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FORM A

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

NAIC # 12774

BRISTOL WEST PREFERRED INSURANCE COMPANY *OBASE - 26830*

NAIC #

19658

BRISTOL WEST INSURANCE COMPANY *- OBASE - 26829*

Name of Domestic Insurer

by

FARMERS GROUP, INC.,

BWH ACQUISITION COMPANY,

FARMERS INSURANCE EXCHANGE,

FIRE INSURANCE EXCHANGE,

TRUCK INSURANCE EXCHANGE

and

MID-CENTURY INSURANCE COMPANY

Names of Acquiring Persons (Applicants)

Filed with the Office of Financial & Insurance Services of the State of Michigan

Dated: April 2, 2007

VOLUME I OF IV

FORM A

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

BRISTOL WEST PREFERRED INSURANCE COMPANY

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by

FARMERS GROUP, INC.,

BWH ACQUISITION COMPANY,

FARMERS INSURANCE EXCHANGE,

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TRUCK INSURANCE EXCHANGE

and

MID-CENTURY INSURANCE COMPANY

(Each an "Applicant" and together the "Applicants")

Filed with the Office of Financial & Insurance Services of the State of Michigan

Dated: April 2, 2007

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OFIS
LANSING, MICHIGAN

Name, Title, Address and Telephone Number of Individuals
to Whom Notices and Correspondence Concerning this Statement
Should be Addressed:

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INTRODUCTION AND OVERVIEW OF PROPOSED TRANSACTION

As explained in more detail below, BWH Acquisition Company, a Delaware corporation ("Merger Sub") that is a wholly owned indirect subsidiary of Farmers Group, Inc. ("Farmers") will merge into Bristol West Holdings, Inc., a Delaware corporation ("Bristol West"), in an all cash transaction (the "Proposed Merger"), with Bristol West being the surviving corporation that is a wholly owned indirect subsidiary of Farmers. Immediately following the Proposed Merger and the dividend of certain assets to Farmers, all of the issued and outstanding shares of Bristol West will be sold to Farmers Insurance Exchange ("Farmers Exchange"), Fire Insurance Exchange ("Fire Exchange") and Truck Insurance Exchange ("Truck Exchange", and collectively with Farmers Exchange and Fire Exchange, the "Exchanges"), each of which is a reciprocal inter-insurance exchange domiciled in the State of California, and Mid-Century Insurance Company, a California property and casualty insurance company ("Mid-Century", and together with the Exchanges, the "Purchasers") (the "Proposed Sale", and together with the Proposed Merger, the "Proposed Transaction").

As a result of the Proposed Transaction, Zurich Financial Services, a corporation organized under the laws of Switzerland ("Zurich"), and Farmers Exchange will become the "ultimate controlling persons" within the meaning of the Michigan insurance laws and regulations of the subsidiaries of Bristol West, which include Bristol West Preferred Insurance Company ("Bristol West Preferred"), a Michigan-domiciled, wholly owned direct subsidiary of Bristol West, and Bristol West Insurance Company ("BWIC"), an Ohio-domiciled indirect subsidiary of Bristol West that is commercially domiciled in Michigan within the meaning of Michigan Insurance Code Section 500.1311(3) (collectively the "Domestic Insurers").

The Boards of Directors of Bristol West, Farmers and Merger Sub have approved the Proposed Merger, and the Board of Directors of Mid-Century and the Boards of Governors of the Exchanges have approved the Proposed Sale.

The Proposed Merger is subject to various customary conditions to closing, including approval of the merger agreement by the shareholders of Bristol West and all required regulatory approvals. A meeting of the shareholders of Bristol West has not yet been scheduled. Provided shareholder approval and all required regulatory approvals have been obtained, the parties plan for the closing of the Proposed Transaction to take place on June 15, 2007.

Item 1. INSURER AND METHOD OF ACQUISITION

(a) The Insurer

This Form A Statement (the "Form A") seeks the prior approval of the Commissioner of the Office of Financial and Insurance Services of the State of Michigan (the "Commissioner") for the acquisition of control of the Domestic Insurers by the Applicants. The statutory home office of BWIC is Rockside Center III, 5990 West Creek Road, Independence, Ohio 44131. The statutory home office of Bristol West Preferred is 30600 Telegraph Road, Bingham Farms, Michigan 48025. The principal administrative office of each of the Domestic Insurers is 5701 Stirling Road, Davie, Florida 33314.

(b) **Method of Acquisition**

(i) **Acquisition Overview**

Pursuant to the Agreement and Plan of Merger, dated as of March 1, 2007 (the "Merger Agreement"), attached hereto as Exhibit 1, by and among Bristol West, Farmers and Merger Sub, and subject to the terms and conditions therein, the Merger Sub will merge with and into Bristol West, with Bristol West surviving as a wholly owned indirect subsidiary of Farmers. At the effective time of the Proposed Merger (the "Effective Time"), each share of Bristol West common stock, \$0.01 par value (the "Bristol West Common Stock") issued and outstanding immediately prior to the Effective Time will be cancelled, extinguished and converted into the right to receive \$22.50 in cash, subject to certain limitations described in detail in Item 4(a)i below, and certain options, warrants, awards of restricted shares and phantom shares of Bristol West Common Stock will be converted into the right to receive cash consideration based on a share price of \$22.50, resulting in total merger consideration of \$712 million.

Farmers is a wholly owned subsidiary of Zurich, indirectly owned through certain intermediate holding companies. As a result of the Proposed Transaction, Zurich and Farmers Exchange will become the ultimate controlling persons of Bristol West and its subsidiaries, including, without limitation, the Domestic Insurers and the following other insurers: Coast National Insurance Company, a California-domiciled insurer ("Coast National"); Security National Insurance Company, a Florida-domiciled insurer; and Bristol West Casualty Insurance Company, an Ohio-domiciled insurer. Completion of the Proposed Transaction is also subject to regulatory approval in Florida, California and Ohio.

The sequence of the Proposed Transaction will be as follows:

1. Prior to the consummation of the Proposed Merger, Farmers will contribute 50% of the issued and outstanding shares of Merger Sub to each of the following wholly owned subsidiaries of Farmers: Truck Underwriters Association ("TUA"), a California corporation and the attorney-in-fact for the Truck Exchange, and Fire Underwriters Association ("FUA"), a California corporation and attorney-in-fact for the Fire Exchange. TUA and FUA will each own 50% of the shares of Merger Sub at the Effective Time.
2. The Proposed Merger will be effected pursuant to the Merger Agreement.
3. Immediately prior to the Proposed Sale, Bristol West will dividend to TUA and FUA selected assets of Bristol West and its subsidiaries as set forth in Schedule A to the Purchase and Sale Agreement (as defined below), including a transfer of certain Bristol West non-claims personnel to Farmers.
4. Also immediately prior to the Proposed Sale, Bristol West's current existing indebtedness to a consortium of banks and other lenders of \$100 million, plus all accrued and unpaid interest thereon, will be repaid as part of the Proposed Transaction as follows:
 - (i) TUA and FUA will each contribute \$25 million to Bristol West, for an aggregate contribution of \$50 million. No securities, note or other consideration will be

provided by Bristol West in exchange for this contribution, which is intended solely as a contribution to Bristol West's capital;

- (ii) TUA and FUA will each loan Bristol West \$25 million, for an aggregate loan of \$50 million, in exchange for which they will each receive a note from Bristol West. The form of notes (the "Notes") to be provided by Bristol West is attached hereto as Exhibit 2;
 - (iii) The total \$100 million in cash from the capital contributions and the Notes proceeds will be used by Bristol West to repay the existing indebtedness of Bristol West at the closing of the Proposed Merger. Bristol West will use its own cash to pay all accrued and unpaid interest on the \$100 million principal balance.
5. The Proposed Sale will be effected pursuant to the Purchase and Sale Agreement dated March 29, 2007 by and between Farmers, TUA and FUA as sellers, and each of the Purchasers (the "Purchase and Sale Agreement"), attached as Exhibit 3. As set forth in the Purchase and Sale Agreement, the share purchases will be apportioned as follows:
- (i) Farmers Exchange will purchase 187.5 shares of Bristol West from TUA and 187.5 shares from FUA, representing a total of 37.5% of Bristol West's issued and outstanding shares. Farmers Exchange will pay \$69,375,000 to TUA and \$69,375,000 to FUA and contribute a total of \$18,750,000 to be used to repay indebtedness under the Notes;
 - (ii) Fire Exchange will purchase 18.75 shares of Bristol West from TUA and 18.75 shares of Bristol West from FUA, representing a total of 3.75% of Bristol West's issued and outstanding shares. Fire Exchange will pay \$6,937,500 to TUA and \$6,937,500 to FUA and contribute a total of \$1,875,000 to be used to repay indebtedness under the Notes;
 - (iii) Truck Exchange will purchase 43.75 shares of Bristol West from TUA and 43.75 shares of Bristol West from FUA, representing a total of 8.75% of Bristol West's issued and outstanding shares. Truck Exchange will pay \$16,187,500 to TUA and \$16,187,500 to FUA and contribute a total of \$4,375,000 to be used to repay indebtedness under the Notes;
 - (iv) Mid-Century will purchase 250 shares of Bristol West from TUA and 250 shares of Bristol West from FUA, representing a total of 50% of Bristol West's issued and outstanding shares. Mid-Century will pay \$92,500,000 to TUA and \$92,500,000 to FUA and contribute a total of \$25,000,000 to be used to repay indebtedness under the Notes.
6. Following the Proposed Sale, the Purchasers will make capital contributions to Bristol West in amounts equal to the indebtedness identified above, which amounts will be used to repay the Notes. No securities, note or other consideration will be provided by Bristol West in exchange for this contribution, which is intended solely as a contribution to Bristol West's capital.

Item 2. IDENTITY AND BACKGROUND OF THE APPLICANTS

(a) Name and Business Address

The name and principal business address of each Applicant is:

- (i) Farmers Group, Inc.
4680 Wilshire Blvd.
Los Angeles, CA 90010
- (ii) BWH Acquisition Company
4680 Wilshire Blvd.
Los Angeles, CA 90010
- (iii) Farmers Insurance Exchange
4680 Wilshire Blvd.
Los Angeles, CA 90010
- (iv) Fire Insurance Exchange
4680 Wilshire Blvd.
Los Angeles, CA 90010
- (v) Truck Insurance Exchange
4680 Wilshire Blvd.
Los Angeles, CA 90010
- (vi) Mid-Century Insurance Company
4680 Wilshire Blvd.
Los Angeles, CA 90010

(b) The Applicants' Business Operations

(i) Farmers Group, Inc.

Farmers, the Exchanges, and their respective subsidiaries (the "Farmers Group") collectively form the nation's third-largest personal lines property and casualty insurance group. Headquartered in Los Angeles and doing business primarily in forty-one states, the insurers comprising the Farmers Group provide homeowners, auto, recreational vehicles, business and life insurance and financial services to more than 10 million households through 17,000 exclusive agents and district managers, and 32,000 independent agents through its affiliate Foremost Insurance Company ("Foremost"), a wholly owned subsidiary of the Exchanges. As of December 31, 2006, the Exchanges had a combined surplus to policyholders of \$5.3 billion and combined written premium of \$15.0 billion. In Michigan, Farmers Group insurance subsidiaries write auto, homeowners, commercial, recreational vehicles and life insurance.

Farmers is a wholly owned indirect subsidiary of Zurich, which is the ultimate holding company of the Zurich group of companies (the "Zurich Group"). The Zurich Group is

an insurance-based financial services provider with a global network of subsidiaries and offices in North America and Europe as well as in Asia Pacific, Latin America and other markets. Founded in 1872, the Zurich Group is headquartered in Zurich, Switzerland. It employs approximately 55,000 people serving customers in more than 120 countries. To Zurich's knowledge, no person controls 10% or more of the voting securities of Zurich.

Farmers serves as attorney-in-fact for Farmers Exchange. As noted above, its wholly owned subsidiaries, FUA and TUA, serve as the attorney-in-fact for Fire Exchange and Truck Exchange, respectively. In their respective capacities as attorneys-in-fact, Farmers and its subsidiaries provide certain non-claims related management services to the Exchanges and their subsidiaries and receive fees for the provision of these services.

(ii) **Farmers Insurance Exchange**

Farmers Exchange is a reciprocal insurance exchange organized under the law of California. Farmers Exchange has been authorized in Michigan as a licensed insurer since April 30, 1951.

(iii) **Fire Insurance Exchange**

Fire Exchange is a reciprocal insurance exchange organized under the law of California. Fire Exchange has been authorized in Michigan as a licensed insurer since May 31, 1951.

(iv) **Truck Insurance Exchange**

Truck Exchange is a reciprocal insurance exchange organized under the law of California. Truck Exchange has been authorized in Michigan as a licensed insurer since April 12, 1949.

(v) **Mid-Century Insurance Company**

Mid-Century is a California-domiciled insurance company. Mid-Century has been authorized in Michigan as a licensed insurer since May 10, 1954.

(vi) **BWH Acquisition Company**

At the time of the closing of the Proposed Merger, Merger Sub will be a direct subsidiary of TUA and FUA, which will each own 50% of Merger Sub's shares. Merger Sub will be an indirect subsidiary of Farmers that was formed by the Applicants for the purpose of facilitating the Proposed Transaction. The authorized capital of Merger Sub consists of 1,000 shares of common stock, \$0.01 par value, of which 1,000 shares are issued and outstanding. As described above, the Applicants will acquire Bristol West and its subsidiaries as part of the

Proposed Transaction by merging Merger Sub into Bristol West in an all-cash transaction followed by the Proposed Sale.

A primary objective of the Applicants in acquiring Bristol West and the Domestic Insurers is to enhance the Farmers Group's business in the non-standard private passenger automobile insurance market. The advantage to the Farmers Group in completing the Proposed Transaction is to acquire an experienced insurance group that operates in a market segment that complements the Farmers Group's current operations.

The Applicants bring complementary skills and resources of potential benefit to Bristol West and the Domestic Insurers. The Farmers Group offers expertise in underwriting private passenger automobile policies for standard risks, and brings significant size, distribution and financial strength to the combination to support continued growth by the Domestic Insurers. Because of Farmer's size, financial strength, distribution and scale, the Proposed Merger will bring depth and resources to the Domestic Insurers to which they otherwise would not have access.

Attached hereto as Exhibit 14 are annual financial statements of the Applicants. Exhibit 14 includes the audited annual financial statements for Farmers and audited annual statutory financial statements for the Exchanges and Mid-Century for the previous five years. Exhibit 14 also includes unaudited financial statements for the year ending 2006 for the Exchanges and Mid Century.

(c) **Organizational Chart**

For the current organizational structure of the Zurich Group, please refer to the chart attached hereto as Exhibit 4: "Pre-Acquisition Organizational Chart of the Zurich Group". This chart presents the identities and interrelationships of entities within the Zurich Group over which ownership and control is maintained by ownership of a majority of voting securities. For the current organizational structure of the Applicants, please refer to the chart attached hereto as Exhibit 5: "Abbreviated Pre-Acquisition Organizational Chart of the Zurich Group". The chart presents the identities of and interrelationships among the Applicants and a depiction of the chain of control from the Merger Sub to Zurich. Unless otherwise indicated, the entities identified in Exhibit 5 own or control 100% of the voting securities of their respective subsidiaries as identified therein. As to each person specified on Exhibit 5, the state or other jurisdiction of domicile are set forth.

There are currently no proceedings pending involving a reorganization or liquidation of the Applicants.

For an overview of the current organizational structure of Bristol West, please refer to Exhibit 6: "Pre-Acquisition Organizational Chart of Bristol West".

For an abbreviated organizational structure of the Applicants following completion of the Proposed Transaction, please refer to Exhibit 7: "Abbreviated Post-Acquisition Organizational Chart of the Applicants".

Item 3. IDENTITY AND BACKGROUND OF INDIVIDUALS ASSOCIATED WITH THE APPLICANTS

A list of all current directors and executive officers of the Applicants is attached hereto as Exhibit 8. No changes to the directors and executive officers or the Applicants or Zurich are anticipated as a result of the Proposed Transaction. Completed Biographical Affidavit forms executed by the current directors and executive officers of the Applicants and Zurich are provided as Exhibit 9. Names and Biographical Affidavits for certain directors of Zurich who are not standing for election and who will cease to be directors as of the time of the closing of the Proposed Transaction have been omitted. To Zurich's knowledge, no person owns 10% or more of the voting securities of Zurich.

Item 4. NATURE, SOURCE AND AMOUNT OF CONSIDERATION

(a) Consideration

(i) Proposed Merger

The consideration to be used by TUA and FUA to effect the Proposed Merger is cash. As described previously, at the Effective Time, the following will occur:

- Each share of Bristol West Common Stock issued and outstanding immediately prior to the Effective Time will be cancelled, extinguished and converted into the right to receive \$22.50 in cash payable to the holder thereof, without interest, (other than treasury shares held by Bristol West, shares held by Bristol West subsidiaries and shares held by Farmers, Merger Sub and their respective subsidiaries and affiliates, which will be cancelled without consideration, and shares held by a holder who has validly demanded appraisal rights under applicable Delaware law, which will receive such consideration as shall be determined in accordance with applicable Delaware law); and
- Each outstanding option to acquire Bristol West Common Stock granted under Bristol West's equity-based compensation or stock option plans or otherwise, vested or unvested, will become fully vested and converted into a right to receive a cash payment in an amount equal to (1) the excess, if any, of \$22.50 over the exercise price per share of Bristol West Common Stock subject to the option, multiplied by (2) the number of shares of Bristol West Common Stock subject to the option, without interest and net of any applicable withholding taxes; however, if the applicable exercise price per share of the option equals or exceeds \$22.50 per share, then such option will be cancelled without payment of additional consideration; and
- Each outstanding award of restricted Bristol West Common Stock that is subject to vesting or other lapse restrictions and has not otherwise been forfeited immediately prior to the Effective Time will vest and become free of such restrictions as of the Effective Time, and the holder thereof will be entitled to receive \$22.50 in cash, without interest, for each share of such restricted stock held by such holder, plus any declared and unpaid dividends, net of any applicable withholding taxes; and

- Each phantom share of Bristol West Common Stock that immediately prior to the Effective Time is included in a non-employee director's deferred compensation account under Bristol West's Non-Employee Directors' Deferred Compensation and Stock Award Plan will entitle the non-employee director to receive \$22.50 in cash for each such phantom share, without interest and net of any applicable withholding taxes; and
- Certain outstanding warrants to acquire Bristol West common stock will be canceled immediately prior to the Effective Time and will have no right to receive any merger consideration.

As of March 1, 2007, the date of the Merger Agreement, 29,479,864 shares of Bristol West Common Stock were issued and outstanding. Consideration for the Proposed Merger, including consideration for issued and outstanding shares of Bristol West Common Stock (including restricted stock), for options exercisable for Bristol West Common Stock, and for phantom shares of Bristol West Common Stock under Bristol West's Non-Employee Directors' Deferred Compensation and Stock Award Plan is expected to total approximately \$712 million.

TUA and FUA will utilize cash on hand and investment securities readily convertible into cash to fund the payment of consideration for the Proposed Merger. The determination of specific assets to be utilized to provide consideration will be made closer to the date of closing based on then-prevailing financial market conditions.

(ii) Proposed Sale of Shares to the Exchanges and Mid-Century

As described above, when the Proposed Merger becomes effective, the shares of Bristol West will be owned by FUA and TUA. After dividending certain assets to Farmers, as described in Item 1(b)(i) above, FUA and TUA will sell the shares of Bristol West to the Exchanges and Mid-Century pursuant to the Purchase and Sale Agreement.

(b) Criteria Used in Determining Consideration

The nature and amount of the consideration to be paid in connection with the Proposed Transaction were determined by arm's length negotiation among the parties to the Merger Agreement and the Purchase and Sale Agreement.

Bristol West has received the opinion of its financial advisor, JPMorgan Chase, to the effect that, as of the date of the Merger Agreement and based upon and subject to the assumptions and limitations described in the opinions, the consideration to be paid by Farmers through its wholly owned subsidiaries TUA and FUA to the holders of the Bristol West Common Stock (other than Farmers and its affiliates) in connection with the Proposed Merger is fair, from a financial point of view, to such holders. Farmers has also received the opinion of its financial advisor, Goldman, Sachs & Co., to the effect that, as of the date of the Merger Agreement and based upon and subject to the assumptions and limitations described in the opinion, the consideration to be paid by Farmers through its wholly owned subsidiaries TUA and FUA pursuant to the Merger Agreement is fair from a financial point of view to Farmers.

The Exchanges have received the opinion of their investment advisor, Citigroup, Corporate and Investment Banking Division, to the effect that, as of the date of the Purchase and Sale Agreement and based upon and subject to the assumptions and limitations described in the opinion, the consideration paid by the Exchanges and Mid-Century, pursuant to the Purchase and Sale Agreement, is fair and reasonable from a financial point of view to the Exchanges and Mid-Century.

Item 5. FUTURE PLANS OF INSURER

Other than as described below, the Applicants have no present plans or proposals to: (i) cause the Domestic Insurers to declare any dividends (other than dividends in the ordinary course of business); (ii) liquidate the Domestic Insurers; (iii) sell any assets of the Domestic Insurers (other than such sales of assets as may be contemplated in the ordinary course of the Domestic Insurers' business); (iv) merge the Domestic Insurers with any person or persons; or (v) make any other change in the Domestic Insurers' business operations, corporate structure or management.

At present, the Applicants anticipate that the Domestic Insurers will continue to operate substantially as they have in the past with respect to product lines, distribution channels, amount of business and other significant aspects of their operations. The Farmers Group and Bristol West operate in complementary segments of the auto insurance market and utilize different methods of distribution. The Farmers Group operates primarily through its own exclusive distribution network of exclusive Farmers Group agents. Where it does not operate through this network of exclusive agents, the Farmers Group operates through independent agents. While the Farmers Group primarily writes standard and preferred auto customers, it intends to make the Bristol West non-standard products available to its network of exclusive Farmers Group agents. In states where the Farmers Group does not have exclusive agents, the Farmers Group will expand the distribution of Bristol West products through the utilization of the independent agent distribution network of Foremost. Bristol West writes business through affiliated general agencies that in turn, work with numerous unaffiliated independent agents and brokers. Bristol West targets minimum financial responsibility customers through customized programs offering minimum initial payments and installment payment plans. Bristol West will continue to offer its products through its distribution channels. These market segments complement each other, without overlap.

Upon completion of the Proposed Merger, the current directors of Merger Sub will become the directors of Bristol West, and the current directors of Bristol West will resign as directors and terminate their affiliation with Bristol West, with the exception of Jeffrey J. Dailey, who will resign as a director of Bristol West but will remain affiliated with Bristol West. F. Robert Woudstra and Ronald Myhan will join the board of directors of each of the Domestic Insurers. Otherwise, no changes are planned for the composition of the board of directors of any of the Domestic Insurers and no changes in any of the officers of the Domestic Insurers are planned.

As a result of the Proposed Transaction, Bristol West will make certain changes to its internal reinsurance arrangements effective January 1, 2007. Each of the Domestic Insurers has in force a quota share reinsurance agreement with Coast National whereby Coast National

assumes 80% of the direct automobile business of each of the Domestic Insurers, written net of external reinsurance. As a result of the Proposed Transaction, obligations under these agreements will be commuted, and each of the Domestic Insurers will enter a new 90% quota share agreement with Farmers Exchange (each a "Quota Share Reinsurance Agreement"). Copies of the proposed Commutation Agreements between Coast National and each of the Domestic Insurers are attached hereto as Exhibit 10. Copies of the proposed Quota Share Reinsurance Agreements between Farmers Exchange and each of the Domestic Insurers are attached hereto as Exhibit 11.

The Applicants intend to have the Domestic Insurers become parties to the Tax Sharing Agreement currently in place between Farmers Exchange and its affiliates. The Applicants will obtain all necessary regulatory approvals before the Domestic Insurers will become parties to the Tax Sharing Agreement.

As both Farmers and Bristol West write auto insurance in the United States, there are antitrust limitations on the extent to which the Applicants and Bristol West are permitted to have detailed conversations about post-merger operating matters, such as product line-ups and pricing. As a result, integration planning necessarily is limited. However, both parties are working within the framework of permissible activities to determine the optimal long-term business and corporate structure of the Applicants and their subsidiaries following the closing of the Proposed Transaction. Attached hereto at Exhibit 12 are the Domestic Insurers' Financial Projections. Attached hereto as Exhibit 13 is a Competitive Impact Statement demonstrating that the Proposed Transaction will not substantially lessen competition in Michigan or tend to create a monopoly therein.

Bristol West currently has two claims offices in Michigan, one in Okemos, Michigan and the other in Southfield, Michigan. The Proposed Transaction is not expected to result in any changes in the personnel located in those offices or any material changes in their operations. Also, the Domestic Insurer previously received permission from the Office of Financial and Insurance Services to maintain its books and records outside of Michigan, at the corporate headquarters in Davie, Florida.

Item 6. VOTING SECURITIES TO BE ACQUIRED

An aggregate total of 1,000,000 shares of the common stock of Bristol West Preferred, \$10 par value, is currently issued and outstanding. An aggregate total of 600,000 shares of the common stock of BWIC, \$5 par value is currently issued and outstanding. As set forth in the Merger Agreement, as a result of the Proposed Merger, the Merger Sub will merge with and into Bristol West, with Bristol West surviving as a wholly owned indirect subsidiary of Farmers. As a result, Farmers will acquire indirectly all of the shares of the Domestic Insurers. As a result of the Proposed Sale, as set forth in the Purchase and Sale Agreement, the shares of Bristol West will be sold to the Exchanges and Mid-Century, who collectively will indirectly acquire all the shares of the Domestic Insurers.

Item 7. OWNERSHIP OF VOTING SECURITIES

Except as set forth in this Form A and except for *de minimis* amounts which may be held by certain persons listed in Item 3, none of the Applicants, any person controlling, controlled by or under common control with the Applicants, or any persons listed in Item 3 beneficially owns or has a right to acquire beneficially any voting securities of Bristol West or the Domestic Insurers or any securities convertible into or evidencing a right to acquire any such voting securities whether or not such right of conversion or acquisition is exercisable immediately or at some future time.

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

Except as set forth in this Form A, there are no contracts, arrangements or understandings, whether oral or in writing, directly or indirectly relating to any voting securities of the Domestic Insurers or any securities convertible into or evidencing a right to acquire any such voting securities whether or not such right of conversion or acquisition is exercisable immediately or at some future time involving the Applicants, any person controlling, controlled by or under common control with the Applicants or any person listed in Item 3, including but not limited to transfer of any of the securities, joint ventures, loan or option arrangements, puts or calls, guarantees of loans, guarantees against loss or guarantees of profits, division of losses or profits, or the giving or withholding of proxies.

On March 1, 2007, in connection with the execution of the Merger Agreement, Bristol West Associates LLC and Aurora Investments II LLC, each stockholders of Bristol West affiliated with Kohlberg Kravis Roberts & Co. (the "KKR Stockholders"), entered into a Voting Agreement (the "Voting Agreement") with Bristol West, Farmers and Merger Sub. Pursuant to the Voting Agreement, among other things, each of the KKR Stockholders agreed, subject to certain exceptions, to vote all of its shares in favor of the approval of the Merger Agreement and against certain actions involving Bristol West that have the effect of impeding, interfering with, delaying, postponing, or impairing (1) the ability of Bristol West to consummate the Proposed Merger or (2) the transactions contemplated by the Voting Agreement and the Merger Agreement. The Voting Agreement provides that if, under specified circumstances, Bristol West's board of directors changes its recommendation to the stockholders regarding approval of the Merger Agreement, each KKR Stockholder's obligation to vote its shares pursuant to the Voting Agreement will be limited to 50% of its shares. Pursuant to the Voting Agreement, each KKR Stockholder also agreed not to initiate, solicit or knowingly facilitate inquiries, proposals or offers relating to, or engage in discussions or negotiations regarding, or provide any non-public information relating to, certain alternative business combination transactions involving Bristol West. The Voting Agreement will terminate upon the earlier to occur of (1) the Effective Time and (2) the termination of the Merger Agreement.

Item 9. RECENT PURCHASES OF VOTING SECURITIES

To the knowledge of the Applicants, except as set forth in this Form A and except for *de minimis* amounts that may have been purchased by certain persons listed in Item 3, there have been no purchases of any voting securities of Bristol West or the Domestic Insurers by the Applicants, any person controlling, controlled by or under common control with the Applicants or any person listed in Item 3 during the 12 calendar months preceding the filing of this Form A.

Item 10. RECENT RECOMMENDATIONS TO PURCHASE

Except as described in this Form A, there have been no recommendations to purchase any voting security of Bristol West or the Domestic Insurers made by the Applicants, any person controlling, controlled by or under common control with the Applicants or any person listed in Item 3, or by anyone based upon interviews or at the suggestion of the Applicants, any person controlling, controlled by or under common control with the Applicants or any person listed in Item 3 during the 12 calendar months preceding the filing of this Form A.

Item 11. AGREEMENTS WITH BROKER-DEALERS

There is no agreement, contract or understanding made by the Applicants with any broker-dealer as to solicitation of voting securities of Bristol West or the Domestic Insurers for tender.

Item 12. FINANCIAL STATEMENTS AND EXHIBITS

(a) Exhibits

The financial statements and exhibits attached to this Form A are as follows:

- Exhibit 1. Agreement and Plan of Merger, dated as of March 1, 2007, by and among Farmers, Merger Sub and Bristol West.
- Exhibit 2. Form of Notes to be issued by FUA and TUA.
- Exhibit 3. Purchase and Sale Agreement, dated as of March 29, 2007, between FUA, TUA, Farmers, the Exchanges and Mid Century.
- Exhibit 4. Pre-Acquisition Organizational Chart of the Zurich Group.
- Exhibit 5. Abridged Pre-Acquisition Organizational Chart of the Applicants.
- Exhibit 6. Pre-Acquisition Organizational Chart of Bristol West.
- Exhibit 7. Abridged Post-Acquisition Organizational Chart of the Applicants.
- Exhibit 8. List of Executive Officers and Directors of the Applicants.
- Exhibit 9. Biographical Affidavits of Current Directors and Executive Officers of the Applicants.
- Exhibit 10. Commutation Agreement between Coast National and each Domestic Insurer.
- Exhibit 11. Quota Share Reinsurance Agreement between Farmers Insurance Exchange and each Domestic Insurer.

Exhibit 12. Financial Projections.

Exhibit 13. Competitive Impact Statement.

Exhibit 14. Annual Financial Statements of the Applicants.

(b) **Financial Statements and Other Information**

In connection with the Proposed Merger, Bristol West will file a Proxy Statement related to a special meeting of the Bristol West stockholders at which an agenda item will be a vote on a proposal to adopt the Merger Agreement (the "Proxy Statement") with the Securities and Exchange Commission. The Proxy Statement will be filed supplementally with the Michigan Office of Insurance and Financial Services. Other than as disclosed herein, there are no proposed employment, consultation, advisory or management contracts concerning the Domestic Insurers.

(c) **Tenders, Exchange Offers or Agreements to Acquire or Exchange Voting Securities**

Other than as described in this Form A, there are no tender offers for, requests or invitations for, tenders of, exchange offers for or agreements to acquire or exchange any voting security of Bristol West or the Domestic Insurers, or additional soliciting materials relating thereto.

Item 13.

SIGNATURE AND CERTIFICATION


RECEIVED

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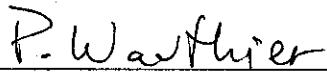
Pursuant to the requirements of Section 1311 of the Insurance Code of 1956, as amended, Farmers Group, Inc. has caused this instrument to be duly signed on its behalf in the City of Los Angeles and State of California on the 2 day of April, 2007.

(SEAL)

FARMERS GROUP, INC.

By: 
F. Robert Woudstra
President

ATTEST:


Pierre Wauthier
Executive Vice President and Chief Financial Officer

CERTIFICATION

The undersigned deposes and say that he has duly executed the attached application dated April 2, 2007, for and on behalf of Farmers Group, 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 the President of such company and 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 knowledge, information and belief.


F. Robert Woudstra


Item 13. SIGNATURE AND CERTIFICATION

SIGNATURE

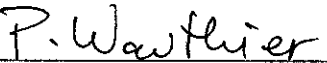
Pursuant to the requirements of Section 1311 of the Insurance Code of 1956, as amended, BWH Acquisition Company has caused this application to be duly signed on its behalf in the City of Los Angeles and State of California on the 2 day of April, 2007.

(SEAL)

BWH ACQUISITION COMPANY

By: 
F. Robert Woudstra
Vice President

ATTEST:


Pierre Wauthier
Treasurer

CERTIFICATION

The undersigned deposes and say that he has duly executed the attached application dated April 2, 2007, for and on behalf of BWH Acquisition Company; that he is the Vice President of such company and that he is authorized to execute and file such instrument. Deponent further says that he is the Vice President of such company and 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 knowledge, information and belief.


F. Robert Woudstra

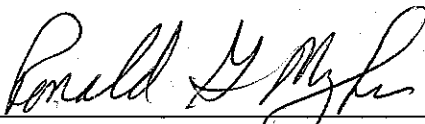
Item 13. SIGNATURE AND CERTIFICATION

SIGNATURE

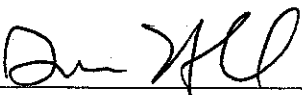
Pursuant to the requirements of Section 1311 of the Insurance Code of 1956, as amended, Farmers Insurance Exchange has caused this application to be duly signed on its behalf in the City of Los Angeles and State of California on the 2 day of April, 2007.

(SEAL)

FARMERS INSURANCE EXCHANGE

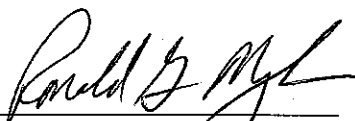
By: 
Ronald G. Myhan
Senior Vice President and Treasurer

ATTEST:


Doren E. Hohl
Secretary

CERTIFICATION

The undersigned deposes and say that he has duly executed the attached application dated April 2, 2007, for and on behalf of Farmers Insurance Exchange; that he is the Senior Vice President and Treasurer of such company and that he is authorized to execute and file such instrument. Deponent further says that he is the Senior Vice President and Treasurer of such company and 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 knowledge, information and belief.


Ronald G. Myhan

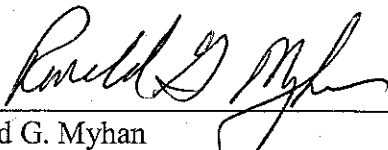
Item 13. SIGNATURE AND CERTIFICATION

SIGNATURE


Pursuant to the requirements of Section 1311 of the Insurance Code of 1956, as amended, Fire Insurance Exchange has caused this application to be duly signed on its behalf in the City of Los Angeles and State of California on the 2 day of April, 2007.

(SEAL)

FIRE INSURANCE EXCHANGE

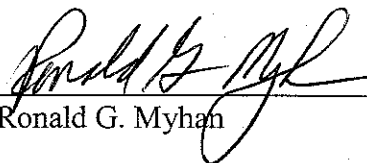
By: 
Ronald G. Myhan
Senior Vice President and Treasurer

ATTEST:


Doren E. Hohl
Secretary

CERTIFICATION

The undersigned deposes and say that he has duly executed the attached application dated April 2, 2007, for and on behalf of Fire Insurance Exchange; that he is the Senior Vice President and Treasurer of such company and that he is authorized to execute and file such instrument. Deponent further says that he is the Senior Vice President and Treasurer of such company and 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 knowledge, information and belief.


Ronald G. Myhan

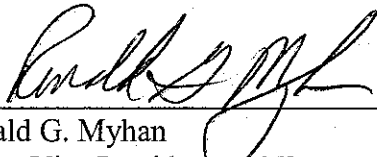
Item 13. SIGNATURE AND CERTIFICATION

SIGNATURE

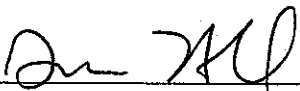
Pursuant to the requirements of Section 1311 of the Insurance Code of 1956, as amended, Truck Insurance Exchange has caused this application to be duly signed on its behalf in the City of Los Angeles and State of California on the 2 day of April, 2007.

(SEAL)

TRUCK INSURANCE EXCHANGE

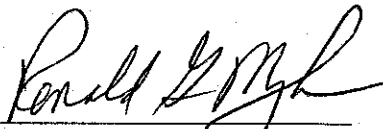
By: 
Ronald G. Myhan
Senior Vice President and Treasurer

ATTEST:


Doren E. Hohl
Secretary

CERTIFICATION

The undersigned deposes and say that he has duly executed the attached application dated April 2, 2007, for and on behalf of Truck Insurance Exchange; that he is the Senior Vice President and Treasurer of such company and that he is authorized to execute and file such instrument. Deponent further says that he is the Senior Vice President and Treasurer of such company and 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 knowledge, information and belief.


Ronald G. Myhan

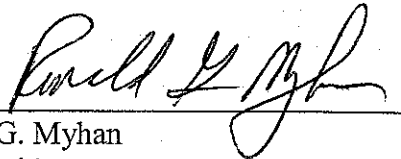
Item 13. SIGNATURE AND CERTIFICATION

SIGNATURE

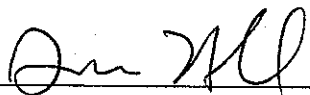
Pursuant to the requirements of Section 1311 of the Insurance Code of 1956, as amended, Mid-Century Insurance Company has caused this application to be duly signed on its behalf in the City of Los Angeles and State of California on the 2 day of April, 2007.

(SEAL)

MID-CENTURY INSURANCE COMPANY

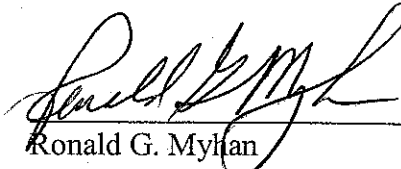
By: 
Ronald G. Myhan
Vice President

ATTEST:


Doren E. Hohl
Secretary

CERTIFICATION

The undersigned deposes and say that he has duly executed the attached application dated April 2, 2007, for and on behalf of Mid-Century Insurance Company; that he is the Vice President of such company and that he is authorized to execute and file such instrument. Deponent further says that he is the Vice President of such company and 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 knowledge, information and belief.


Ronald G. Myhan