

FORM A

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

C P A INSURANCE COMPANY

By

Douglas F. Rubino, Stephanie H. Shear, Julie Ann Eastwood

Filed with the Michigan Office of Financial and Insurance Regulation

Dated: April 24, 2008

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

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**SUPERVISORY AFFAIRS &
INSURANCE MONITORING**

MAY 12 2008

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Item 1. **Method of Acquisition**

This Statement Regarding the Acquisition of Control with a Domestic Insurer seeks the approval of the Insurance Commissioner of the State of Michigan for the acquisition of control, as described herein, of the Insurer. The acquiring parties are the Applicants. The name and address of the Insurer to which this Statement relates is as follows:

CPA Insurance Company, Inc.
5600 W. Maple Rd. Suite 417
West Bloomfield, MI, 48322

Control will be acquired by the purchase of 92.2% of the outstanding common stock of CPA from its current shareholder, William Ross, for cash.

ITEM 2: IDENTITY AND BACKGROUND OF THE APPLICANT

(a) Name and Business Address

Douglas F. Rubino
705 Bolsana Drive
Laguna Beach, CA 92651

Stephanie H. Shear
6317 Rhea Ave.
Tarzana, CA 91335

Julieann Eastwood
185 S. Trish Court
Anaheim Hills, CA 92808

(b). Identity of Insurer

CPA Insurance Company ("CPA") is a Michigan-domiciled insurance company, that currently writes insurance for railway employees pursuant to Chapter 66 of the Michigan Insurance Code, MCL 500.6600 et seq. CPA is currently authorized to write insurance in states outside of Michigan, either under general casualty insurance policies or under statutory provisions similar to Chapter 66.

Following the acquisition, the CPA would continue to write insurance for railway employees. The Applicants are requesting that the Certificate of Authority of CPA be amended to permit it to write property and casualty insurance, and surety insurance. The Applicants would expand the lines of business offered by CPA to include a contractor's general liability program, a contractor's surety program and commercial trucking liability coverage, as its surplus position permits. The Business Plan and Pro Forma financials describe the proposed business plans in more detail. As the surplus of CPA grows, the Applicants' goal is to expand the States of operations to all 50 U.S. States.

c. Information Regarding The Applicants

As explained more fully in the Biographical Affidavits being provided, the Applicants are involved in other businesses. A description of ownership and executive position is set forth below:

Douglas F. Rubino
President 33 1/3% common stock holder of ICON Reinsurance, Ltd., a
Cayman Islands, active reinsurance company
President and 100% common stockholder of DFR Insurance Services, Inc.
California, a dormant retail agency

Stephanie H. Shear

President 100% common stock holder of Contactor Managing General Insurance Agency, Inc. California, active managing general agent

Director and 33.3% common stock holder of ICON Reinsurance, Ltd.

Cayman Island, an active reinsurance company

President 100% common stock holder of Contractors Best Insurance Services, Inc. California, active commercial retail agency

President 40% common stock holder of Premium Finance, Inc. California, a dormant finance company

President and 100% common stock holder Tystep, Inc. California, an active consulting company

Julieann Eastwood

Director and 50% share holder in BKW Enterprises, Inc Nevada, an active consulting company

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

The Applicants are individuals. Completed Biographical Affidavits and fingerprint cards for the Applicants are attached hereto. None of the Applicants has been convicted during the last ten years in a criminal proceeding (excluding minor traffic violations) and none of these individuals has had any civil judgments against such person resulting in \$25,000 or more in civil fines or penalties or injunctive or other equitable relief.

ITEM 4. NATURE, SOURCE AND AMOUNT OF CONSIDERATION

- a) Funding is provided in cash from a combination of personal savings and traditional institutional loans from Union Bank of California home equity and Fidelity Bank as a signature loan. No CPA stock owned by Doug, Stephanie or Julie will be mortgaged or pledged in order to support the transaction. No affiliated company stock owned by the Applicants has been mortgaged or pledged.
- b) The acquisition price was determined through arms-length negotiations between the parties, and included consideration of the current surplus in company, market share, type and amount of company licenses held, future prospects of company, profit and loss history and assets of the company.
- c) We would request the loan information remain confidential.

ITEM 5. FUTURE PLANS FOR INSURER

- a) The current board of Directors and officers will change to Doug F. Rubino President, Stephanie Shear, Chief Operations Officer and Robert Rock, Director. In addition, current CPA employee George Zahul will become a Director. The current staff of employees will likely stay the same, subject to appropriate review and evaluation, and be expanded as new programs come online. The Applicants do not have any present plan or proposal to liquidate the Insurer, to sell its assets to or merge or to cause it to consolidate with any person or persons, or to make any material change in the Insurer's business operations, except as described in Item 2.
- b) The five year business plan and the five year proformas are enclosed with this filing.

ITEM 6: VOTING SECURITIES TO BE ACQUIRED

A total of 27,854 shares will be acquired in the transaction on the terms described in the attached Stock Pledge Agreement, the Stock Pledge Agreement, the First Amendment to Stock Purchase Agreement and the Assignment. Of the total shares to be acquired, 7,143 of these shares were acquired in exchange for the repayment of a personal loan agreement with Bill Ross. Prices and terms were negotiated with the seller as per Item 4 b). As previously discussed with members of OFIR, the Applicants previously believed that Mr. Ross filed the appropriate documentation for the loan and the acquisition of the 7,143. Upon receiving information that such filings were not made, the Applicants retained counsel, and have presented this Form A for consideration.

ITEM 7: OWNERSHIP OF VOTING SECURITIES

The shares to be purchased from Mr. Ross will be acquired as follows:

Doug Rubino	12,000 shares
Stephanie Shear	3,000 shares
Julieann Eastwood	12,854 shares

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

The only agreements are those attached.

ITEM 9. RECENT PURCHASES OF VOTING SECURITIES

7143 shares were acquired on April 10, 2008 by CMGIA as satisfaction and repayment of a loan which totaled \$1,030,000 to Mr. Ross. None of these shares have been hypothecated.

ITEM 10. RECENT RECOMMENDATIONS TO PURCHASE.

None

ITEM 11. AGREEMENTS WITH BROKER-DEALERS

None

ITEM 12. FINANCIAL STATEMENTS AND EXHIBITS

- a) Financial statements for Douglas F Rubino, Stephanie Shear and Julieann Eastwood are attached.
- b) See 12a).
- c) Purchase contract, amendment to purchase agreement and Note attached.

Item 13.

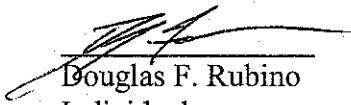
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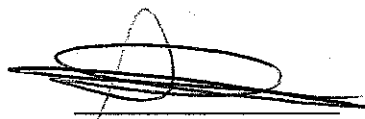
Pursuant to the requirements of Section 1311 of the Insurance Code of 1956, as amended, has caused this application to be duly signed on its behalf in the City of Los Angeles and State of California on the 24th day of April, 2008.

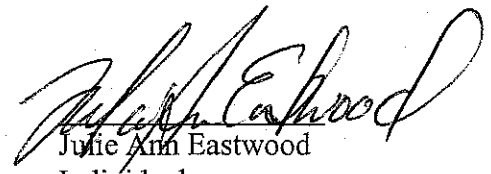
Douglas F. Rubino

Stephanie H. Shear

Julie Ann Eastwood

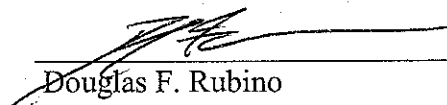

Douglas F. Rubino
Individual

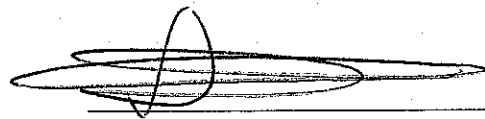

Stephanie H. Shear
Individual

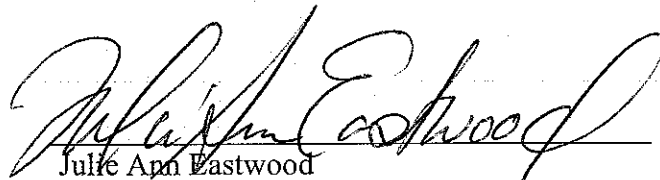

Julie Ann Eastwood
Individual

CERTIFICATION

The undersigned deposes and says that they have duly executed the attached application dated April 24, 2008, for and on behalf of Douglas F. Rubino, Stephanie H. Shear, and Julie Ann Eastwood; that they are the individuals and that they are authorized to execute and file such instrument. Deponents further say that they are familiar with the instrument and the contents thereof, and that the facts therein set forth are true to the best of their knowledge, information and belief.


Douglas F. Rubino


Stephanie H. Shear


Julie Ann Eastwood