

FORM A

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

AMERICAN EQUABLE, INC.

A Michigan Domestic Insurer

BY

CONIFER HOLDINGS, INC.

Name of Acquiring Person (Applicant)

Filed with the Insurance Department of the State of Michigan
pursuant to
Sections 1311 and 1312 of the Michigan Insurance Code of 1956, as amended

Dated: August 4, 2009

Name, Title, address and telephone number of Individual to Whom Notices and Correspondence Concerning this Statement
Should be Addressed:

James G. Petcoff
President
CONIFER HOLDINGS, INC.
968 Arlington Road
Birmingham, Michigan 48009

Telephone: (248) 203-0068
Facsimile: (248) 642-0856

with copies to:

Mark R. James, Esq.
Williams, Williams, Rattner & Plunkett, P.C.
380 N. Old Woodward Ave., Ste 300
Birmingham, Michigan 48009

Telephone: (248) 642-0333
Facsimile: (248) 642-0856

ITEM 1. METHOD OF ACQUISITION

The domestic insurer to which this application related is:

American Equable, Inc.,
A Michigan insurance corporation ("*American Equable*")
28200 Southfield Road
Lathrup Village, Michigan 48076

Telephone: (248) 559-0840
Facsimile: (248) 559-0870

Conifer Holdings, Inc., a Michigan corporation ("CHI"), has agreed to purchase all of the shares of capital stock of American Equable. The stock purchase agreement by and between American Equable and JPFS, LLC, a Michigan limited liability company (as assigned by JPFS to CHI, the "*Stock Purchase Agreement*") is attached hereto and incorporated by reference as **Exhibit 1**. When CHI closes the purchase of the capital stock of American Equable, American Equable will be a wholly-owned subsidiary of CHI.

AMERICAN EQUABLE STRONGLY SUPPORTS APPROVAL OF THIS FORM A. THE APPLICANT BELIEVES THIS MATTER DOES NOT REQUIRE A PUBLIC HEARING AND RESPECTFULLY REQUESTS EXPEDITED CONSIDERATION BY THE COMMISSIONER OF THE OFFICE OF FINANCIAL AND INSURANCE REGULATION.

ITEM 2. IDENTITY AND BACKGROUD OF THE APPLICANT

- (a) The applicant is:

CONIFER HOLDINGS, INC.
968 Arlington Road
Birmingham, Michigan 48009

Telephone: (248) 203-0068
Facsimile: (248) 642-0856

- (b) As of the date of this Form A, CHI had not been formed, and as such, has had no business operations for any period prior to that date. CHI will be formed to effectuate the proposed acquisition of American Equable and will be the holding company of American Equable. Upon completion of this purchase, CHI will provide specialty insurance products and high-quality customer service for specific niches of property and casualty insurance.
- (c) James G. Petcoff, an individual, and R. Jamison Williams, Jr., an individual, and various stockholders owning in the aggregate less than 5% of the voting securities of CHI are the stockholders of CHI. James G. Petcoff is the ultimate controlling person with respect to CHI. There are no court proceedings involving James G. Petcoff or CHI.

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

The following table sets forth the name of each director and executive officer of CHI and their holdings in CHI's voting securities. Only James G. Petcoff owns voting securities of CHI. Biographical Affidavits regarding each director and executive officer setting forth the information required by this Item 3 are attached as Exhibit 2.

Name	Position with Conifer Holdings, Inc.	Approximate Ownership
James G. Petcoff ¹	Director/President/Treasurer	80%
Judith Wikman	Secretary	
Nicholas James Petcoff	Vice President	
B. Matthew Petcoff	Director	
Richard J. Lindberg	Director	
Jorge J. Morales	Director	
R. Jamison Williams, Jr.	Director	5%

ITEM 4. NATURE, SOURCE AND AMOUNT OF CONSIDERATION

- (a) As described in the Stock Purchase Agreement, CHI will pay \$9,436,768 in cash (the "**Purchase Price**") for 100% of the shares of American Equable. The Purchase Price will be funded by a combination of funds from James G. Petcoff, R. Jamison Williams, Jr., various minority shareholders totaling less than 15% of the voting securities of CHI and by a line of credit obtained by CHI from Comerica Bank. CHI will advise the Department of the exact breakdown of the sources of the funds, although it is expected that the amount of the Purchase Price

¹ James G. Petcoff is a current stockholder of American Equable. Mr. Petcoff owns 5% of the common stock of American Equable.

obtained from Comerica Bank will be no more than \$3,500,000. Final loan documents will be signed and provided to the Department upon approval of this Form A. It is not anticipated that Comerica Bank will require a pledge of the stock of CHI or American Equable to secure the amounts it will advance.

- (b) The Purchase Price was determined through extensive arm's length private negotiations between the parties. The criteria used in determining the nature and amount of such consideration looked to the current earnings, the future expected profitability of American Equable and the current insurance markets.
- (c) CHI does not request that the identity of its lender be kept confidential.

ITEM 5. FUTURE PLANS FOR INSURER

- (a) CHI has no current plans to cause American Equable to declare a dividend to CHI, or to cause the liquidation, merger or reorganization of American Equable or to make any other material change in American Equable's business operations or corporate structure. However, the Board of Directors of American Equable may determine in the future that dividends may be declared, with written notice of such plan to the Department. It is anticipated that American Equable's business will not change as a result of CHI's acquisition of the stock of American Equable.
- (b) A five-year business plan is attached at Exhibit 3. This plan discusses American Equable's primary insurance products and markets, underwriting philosophy, distribution processes, operation expenses and fees, investment guidelines, reinsurance, capital contributions and board of directors and executive management.

American Equable is a party to certain agreements with QBE Holdings, Inc. ("**QBE**"), as successor in interest to North Pointe Insurance Company. These agreements include: Agreement for Renewal Rights and Noncompetition, Quota Share Reinsurance Agreement, Services Agreement and Trust Agreement (collectively the "**QBE Agreements**"). The QBE Agreements provide, among other things, for QBE to perform a number of services on behalf of American Equable. With the consummation of the sale of the American Equable stock to CHI, CHI will become an independent company. After closing, the QBE Agreements will be terminated to the mutual agreement of American Equable and QBE.

- (c) In compliance with Section 5256 (MCLA §500.5256) of the Michigan Insurance Code, American Equable will continue to keep under its control at its principal place of business in Michigan (i) all records relating to its business and affairs and (ii) personnel knowledgeable about these records. CHI and American Equable are aware that, under Section 5256 of the Michigan Insurance Code, the removal of any material part of such records from the State of Michigan would require the prior written approval of the Department.

ITEM 6. VOTING SECURITIES TO BE ACQUIRED

The Stock Purchase Agreement provides that CHI (as assignee of JPFS, LLC) will acquire from the stockholders of American Equable 26,809 shares of common stock – all of the issued and outstanding stock of American Equable.

The fairness of the Purchase Price was determined through extensive arm's length private negotiations between the parties. The criteria used in determining the nature and amount of such consideration looked to the current earnings, the future expected profitability of American Equable and the current insurance markets.

ITEM 7. OWNERSHIP OF VOTING SECURITIES

Except for the Stock Purchase Agreement, as of the date of this Form A, neither CFI nor, to their knowledge, any person listed in Item 3, beneficially owns or has a right to acquire beneficial ownership of any voting securities of American Equable.

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

Except for the Stock Purchase Agreement, as of the date of this Form A, neither CFI nor, to their knowledge, any person listed in Item 3, is a party to any contract, arrangement or understanding with respect to any voting security of American Equable.

ITEM 9. RECENT PURCHASES OF VOTING SECURITIES

Neither CHI nor any person listed in Item 3 during the 12 calendar months preceding the filing of this statement has made any purchases of any voting securities of American Equable.

ITEM 10. RECENT RECOMMENDATIONS TO PURCHASE

Neither CHI nor any person listed in Item 3, nor anyone based upon interviews or at the suggestion of CHI, its affiliates or any person listed in Item 3, have made any recommendations to purchase any voting security of American Equable during the 12 calendar months preceding the filing of this statement.

ITEM 11. AGREEMENTS WITH BROKER-DEALERS

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

ITEM 12. FINANCIAL STATEMENTS AND EXHIBITS

- (a) The following financial statements and exhibits are attached to this statement:

Item	Description
1	Stock Purchase Agreement between JPFS, LLC and American Equable, Inc. dated August 4, 2009
2	Biographical Affidavits of Directors and Executive Officers of Conifer Holdings, Inc.
3	Five-year Business Plan of Conifer Holdings, Inc.
4	Financial Statements (prior 5 fiscal years) – James G. Petcoff

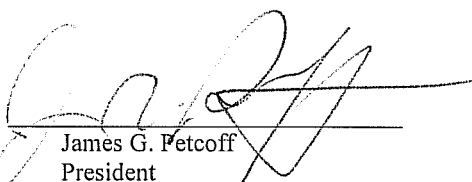
ITEM 13. SIGNATURE AND CERTIFICATION

Signature and certification required as follows:

SIGNATURE

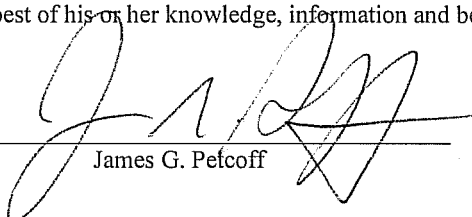
Pursuant to the requirements of Section 1311 of the Insurance Code of 1956, as amended, James G. Petcoff has caused this application to be duly signed on its behalf in the City of Birmingham and State of Michigan on the 4th day of August, 2009.

Conifer Holdings, Inc.

By: 
James G. Petcoff
Its: President

CERTIFICATION

The undersigned deposes and says that she or he has duly executed the attached application dated August 4, 2009, for and on behalf of Conifer Holdings, Inc.; that he is the President of such company and that he is authorized to execute and file such instrument. Deponent further says that he is familiar with the instrument and the contents thereof, and that the facts therein set forth are true to the best of his or her knowledge, information and belief.


James G. Petcoff