

FORM A

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

FREMONT INSURANCE COMPANY

by

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

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

Dated: May 3, 2011

**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 Fremont Insurance Company (FIC), a Michigan domestic stock insurance company. FIC's principal address is 933 East Main Street, Fremont, Michigan 49412. ACIA will acquire FIC in a merger transaction between ACG Acquisition Co., Inc. (a business corporation formed by ACIA solely for the purpose of enabling the transaction described herein, referred to herein as "Merger Sub") and FIC's parent company, Fremont Michigan InsuraCorp, Inc. (FMIC). ACIA is a Michigan domiciled reciprocal inter-insurance exchange. A Board of Governors consisting of 13 members controls ACIA.

The acquiring party in this transaction is ACIA (Applicant). The Applicant intends to acquire direct control of FIC pursuant to an Agreement and Plan of Merger, dated as of April 15, 2011 (Agreement) by and among the Applicant (Purchaser), Merger Sub, and FMIC. The transaction will consist of the merger of Merger Sub with and into FMIC, after which FMIC will continue as the surviving corporation and will be renamed ACG Fremont InsuraCorp, Inc. (Surviving Corporation). The Surviving Corporation will be the sole shareholder of FIC, and ACIA will be the sole shareholder of the Surviving Corporation. A copy of the Agreement is attached hereto as Exhibit A, and is incorporated herein by reference.

The consideration for the proposed merger transaction (Merger) will consist of ACIA's payment of thirty-six dollars and fifteen cents (\$36.15) per share for all shares of the Class A common stock of FMIC (FMIC Shares) that are outstanding on the date that the Merger is effective (aggregate price of sixty-four million, five hundred twenty-nine thousand, four hundred forty-nine dollars (\$64,529,449)), plus ACIA's payment of the amount necessary to effect the cancellation of all outstanding options for the acquisition of FMIC Shares (aggregate price of three million, one hundred sixty-one thousand, five hundred five dollars (\$3,161,505)). The total aggregate purchase price for the Merger will be sixty-seven million, six hundred ninety thousand, nine hundred fifty-four dollars (\$67,690,954)). This amount will be payable as described more thoroughly in Item IV below.

It is anticipated that the closing of the Merger will occur (a) within two business days following the satisfaction or waiver of all conditions precedent set forth in the Agreement, including the approval of this transaction by shareholders of FMIC owning no less than a majority of the outstanding FMIC Shares, compliance with the requirements of the Hart-Scott-Rodino Antitrust Improvements Act, and the approval of this Form A by the Michigan Office of Insurance Regulation, or (b) such other date as the parties may agree.

The Applicant, Merger Sub and certain shareholders of FMIC owning approximately sixteen percent (16%) of the outstanding FMIC Shares have entered into a Shareholders Agreement, dated as of April 15, 2011 (Shareholders Agreement) pursuant to which such FMIC shareholders have agreed to vote to adopt and approve the Agreement and to take certain other actions in furtherance of the Merger. A copy of the Shareholders Agreement is attached hereto as Exhibit B, and is incorporated herein by reference.

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, 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 C and incorporated by reference herein.

(c) Organization Chart.

The chart attached hereto as Exhibit D 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 E, presents the proposed organizational structure of the Applicant, including FIC and the Surviving Corporation immediately after the closing of the Merger.

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:

President/CEO of Graimark Realty Advisors, Inc., 250 E. Harbortown Drive, #410, Detroit, MI 48207-Financial Consultant & Commercial and Residential Real Estate Developer.

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

Chairman, CEO & President, Graimark Realty Advisors, Inc., (1988-present); Director, Gartmore Family of Mutual Funds (2004-present); Director, The Auto Club Group, Auto Club Insurance Association, Auto Club Property-Casualty Company, Auto Club Group Insurance Company, MemberSelect Insurance Company Auto Club Life Insurance Company, Auto Club Services, Inc., and Automobile Club of Michigan (1987-present) 1 Auto Club Drive, Dearborn, MI 48126; Director, MEEMIC Insurance Company (2009-present) 1685 N. Opdyke Road, Auburn Hills, MI 48236.

- (d) Criminal convictions (other than traffic) last 10 years and/or civil fines in excess of \$25,000.00 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:

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

(c) Positions or offices held last 5 years:

Director (Past Vice Chair), The Auto Club Group, Auto Club Insurance Association, MemberSelect Insurance Company, Auto Club Group Insurance Company, Auto Club Property-Casualty Insurance Company, Auto Club Life Insurance Company, Auto Club Services, Inc., and Automobile Club of Michigan (1991-present) 1 Auto Club Drive, Dearborn, MI 48126; Director, MEEMIC Insurance Company (2009-present) 1685 N. Opdyke Road, Auburn Hills, MI 48236; Chairman & CEO, The Crown Group, Inc. (2000-present) 2111 Walter Reuther Drive, Warren, MI 48091; Director, Crestmark Financial Corporation (2000-present) 5480 Corporate Drive, #350, Troy, MI 48098; Director, Metro Detroit YMCA (2002-present) 10900 Harper Ave., Detroit, MI 48213; Member, Detroit President's Organization (2000-present) 1016 Bloomview Circle, Rochester, MI 48307; President/Owner, Cat Cay Corp (2002-present); Partner, Bronzeback Corp. (2002-present); Partner, Baer Brothers LLC (2004-present); Partner, Middle Tenn Investors (2004-present); Director, American Society of Employers (2010-present); Partner, Crown Properties (2010-present); President, Black Water Property Management, Inc. (2010-present); Member/Manager, Dove Street Properties, LLC (2010-present); Partner, Crown Technology Park (2010-present).

(d) Criminal convictions (other than traffic) last 10 years and/or civil fines in excess of \$25,000.00 or more:

None

(e) Fingerprint card:

Upon request.

3. (a) Name and business address:

Chris Bauer
P.O. Box 7933
Madison, WI 53703

(b) Principal occupation:

CEO of AnchorBank FSB, P.O. Box 7933, Madison, WI 53703-Banking.

(c) Positions or offices held last 5 years:

Director (Past Chair), The Auto Club Group, Auto Club Insurance Association; MemberSelect Insurance Company, Auto Club Group Insurance Company, Auto Club Property-Casualty Insurance Company, Auto Club Life Insurance Company, and Auto Club Services, Inc. (1996-present) 1 Auto Club Drive, Dearborn, MI 48126; Director, MEEMIC Insurance Company (2009-present) 1685 N. Opdyke Road, Auburn Hills, MI 48236; 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).

(d) Criminal convictions (other than traffic) last 10 years and/or civil fines in excess of \$25,000.00 or more.

None.

(e) Fingereprint card:

Upon request.

4. (a) Name and business address:

Carole Brown
The Franklin Center
222 West Adams, Suite 520
Chicago, IL 60606

(b) Principal occupation:

Senior Managing Director of Siebert Branford Shank, LLC, The Franklin Center, 222 West Adams, Suite 520, Chicago, IL 60606- Investment Banker.

(c) Board Member, Mesirow Financial's Executive Committee (2008-2009) Mesirow Financial, 350 N. Clark Street, 7th Floor, Chicago, IL 60654; Managing Director, Lehman Brothers (1999-2008) 190 South LaSalle Street, Chicago, IL 60631; Chair, Chicago Transit Authority (2008-2009); Board Member, Chicago Children's Museum (2008-2010) 700 East Grand Avenue, Chicago, IL 60611; Director Ex-officio, Chicago Plan Commission (2008-2009) City Hall 121 N. LaSalle Street Chicago, Illinois 60602; Director, The Auto Club Group, Auto Club Insurance Association, MemberSelect Insurance Company, Auto Club Group

Insurance Company, Auto Club Life Insurance Company, Auto Club Property-Casualty Insurance Company, and Auto Club Services, Inc. (2008-present) 1 Auto Club Drive, Dearborn, MI 48126; Director, MEEMIC Insurance Company (2009-present) 1685 N. Opdyke Road, Auburn, Hills, MI 48236; Board Member, Chicago High School for the Arts (active) 3200 S. Calumet Avenue, Suite 110 Chicago, IL 60616; Board Member, The Chicago Network (2010-present) 211 E. Ontario, Suite #1700 Chicago, IL 60611; Board Member, Illinois Council Against Handgun Violence (active) 223 West Jackson Blvd., # 802 Chicago, Illinois 60606; Board of Trustees, Rush University Medical Center (active) 1653 W. Congress Parkway, Chicago, Illinois, 60612; Board of Trustees, Steppenwolf Theatre Company (active) 1650 N. Halsted Street Chicago IL 60614; Member, National Association of Securities Professionals (active) 727 NW 15th St., 3720, Washington, DC 20005.

- (d) Criminal convictions (other than traffic) last 10 years and/or civil fines in excess of \$25,000.00 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:

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

- (c) Director, The Auto Club Group, Auto Club Insurance Association, Auto Club Property-Casualty Insurance Company, MemberSelect Insurance Company, Auto Club Group Insurance Company, Auto Club Life Insurance Company, Auto Club Services, Inc., and Automobile Club of Michigan (2008-present) 1 Auto Club Drive, Dearborn, MI 48126; Director, MEEMIC Insurance Company (2009-present) 1685 N. Opdyke Road, Auburn Hills, MI 48236; 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; Member, 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, Battle Creek Unlimited Board (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-present) 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; Member, Keystone Plenary (active); Director, Mead Johnson Nutrition (2010-present) 2701 Patriot Blvd., Glenview, IL 60026; Member, Smart Choices Program (active).

- (d) Criminal convictions (other than traffic) last 10 years and/or civil fines in excess of \$25,000.00 or more:

None.

- (e) Fingerprint card:

Upon request.

6. (a) Name and business address:

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

- (b) Principal occupation:

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

(c) Positions or offices held last 5 years:

Director, V&J Holding Companies, Inc., (1984-present) 6933 West Brown Deer Rd., Milwaukee, WI 53226; Director, The Auto Club Group, Auto Club Insurance Association, Auto Club Group Insurance Company, MemberSelect Insurance Company, Auto Club Life Insurance Company; Auto Club Property-Casualty Company, and Auto Club Services (1999-present) 1 Auto Club Drive, Dearborn, MI 48126; Director, MEEMIC Insurance Company (2009-present) 1685 N. Opdyke Road, Auburn Hills, MI 48236; 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 (2002-2010) U.S. Bancorp, U.S. Bancorp Center, 800 Nicollet Mall, Minneapolis, MN 55402; President (Past), Minority Franchise Association (2002-present) 1750 K Street, NW, Suite 200, Washington, DC 20006; Director, National Franchise Association (active) 1701 Barrett Lakes Blvd. NW, Suite 180, Kennesaw, GA 30144; 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 excess of \$25,000.00 or more.

None.

(e) Fingerprint card:

Upon request.

7. (a) Name and business address:

Stephen Ellsworth Ewing
30520 Rosemond Drive
Franklin, MI 48025

(b) Principal occupation:

Retired.

(c) Positions or offices held last 5 years:

Director (Chair), The Auto Club Group, Auto Club Insurance Association, MemberSelect Insurance Company, Auto Club Group Insurance Company, Auto Club Life Insurance Company, Auto Club Property-Casualty Company, Auto Club Services, Inc., and 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 (Chair), MEEMIC Insurance Company (2009-present) 1685 N. Opdyke Road, Auburn Hills, MI 48236; Director, National Fuel Gas Company (2008-present) 6363 Main Street, Williamsville, KY 14221; Trustee, 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, CMS Energy (active) One Energy Plaza Jackson, MI 49201

(d) Criminal convictions (other than traffic) last 10 years and/or civil fines in excess of \$25,000.00 or more:

None

(e) Fingerprint card:

Upon request.

8. (a) Name and business address:

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

(b) Principal occupation:

Chairman of Inflow, Inc., 110 Fifth Avenue S., Suite 401, Naples, FL 34102-a Consortium of Independent Law Schools.

(c) Postions or offices held last 5 years:

Officer (Chair), Intone Enterprises (2003-present) 286 Bow Line Band, Naples, FL 34103; Officer (Chair), (1986-present) Inflow, Inc. 110 Fifth Avenue S., Suite 401, Naples, FL 34102; Officer (President), Motorquest Automotive Group (2003-2010); Director, R.L. Polk & Co. (2000-present) 26533 Evergreen Road, Suite 900, Southfield, MI 48076; Director, Saturn Electronics & Engineering, Inc. (2000-present) Corporate Headquarters, 2120 Austin Avenue, Rochester Hills, MI

48309; Director, Michigan Virtual University (2000-present) University Corporate Research Park, 3101 Technology Blvd, Suite G, Lansing, MI 48910; Director, Action Technologies (2001-2010); Director, Gulfcoast Venture Forum (2002-present) 350 Fifth Ave South, Suite 203, Naples, Florida 34102; Director, APACC (2002-present) 255 Rex Blvd, Auburn Hills, MI 48236; Director, Florida TEC Leadership Council (2002-present) 114 S 2nd St., Festus, MO 63028; Managing Director, Sterling Capital Partners (2005-present) 701 Brickell Avenue, Suite 1700, Miami, FL 33131; Managing Director, Mentor Capital (2005-present); 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., and Automobile Club of Michigan (1995-present) 1 Auto Club Group, Dearborn, MI 48126, Director MEEMIC Insurance Company (2009-present) 1685 N. Opdyke Road, Auburn Hills, MI 48236.

- (d) Criminal convictions (other than traffic) last 10 years and/or civil fines in excess of \$25,000.00 or more:

None.

- (e) Fingerprint card:

Upon request.

9. (a) Name and business address:

William O. McCormack
1305 Pinehurst Road
Marshall, MN 56258

- (b) Principal occupation:

Retired.

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

Executive Vice President, Vice President and President, The Schwan Food Company (1986-2008) 115 W College Dr, Marshall, MN 56258-1747; President/CEO (Director), Schwan's Venture Group, Inc., (1986-2008) 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; Director, Southwest Minnesota Foundation (2003-present) 153rd Avenue NW Hutchinson, MN 55350; 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 (Chair), The Center for Rural Policy & Development (2007-present) 600 S. Fifth St., Suite 211, St. Peter, MN 56082; Director, The Bio Business Alliance of MN (active) 1550 Utica Avenue South, Suite 740, St. Louis Park, MN 55416; Director, The Auto Club Group, Auto Club Insurance Association, MemberSelect Insurance Company, Auto Club Group Insurance Company, Auto Club Property-Casualty Insurance Company, Auto Club Insurance Association, and Auto Club Services, Inc. (2002-present) 1 Auto Club Drive, Dearborn, MI 48126; Director, MEEMIC Insurance Company (2009-present) 1685 N. Opdyke Road, Auburn Hills, MI 48236.

- (d) Criminal convictions (other than traffic) last 10 years and/or civil fines in excess of \$25,000.00 or more:

None.

- (e) Fingerprint card:

Upon request.

10. (a) Charles H. Podowski
1 Auto Club Drive
Dearborn, MI 48126

- (b) Principal occupation:

President & CEO, The Auto Club Group, Auto Club Insurance Association, Auto Club Group Insurance Company, MemberSelect Insurance Company, Auto Club Life Insurance Company, Auto Club Property-Casualty Insurance Company, and Auto Club Services, Inc., 1 Auto Club Drive, Dearborn, MI 48126-Insurance, member services.

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

CEO & Director, The Auto Club Group, Auto Club Insurance Association, MemberSelect Insurance Company, Auto Club Group Insurance Company, Auto Club Property-Casualty Insurance Company, Auto Club Life Insurance Company, Auto Club Services, Inc., ACG Insurance Agency, LLC., Auto Club Broker Services, Inc., Traverse Insurance Limited; Auto Club Funds, Inc., Automobile Club of Michigan (1999-present) 1 Auto Club Drive, Dearborn, MI 48126; Director, MEEMIC Insurance Company (2009-present) 1685 N. Opdyke Road, Auburn Hills, MI 48236; 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 (2000-2010) 600 Renaissance Center, Suite 1760 Detroit, MI 48243-1802; Director, Henry Ford Health System (2005-present) One Ford Place Detroit, MI 48202; Director, Business Leaders for Michigan (2010-present) 600 Renaissance Center, Suite 1760, Detroit, MI 48243-1802.

- (d) Criminal convictions (other than traffic) last 10 years and/or civil fines in excess of \$25,000.00 or more:

None.

- (e) Fingerprint card:

Upon request.

11. (a) Name and business address:

William E. Shaw
3697 West Canal
Dixon, IL 61021

- (b) Principal occupation:

Retired.

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

Trustee, The Lincoln Academy (Regent) (2003-present) Old State Capitol Springfield, Illinois, 62701; Director, The Auto Club Group, Auto Club Insurance Association, MemberSelect Insurance Company, Auto club Group Insurance Company, Auto Club Property-Casualty Insurance Company, Auto Club Life Insurance Company, and Auto Club Services (2000-present) 1 Auto Club Drive, Dearborn, MI 48126; Director, MEEMIC Insurance Company (2009-present) 1685 N. Opdyke Road, Auburn Hills,

- (d) Criminal convictions (other than traffic) last 10 years and/or civil fines in excess of \$25,000.00 or more:

None.

- (e) Fingerprint card:

Upon request.

12. (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 (Vice Chair), The Auto Club Group, Auto Club Insurance Association, MemberSelect Insurance Company, Auto Club Group Insurance Company, Auto Club Life Insurance Company, Auto Club Property-Casualty Company, and Auto Club Services, Inc. (2002-present) 1 Auto Club Drive, Dearborn, MI 48126; Director, MEEMIC Insurance Company (2009-present) 1685 N. Opdyke Road, Auburn Hills, MI 48236.

- (d) Criminal convictions (other than traffic) last 10 years and/or civil fines in excess of \$25,000.00 or more:

None.

- (e) Fingerprint card:

Upon request.

13. (a) Name and business address:

Jamie Tom Zanios
500 College Drive
Mason City, IA 50401

- (b) Principal occupation:

Vice President of North Iowa Area Community College, Executive Director of Institutional Advancement and the John Pappajohn Entrepreneurial Center, 500 College Drive, Mason City, IA 50401-Administrative Services.

(c) Positions or offices held last 5 years:

Director, North Iowa Area Community College (2003-present) 500 College Drive, Mason City, IA 50401; Director, NIACC Pappajohn Business & Entrepreneurial Center Institutional Advancement (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 (2002-2010) 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 (active) 704 6th St SW, Mason City, IA 50401; Director, Mason City Economic Development Fund (2002-2010) 25 West State Street, Suite B Mason City, Iowa 50402-1128; Director, The Auto Club Group, Auto Club Insurance Association, MemberSelect Insurance Company, Auto Club Group Insurance Company, Auto Club Property-Casualty Insurance Company, Auto Club Life Insurance Company, and Auto Club Services, Inc. (2002-present) 1 Auto Club Drive, Dearborn, MI 48126; Director, MEEMIC Insurance Company (2009-present) 1685 N. Opdyke Road, Auburn Hills, MI 48236; Board Member, Metalcraft (2010-present); Chairman, Iowa Association of Venture Capital Funds (2010-present); Member, Transfiguration Orthodox Church-Parish Council (2010-present) 1311 2nd Street Southwest, Mason City, IA 50401-1700.

(d) Criminal convictions (other than traffic) last 10 years and/or civil fines in excess of \$25,000.00 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:

Senior Vice President, Human Resources of The Auto Club Group, Auto Club Insurance Association, Auto Club Group Insurance Company, MemberSelect Insurance Company, Auto Club Life Insurance Company, Auto Club Property-Casualty Insurance Company, and Auto Club Services, Inc., 1 Auto Club Drive, Dearborn, MI 48126-Insurance.

(c) Positions or offices held last 5 years:

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

(d) Criminal convictions (other than traffic) last 10 years and/or civil fines in excess of \$25,000.00 or more:

None.

(e) Fingerprint card:

Upon request.

2. (a) Name and business address:

Judith M. Feldmier
1 Auto Club Drive
Dearborn, MI 48126

(b) Principal occupation:

Vice President & Chief Actuary of Auto Club Insurance Association, Auto Club Group Insurance Company, MemberSelect Insurance Company, Auto Club Property-Casualty Insurance Company; Insurer Representative & Loss Reserve Opining Actuary, MEEMIC Insurance Company; Vice President, Auto Club Services, Inc-Insurance.

(c) Positions or offices held last 5 years:

Vice President & Chief Actuary, Auto Club Insurance Association, Auto Club Group Insurance Company, MemberSelect Insurance Company, Auto Club Property-Casualty Insurance Company (1999-present); Vice President, Auto Club Services, Inc. (1999-present) 1 Auto Club Drive, Dearborn, MI 48126; Insurer Representative & Loss Reserve Opining Actuary, MEEMIC Insurance Company (2010-present) 1685 N. Opdyke Road, Auburn Hills, MI 48236.

(d) Criminal convictions (other than traffic) last 10 years and/or civil fines in excess of \$25,000.00 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:

Vice President, Assistant Secretary & Counsel, The Auto Club Group, Auto Club Insurance Association, Auto Club Group Insurance Company, MemberSelect Insurance Company, Auto Club Life Insurance Company, Auto Club Property-Casualty Insurance Company, Auto Club Services, Inc., and MEEMIC Insurance Company-Governance.

(c) Positions or offices held last 5 years:

Assistant Secretary, The Auto Club Group, Auto Club Insurance Association, MemberSelect Insurance Company, Auto Club Group Insurance Company, Auto Club Property-Casualty Insurance Company; Auto Club Life Insurance Company, Auto Club Services, Inc., Automobile Club of Michigan, Auto Club Broker Services, Inc., ACG Insurance Agency, LLC,(1999-present) 1 Auto Club Drive, Dearborn, MI 48126; Assistant Secretary, MEEMIC Insurance Company (2009-present) 1685 N. Opdyke Road, Auburn Hills, MI 48236; Licensed

Member, State Bar of Michigan (active) 306 Townsend Lansing, MI 48933; Member, Association of Corporate Counsel (active) 1025 Connecticut Ave. Suite 200 Washington, DC 20036; Member, National Association of Corporate Directors, 1133 21st St. NW, Suite 700 Washington, DC 20036; Member, Society of Corporate Secretaries & Governance Professional (active) 52 Fifth Avenue New York, NY 10175.

- (d) Criminal convictions (other than traffic) last 10 years and/or civil fines in excess of \$25,000.00 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:

Senior Vice President, Automotive for The Auto Club Group, Auto Club Insurance Association, Auto Club Group Insurance Company, MemberSelect Insurance Company, Auto Club Property-Casualty Insurance Company, Auto Club Life Insurance Company, and Auto Club Services, Inc., 1 Auto Club Drive, Dearborn, MI 48126-Insurance (ERS).

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

Senior Vice President-ACG Automotive, The Auto Club Group, Auto Club Insurance Association, Auto Club Group Insurance Company, MemberSelect Insurance Company, Auto Club Property-Casualty Insurance Company, Auto Club Life Insurance Company, Auto Club Services, Inc., and Automobile Club of Michigan (2008-present) 1 Auto Club Drive, Dearborn, MI 48126; Vice President, The Auto Club Group (1997-2008) 1 Auto Club Drive, Dearborn, MI 48126.

- (d) Criminal convictions (other than traffic) last 10 years and/or civil fines in excess of \$25,000.00 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:

Senior Vice President Treasurer & CFO of Auto Club Insurance Association, The Auto Club Group, Auto Club Group Insurance Company, MemberSelect Insurance Company, Auto Club Property-Casualty Insurance Company, MEEMIC Insurance Company, Auto Club Life Insurance Company, and Auto Club Services, Inc., 1 Auto Club Drive, Dearborn, MI 48126-Finance.

(c) Positions or offices held last 5 years:

Senior Vice President, Vice President, Treasurer & Chief Financial Officer, The Auto Club Group, Auto Club Insurance Association, MemberSelect Insurance Company, Auto Club Group Insurance Company, Auto Club Property-Casualty Insurance Company, Auto Club Services, Inc., Automobile Club of Michigan, and MEEMIC Insurance Company, MEEMIC Insurance Services Corp, and The MEEMIC Foundation for the Future of Education (2010-present) 1 Auto Club Drive, Dearborn, MI 48126 and 1685 N. Opdyke Road, Auburn Hills, MI 48236; Vice President, Treasurer & Chief Financial Officer, The Auto Club Group, Auto Club Insurance Association, MemberSelect Insurance Company, Auto Club Group Insurance Company, Auto Club Property-Casualty Insurance Company, Auto Club Services, Inc., Automobile Club of Michigan, MEEMIC Insurance Company, MEEMIC Insurance Services Corp, and The MEEMIC Foundation for the Future of Education (1999-2010) 1 Auto Club Drive, Dearborn, MI 48126 and 1685 N. Opdyke Road, Auburn Hills, MI 48236; Director, Auto Club Trust, FSB (2002-present); Director, Auto Club Broker Services, Inc, Auto Club Funds, Inc., Auto Club Insurance Holdings, LLC, Auto Club Insurance Company of Florida, ACLI Acquisition Company (active) 1 Auto Club Drive, Dearborn, MI 48126; Director, AAA Life Insurance Company,(1999-present) 17900 N. Laurel Park Drive, Livonia, MI 48152; Senior Vice President, Traverse Insurance Company (2008-present) 1 Auto Club Drive, Dearborn, MI 48126; Member; Michigan Association of Certified Public Accountants (active).

5480 Corporate Drive #200, Troy, MI 48098; 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 excess of \$25,000.00 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:

Senior Vice President, Corporate Business Control of The Auto Club Group, Auto Club Insurance Association, Auto Club Group Insurance Company, MemberSelect Insurance Company, Auto Club Property-Casualty Insurance Company, Auto Club Life Insurance Company, and Auto Club Services, Inc., 1 Auto Club Drive, Dearborn, MI 48126-Auditor.

- (c) Positions held last 5 years:

Senior Vice President-Corporate Business Control, The Auto Club Group, Auto Club Insurance Association, Auto Club Group Insurance Company, MemberSelect Insurance Company, Auto Club Property-Casualty Insurance Company, Auto Club Life Insurance Company, Auto Club Services, and Automobile Club of Michigan (2005-present) 1 Auto Club Drive, Dearborn, MI 48126; Member, Ethics Officer Association (active) 411 Waverly Oaks, Waltham, MA 02452; Member, Michigan Chapter Association (active) P.O. Box 1318, Novi, MI 48376; Member, Institute of Internal Auditors (active) 247 Maitland Ave., Altamonte Springs, IL 32701; Member, Insurance Internal Audit Group (active) 540 Madison Ave., 5th Floor, NY, NY 10022; Member, International Assoc Special Investigation Units (active) 8015 Corporate Dr., Ste A, Baltimore, MD 21236; Member, Institute of Management Accountants (active) 10 Paragon Dr., Montvale, NJ 07645; Member, Information Systems Audit & Control Assoc (active) 3701 Algonquin Rd., Ste 1010, Rolling Meadows, IL 60008; Chair/Special Events, Dearborn Chamber

of Commerce (active) 15544 Michigan Avenue, Dearborn, MI 48126; Corp. Secretary/Director, Junior Achievement of Southeast Michigan (active) 577 E. Larned, Detroit, MI 48226; Chair, Audit Committee, Michigan Catastrophic Claims Association; President, Crooked Lake Association (active).

- (d) Criminal convictions (other than traffic) last 10 years and/or civil fines in excess of \$25,000.00 or more:

None.

- (e) Fingerprint card:

Upon request.

7. (a) J. Terry McElroy
1 Auto Club Drive
Dearborn, MI 48126

- (b) Principal occupation:

Executive Vice President of The Auto Club Group, Auto Club Insurance Association, Auto Club Group Insurance Company, MemberSelect Insurance Company, Auto Club Life Insurance Company, Auto Club Property-Casualty Insurance Company 1 Auto Club Drive, Dearborn, MI 48126-Insurance.

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

Executive Vice President, The Auto Club Group, Auto Club Insurance Association, MemberSelect Insurance company, Auto Club Group Insurance Company, Auto Club Property-Casualty Insurance Company, Auto Club Life Insurance Company, Auto Club Services, Inc., Automobile Club of Michigan (2009-present) 1 Auto Club Drive, Dearborn, MI 48126; Director, Auto Club Funds, Inc.; Director, Auto Club Insurance Holdings, LLC, Auto Club Insurance Company of Florida (2006-present); President, Traverse Insurance Company (2008-present); Senior Vice President, Treasurer & CFO, Auto Club Insurance Association, Automobile Club of Michigan, Auto Club Group Insurance Company, Auto Club Life Insurance Company, Auto Club Property-Casualty Insurance Company, MemberSelect Insurance Company, The Auto Club Group, Auto Club Services, Inc., Auto Club Funds, Inc.; Auto Club Broker Services, Inc., Senior Vice President & Director, Traverse Insurance Ltd.; (1997-2009) 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; Director, Metropolitan Affairs Coalition (active); Committee Chair, AAA Member Business Committee; Member (active); UM-Dearborn COB Dean's Advisory Board (active).

- (d) Criminal convictions (other than traffic) last 10 years and/or civil fines in excess of \$25,000.00 or more:

None.

- (e) Fingerprint card:

None.

8. (a) Name and business address:

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

- (b) Principal occupation:

President and CEO of MEEMIC Insurance Company, 1685 N. Opdyke Rd. Auburn Hills, MI 48326 - Insurance.

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

President & Chief Executive Officer-MEEMIC, Auto Club Insurance Association, Auto Club Group Insurance Company, MemberSelect Insurance Company, Auto Club Life Insurance Company, Auto Club Property-Casualty Insurance Company, Auto Club Services, Inc., MEEMIC Insurance Company, MEEMIC Insurance Services Corp., and The MEEMIC Foundation for the Future of Education (2009-present) 1 Auto Club Drive, Dearborn, MI 48126 and 1685 N. Opdyke Road, Auburn Hills, MI 48236; President & COO, The Auto Club Group, Auto Club Insurance Association, Auto Club Group Insurance Company, MemberSelect Insurance Company, Auto Club Life Insurance Company, Auto Club Property-Casualty Insurance Company (2000-2009) 1 Auto Club Drive, Dearborn, MI 48236; Director, Auto Club Trust, FSB (2001-present) 1 Auto Club Drive, Dearborn, MI 48126; Director, AAA Life Insurance Company (active) 17900 N. Laurel Park Drive, Livonia, MI 48152; Director, Auto Club Funds, Inc. (active) 1 Auto Club Drive, Dearborn, MI 48126; Director, Auto Club Insurance Holdings, LLC, ACLI Acquisition Company, Club Insurance Company of Florida (active); Member, Property Casualty Insurers Association of America (PCI) (active) 2600 South River Road, Des Plaines, IL 60081;

Member, 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 excess of \$25,000.00 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:

President & CEO, The Auto Club Group, Auto Club Insurance Association, Auto Club Group Insurance Company, MemberSelect Insurance Company, Auto Club Life Insurance Company, Auto Club Property-Casualty Insurance Company, and Auto Club Services, Inc., 1 Auto Club Drive, Dearborn, MI 48126-Insurance, member services.

- (c) Postions or offices held last 5 years:

CEO & Director, The Auto Club Group, Auto Club Insurance Association, MemberSelect Insurance Company, Auto Club Group Insurance Company, Auto Club Property-Casualty Insurance Company, Auto Club Life Insurance Company, Auto Club Services, Inc., ACG Insurance Agency, LLC., Auto Club Broker Services, Inc., Traverse Insurance Limited; Auto Club Funds, Inc., Automobile Club of Michigan (1999-present) 1 Auto Club Drive, Dearborn, MI 48126; Director, MEEMIC Insurance Company (2009-present) 1685 N. Opdyke Road, Auburn Hills, MI 48236; 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 (2000-2010) 600 Renaissance Center, Suite 1760 Detroit, MI 48243-1802; Director, Henry Ford Health System (2005-present) One Ford Place Detroit, MI 48202;; Director, Business Leaders for Michigan (2010-present) 600 Renaissance Center, Suite 1760, Detroit, MI 48243.

- (d) Criminal convictions (other than traffic) last 10 years and/or civil fines in excess of \$25,000.00 or more:

None.

- (e) Fingerprint card:

Upon request.

10. (a) Name and business address:

Maragaret Ann Scheske
1 Auto Club Drive
Dearborn, MI 48124

- (b) Principal occupation:

Vice President, Chief Accounting Officer; Auto Club Insurance Association, Auto Club Group Insurance Company, MemberSelect Insurance Company, Auto Club Property-Casualty Insurance Company, Auto Club Life Insurance Company, MEEMIC Insurance Company, 1 Auto Club Drive, Dearborn, MI 48126-Finance.

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

Vice President & Chief Accounting Officer; Auto Club Insurance Association, Auto Club Group Insurance Company, MemberSelect Insurance Company, Auto Club Life Insurance Company, (1995-present), 1 Auto Club Drive, Dearborn, MI 48126. Vice President & Chief Accounting Officer, MEEMIC Insurance Company (2010-present) 1685 N. Opdyke Road, Auburn Hills, MI 48236; Vice President, Auto Club Services, Inc. (1995-present); Assistant Vice-President, Auto Club Insurance Association, Auto Club Group Insurance Company, MemberSelect Insurance Company, Auto Club Life Insurance Company (1995-2009) 1 Auto Club Drive, Dearborn, MI 48126; Chair, Michigan Automobile Insurance Placement Facility (2010-present) 17456 N. Laurel Park Dr., Suite 130E Livonia, MI 48152; Member, The Michigan Association of Certified Public Accountants (active) 5480 Corporate Dr., #200, Troy, MI 48098; Member, American Institute of Certified Public Account (active) 220 Leigh Farm Rd., Durham, N. Caroline 27707.

- (d) Criminal convictions (other than traffic) last 10 years and/or civil fines in excess of \$25,000.00 or more:

None.

(e) Fingerprint card:

Upon request.

11. (a) Name and business address:

Betty Schick
1 Auto Club Drive
Dearborn, MI 48126

(b) Principal occupation:

Senior Vice President & Chief Marketing Officer, of The Auto Club Group, Auto Club Insurance Association, Auto Club Group Insurance Company, MemberSelect Insurance Company Auto Club Property-Casualty Insurance Company and Auto Club Life Insurance Company, 1 Auto Club Drive, Dearborn, MI 48126-Marketing.

(c) Positions or offices held last 5 years:

Senior Vice President & Chief Marketing Officer, The Auto Club Group, Auto Club Insurance Association, MemberSelect Insurance Company, Auto Club Group Insurance Company, Auto Club Property-Casualty Insurance Company, Auto Club Life Insurance Company, Auto Club Services, Inc., and Automobile Club of Michigan (2009-present); Vice President & Chief marketing Officer, The Auto Club Group, Auto Club Insurance Association, MemberSelect Insurance Company, Auto Club Group Insurance Company, Auto Club Property-Casualty Insurance Company, Auto Club Life Insurance Company, Auto Club Services, Inc., and Automobile Club of Michigan (2004-2009) 1 Auto Club Drive, Dearborn, MI 48126; Member, American Marketing Association (active) 311 South Wacker Drive, #5800, Chicago, IL 60606; Secretary, Vintage Airstream Vacations (active) 9048 Gooding Drive, Saline, MI 48176; Trustee, Southeast Chapter YMCA (active).

(d) Criminal convictions (other than traffic) last 10 years and/or civil fines in excess of \$25,000.00 or more:

None.

(e) Fingerprint card:

Upon request.

12. (a) Name and business address:

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

- (b) Principal occupation:

Senior Vice President & Chief Information Officer, The Auto Club Group, Auto Club Insurance Association, Auto Club Group Insurance Company, MemberSelect Insurance Company, Auto Club Property-Casualty Insurance Company and Auto Club Life Insurance Company, 1 Auto Club Drive, Dearborn, MI 48126-Technology.

- (c) Positions or offices held in last 5 years:

Senior Vice President & Chief Information Officer, The Auto Club Group, Auto Club Insurance Association, MemberSelect Insurance Company, Auto Club Group Insurance Company, Auto Club Property-Casualty Insurance Company, Auto Club Life Insurance Company, Auto Club Services, Inc., and Automobile Club of Michigan (2009-present); Vice President & Chief Information Officer, The Auto Club Group, Auto Club Insurance Association, MemberSelect Insurance Company, Auto Club Group Insurance Company, Auto Club Property-Casualty Insurance Company, Auto Club Life Insurance Company, Auto Club Services, Inc., and Automobile Club of Michigan (2005-2009) 1 Auto Club Drive, Dearborn, MI 48126; Chair, American Cancer Society (active) 100 Tri State International, #125, Lincolnshire, IL.

- (d) Criminal convictions (other than traffic) last 10 years and/or civil fines in excess of \$25,000.00 or more:

None.

- (e) Fingerprint card:

Upon request.

13. (a) Name and business address:

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

(b) Principal occupation:

President, Field Operations, Auto Club Insurance Association, Auto Club Group Insurance Company, MemberSelect Insurance Company Auto Club Property- Casualty Insurance Company and Auto Club Life Insurance Company, 1 Auto Club Drive, Dearborn, MI 48126-Insurance.

(c) Positions or offices held last 5 years:

President/ Field Operations, The Auto Club Group, Auto Club Insurance Association, MemberSelect Insurance Company, Auto Club Group Insurance Company, Auto Club Property-Casualty Insurance Company, Auto Club Life Insurance Company, and Auto Club Services, Inc. (2002-present) 1 Auto Club Drive, Dearborn, MI 48126; Director, AAA Life Insurance Company (active) 17900 N. Laure Park Drive, Livonia, MI 48152; Director, ACLI Acquisition Company (2006-present) 1 Auto Drive, Dearborn, MI 48126; President & Chief Operating Officer, Automobile Club of Michigan (active) 1 Auto Club Drive, Dearborn, MI 48126.

(d) Criminal convictions (other than traffic) last 10 years and/or civil fines in excess of \$25,000.00 or more:

None.

(e) Fingerprint card:

Upon request.

14. (a) Name and business address:

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

(b) Principal occupation:

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 Property-Casualty Insurance Company MEEMIC Insurance Company and Auto Club Life Insurance Company, 1 Auto Club Drive, Dearborn, MI 48126-Legal.

Surviving Corporation, and three of ACIA's officers also will become the officers of the Surviving Corporation. These three officers will, at closing, also become the board of directors for FIC.

FIC's business records will be kept and available at its principal place of business in Fremont or at ACIA's principal place of business in Dearborn, depending upon the nature of the record. It is anticipated that the Surviving Corporation will be merged into ACIA within 3 years following the transaction, with the result that FIC will be a direct and wholly-owned subsidiary of ACIA.

VI. VOTING SECURITIES TO BE ACQUIRED

FMIC currently owns all issued and outstanding shares of sock of FIC.

The authorized capital stock of FMIC consists of ten million (10,000,000) shares of capital stock consisting of: five million (5,000,000) shares of Class A common stock, voting and without par value (FMIC Shares); five hundred thousand (500,000) shares of Class B common stock, non-voting and without par value; and four million five hundred thousand (4,500,000) shares of preferred stock, without par value. Currently, one million seven hundred eighty-five thousand forty-seven (1,785,047) FMIC Shares are issued and outstanding, no shares of the Class B common stock are issued and outstanding, no shares of the preferred stock are issued and outstanding, and two hundred seventy thousand one hundred fifty-nine (270,159) FMIC Shares are reserved for issuance under the FMIC stock plans, of which one hundred forty-eight thousand eight hundred twenty-four (148,824) FMIC Shares are subject to outstanding options.

As a result of the proposed transaction, (a) all of the issued and outstanding stock of Merger Sub shall be converted into validly issued, fully paid and nonassessable shares of common stock, without par value, of the Surviving Corporation, and (b) all the authorized, issued and outstanding shares of stock and stock options of FMIC will be cancelled. ACIA will become the sole shareholder of the Surviving Corporation, which, in turn, will be the sole shareholder of FIC. The terms, conditions and process for converting the capital stock of Merger Sub into capital stock of the Surviving Corporation and for cancelling the FMIC Shares and FMIC stock options are set forth in the Agreement previously identified as Exhibit A. Following the Merger, the former shareholders of FMIC will surrender their FMIC Shares to paying agent established pursuant to the Agreement in exchange for payment to such shareholders of the cash consideration described in Item I above, and the holders of the FMIC stock options will be paid the consideration for such options also described in Item I.

The terms of the acquisition were arrived at through arm's length negotiations between ACIA and FMIC. 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 Sherman & Company Holdings LLC, which firm ACIA retained to serve as its financial advisor.

VII. OWNERSHIP OF VOTING SECURITIES

FMIC is a publicly traded holding company. Except as set forth in this Statement, 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 and the Shareholders Agreement previously identified as Exhibit B reflect the current contracts, arrangements and understandings of ACIA regarding the proposed Merger. Except for the Agreement and Shareholders Agreement, there are no contracts, arrangements, or understandings directly or indirectly relating to any voting securities of FMIC or FIC 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 FMIC or FIC, 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 and the Shareholders 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 FMIC or FIC 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 FMIC or FIC for tender.

XII. FINANCIAL STATEMENTS AND EXHIBITS

The audited annual financial statements of Applicant are on file with OFIR and, in compliance with Form A filing instructions, are not duplicated with this filing. The following financial statements and exhibits are attached to this Statement as an appendix:

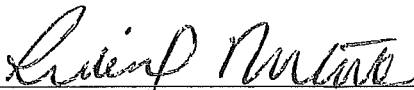
Exhibit A	Agreement and Plan of Merger by and among Auto Club Insurance Association, ACG Acquisition Co., Inc., and Fremont Michigan InsuraCorp, Inc.
Exhibit B	Shareholders Agreement by and among Auto Club Insurance Association, ACG Acquisition Co., Inc., and the shareholders of Fremont Michigan InsuraCorp, Inc. identified on Exhibit A attached thereto
Exhibit C	Current organizational structure of ACIA
Exhibit D	Current organizational structure of ACIA and its affiliates
Exhibit E	Organizational structure of ACIA after the acquisition
Exhibit F	FIC 5-year business plan and pro-formas
Exhibit G	Officer's Agreements entered into between Auto Club Services, Inc. and certain officers of Fremont Insurance Company
Exhibit H	Fremont Michigan InsuraCorp Form 10-K for 2009 and 2010

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 29th day of April, 2011.

Auto Club Insurance Association

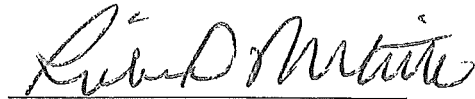
By: 
Richard T. White
Senior Vice President, Secretary
& General Counsel

Attest:


Gloria Freud
Assistant Corporate Secretary
Auto Club Insurance Association

CERTIFICATION

The undersigned deposes and says that he has duly executed the attached application dated April 29, 2011, for and on behalf of Auto Club Insurance Association, that he is the Senior Vice President, Secretary & General Counsel 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.

A handwritten signature in cursive script, appearing to read "Richard T. White". The signature is written in black ink and is positioned above a horizontal line.

Richard T. White

EXHIBIT A

Agreement and Plan of Merger by and among Auto Club Insurance Association,
ACG Acquisition Co., Inc., and Fremont Michigan InsuraCorp, Inc.

EXHIBIT B

Shareholders Agreement by and among Auto Club Insurance Association,
ACG Acquisition Co., Inc., and the shareholders of Fremont Michigan InsuraCorp, Inc.
identified on Exhibit A attached thereto

EXHIBIT C

Current organizational structure of ACIA

EXHIBIT D

Current organizational structure of ACIA and its affiliates

EXHIBIT E

Organizational structure of ACIA after the acquisition

EXHIBIT F

5-year business plan

EXHIBIT G

Officer's Agreements entered into between Auto Club Services, Inc.
and certain officers of Fremont Insurance Company

EXHIBIT H

Fremont Michigan InsuraCorp Form 10-K
For years 2009 and 2010