

**FORM A**

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

Michigan Eyecare Associates, Inc.

Name of Domestic Insurer

BY

William J. Fortney and Robert W. Taylor

Name of Acquiring Person (Applicant)

Filed with the Insurance Department of

Michigan

(State of domicile of insurer being acquired)

Dated: November 18, 20 10

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

Robert W. Taylor, Secretary/Treasurer

23469 Michigan Avenue

Dearborn, MI 48124

313-565-5600

**ITEM 1.**

**METHOD OF ACQUISITION**

Michigan Eyecare Associates, Inc., 23469 Michigan Avenue, Dearborn, MI 48124

Control to be acquired by gifting of the Common Stock.

**ITEM 2.**

**IDENTITY AND BACKGROUD OF THE APPLICANT**

William J. Fortney

-and-

(a) Robert W. Taylor

(b) N/A

(c) William J. Fortney  
Ultimate Controlling Person (50%)

Robert W. Taylor  
Ultimate Controlling Person (50%)

Michigan Eyecare Associates, Inc.  
Insurer

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

1 a) William J. Fortney

23469 Michigan Avenue

Dearborn, MI 48124

b) Manager of retail and wholesale operations of an optometric corporation known as:

Fortney Eyecare Associates, Inc.

23469 Michigan Avenue

Dearborn, MI 48124

Office Held: President

c) Last 5 years all at Fortney Eyecare Associates, Inc.

d) No convictions or civil judgements during the last 10 years.

e) Livescan fingerprint completed.

2 a) Robert W. Taylor

23469 Michigan Avenue

Dearborn, MI 48124

b) Manager of rental and wholesale operations of an optometric corporation known as:

Fortney Eyecare Associates, Inc.

23469 Michigan Avenue

Dearborn, MI 48124

Office Held: Secretary/Treasurer

c) Last 5 years all at Fortney Eyecare Associates, Inc.

d) No convictions or civil judgements during the last 10 years.

e) Livescan fingerprint completed.

**ITEM 4.           NATURE, SOURCE AND AMOUNT OF CONSIDERATION**

- (a) No consideration. Gifting of Michigan Eyecare Associates, Inc. Common Stock directly to William J. Fortney and Robert W. Taylor by William J. Fortney, Sr.

**ITEM 5.           FUTURE PLANS FOR INSURER**

- (a) No plans to declare a dividend, to liquidate the insurer, to sell its assets, to merge it with any person or persons, or to make any other material change in its business operations or corporate structure or management.
- b) 5 year business plan-
- Michigan Eyecare Associates, Inc. will continue seeking to offer a capitated program of comprehensive vision care benefits through a network of optometrists and ophthalmologists serving Wayne, Oakland, Macomb and Washtenaw counties. The capitated program will be offered to employers wishing to provide such benefits to their employees and eligible dependents; and to third party payers offering such benefits to their subscribers.

**ITEM 5 CONTINUED**

Projected premiums can not be quantified as no business has been recently conducted.

No proposed changes to the insurers executive officers and directors. They will remain the same.

Compliance with the "books and records in Michigan" requirement of Section 5256 will be maintained by continuing to have the records at the principle place of doing business in Michigan (23469 Michigan Avenue, Dearborn, MI 48124).

**ITEM 6 VOTING SECURITIES TO BE ACQUIRED**

2,500 shares of Common Stock to be acquired by the applicants via gift as part of the estate planning process of the owner.

**ITEM 7 OWNERSHIP OF VOTING SECURITIES**

No beneficial ownership or right to acquire beneficial ownership.

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

No contracts, arrangements, or understandings with respect to voting securities of the insurer.

**ITEM 9 RECENT PURCHASES OF VOTING SECURITIES**

No recent purchases of voting securities.

**ITEM 10 RECENT RECOMMENDATIONS TO PURCHASE**

No recent recommendations to purchase any voting securities.

**ITEM 11 AGREEMENTS WITH BROKER-DEALERS**

No agreements with broker-dealers regarding the voting securities of the insurer.

**ITEM 12 FINANCIAL STATEMENTS AND EXHIBITS**

a)

Exhibit A - Audited Statement of Financial Condition as of August 31, 2010 of William J. and Therese M. Fortney.

Exhibit B - Audited Statement of Financial Condition as of August 31, 2010 of Robert W. and Denise C. Taylor.

**ITEM 13. SIGNATURE AND CERTIFICATION****SIGNATURE**

Pursuant to the requirements of Section 1311 of the Insurance Code of 1956, as amended, Robert W. Taylor has caused this application to be duly signed on its behalf in the City of Dearborn and State of Michigan on the 18th day of November, 2010.

(SEAL) \_\_\_\_\_  
Name of Applicant

BY Robert W. Taylor  
(Name)(Title)

Attest:

\_\_\_\_\_  
(Signature of Officer)

William J. Fortney  
(Title)

**CERTIFICATION**

The undersigned deposes and says that she or he has duly executed the attached application dated November 18th, 2010, for and on behalf of William J. Fortney and Robert W. Taylor; and that she or he is authorized to execute and file such instrument. Deponent further says that she or 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.

(Signature) \_\_\_\_\_

(Type or print name beneath) Robert W. Taylor

**ITEM 13. SIGNATURE AND CERTIFICATION****SIGNATURE**

Pursuant to the requirements of Section 1311 of the Insurance Code of 1956, as amended, William J. Fortney has caused this application to be duly signed on its behalf in the City of Dearborn and State of Michigan on the 18th day of November, 2010.

(SEAL) \_\_\_\_\_  
Name of Applicant

BY William J. Fortney  
(Name)(Title)

Attest:

\_\_\_\_\_  
(Signature of Officer)

Robert W. Taylor  
(Title)

**CERTIFICATION**

The undersigned deposes and says that she or he has duly executed the attached application dated November 18th, 2010, for and on behalf of William J. Fortney and Robert W. Taylor; and that she or he is authorized to execute and file such instrument. Deponent further says that she or 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.

(Signature) \_\_\_\_\_

(Type or print name beneath) Robert W. Taylor

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