-2006); Director,

Gartmore Family of Mutual Funds (2004-present); Director, The Auto Club Group, Auto Club Insurance Association & Subsidiaries, Auto Club Services, Inc., (1987-present); Chair, The Auto Club Group, Auto Club Insurance Association & Subsidiaries, Auto Club Services, Inc. (1992-1994).

- (d) Criminal Convictions (other than traffic) last 10 years and/or civil fines in \$25,000 or more:

None.

- (e) Fingerprint card:

Upon request.

2. (a) Name and business address:

William P. Baer  
2111 Walter Reuther Drive  
Warren, MI 48091

- (b) Principal Occupation:

Automobile component coating/finisher as Chairman & CEO of The Crown Group, Inc., 2111 Walter Reuther Drive, Warren, MI 48091.

- (c) Positions or Offices held last 5 years:

Vice Chairman & Director, Auto Club Life Insurance Co., MemberSelect Insurance Co., Auto Club Group Insurance Co., The Auto Club Group, Auto Club Services, Inc.; Vice Chairman & Governor, Auto Club Insurance Association (1991-present); Chairman & CEO, The Crown Group, Inc. (2000-present); Director, Crestmark Financial Corporation (2000-present); Director, Metro Detroit YMCA (2002-present); Member, Detroit President's Organization (2000-present); President/Owner, Cat Cay Corp (2002-present); Partner, Bronyeback Corp. (2002-present); Partner, Baer Brothers LLC (2004-present); Partner, Middle Tennessee Investors (2004-present).

- (d) Criminal Convictions (other than traffic) last 10 years and/or civil fines in \$25,000 or more:

None.

- (e) Fingerprint card:

Upon request.

3. (a) Name and business address:

Chris Bauer  
225 East St. Paul Ave., Ste 201  
Milwaukee, WI 53202

(b) Principal Occupation:

Consultant as President of Growth Design Corp., 225 East St. Paul Ave., Ste 201, Milwaukee, WI 53202.

(c) Positions or Offices held last 5 years:

Governor, Auto Club Insurance Association; Director, Auto Club Group Insurance Company, Auto Club Life Insurance Company, MemberSelect Insurance Company, Automobile Club of Michigan, The Auto Club Group, Auto Club Services, Inc., (1996-present; Chair 2006-2008), 1 Auto Club Drive, Dearborn, MI 48126; Director, Auto Club Trust, FSB (1999-present) 1 Auto Club Drive, Dearborn, MI 48126; Director, Junior Achievement of Wisconsin (2000-present); Director, Siebert Lutheran Foundation (2000-present); Chairman & Director, AAA National (2004-present); Owner, Bauer Advisors (2007-present); Director, Growth Design Corp./Office of President (2001-present); Director, Mason Street Advisors, LLC (2004-present); Managing Director, Wilshire Investors, LLC (2000-2004); Director, Auto Club Trust, FSB.

(d) Criminal Convictions (other than traffic) last 10 years and/or civil fines in \$25,000 or more:

None.

(e) Fingerprint card:

Upon request.

4. (a) Name and business address:

Carole Brown  
190 South LaSalle Street  
Chicago, IL 60603

(b) Principal Occupation:

Public Finance Banker with Mesirow Financial, 350 N. Clark Street, 7<sup>th</sup> Floor, Chicago, IL 60654.

(c) Positions or Offices held last 5 years:

Board Member, Mesirow Financial's Executive Committee (2008-present) Mesirow Financial, 350 N. Clark Street, 7<sup>th</sup> Floor, Chicago, IL 60654; Managing Director, Lehman Brothers (1999-2008) 190 South LaSalle Street, Chicago, IL 60631; Chair, Chicago Transit Authority (2008-present); Board member, Chicago Children's Museum (2008-present); Director Ex-officio, Chicago Plan Commission (2008-present); Officer, Barclays Capital; Director, Auto Club Property Casualty (2008-present) 1 Auto Club Drive, Dearborn, MI 48126.

(d) Criminal Convictions (other than traffic) last 10 years and/or civil fines in \$25,000 or more:

None.

(e) Fingerprint Card:

Upon request.

5. (a) Name and business address:

Clesteen Clark  
One Kellogg Square, P.O. Box 3499  
Battle Creek, MI 49017

(b) Principal Occupation:

Corporate Communications Strategist as Senior Vice President, Global Nutrition, Corporate Affairs and Chief Sustainability Officer, with Kellogg Company, One Kellogg Square, P.O. Box 3499, Battle Creek, MI 49017.

(c) Positions or Offices held last 5 years:

Director, Auto Club Insurance Association and its insurance subsidiaries, Auto Club Services, Inc., and The Auto Club Group (2008-present) 1 Auto Club Drive, Dearborn, MI 48126; Senior Vice President/Officer, Kellogg Company (2006-present) One Kellogg Square, P.O. Box 3499, Battle Creek, MI 49017; Member, American Dietetic Association (1977-present) 120 South Riverside Plaza, Ste 2000, Chicago, IL 60606; Director, Children's Advertising Review Unit (1990-present) 70 West 36th Street, 12th Floor, New York, NY 10018; Chairman (2004-present), Director (1995-present), Trustee (1995-present) International Food Information Council, 1100 Connecticut Avenue, NW, Suite 430, Washington, DC 20036 ; Member, Intercultural Cancer Council (1996-2009); Baylor College of Medicine, Suite #1025, 1709 Dryden Road, Houston, TX 77030-3411; Member, American Diabetes Association (2000-present) 1701 N Beauregard St., Alexandria, VA 22311;

Director, International Life Science Institute Board of Trustees (2002-2005) One Thomas Circle, NW 9th Floor, Washington, DC 20005-5802; Director, Battle Creek Unlimited (2003-present) 4950 West Dickman Road A1, Battle Creek, MI 49015-1078; Member, World Health Organization Industry Working Group (2004-present) World Health Organization, Avenue Appia 20 1211 Geneva 27 Switzerland; Member, LINKS-Kalamazoo Chapter (2004-present) 1200 Massachusetts Ave., NW, Washington DC 20005; Member, Grocery Manufacturers of America's Governments Affairs Council (2005) 1350 I (Eye) Street, NW, Suite 300, Washington, DC 20005; Institute of Medicine's Scientific Advisory Group (2006) 500 Fifth Street NW, Washington DC 20001.

- (d) Criminal Convictions (other than traffic) last 10 years and/or civil fines in \$25,000 or more:

None.

- (e) Fingerprint card:

Upon request.

6. (a) Name and business address:

Valerie R. Daniels-Carter  
6933 West Brown Deer Road  
Milwaukee, WI 53226

- (b) Principal Occupation:

Franchise Operator as President/CEO, V&J Employee Leasing, V&J Holding Companies, Inc., 6933 West Brown Deer Rd., Milwaukee, WI 53226.

- (c) Positions or Offices held last 5 years:

Director, V&J Holding Companies, Inc., (1982-present) 6933 West Brown Deer Rd., Milwaukee, WI 53226; Director, Auto Club Insurance Association, Auto Club Group Insurance Company, MemberSelect Insurance Company, Auto Club Life Insurance Company; Vice Chair, AAA Wisconsin, Inc.(1999-present) 1 Auto Club Drive, Dearborn, MI 48126; Director, Holy Redeemer Institution (2000-present) 3500 W Mother Daniels Way, Milwaukee, WI 53209-5311; Director, John Daniels & Valerie Daniels-Carter Charitable Trust (2001-present); Director, National Franchise Association (2000-present) 1750 K Street, NW Suite 200, Washington, DC 20006 US ; Director, US Bank (2002-present) U.S. Bancorp, U.S. Bancorp Center, 800 Nicollet Mall, Minneapolis, MN 55402; President, Minority Franchise Association (2002-present) 1750 K Street, NW, Suite 200, Washington, DC 20006; Partner, Travel Essentials (2000-present) 252 East Main Street, Ashland, OR 97520.

(d) Criminal Convictions (other than traffic) last 10 years and/or civil fines in \$25,000 or more:

None.

(e) Fingerprint card:

Upon request.

7. (a) Name and business address:

Stephen Ellsworth Ewing  
30520 Rosemond Dr.  
Franklin, MI 48025

(b) Principal Occupation:

Retired-President/COO, DTE Energy, 2000 Second Avenue, Detroit, MI 48226.

(c) Positions or Offices held last 5 years:

Vice Chair-Director, DTE Energy (2001-2006) 2000 Second Avenue, Detroit, MI 48226; President/CEO, Michigan Consolidated Gas Company (1971-2006) 500 Griswold, Detroit, MI 48226; Director, The Auto Club Group, Auto Club Insurance Association, MemberSelect Insurance Company, Auto Club Group Insurance Company, Auto Club Life Insurance Company, Auto Club Services, Inc., Automobile Club of Michigan (2003-present) 1 Auto Club Drive, Dearborn, MI 48126; Director, Auto Club Trust, FSB (2006-present) 1 Auto Club Drive, Dearborn, MI 48126; Director, National Fuel Gas Company (2008-present) 6363 Main Street, Williamsville, KY 14221; Officer (Chair), Skillman Foundation (2000-present) 100 Talon Centre Drive, Ste 100, Detroit, MI 48207; Officer (Immediate Past Chair) American Gas Association (2005-present) 4000 North Capitol St NW, Washington DC 20001; Director, Detroit Regional Chamber (2000-2004) 1 Woodward Ave #1900, Detroit, MI 48226; Director, Michigan's Children (2002-2004) 428 West Lenawee, Lansing, MI 48933; Chair, Oakwood Healthcare, Inc. (2004) Director (2005-2007) Dearborn, MI.

(d) Criminal Convictions (other than traffic) last 10 years and/or civil fines in \$25,000 or more:

None.

(e) Fingerprint card:

Upon request.



8. (a) Name and business address:

Rick Inatome  
1100 Fifth Avenue S., Suite 401  
Naples, FL 34102

(b) Principal Occupation:

CEO of Infilaw, Inc., 110 Fifth Avenue S., Suite 401, Naples, FL 34102.

(c) Positions or Offices held last 5 years:

Officer (Chair) Inatome Enterprises (2003-present) 286 Bow Line Bnd, Naples, FL 34103; Officer (Chair) Infilaw, Inc. 110 Fifth Avenue S., Suite 401, Naples, FL 34102; Officer (President) Motor Quest (2003-present); Director, R.L. Polk & Co. (2000-present); Director, Saturn Electronics & Engineering, Inc. (2000-present); Director, Michigan Virtual University (2000-present); Director, Action Technologies (2001-present); Director, Above All (2002-2002); Director, Gulfcoast Venture Forum (2002-present); Director, APACC Florida (2002-present) 255 Rex Blvd, Auburn Hills, MI 48236; Director, TEC Leadership Council (2002-present) 114 S 2<sup>nd</sup> St., Festus, MO 63028; Managing Director, Sterling Capital Partners (2005-present); Managing Director, Mentor Capital (2005-present); Director (Governor), Auto Club Insurance Association, Automobile Club of Michigan, MemberSelect Insurance Company, Auto Club Group Insurance Company, Auto Club Life Insurance Company, The Auto Club Group, Auto Club Services, Inc. (1995-present) 1 Auto Club Group, Dearborn, MI 48126.

(d) Criminal Convictions (other than traffic) last 10 years and/or civil fines in \$25,000 or more:

None.

(e) Fingerprint card:

Upon request.

9. (a) Name and business address:

Dr. Curtis L. McCray  
1213 Hedgerow  
Grayslake, IL 60031

(b) Principal Occupation:

Education Consultant.

(c) Positions or Offices held last 5 years:

Director, Growth Group (2002-present) P.O. Box 547, Glen Arbor, MI 49636; Director, Chicago Motor Club, Auto Club Services, Inc., Auto Club Group Insurance Company, Auto Club Life Insurance Company, The Auto Club Group, MemberSelect Insurance Company; Governor, Auto Club Insurance Association (2002-present) 1 Auto Club Drive, Dearborn, MI 48126.

(d) Criminal Convictions (other than traffic) last 10 years and/or civil fines in \$25,000 or more:

None.

(e) Fingerprint card:

Upon request.

10. (a) Name and business address:

William O. McCormack  
1305 Pinehurst Rd.  
Marshall, MN 56258

(b) Principal Occupation:

President, Schwan's Development Company, 115 W College Dr, Marshall, MN 56258-1747.

(c) Positions or Offices held last 5 years:

Executive Vice President of Administration & President of Schwan's Development Company, 115 W College Dr, Marshall, MN 56258-1747 (2006-present); Executive Vice President, The Schwan Food Company, 115 W College Dr, Marshall, MN 56258-1747; Vice-Chair & Director, Schwan's Charitable Giving Foundation 201 Earth City Expy, Ste. 233, Earth City, MO 63045; President/CEO, Director, Schwan's Venture Group, Inc., 115 W College Dr, Marshall, MN 56258-1747; Trustee & Officer, William Mitchell College of Law (2002-2006) 875 Summit Avenue, Saint Paul, MN 55105; Director, Southwest Minnesota Foundation (2003-present) 15 3rd Avenue NW Hutchinson, MN 55350; Director, National Association of Manufacturer (2004-2005) 1331 Pennsylvania Ave., NW Washington, DC 20004; Member, President's Advisory Council, G.M.A. (2005-2005); Director, Marshall Economic Development Board (2006-present) 2660 E. End Blvd. S., Marshall, TX 75672; Director, Minnesota Chamber of Commerce (2007-present) 400 North Robert St., Ste 1500, St. Paul, MN 55101; Director, The Center for Rural Policy & Development (2007-present); 600 S. Fifth St., Suite 211, St. Peter, MN 56082; Vice-

Chair & Director, Schwan's Charitable Giving Foundation 201 Earth City Expy Ste 233 Earth City, MO 63045; Director, AAA Minnesota/Iowa, The Auto Club Group, Auto Club Services, Inc., Auto Club Group Insurance Company, Auto Club Life Insurance Company, MemberSelect Insurance Company, Auto Club Insurance Association (2002-present) 1 Auto Club Drive, Dearborn, MI 48126.

- (d) Criminal Convictions (other than traffic) last 10 years and/or civil fines in \$25,000 or more:

None.

- (e) Fingerprint card:

Upon request.

11. (a) Name and business address:

Charles H. Podowski  
1 Auto Club Drive  
Dearborn, MI 48126

- (b) Principal Occupation:

President & CEO, The Auto Club Group, 1 Auto Club Drive, Dearborn, MI 48126.

- (c) Positions or Offices held last 5 years:

Director, AAA National (2003-present) 1000 AAA Drive Heathrow, FL 32746-5063; Director, AAA Investment Company (2004-2007) 801 N West Street, Wilmington, DE 19801; Director, Detroit Renaissance (2000-present) 600 Renaissance Center, Suite 1760 Detroit, MI 48243-1802 ; Director, Detroit Zoological Society (2000-2004) 8450 West Ten Mile, Royal Oak, MI 48067; Director, Tournament Players Club of Michigan (2004-2006) 1 Nicklaus Dr Dearborn, MI 48120; Director, Henry Ford health System (2005-present) One Ford Place Detroit, MI 48202; Director, LeMay Museum (2005-2006) 917 Pacific Avenue, Ste 400, Tacoma, WA 98402; President, CEO & Director, The Auto Club Group, Auto Club Services, Inc., ACG Insurance Agency, Inc., Auto Club Broker Services, Inc, Traverse Insurance Limited; CEO & Director/Governor, Auto Club Insurance Association, Auto Club Group Insurance Company, MemberSelect Insurance Company, Auto Club Life Insurance Company, Auto Club Funds, Inc., Automobile Club of Michigan, AAA Wisconsin, Inc. (1999-present) 1 Auto Club Drive, Dearborn, MI 48126.

- (d) Criminal Convictions (other than traffic) last 10 years and/or civil fines in \$25,000 or more:

None.

(e) Fingerprint card:

Upon request.

12. (a) Name and business address:

William E. Shaw  
3697 West Canal  
Dixon, IL 61021

(b) Principal Occupation:

Retired Newspaper Publisher.

(c) Positions or Offices held last 5 years:

Publisher & Vice President, B. F. Shaw Printing Company (1972-2004) 113 S. Peoria Ave, Dixon, IL 61021; Trustee, The Lincoln Academy (Regent) (2003-present) Old State Capitol Springfield, Illinois, 62701; Director, The Ronald Reagan Home Preservation Foundation (2004-2006); Director, Chicago Motor Club, The Auto Club Group, Auto Club Services (2000-present) 1 Auto Club Drive, Dearborn, MI 48126.

(d) Criminal Convictions (other than traffic) last 10 years and/or civil fines in \$25,000 or more:

None.

(e) Fingerprint card:

Upon request.

13. (a) Name and business address:

Brian Vergin  
2199 Benson Lane  
Grand Rapids, MN 55744

(b) Principal Occupation:

Retired.

(c) Positions or Offices held last 5 years:

Director, Central Allied Enterprises (2002-present) 1243 Raff Rd. SW Canton, OH

44710; Director, The Auto Club Group, Auto Club Insurance Association, MemberSelect Insurance Company, Auto Club Group Insurance Company, Auto Club Life Insurance Company, Auto Club Services, Inc., AAA Minnesota/Iowa (2002-present) 1 Auto Club Drive, Dearborn, MI 48126.

- (d) Criminal Convictions (other than traffic) last 10 years and/or civil fines in \$25,000 or more:

None.

- (e) Fingerprint card:

Upon request.

14. (a) Name and business address:

Jamie Tom Zanius  
500 College Drive  
Mason City, IA 50401

- (b) Principal Occupation:

Entrepreneurial, Director-North Iowa Area Community College Pappajohn Business Center, 500 College Drive, Mason City, IA 50401.

- (c) Positions or Offices held last 5 years:

Director, North Iowa Community College (2003-present) 500 College Drive, Mason City, IA 50401; Director, NIACC Pappajohn Business & Entrepreneurial Center Institutional Advancement (currently active) 500 College Drive, Mason City, IA 50401; President (Chair) Iowa Packing Corp (2002-present) 10830 Hickman Rd, Des Moines, IA 50325; President (Partner) Atlas Properties LLC (2002-present) 3640 S. Plaza Trail, Suite 203, Virginia Beach, VA 23452; Director (Chair) North Iowa Mercy Medical (2002-present) 1000 4th Street SW Mason City, IA 50401; Director (Chair) Eastern Orthodox Trust Fund (2004-present) 8715 Rt 422 Hwy E., Penn Run, PA 15765; President (Chair) Iowa Packaging Corp (2005) 704 6th St Sw, Mason City, IA 50401; Director, Mason City Economic Development Fund (2002-present); 25 West State Street, Suite B Mason City, Iowa 50402-1128 Director, Auto Club Property-Casualty Insurance Company, The Auto Club Group, Auto Club Services, Inc., AAA Minnesota/Iowa, Auto Club Group Insurance Company, Auto Club Life Insurance Company, MemberSelect Insurance Company; Governor, Auto Club Insurance Association (2002-present) 1 Auto Club Drive, Dearborn, MI 48126.

- (d) Criminal Convictions (other than traffic) last 10 years and/or civil fines in \$25,000 or more:

None.

- (e) Fingerprint card:

Upon request.

**Officers**

1. (a) Name and business address:

Ann F. Federici  
1 Auto Club Drive  
Dearborn, MI 48126

- (b) Principal Occupation:

Human Resources as Senior Vice President of The Auto Club Group, Auto Club Insurance Association, Auto Club Group Insurance Company, MemberSelect Insurance Company, and Auto Club Life Insurance Company, 1 Auto Club Drive, Dearborn, MI 48126.

- (c) Positions or Offices held last 5 years:

Society for Human Resource Management (presently active), 1800 Duke Street Alexandria, VA 22314; LOMA-Human Resource Executive Committee (presently active) 2300 Windy Ridge Parkway, Atlanta, GA 30339; American Heart Association Leadership Committee Go Red for Women (presently active) 24445 Northwestern Hwy Suite 100 Southfield, MI 48075; Officer, Auto Club Insurance Association, Auto Club Life Insurance Company, Auto Club Group Insurance Company, MemberSelect Insurance Company, Automobile Club of Michigan, The Auto Club Group, Auto Club Services, Inc, AAA Michigan (1993-present) 1 Auto Club Drive, Dearborn, MI 48126.

- (d) Criminal Convictions (other than traffic) last 10 years and/or civil fines in \$25,000 or more:

None.

- (e) Fingerprint card:

Upon request.

2. (a) Name and business address:

Judith M. Feldmeier  
1 Auto Club Drive

Dearborn, MI 48126

(b) Principal Occupation:

Assess financial risk as Vice President & Chief Actuary, Auto Club Insurance Association, Auto Club Group Insurance Company, MemberSelect Insurance Company, 1 Auto Club Drive, Dearborn, MI 48126.

(c) Positions or Offices held last 5 years:

(Chair) Vice President & Chief Actuary Auto Club Insurance Association & affiliates (1999-present) 1 Auto Club Drive, Dearborn, MI 48126.

(d) Criminal Convictions (other than traffic) last 10 years and/or civil fines in \$25,000 or more:

None.

(e) Fingerprint card:

Upon request.

3. (a) Name and business address:

Gloria G. Freud  
1 Auto Club Drive  
Dearborn, MI 48126

(b) Principal Occupation:

Governance as Assistant Secretary & Counsel, The Auto Club Group, Auto Club Insurance Association, Auto Club Group Insurance Company, MemberSelect Insurance Company, Auto Club Life Insurance Company, 1 Auto Club Drive, Dearborn, MI 48126.

(c) Positions or Offices held last 5 years:

Assistant Secretary, Auto Club Insurance Association, Auto Club Life Insurance Company, Auto Club Group Insurance Company, MemberSelect Insurance Company, Automobile Club of Michigan, AAA Wisconsin, Inc., The Auto Club Group, Auto Club Services, Inc, Auto Club Broker Services, Inc., ACG Insurance Agency, Inc, Auto Club Services-Wisconsin, Inc., (1999-present) 1 Auto Club Drive, Dearborn, MI 48126; Member, Licensed member, State Bar of Michigan (active) 306 Townsend Lansing, MI 48933; Member, Association of Corporate Counsel Member 1025 Connecticut Ave. Suite 200 Washington, DC 20036; National Association of Corporate Directors 1133 21<sup>st</sup> St. NW, Suite 700 Washington, DC 20036; Society of

Corporate Secretaries & Governance Professional 52 Fifth Avenue New York, NY 10175.

- (d) Criminal Convictions (other than traffic) last 10 years and/or civil fines in \$25,000 or more:

None.

- (e) Fingerprint card:

Upon request.

4. (a) Name and business address:

Gerald Gutowski  
1 Auto Club Drive  
Dearborn, MI 48126

- (b) Principal Occupation:

Automotive/ERS provider as Sr. Vice President, The Auto Club Group-Automotive; The Auto Club Group, Auto Club Insurance Association, Auto Club Group Insurance Company, MemberSelect Insurance Company, 1 Auto Club Drive, Dearborn, MI 48126.

- (c) Positions or Offices held last 5 years:

Officer, Sr. Vice President The Auto Club Group-Automotive (2008-present) 1 Auto Club Drive, Dearborn, MI 48126; Officer, Vice President Auto Club Insurance Association (2002-2008) 1 Auto Club Drive, Dearborn, MI 48126.

- (d) Criminal Convictions (other than traffic) last 10 years and/or civil fines in \$25,000 or more:

None.

- (e) Fingerprint card:

Upon request.

5. (a) Name and business address:

Sean H. Maloney  
1 Auto Club Drive  
Dearborn, MI 48126



(b) Principal Occupation:

Accountant as Vice President & CFO Insurance Operations, Auto Club Insurance Association, 1 Auto Club Drive, Dearborn, MI 48126.

(c) Positions or Offices held last 5 years:

Officer, Vice President and Controller, Auto Club Insurance Association, The Auto Club Group, Auto Club Group Insurance Club Life Insurance Company, MemberSelect Insurance Company, Auto Club Services, Inc., Automobile Club of Michigan (1999-present) 1 Auto Club Drive, Dearborn, MI 48126; Director, Auto Club Trust, FSB (2002-present) 1 Auto Club Drive, Dearborn, MI 48126; Michigan Association of Certified Public Accountants (active) 5480 Corporate Drive #200, Troy, MI 48098; American Institute of Certified Public Accountants (active) 1211 Avenue of the Americas, New York, NY 10036.

(d) Criminal Convictions (other than traffic) last 10 years and/or civil fines in \$25,000 or more:

None.

(e) Fingerprint card:

Upon request.

6. (a) Name and business address:

Charles J. Mazzola  
1 Auto Club Drive  
Dearborn, MI 48126

(b) Principal Occupation:

Internal security & Auditor as Sr. Vice President, Corporate Business Control, The Auto Club Group, Auto Club Insurance Association, Auto Club Group Insurance Company, MemberSelect Insurance Company, 1 Auto Club Drive, Dearborn, MI 48126.

(c) Positions or Offices held last 5 years:

Officer, Sr. Vice President Corporate Business Control (2005-present); Officer, Sr. Vice President General Auditor (2003-2005) Auto Club Insurance Association, The Auto Club Group, MemberSelect Insurance Company, Auto Club Services, Inc., 1 Auto Club Drive, Dearborn, MI 48126; Ethics Officer Association (active) 411 Waverly Oaks, Waltham, MA 02452; Michigan Chapter Association (active) P.O. Box 1318, Novi, MI 48376; Institute of Internal Auditors (active) 247 Maitland Ave.,

Altamonte Springs, IL 32701; Insurance Internal Audit Group (active) 540 Madison Ave., 5<sup>th</sup> Floor, NY, NY 10022; International Assoc Special Investigation Units (active) 8015 Corporate Dr., Ste A, Baltimore, MD 21236; Institute of Management Accountants (active) 10 Paragon Dr., Montvale, NJ 07645; Information Systems Audit & Control Assoc (active) 3701 Algonquin Rd., Ste 1010, Rolling Meadows, IL 60008.

- (d) Criminal Convictions (other than traffic) last 10 years and/or civil fines in \$25,000 or more:

None.

- (e) Fingerprint card:

Upon request.

7. (a) Name and business address:

J. Terry McElroy  
1 Auto Club Drive  
Dearborn, MI 48126

- (b) Principal Occupation:

Financial advisor as Senior Vice President, Treasurer & Chief Financial Officer, The Auto Club Group, Auto Club Insurance Association, Auto Club Group Insurance Company, MemberSelect Insurance Company, Auto Club Life Insurance Company, 1 Auto Club Drive, Dearborn, MI 48126.

- (c) Positions or Offices held last 5 years:

Officer, Sr. Vice President, Treasurer & CFO, Auto Club Insurance Association, Automobile Club of Michigan, Auto Club Group Insurance Company, Auto Club Life Insurance Company, MemberSelect Insurance Company, The Auto Club Group, Auto Club Services, Inc., Auto Club Funds, Inc.; ACG Insurance Agency, Inc, Auto Club Broker Services, Inc., Auto Club Services-Wisconsin, Inc.; Senior Vice President & Director, Traverse Insurance Ltd.; (1997-present) 1 Auto Club Drive, Dearborn, MI 48126; Director, Auto Club Trust, FSB (1999-present) 1 Auto Club Drive, Dearborn, MI 48126; Member, American Institute of Certified Public Accountants (active) 1211 Avenue of the Americas, New York, NY 10036.

- (d) Criminal Convictions (other than traffic) last 10 years and/or civil fines in \$25,000 or more:

None.

(e) Fingerprint card:

Upon request.

8. (a) Name and business address:

Steven D. Monahan  
1 Auto Club Drive  
Dearborn, MI 48126

(b) Principal Occupation:

P&C operations as President & COO, Auto Club Insurance Association, Auto Club Group Insurance Company, MemberSelect Insurance Company, Auto Club Life Insurance Company, 1 Auto Club Drive, Dearborn, MI 48126.

(c) Positions or Offices held last 5 years:

Officer, President & COO, Auto Club Insurance Association, Auto Club Group Insurance Company, MemberSelect Insurance Company, Auto Club Life Insurance Company, Auto Club Property-Casualty Insurance Company (2000-present) 1 Auto Club Drive, Dearborn, MI 48126; Director, Auto Club Trust, FSB (2001-present) 1 Auto Club Drive, Dearborn, MI 48126; Property Casualty Insurers Association of America (PCI) (active) 2600 South River Road, Des Plaines, IL 60081; Independent Statistical Services, Inc. (ISS) (active) 2600 South River Road, Des Plaines, IL 60018.

(d) Criminal Convictions (other than traffic) last 10 years and/or civil fines in \$25,000 or more:

None.

(e) Fingerprint card:

Upon request.

9. (a) Name and business address:

Charles H. Podowski  
1 Auto Club Drive  
Dearborn, MI 48126

(b) Principal Occupation:

Insurance as President & CEO, The Auto Club Group, 1 Auto Club Drive, Dearborn, MI 48126.

(c) Positions or Offices held last 5 years:

Director, AAA National (2003-present) 1000 AAA Drive Heathrow, FL 32746-5063; Director, AAA Investment Company (2004-2007) 801 N West Street, Wilmington, DE 19801; Director, Detroit Renaissance (2000-present) 600 Renaissance Center, Suite 1760 Detroit, MI 48243-1802 ; Director, Detroit Zoological Society (2000-2004) 8450 West Ten Mile, Royal Oak, MI 48067; Director, Tournament Players Club of Michigan (2004-2006) 1 Nicklaus Dr Dearborn, MI 48120; Director, Henry Ford health System (2005-present) One Ford Place Detroit, MI 48202; Director, LeMay Museum (2005-2006) 917 Pacific Avenue, Ste 400, Tacoma, WA 98402; President, CEO & Director, The Auto Club Group, Auto Club Services, Inc., ACG Insurance Agency, Inc., Auto Club Broker Services, Inc, Traverse Insurance Limited; CEO & Director/Governor, Auto Club Insurance Association, Auto Club Group Insurance Company, MemberSelect Insurance Company, Auto Club Life Insurance Company, Auto Club Funds, Inc., Automobile Club of Michigan, AAA Wisconsin, Inc. (1999-present) 1 Auto Club Drive, Dearborn, MI 48126.

(d) Criminal Convictions (other than traffic) last 10 years and/or civil fines in \$25,000 or more:

None.

(e) Fingerprint card:

Upon request.

10. (a) Name and business address:

Betty Schick  
1 Auto Club Drive  
Dearborn, MI 48126

(b) Principal Occupation:

Advertising & marketing club, insurance and travel as Vice President & Chief Marketing Officer, The Auto Club Group, Auto Club Insurance Association, Auto Club Group Insurance Company, MemberSelect Insurance Company and Auto Club Life Insurance Company, 1 Auto Club Drive, Dearborn, MI 48126.

(c) Positions or Offices held last 5 years:

Officer, Vice President/Chief Marketing Officer, The Auto Club Group and Auto Club Insurance Association; Vice President, Membership, The Auto Club Group; (2004-present) 1 Auto Club Drive, Dearborn, MI 48126; American Marketing Association (active) 311 South Wacker Drive Suite 5800 Chicago, IL 60606.

(d) Criminal Convictions (other than traffic) last 10 years and/or civil fines in \$25,000 or more:

None.

(e) Fingerprint card:

Upon request.

11. (a) Name and business address:

Brent R. Stahlheber  
1 Auto Club Drive  
Dearborn, MI 48126

(b) Principal Occupation:

Analyzing, identifying and developing an enterprise for insurance operations as Vice President & Chief Information Officer, The Auto Club Group, Auto Club Insurance Association, Auto Club Group Insurance Company, MemberSelect Insurance Company and Auto Club Life Insurance Company, 1 Auto Club Drive, Dearborn, MI 48126.

(c) Positions or Offices held last 5 years

Officer, Vice President/Chief Information Officer, The Auto Club Group and Auto Club Insurance Association (2005-present) 1 Auto Club Drive, Dearborn, MI 48126; Sr. Director-IT, Allstate Insurance Company (1986-2005) Allstate Plaza, Northbrook, IL 60062.

(d) Criminal Convictions (other than traffic) last 10 years and/or civil fines in \$25,000 or more:

None.

(e) Fingerprint card:

Upon request.

12. (a) Name and business address:

Steven R. Wagner  
1 Auto Club Drive  
Dearborn, MI 48126

(b) Principal Occupation:

Sales & service of ACG products and services as President, Field Operations, Auto Club Insurance Association, Auto Club Group Insurance Company, MemberSelect Insurance Company and Auto Club Life Insurance Company, 1 Auto Club Drive, Dearborn, MI 48126.

(c) Positions or Offices held last 5 years:

Officer, Vice President, Auto Club Insurance Association, Product Management, Auto Club Insurance Association, MemberSelect Insurance Company, Auto Club Group Insurance Company (2002-present) 1 Auto Club Drive, Dearborn, MI 48126.

(d) Criminal Convictions (other than traffic) last 10 year and/or civil fines in \$25,000 or more:

None.

(e) Fingerprint card:

Upon request.

13. (a) Name and business address:

Richard T. White  
1 Auto Club Drive  
Dearborn, MI 48126

(b) Principal Occupation:

Legal advisor, governance, and government relations as Senior Vice President, Secretary & General Counsel of The Auto Club Group, Auto Club Insurance Association, Auto Club Group Insurance Company, MemberSelect Insurance Company, Auto Club Life Insurance Company, 1 Auto Club Drive, Dearborn, MI 48126.

(c) Positions or Offices held last 5 years:

Officer, Senior Vice President, Vice President, Secretary & General Counsel Automobile Club of Michigan, Auto Club Insurance Association, Auto Club Life, MemberSelect Insurance Company, Auto Club Broker Services, Inc., ACG Insurance Agency, Inc., The Auto Club Group, Auto Club Services, Inc, Auto Club Property-Casualty Insurance Company.; Secretary, Auto Club Services Wisconsin, Inc., AAA Wisconsin, Inc.; Sr. Vice President & Director, Traverse Insurance Ltd (1996-present) 1 Auto Club Drive, Dearborn, MI 48126; Licensed member, NASD Allstate Financial (1999-present) Licensed member, State Bar of Michigan (active) 306 Townsend, Lansing, MI 48933; Member, American Bar Association (active) 321

North Clark Street, Chicago, IL 60610; Member, Detroit Bar Association (active) 645 Griswold St., #1356, Detroit, MI 48226; Member, Wolverine Bar Association (active) 645 Griswold, #961, Detroit, MI 48226; Member, 100 Black men of Greater Detroit (active) PO Box 231361, Detroit, MI 48223; Director (Chair) Association of Corporate Counsel-Michigan Chapter (active) Ford Motor Credit PO Box 6044, Dearborn, MI 48121; Executive Leadership Council (active) 100 N. Fairfax St., Ste 300, Alexandria, VA 22314.

- (d) Criminal Convictions (other than traffic) last 10 years and/or civil fines in \$25,000 or more:

None.

- (e) Fingerprint card:

Upon request.

#### **IV. NATURE, SOURCE AND AMOUNT OF CONSIDERATION**

- (a) ACIA will purchase MEEMIC and MIS for a cash purchase price of \$217.5 million, subject to post-closing adjustment increasing (or reducing) the price by the amount by which MEEMIC's policyholders' surplus and MIS's tangible net worth, both calculated as of the closing date are, in each case, greater (or less) than such surplus and tangible net worth as of September 30, 2008, as reflected on the pre-closing balance sheets. The purchase price will be paid in cash. The source of the funds for the purchase will be ACIA's unassigned surplus. No part of the purchase price will be borrowed by ACIA. A portion of the purchase price (\$12,500,000) will be paid into an escrow account where it will be available to satisfy any of the Applicant's claims for indemnification asserted pursuant to the Agreement within twenty-four months after closing. The form of the escrow agreement governing this arrangement, which will be signed at closing, is attached hereto as Exhibit E and incorporated herein by reference.
- (b) The purchase price is the result of arms length negotiations between the parties, taking in to account MEEMIC's book value, licenses, unique producer program, future prospects and marketing rights.
- (c) Not applicable.

#### **V. FUTURE PLANS FOR THE INSURERS**

- (a) Except as otherwise described in this Form A Statement, ACIA has no plans or proposals to declare an extraordinary dividend, liquidate, sell the assets of, merge, or make any other material change in the business operations, corporate structure, or management of MEEMIC, with the exception that ACIA will provide certain

management services to replace similar services formerly provided by MEEMIC's parent organization. ACIA will provide these services pursuant to a management services agreement which will be executed immediately following closing. This agreement has been submitted for approval pursuant a separate Form D filing. To effectuate an orderly transition of the provision of parent company services pre- and post-closing, ACIA and GMACIH will enter into a transition services agreement under which GMACIH will continue to provide needed services for a period of time until ACIA can properly arrange for the provision of those services from other sources. The form of this agreement is attached as Exhibit F, and will be executed at closing. MEEMIC will invest its assets consistent with ACIA's Investment Guidelines. ACIA will manage these investments pursuant to an investment management agreement. This agreement will be executed immediately after closing. It, together with the investment guidelines, has been submitted for regulatory approval pursuant to a separate Form D filing. In the future, ACIA may integrate certain portions of MEEMIC's operational functions with those of ACIA. ACIA may in the future cause employees who directly support MEEMIC sales and services activities to be transferred to ACS in order to combine those service operations under one management structure.

- (b) A 5-year business plan with all the required elements is attached hereto as Exhibit G. ACIA will also provide reinsurance support to MEEMIC through a reinsurance pooling agreement for the purpose of achieving further diversification of risk and securing common A.M. Best ratings for ACIA and MEEMIC. The proposed reinsurance pooling agreement has been submitted for regulatory approval pursuant to a separate Form D filing. Immediately prior to closing and as a condition thereto, the existing Treaty Reinsurance Agreement, dated as of January 4, 2006 between Motors (as reinsurer) and MEEMIC (as ceding company) will be commuted in accordance with the terms of a commutation agreement, the form of which is attached hereto as Exhibit H and incorporated herein by reference. Unless otherwise advised by the Office of Finance and Insurance Regulation (OFIR), it is ACIA's understanding that a separate Form D or other similar filing is not required to be filed by Motors and MEEMIC for the commutation agreement on the basis that OFIR will review and consider the commutation agreement as part of this Form A Statement. ACIA further understands that, unless OFIR concludes otherwise, approval of this Form A Statement will constitute approval for Motors and MEEMIC to enter into the commutation agreement to the extent such approval is required under applicable Michigan law. The one officer of MEEMIC who is employed directly by MEEMIC is anticipated to remain employed by the company, while MEEMIC officers employed within the GMACIH structure are anticipated to remain with GMACIH. Departing officers will be replaced by ACIA officers who perform similar functions for ACIA. Its directors will all resign effective at closing, to be replaced by ACIA's Board of Governors. MEEMIC's business records will be kept and available at its principal place of business, which is 691 North Squirrel Road, Suite 100, Auburn Hills, Michigan 48326.



## **VI. VOTING SECURITIES TO BE ACQUIRED**

As a result of the proposed acquisition ACIA will acquire all 1,500,000 of the issued and outstanding shares of MEEMIC Stock. The terms and conditions of the acquisition of the MEEMIC Stock are set forth in the Agreement previously identified as Exhibit A. The terms of the acquisition were arrived at through arm's length negotiations between ACIA and the Seller. ACIA obtained a fairness opinion that the purchase price to be paid by ACIA is fair from a financial point of view to ACIA. This opinion was provided by the firm of Friedman, Billings, Ramsey & Co., Inc., which firm ACIA retained to serve as its financial advisor.

## **VII. OWNERSHIP OF VOTING SECURITIES**

Motors directly owns 100% of the issued and outstanding voting securities of MEEMIC. Neither ACIA nor any of its affiliates or any of the persons listed in Item III has a beneficial interest in or the right to acquire a beneficial interest in such voting securities.

## **VIII. CONTRACTS, ARRANGEMENTS OR UNDERSTANDINGS WITH RESPECT TO VOTING SECURITIES OF THE INSURER**

The Agreement previously identified as Exhibit A reflects the current agreement between ACIA and the Seller in relation to the proposed acquisition of the MEEMIC Stock. Except for the Agreement, there are no contracts, arrangements, or understandings directly or indirectly relating to any voting securities of MEEMIC involving ACIA, any person controlled by, or under common control with ACIA or any person listed in Item III, including but not limited to transfer of any of the securities, joint ventures, loan, or option arrangements, puts or calls, guarantees of loans, guaranties against loss or guarantees of profits, division of losses or profits, or the giving or withholding of proxies.

## **IX. RECENT PURCHASES OF VOTING SECURITIES**

Other than as set forth in this Statement, there have been no purchases, direct or indirect during the twelve (12) calendar months preceding the filing of this Form A Statement of any voting securities of MEEMIC, which were effected by ACIA, any person controlled by, or under common control with ACIA, or any person listed in Item III.

## **X. RECENT RECOMMENDATIONS TO PURCHASE**

Except for the Agreement, neither ACIA, nor any person controlled by, or under common control with ACIA or any person listed in Item III, or to the knowledge of ACIA any other person based upon interview or at the suggestion of ACIA, any person controlled by, or under common control with ACIA or any person listed in Item III, has made any recommendations to others to acquire any shares of the voting securities of MEEMIC during the twelve (12) calendar months preceding the date of this Form A Statement.

## **XI. AGREEMENTS WITH BROKER-DEALERS**

There are no agreements, contracts or understandings with any broker-dealer as to the solicitation of voting securities of MEEMIC for tender.

## **XII. FINANCIAL STATEMENTS AND EXHIBITS**

The following financial statements and exhibits are attached to this Statement as an appendix:

Exhibit A	Stock Purchase and Sale Agreement for the Purchase of MEEMIC Insurance Company and MEEMIC Insurance Services Corporation
Exhibit B	Current organizational structure of ACIA
Exhibit C	Current organizational structure of ACIA and its affiliates
Exhibit D	Organizational structure of ACIA after the acquisition
Exhibit E	Form of Escrow Agreement
Exhibit F	Form of Transitional Services Agreement
Exhibit G	MEEMIC 5-year business plan
Exhibit H	Form of Commutation Agreement

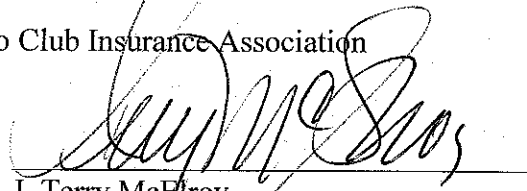
**XIII. SIGNATURE AND CERTIFICATION**

**SIGNATURE**

Pursuant to the requirements of Michigan Insurance Code Section 500.1311, Auto Club Insurance Association has caused this application to be duly signed on its behalf in the City of Dearborn and State of Michigan on the \_\_\_<sup>th</sup> day of March, 2009.

Auto Club Insurance Association

By:



J. Terry McElroy  
Senior Vice President  
Chief Financial Officer & Treasurer  
Auto Club Insurance Association

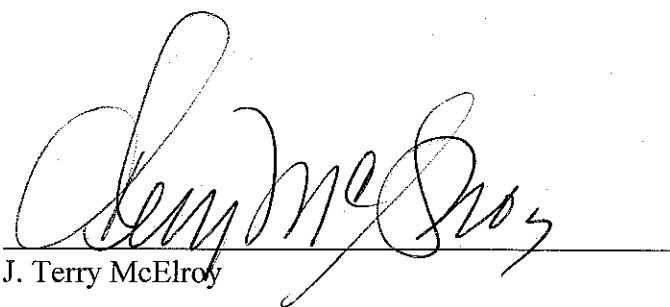
Attest:



Richard T. White  
Senior Vice President, Secretary & General Counsel  
Auto Club Insurance Association

**CERTIFICATION**

The undersigned deposes and says that he has duly executed the attached application dated March \_\_\_, 2009, for and on behalf of Auto Club Insurance Association, that he is the Senior Vice President, Chief Financial Officer & Treasurer 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.



J. Terry McElroy