MEADOWBROOK INSURANCE GROUP INC
Form 10-K
March 15, 2010

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

þ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the fiscal year ended December 31, 2009

or

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission File Number: 1-14094
Meadowbrook Insurance Group, Inc.
(Exact name of Registrant as specified in its charter)

Michigan	**38-2626206**
(State of Incorporation)	*(IRS Employer Identification No.)*
26255 American Drive, Southfield, MI	**48034-6112**
(Address of principal executive offices)	*(Zip Code)*

Registrant s telephone number, including area code: (248) 358-1100
Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Exchange on Which Registered
Common Stock, $.01 par value per share	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes o No þ

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes o No þ

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes þ No o

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files). Yes o No o

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant s knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer o Accelerated filer þ Non-accelerated filer o Smaller reporting company o
(Do not check if a smaller reporting company)

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No þ

The aggregate market value of the voting and non-voting common stock held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of June 30, 2009 was $347,543,421. As of March 10, 2010, there were 55,201,542 shares of the Company s common stock ($.01 par value) outstanding.

Documents Incorporated by Reference

Certain portions of the Registrant s Proxy Statement for the 2010 Annual Shareholders Meeting scheduled for May 18, 2010 are incorporated by reference into Part III of this report.

MEADOWBROOK INSURANCE GROUP, INC.

PART I

ITEM 1. ***BUSINESS***

The Company

Meadowbrook Insurance Group, Inc. (We, Our, Us, or Meadowbrook) (NYSE: MIG) is a holding company organiz as a Michigan corporation in 1985. Meadowbrook was founded in 1955 as Meadowbrook Insurance Agency and was subsequently incorporated in Michigan in 1965. Our principal executive offices are located at 26255 American Drive, Southfield, Michigan 48034-6112 (telephone number: (248) 358-1100.

We serve as a holding company for our wholly owned subsidiary Star Insurance Company (Star), and Star s wholly owned subsidiaries, Savers Property and Casualty Insurance Company (Savers), Williamsburg National Insurance Company (Williamsburg), and Ameritrust Insurance Corporation (Ameritrust), as well as, American Indemnity Insurance Company, Ltd. (American Indemnity). We also serve as a holding company for Meadowbrook, Inc. (Meadowbrook), Crest Financial Corporation, and their respective subsidiaries. In addition, as described below, we also serve as a holding company for ProCentury Corporation (ProCentury) and its wholly owned subsidiaries. ProCentury s wholly owned subsidiaries consist of Century Surety Company (Century) and its wholly owned subsidiary ProCentury Insurance Company (PIC). In addition, ProCentury Risk Partners Insurance Co. (Propic) is a wholly owned subsidiary of ProCentury.

Star, Savers, Williamsburg, Ameritrust, Century, and PIC are collectively referred to as the Insurance Company Subsidiaries.

Pursuant to accounting guidance, Accounting Standards Codification (ASC) 810 *Consolidations* (ASC 810), we do not consolidate our subsidiaries, Meadowbrook Capital Trust I and II (the Trusts), as they are not variable interest entities and we are not the primary beneficiary of the Trusts. Our consolidated financial statements, however, include the equity earnings of the Trusts. In addition and in accordance with ASC 810, we do not consolidate our subsidiary American Indemnity. While we and our subsidiary Star are the common shareholders, neither are the primary beneficiaries of American Indemnity. Our consolidated financial statements, however, include the equity earnings of American Indemnity. The equity earnings in our Trusts and American Indemnity are reflected in our Consolidated Statement of Income as equity earnings of unconsolidated subsidiaries.

ProCentury Merger

On July 31, 2008, the merger of Meadowbrook Insurance Group, Inc. and ProCentury Corporation (ProCentury) was completed (Merger). Under the terms of the merger agreement, ProCentury shareholders were entitled to receive, for each ProCentury common share, either $20.00 in cash or Meadowbrook common stock based on a 2.5000 exchange ratio, subject to adjustment as described within the merger agreement. In accordance with the merger agreement, the stock price used in determining the final cash and share consideration portion of the purchase price was based on the volume-weighted average sales price of a share of Meadowbrook common stock for the 30-day trading period ending on the sixth trading day before the completion of the Merger, or $5.7326. Based upon the proration, the total purchase price was $227.2 million, of which $99.1 million consisted of cash, $122.7 million in newly issued common stock, and approximately $5.4 million in transaction related costs. The total number of common shares issued for purposes of the stock portion of the purchase price was 21.1 million shares. Refer to Note 2 *ProCentury Merger* in the Notes to the Consolidated Financial Statements for additional discussion of the Merger and a pro forma presentation of financial results for the combined company.

ProCentury is a specialty insurance company, which primarily underwrites general liability, commercial property, environmental, garage, commercial multi-peril, commercial auto, surety, and marine insurance primarily in the excess and surplus lines, or non-admitted, market through a select group of general agents.

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The excess and surplus lines market provides insurance coverage for customers with hard-to-place risks that standard or admitted insurers typically choose not to insure.

Five months of earnings of ProCentury are included in our financial statements as of and for the year ended December 31, 2008. Twelve months of earnings are included for the year ended December 31, 2009.

Since the completion of the Merger, we have been executing on numerous revenue enhancement opportunities and leveraging the infrastructure as summarized below:

Revenue enhancement opportunities:

launching a new wholesale relationship in the Midwest;

offering a surplus lines market for an existing workers compensation partner in New England; and

utilization of existing program capabilities for Century general agents.

Leveraging shared infrastructure and increased size:

developing Centers of Expertise for claims management;

increased size and diversity benefit costs of reinsurance;

enhanced marketing capabilities through joint business development functions; and

geographic expansion of Century offerings through existing admitted markets.

Executing on opportunities to leverage other niche capabilities;

combined capabilities allow us to receive and evaluate more opportunities; and

independently, neither company would have been able to meet the comprehensive risk management solutions that some opportunities require.

Other Significant Acquisitions

In April 2007, we acquired the business of U.S. Specialty Underwriters, Inc. (USSU). USSU is a specialty program manager that produces fee based income by underwriting targeted classes within excess workers compensation coverage for a select group of insurance companies.

In November 2005, we acquired the business of Insurance & Benefit Consultants (IBC) of Sarasota, Florida. IBC is a retail and wholesale agency specializing in group and individual health insurance products and personal financial planning services.

In August 1999, we acquired the assets of TPA Associates, Inc., all the outstanding stock of TPA Insurance Agency, Inc., and Preferred Insurance Agency, Inc. (collectively, TPA). TPA is a program-oriented risk management company that provides risk management services to self-insured clients, manages alternative risk management programs, performs underwriting, and loss control services for unaffiliated insurance companies.

In July 1998, we acquired Florida Preferred Administrators, Inc. (Florida Preferred), a third party administrator and Ameritrust. In December 2002, Ameritrust became a wholly owned subsidiary of Star. Florida Preferred provides a broad range of risk management services for Ameritrust and other third parties.

In July 1997, we acquired Crest Financial Corporation (Crest), a California-based holding company, which formerly owned Williamsburg. Crest provides risk management services primarily to Williamsburg. On December 31, 1999, Williamsburg became a wholly owned subsidiary of Star.

In July 1990, we acquired Savers.

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Recent Equity Investment

In July 2009, our subsidiary, Star, purchased a 28.5% ownership interest in an insurance holding limited liability company for $14.8 million in cash. We are not required to consolidate this investment as we are not the primary beneficiary of the business. Our ownership interest is significant, but is less than a majority ownership and, therefore, we are accounting for this investment under the equity method of accounting. Therefore, Star will recognize 28.5% of the profits and losses as a result of this equity interest ownership.

Employees

At March 5, 2010, we employed approximately 918 associates to service our clients and provide management services to our Insurance Company Subsidiaries as described below. We believe we have good relationships with our associates.

Overview and Operational Structure

For over thirty years, we have specialized in providing full service risk management and insurance solutions for our clients. By forming risk-sharing partnerships, we align our financial objectives with our clients. By utilizing our products and services, small to medium-sized client groups gain access to more sophisticated risk management techniques previously available only to larger corporations. This enables our clients to control insurance costs and achieve more predictable underwriting results.

We were founded in 1955 as a retail insurance agency. We earn commission revenue through the operation of our retail property and casualty insurance agencies, located in Michigan, California, and Florida.

We define our business segments as specialty insurance operations and agency operations. These two distinct business operations derive revenue from the following sources:

Specialty Insurance Operations:

Net earned premiums derived from admitted and non-admitted products and programs, as well as risk sharing vehicles.

Fee-for-service revenue derived from managed program revenue, as well as municipality and association clients.

Investment income.

Agency Operations:

Commission revenue agency commission from non-affiliated carriers.

Our specialty insurance operations and agency operations are entirely supported by our full-service processing capabilities, which provide the essential functions necessary in a risk management organization.

Specialty Insurance Operations

Our specialty insurance operations provide underwriting and insurance administration services. We market and underwrite specialty property and casualty insurance programs and products on both an admitted and non-admitted basis through a broad and diverse network of independent retail, wholesale program administrators and general agents, who value service, specialized knowledge, and focused expertise. Our primary focus is on niche or specialty products and program business and risk management solutions for our customers. The services and coverages we provide are tailored to meet specific requirements of defined client groups and their members, which may include specialty program underwriting; admitted and excess and surplus lines insurance products; alternative risk transfer solutions, and insurance administration services. Program business refers to an aggregation of individually underwritten risks that have some unique characteristic and are distributed through a select group of general agencies, retail agencies and program administrators. We provide various

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types of property and casualty insurance coverage, primarily to associations or similar groups of members and to the specified classes of business of our agents. With our specialty programs and products, we seek to combine profitable underwriting, investment returns and efficient capital management to deliver consistent long-term growth in shareholder value.

As an admitted carrier we provide a market for more traditional lines of business and coverages that are offered by standard markets. Traditional admitted markets typically serve businesses that:

- are low to medium hazard;
- have more predictable underwriting results;
- are adequately rated and priced by rates and policy forms that are filed and approved by state regulatory agencies;
- require the protection of state guaranty funds; and
- are required to purchase admitted insurance products.

As an excess and surplus lines provider we market to customers with hard-to-place risks, for which standard or admitted insurers typically choose not to insure. In the excess and surplus lines market, we serve businesses that are unable to obtain coverage from standard or admitted carriers for a variety of reasons, including the following:

- the unique nature of the insured business is outside the risk profile of standard lines carriers;
- the risk associated with an insured is higher than the risk anticipated by a standard lines carrier when it filed its rates and forms for regulatory approval, which prevents it from charging a premium that is thought to be appropriate for the heightened risk;
- many geographic regions are considered to be adverse or more risky markets in which to operate due to legal, regulatory or claims issues or because they are too remote to warrant a marketing effort and, as a result, agents in theses areas have a limited choice of admitted insurers; and
- small agent organizations who do not generate enough premium volume to qualify for direct relationships with standard lines carriers.

Our insurance programs are diversified geographically, by class and line of business, type of insured and distribution. Within the workers compensation line of business, we have a regional focus in California and New England. Within the commercial auto and commercial multiple peril line of business, we have a regional focus in the Southeast and California. Within the general liability line of business we have a focus in Texas. Our fee-for-service business is managed on a regional basis with an emphasis in the Midwest, New England, and southeastern regions of the United States. Our corporate strategy emphasizes a regional focus and diverse sources of revenue between underwritten premiums, service fee revenue, and commissions. This allows us to leverage fixed costs over a larger revenue base and take advantage of new opportunities.

We recognize revenue related to the services and coverages from our specialty insurance operations within seven categories: net earned premiums, management fees, claims fees, loss control fees, reinsurance placement, investment income, and net realized gains (losses).

Specialty Insurance Operations Programs and Products

The admitted programs that we write as part of our specialty insurance operations are characterized by risks that are homogeneous within programs but have a diverse geographic profile. Generally, the average account premium is small and due to the specialized nature of the program and distribution style, our admitted programs have high premium retention levels. This helps create stability in our business amid the cyclicality of the insurance industry. Two examples of admitted programs we write are coverages for picture framers and music equipment stores. We seek to write rollover programs that have a history of proven profitable performance. The admitted programs that we write and retain are the result of long-term, stable relationships with distribution partners that have a targeted and specialized distribution style.

The excess and surplus lines business we write is characterized by broad classes of Main Street commercial risks that are ineligible for coverage by the standard market. Similar to our admitted programs, the average account premium size for the excess and surplus lines risks we write is small. Two examples of markets we serve with our excess and surplus lines offering are restaurants and habitational classes, such as apartments and hotels. The excess and surplus lines regulatory environment allows rate and form freedom, which gives us the flexibility to design tailored coverage forms that are often more restrictive than those available in the admitted market. The high degree of flexibility contributes to heightened competition during soft markets and creates the potential for rapid expansion during hard markets.

The non-admitted programs we write have characteristics that are similar to our admitted programs, however, the commercial risks we provide coverage for are ineligible for coverage by the standard or admitted market. With this focus on non-admitted program underwriting, we are able to provide coverage for start-up organizations and relatively low volume programs that other markets are unable or unwilling to serve. Two examples of non-admitted programs we offer are coverages for pet-sitters and oil and gas contractors.

We also offer coverage for specialty markets, where specific and unique underwriting expertise is required. We develop solutions for specific market segments that may leverage either our admitted market or non-admitted market product capabilities, or both, depending on the market need. The specific and unique underwriting expertise that is required to write business profitably in the segments we serve creates barriers to entry for new competitors. Two examples of specialty markets we serve are the transportation and environmental markets.

Description of Specialty Insurance Operations

Based upon the particular risk management goals of our clients, market conditions and our assessment of the opportunity for operating profit, our specialty insurance operations offer solutions on a fully-insured basis, a risk-sharing basis, or a managed basis, in response to a specific market opportunity. In a managed program, we earn service fee revenue by providing certain operational functions and other services to a client s risk-bearing entity, but generally do not share in the operating results. In a risk-sharing program, we share the operating results with the client through a reinsurance agreement with an insurance company, captive, or rent-a-captive. In a profit-sharing structure, we pay an agent a commission that is adjusted based on the operating results of the program. These structures, other than the profit-sharing commission structure, are licensed insurance or reinsurance companies and are accounted for in accordance with accounting guidance as it relates to reinsurance and insurance products. In risk-sharing programs, we derive revenue from net earned premiums, fee-for-service revenue and commissions, and investment income. In addition, we may benefit from the fees our risk management subsidiary earns for services we perform on behalf of our Insurance Company Subsidiaries. These fees are eliminated upon consolidation. However, the fees associated with the captive s portion of the program are reimbursed through a ceding commission. For a fully-insured program, we provide insurance products without a risk-bearing mechanism and derive revenue from net earned premiums and investment income.

Fully-Insured Programs and Products:

With a fully-insured program, we provide our insurance products and derive revenue from net earned premiums and investment income. Fully-insured programs are generally developed in response to specific market opportunities and may evolve into a risk-sharing relationship.

Risk-Sharing Programs:

<u>*Quota Sharing*</u>*:* With a client risk-sharing program, our Insurance Company Subsidiaries underwrite individual primary insurance policies for members of a group or association, or a specific industry and then

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share the operating results with the client or client group through a reinsurance agreement with an insurance company, captive, or rent-a-captive. In some instances, a captive owned by a client or client group reinsures a portion of the risk on a quota-share basis. A captive is an insurance company or reinsurance company, which is formed for the purpose of insuring or reinsuring risks related to the businesses of its shareholders or members. A rent-a-captive allows organizations to obtain the benefits of a captive insurance company, without the initial costs and capital investment required to form their own captive. This is often an interim step utilized by groups and associations prior to forming their own captive. As part of its participation in a rent-a-captive, the client group purchases redeemable preferred stock of our unconsolidated subsidiary. These shares entitle the client group to participate in profits and losses of the program through a dividend or additional capital contribution. Dividends or additional capital contributions are determined and accrued on the basis of underwriting profits or losses plus investment income on trust accounts less costs. These structures are licensed insurance or reinsurance companies, which have a self-sustaining integrated set of activities and assets, and are in the reinsurance business for the purpose of providing a return to their investors, who are the shareholders (primary beneficiaries) of the captive company. The primary beneficiaries have their own equity at risk, decision making authority, and the ability to absorb losses. The transactions associated with these structures are accounted for in accordance with accounting guidance as it relates to reinsurance and insurance products.

In addition to premium revenue and investment income from the net retained portion of our operating results, we may also be compensated through the receipt of fees for policy issuance services and acquisition costs, captive administration, reinsurance placement, loss prevention services, and claims administrative and handling services. However, the fees associated with the captive s portion of the program are reimbursed through a ceding commission. For financial reporting purposes, ceding commissions are treated as a reduction in underwriting expenses. In addition, we may benefit from the fees our risk management subsidiary earns for services we perform on behalf of our Insurance Company Subsidiaries. These fees are eliminated upon consolidation.

Our experience has been that the number of claims and the cost of losses tend to be lower in risk-sharing programs than with traditional forms of insurance. We believe that client risk-sharing motivates participants to focus on underwriting selection, loss prevention, risk control measures and adherence to stricter underwriting guidelines.

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The following schematic illustrates the basic elements in many of our client risk-sharing programs.

QUOTA SHARE REINSURANCE RISK-SHARING STRUCTURE

(1) We account for transactions with these risk-sharing clients as reinsurance, in accordance with accounting guidance as it relates to reinsurance and insurance products.

The captive s shareholders, which may or may not include the insured, and its board of directors make the decision to form the captive or terminate the captive, based upon either their own analysis or the analysis performed by an independent third party consultant they hire. The shareholders of the captive make the decision whether to invest and how much to invest in the captive. This decision may be based upon advice from third party consultants.

The agent of the business will make the decision to submit the risk to the insurance company for underwriting and the policyholders make the decision to purchase the quoted policy.

The captive administrator provides administrative services to the captive in exchange for a fee. This fee is usually a fixed amount, but can be a variable amount based upon premium volume, and is negotiated on an annual basis with the captive s board of directors. Such services may include bookkeeping, providing regulatory information, and other administrative services. We also may provide loss prevention, claims handling, underwriting, and other insurance services directly to certain of our captives. However, our risk management services subsidiary provides these services to our Insurance Company Subsidiaries for a fee, which is eliminated upon consolidation. The costs associated with these services are included within the premium quoted to the policyholder.

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In accordance with ASC 810, our variable interest in the captive is limited to administrative fees based upon a fixed amount or a percentage of premiums and the credit risk associated with any reinsurance recoverables recognized.

The captives are generally capitalized with common stock and may use preferred stock in isolated instances. The captive s variability is: (1) created based upon the experience of their portion of business directly written through our Insurance Company Subsidiaries and ceded to the captive on a quota share basis; and (2) absorbed by the captive s shareholders.

In general, the captive s common and/or preferred shareholders are either the agents or producers of the business, a sponsoring group or association, a group of policyholders, a policyholder, or a general agent. The captive s shareholders are not related parties of ours pursuant to related accounting guidance.

By design, the capital base of the captive is structured to absorb the projected losses of the program, and the captive s shareholders bear the risk of loss. Through a trust agreement, we protect ourselves from potential credit risk related to reinsurance recoverables from the captive by a collateral requirement of up to 110% of the estimated reserves for losses and unearned premiums. In addition, we monitor the capital adequacy and financial leverage ratios of the captive to mitigate future credit risk.

In another variation of client risk-sharing, we establish retrospectively rated programs for individual accounts. With this type of program, we work with the client to develop the appropriate self-insured retention and loss fund amount and then help arrange for excess-of-loss reinsurance. The client reimburses us for all claim payments within the client s retention. We generally earn a management fee (which includes claims and loss control fees). In most of these programs, we also share in the operating results with the client and receive a ceding commission in the excess-of-loss reinsurance contract to reimburse us for expenses, including a fee for services.

Profit-Sharing: In a profit-sharing commission program, we provide our agent the opportunity to accept an upfront provisional commission rate that is then adjusted either upward or downward, based on the actual underwriting results as compared to predetermined metrics.

Managed Programs:

With a fee-for-service or managed program, we earn revenue by providing certain operational and administrative functions and other services to a client s risk-bearing entity, but generally do not share in the operating results of the program. We believe our fee-for-service or managed programs provide a consistent source of revenue, as well as opportunities for revenue growth without a proportionate increase in capital requirements. Revenue growth may occur through the sale of existing products to additional members of the group, the expansion of coverages and services provided to existing programs and the creation of programs for new client groups.

Services for which we receive revenue from fee-for-service or managed programs include:

- program design and development;
- underwriting;
- reinsurance placement;

policy administration;

loss prevention and control;

claims administration and handling;

litigation management;

information technology and processing;

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accounting functions; and

general operational functions and oversight of the program.

The fees we receive from these managed programs are generally either a fixed amount or based on a percentage of premium serviced or by claim count.

We also provide insurance management services to public entity associations and currently provide services to public entity pools and other insurance entities, which provide insurance coverage for participants, including city, county, township, villages and other quasi governmental entities in three states, as well as other diverse industry groups.

Description of Major Specialty Insurance Services

Our risk management subsidiary provides the following services to our fee-for-service clients and to our Insurance Company Subsidiaries for a fee. The fees associated with services provided to our Insurance Company Subsidiaries are eliminated upon consolidation. The costs associated with these services are charged to our insureds in the form of premiums.

Program and Product Design. Before implementing a new program, we generally review: (1) financial projections for the contemplated program, (2) historical loss experience, (3) actuarial studies of the underlying risks, (4) the credit worthiness of the potential agent or client, and (5) the availability of reinsurance. Our senior management team and associates representing each of the risk-management disciplines work together to design, market, and implement new programs. Our due diligence process is structured to provide a risk assessment of the program and how the program fits within our entity wide business plan and risk profile.

Underwriting Risk Selection and Policy Issuance. Through our risk management subsidiary, we perform underwriting services for our Insurance Company Subsidiaries that meet our corporate underwriting guidelines. We retain ultimate underwriting authority and monitor adherence to our corporate underwriting guidelines through periodic audits. Our underwriting personnel help develop the proper criteria for selecting risks, while actuarial and reinsurance personnel evaluate and recommend the appropriate levels of rate and risk retention. The program is then tailored according to the requirements and qualifications of each client. With managed programs, we may also perform underwriting services based upon the profile of the specific program for a fee.

Claims Administration and Handling. Through our risk management subsidiary, we provide substantially all claims management and handling services for workers compensation and most other lines, such as property, professional liability, and general liability. Our claims handling standards are set by our corporate claims department and are monitored through self-audits, corporate claim audits, internal controls, and other executive oversight reports. We handle substantially all claims functions for the majority of the programs we manage. Our involvement in claims administration and handling provides feedback to program managers in assessing the client s risk environment and the overall structure of the program.

Loss Prevention and Control. Through our risk management subsidiary, we provide loss control services, which are designed to help clients prevent or limit the impact of certain loss events. Through an evaluation of the client s workplace environment, our loss control specialists assist the client in planning and implementing a loss prevention program and, in certain cases, provide educational and training programs. With our managed programs, we provide these same services for a fee based upon the profile of the specific program.

Administration of Risk-Bearing Entities. We generate fee revenue by assisting in the formation and administration of risk-bearing entities for clients and agents. Through our subsidiaries in Bermuda and Washington D.C., we provide administrative services for certain captives and/or rent-a-captives.

Reinsurance Placement. Through our reinsurance intermediary subsidiary, we earn commissions from placing excess-of-loss reinsurance and insurance coverage with high deductibles for insurance companies, captives, and managed self-insured programs. Reinsurance is also placed for clients who do not have other business relationships with us.

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Sales, Marketing, and Public Relations. We market our programs and services to associations, professional and trade groups, local, regional and national insurance agents, and insurance consultants. Sales and marketing efforts include personal contact through independent agents, direct mail, telemarketing, association publications/newsletters, advertising, Internet-based marketing including our corporate website (www.meadowbrook.com), and subsidiary branch/division websites. We access or manage a range of distribution systems and regional agency networks on a program-specific basis.

Business Processing Technology Platform. We provide a select set of internet-based business processing systems to our agents to automate the capability to rate, quote, bind and service insurance policies in a timely and efficient manner. Advantage is a processing system for quoting and binding workers compensation insurance policies. CenturyOnLine (COL) is a processing system for quoting and binding general liability, property and garage insurance policies underwritten by our excess and surplus lines facility, Century. Further, we provide additional systems on a network-accessible basis for processing select package and commercial auto programs. In addition to reducing our internal administrative processing costs, these systems enhance underwriting practices by automating risk selection criteria.

We also participate in seminars, trade and industry conventions such as Target Markets Program Administrators Association, American Association of Managing General Agents, American Society of Association Executives, Self Insurance Institute of America, National Association of Professional Surplus Lines Offices, Public Risk Management Association, and various individual state independent agent associations.

Agency Operations

Our agency operations segment earns commission revenue through the operation of its retail property and casualty insurance agencies, located in Michigan, California, and Florida. These agencies produce commercial, personal lines, life and accident and health insurance, with more than fifty unaffiliated insurance carriers. These agencies produce an immaterial amount of business for our affiliated Insurance Company Subsidiaries.

Customer Concentration

In our opinion, no material part of our business is dependent upon a single customer or group of customers. The loss of any one customer would not have a material adverse effect on our results of operations or financial condition. No one customer or group of affiliated customers accounts for 10% or more of the Company s consolidated revenues.

Objective and Strategy

Our corporate objective is to generate predictable earnings across the market cycle, with a long term targeted return on average equity range of 10%-17%. Our strategy is to maximize the unique characteristics of our balanced business model to:

Generate profitable underwriting results from our insurance operations;

Generate consistent investment income with a low-risk, high-quality, primarily fixed income portfolio;

Leverage invested assets to equity;

Generate stable, consistent fee and commission income through our agency and specialty insurance operations; and

Generate free cash flow from dividends from our Insurance Company Subsidiaries and non-regulated insurance administration services.

Our overall objectives and strategies may be influenced by interest rates, insurance market cycle conditions, and general economic conditions.

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Approach on Underwriting Discipline

As an underwriter, we underwrite for predictability and profitability by adhering to the following business practices as they relate to our corporate underwriting discipline:

- Re-underwrite excess and surplus lines business for accuracy and completeness;
- Limit exposure to catastrophe-prone areas and purchase reinsurance;
- Our associates have a broad and deep underwriting experience and expertise;
- Our actuarial team supports underwriting with pricing and loss analysis;
- New opportunities undergo a thorough new business due diligence process;
- Robust program controls help monitor all programs for performance; and
- We maintain long-term agent relationships, which are matched with high quality reinsurance partners.

Insurance Company Subsidiaries

Our Insurance Company Subsidiaries issue insurance policies. Through our Insurance Company Subsidiaries, we provide specialty insurance programs and products where we market and underwrite specialty property and casualty insurance products on both an admitted and non-admitted basis through a broad and diverse network of independent retail, wholesale program administrators and general agents. Our Insurance Company Subsidiaries primarily focus is on specialty products and program business for our customers, which consist of select independent, general agents, and wholesale agents with either a defined geographic specialty and / or product specialty. These programs are generally designed specifically for trade groups and associations, whose members are homogeneous in nature. Members are typically small-to-medium sized businesses. We compensate our distribution network primarily on a flat commission rate based upon premiums written, or other risk-sharing mechanism, as previously described.

Through our excess and surplus lines insurance carriers, we provide coverage for risks that either do not fit the underwriting criteria of standard carriers with which the retail agent has a direct relationship, or they are of a class or risk that the standard market generally avoids since the regulated nature of that market does not allow for customized terms or rates. Non-standard risks can be underwritten profitably, however, by the excess and surplus market, by using highly specific coverage forms with terms based on individual risk assessment, rather than the risk profile of the most desirable members of the class. When a certain risk has been excluded from the standard market, the retail agents need quick placement with the excess and surplus lines market in order to maintain coverage for the insured. As a result, the primary basis for competition within the excess and surplus lines industry can be focused more on service and availability rather than rate.

Our programs focus on select classes of property and casualty business which, through our due diligence process, we believe have demonstrated a fundamentally sound prospect for generating underwriting profits. We occasionally do offer our programs on a multi-state basis; but more generally, our programs operate on a regional or state-specific basis. We provide underwriting authority to our regional offices based upon underwriting guidelines established by our corporate underwriting department, which we monitor through underwriting audits and a series of executive underwriting and rate monitor reports. We seek to avoid geographic concentration of risks that might lead to aggregation of exposure to losses from natural or intentionally caused catastrophic events. We also handle the majority of our claims through our regional offices based upon standards set forth by our corporate claims office and monitored through a series of self-audits and corporate claims audit, internal control audits, and executive claims monitoring reports. American Indemnity, a Bermuda-based insurance company which offers our clients a captive or rent-a-captive option, complements our Insurance Company Subsidiaries.

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In addition, we may at times place risks directly with third party insurance carriers and participate in the risk as a reinsurer. Such arrangements typically generate management fee revenue and provide a means to manage premium leverage ratios.

Our Insurance Company Subsidiaries primarily offer workers compensation, commercial multiple peril, general liability, marine and other liability coverages on both an admitted and non-admitted basis. Our Insurance Company Subsidiaries maintain a variety of licenses in order for us to write on an admitted and / or a non-admitted basis in all fifty states, including the District of Columbia.

Our insurance operations are subject to various leverage tests (e.g., premium to statutory surplus ratios), which are evaluated by regulators and rating agencies. Our targets for gross and net written premium to statutory surplus are 2.75 to 1.0 and 2.25 to 1.0, respectively. As of December 31, 2009, on a statutory consolidated basis, gross and net premium leverage ratios were 2.0 to 1.0 and 1.6 to 1.0, respectively.

The following table summarizes gross written premiums, net earned premiums, and net written premiums for the years ended December 31, 2009, 2008, 2007, 2006, and 2005 (in thousands):

n Premium	**2009**	**%**	**2008**	**%**	**2007**	**%**	**2006**	**%**	**2005**
npensation	$ 233,269	33.87%	$ 137,503	30.04%	$ 116,717	33.69%	$ 118,794	35.90%	$ 133,732
ulti-Peril	43,428	6.31%	29,114	6.36%	69,970	20.20%	67,764	20.48%	59,928
ulti-Peril	54,901	7.97%	37,519	8.20%	30,394	8.77%	26,591	8.04%	26,050
	169,968	24.68%	116,988	25.56%	28,550	8.24%	20,001	6.04%	16,167
uto Liability	92,632	13.45%	73,952	16.16%	61,119	17.64%	59,308	17.92%	59,144
s	94,489	13.72%	62,607	13.68%	39,701	11.46%	38,414	11.61%	37,188
	$ 688,687	100.00%	$ 457,683	100.00%	$ 346,451	100.00%	$ 330,872	100.00%	$ 332,209

Premium	**2009**	**%**	**2008**	**%**	**2007**	**%**	**2006**	**%**	**2005**
mpensation	$ 163,834	30.36%	$ 109,312	29.57%	$ 102,256	38.13%	$ 108,085	42.40%	$ 119,423
Multi-Peril	37,133	6.88%	46,326	12.53%	50,031	18.65%	45,192	17.73%	38,541
Multi-Peril	45,660	8.46%	31,847	8.61%	21,018	7.84%	17,946	7.04%	16,288
y	140,486	26.04%	74,470	20.14%	15,571	5.81%	10,433	4.09%	8,072
Auto	79,802	14.79%	62,306	16.85%	53,469	19.94%	49,341	19.36%	45,374
es	72,687	13.47%	45,460	12.30%	25,852	9.64%	23,923	9.38%	22,261
	$ 539,602	100.00%	$ 369,721	100.00%	$ 268,197	100.00%	$ 254,920	100.00%	$ 249,959

Premium		**2009**	**%**		**2008**	**%**		**2007**	**%**		**2006**	**%**		**2005**
mpensation	$	206,246	35.56%	$	120,507	32.12%	$	105,003	37.47%	$	104,846	39.92%	$	117,287
Multi-Peril		38,825	6.69%		24,690	6.58%		52,815	18.85%		48,737	18.55%		42,157
Multi-Peril		45,462	7.84%		30,270	8.07%		23,465	8.37%		18,767	7.14%		17,713
y		131,921	22.75%		87,760	23.39%		18,915	6.75%		12,384	4.71%		8,004
Auto		82,499	14.22%		64,678	17.24%		52,798	18.84%		52,950	20.16%		49,122
es		75,065	12.94%		47,289	12.60%		27,215	9.71%		24,984	9.51%		23,851
	$	580,018	100.00%	$	375,194	100.00%	$	280,211	100.00%	$	262,668	100.00%	$	258,134

As previously indicated, the Merger with ProCentury was completed following the close of business on July, 31, 2008. Therefore, the above table includes only five months of premium for ProCentury for the year ended December 31, 2008 and twelve months for the year ended December 31, 2009.

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In 2009, we had an increase in our premium writings specific to our workers compensation line of business, which was primarily related to our new relationship with a general agent who specializes in non-contractors workers compensation in the Midwest, California, and other western states, as well as new programs which included a general agent that focuses on the food service industry and a general agent who focuses on heterogeneous workers compensation in the Southeast region of the United States. For 2009, our workers compensation rates were down approximately 2.5%, which was primarily due to declines in mandated rate levels in select states.

Prior to 2008, we had a shift in our mix of business, which was intended to diversify our product line and produce more predictable and stable results. We had a decline in workers compensation premium from 2005 primarily because we exited a limited number of small programs that were no longer meeting our underwriting standards. Also, we experienced an overall reduction in audit-related premiums, and a decline in the amount of residual market assignments we receive relative to workers compensation premiums. The residual market assignments are in essence a form of a tax whereby any workers compensation risk that cannot be written in the voluntary market is assigned to carriers underwriting workers compensation business in that state. In addition, workers compensation declined over the past few years due to a reduction in premium writings because of competition and past mandatory rate deceases, specifically in Florida, Massachusetts and Nevada.

The Merger with ProCentury contributed to the overall diversification of our business mix. Specifically within our other liability line of business which accounted for 25% and 26% in 2009 and 2008, respectively, compared to less than 10% in the prior years, as noted above. The majority of our other liability line of business is primarily related to shorter tail classes of business, such as habitational risks of hotels, motels and apartments, and mercantile operations. The majority of our primary liability insurance policies have limits between $500,000 and $1.0 million.

Additionally, prior to the Merger we had relatively low property related premium and exposure to property perils. Historically, approximately 35% of ProCentury s production was property related. Property classes include fire and allied lines, non-liability portions of commercial multi-peril, and inland and ocean marine. Our property business has an inherently short tail, but has exposure to catastrophe perils. The majority of the property business has limits of less than $2.0 million. Through the use of treaty, automatic facultative and certificate facultative reinsurance, we retain the first $1.0 million of each risk up to $4.0 million for any one loss occurrence. We attempt to minimize catastrophic risk through reinsurance and geographic diversification. We write a limited amount of property coverage for the peril of wind on fixed properties in Florida, counties along the Gulf of Mexico and in states along the eastern seaboard.

Overall, we had growth in new business from programs implemented in 2008 and 2009. The increase in premium volume in lines other than workers compensation has been driven by new programs we have implemented with both existing and new program agents, all of which have a history of profitability and for which we believe we are receiving adequate pricing to produce our targeted return on equity. Rates in other lines of business declined by only less than 1% and our excess and surplus lines rates were down by approximately 4%. While the market for excess and surplus lines remained competitive in 2009, our Century operations traditional business production was only down slightly.

A.M. Best Company (A.M. Best), which rates insurance companies based on factors of concern to policyholders, maintains a letter scale rating system ranging from A++ (Superior) to F (In Liquidation). In evaluating a company s financial and operating performance, A.M. Best reviews the company s profitability, leverage and liquidity, as well as its book of business, the adequacy and soundness of its reinsurance, the quality and estimated market value of its assets, the adequacy of its loss and loss expense reserves, the adequacy of its surplus, its capital structure, the experience and competence of its management and its market presence. A.M. Best ratings are directed toward the concerns of policyholders and insurance agencies and are not intended for the protection of investors or as a recommendation to buy, hold or sell securities. Currently our financial strength rating by A.M. Best for our Insurance Company Subsidiaries is an A− (Excellent) rating.

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Reserves

The following table shows the development of reserves for unpaid losses and loss adjustment expenses (LAE) from 2000 through 2009 for our Insurance Company Subsidiaries, and the deconsolidation impact of American Indemnity. Development on the ProCentury acquired reserves is not included for the years prior to 2008, which was the year of the Merger. The lower portion of the table reflects the impact of reinsurance for the years 2000 through 2009, reconciling the net reserves shown in the upper portion of the table to gross reserves.

Additional information relating to our reserves is included within the *Losses and Loss Adjustment Expenses and Reinsurance Recoverables* section of Note 1 *Summary of Significant Accounting Policies* and Note 5 *Liability for Losses and Loss Adjustment Expenses* of the Notes to the Consolidated Financial Statements, as well as to the *Critical Accounting Policies* section and the *Reserves* section of Item 7, *Management s Discussion and Analysis*.

Analysis of Loss and Loss Adjustment Expense Development (1)

				Years Ended December 31,				
2000	**2001**	**2002**	**2003**	**2004**	**2005**	**2006**	**2007**	**200**
				(In thousands)				
$ 172,862	$ 198,653	$ 193,116	$ 192,019	$ 226,996	$ 271,423	$ 302,655	$ 341,541	$ 625,
(3,744)	(5,572)	(2,973)	(2,989)					
$ 169,118	$ 193,081	$ 190,143	$ 189,030	$ 226,996	$ 271,423	$ 302,655	$ 341,541	$ 625,
70,952	77,038	78,023	71,427	79,056	83,271	81,779	95,393	173,
115,669	130,816	122,180	118,729	124,685	133,809	140,308	155,745	
146,548	157,663	151,720	145,279	153,780	170,226	207,227		
160,673	176,172	167,288	159,220	171,946	210,110			
171,992	186,847	174,778	169,980	195,328				
179,010	191,936	180,489	184,663					
182,954	196,486	190,133						
186,198	204,386							
192,782								
182,976	199,171	193,532	193,559	231,880	268,704	295,563	330,416	596,
186,191	205,017	196,448	203,394	227,462	263,069	286,647	327,862	
189,632	207,379	202,126	205,650	226,437	261,319	283,583		
190,305	211,394	203,738	202,748	226,492	260,373			

196,158	213,802	202,028	202,716	229,746				
199,520	212,274	201,786	203,727					
198,500	212,292	201,355						
198,670	211,550							
198,481								
$ (29,363)	**$ (18,469)**	**$ (11,212)**	**$ (14,697)**	**$ (2,750)**	**$ 11,050**	**$ 19,072**	**$ 13,679**	**$ 28,**
17.4%	9.6%	5.9%	7.8%	1.2%	**4.1%**	**6.3%**	**4.0%**	
169,118	**193,081**	**190,143**	**189,030**	**226,996**	**271,423**	**302,655**	**341,541**	**625,**
168,962	195,943	181,817	147,446	151,161	187,254	198,422	198,461	260,
338,080	389,024	371,960	336,476	378,157	458,677	501,077	540,002	885,
198,481	**211,550**	**201,355**	**203,727**	**229,746**	**260,373**	**283,583**	**327,862**	**596,**
262,111	287,474	257,730	246,445	206,281	210,880	207,605	208,825	256,
460,592	499,024	459,085	450,172	436,027	471,253	491,188	536,687	853,
$ (122,512)	$ (110,000)	$ (87,125)	$ (113,696)	$ (57,870)	$ (12,576)	$ 9,889	$ 3,315	$ 32,

(1) We performed an evaluation of our business relationships and determined our wholly owned subsidiary, American Indemnity, did not meet the tests for consolidation, as neither us, nor our subsidiary Star, are the primary beneficiaries of American Indemnity. Therefore,

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effective January 1, 2004, we deconsolidated American Indemnity on a prospective basis in accordance with related accounting guidance. Accordingly, we adjusted the reserves and development within the above table.

The following table sets forth the difference between generally accepted accounting principles (GAAP) reserves for loss and loss adjustment expenses and statutory reserves for loss and loss adjustment expenses at December 31 (in thousands):

	2009	2008
GAAP reserves for losses and LAE	$ 949,177	$ 885,697
Reinsurance recoverables for unpaid losses	(266,801)	(260,366)
Allowances against reinsurance recoverables*		(481)
Statutory reserves for losses and LAE	$ 682,376	$ 624,850

* The GAAP allowance for reinsurance recoverables is reported as a Schedule F penalty or a non-admitted asset for the purpose of statutory accounting.

For the year ended December 31, 2009, we reported a decrease of $32.2 million in gross ultimate loss estimates for accident years 2008 and prior, or 3.6% of $885.7 million of gross loss and LAE reserves at January 1, 2009. We reported a $28.7 million decrease in net ultimate loss and LAE estimates for accident years 2008 and prior, or 4.6% of $625.3 million of net loss and LAE reserves at January 1, 2009.

For the year ended December 31, 2008, we reported a decrease of $103,000 in gross ultimate loss estimates for accident years 2007 and prior, or 0.02% of $540.0 million of gross losses and LAE reserves at January 1, 2008. The gross development excludes development on ProCentury reserves acquired on August 1, 2008. We reported an $11.1 million decrease in net ultimate loss and LAE estimates for accident years 2007 and prior, or 3.3% of $341.5 million of Meadowbrook only net loss and LAE reserves at January 1, 2008, because the table reflects reserves as of January 1, 2008, which was pre-Merger. The ProCentury acquired reserves of $247.7 million had prior year favorable development of $5.7 million. Thus, total net development on prior accident year reserves is $16.8 million.

Reinsurance

Information relating to our reinsurance structure and treaty information is included within Note 6 *Reinsurance* of the Notes to the Consolidated Financial Statements.

Investments

Information relating to our investment portfolio is included within Note 3 *Investments* of the Notes to the Consolidated Financial Statements and the *Investments* section of Item 7, *Management s Discussion and Analysis*, as well as Item 7A *Quantitative and Qualitative Disclosures about Market Risk.*

Competition and Pricing

We compete with other providers of specialty insurance programs, products, and risk management services, as well as, with traditional providers of commercial insurance. Both the specialty program segment and the traditional property and casualty insurance markets are highly competitive. Our specialty programs, products and services compete with products and services offered by insurance companies, other providers of insurance services (including domestic and foreign insurers and reinsurers and insurance agents), as well as with self-insurance plans, captives managed by others, and a variety of other risk-financing vehicles and mechanisms. These competitive products are offered by other companies that may have greater financial resources than we do. Our agency operations compete with other local, regional, and national insurance agencies for individual client insurance needs.

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The market for specialty insurance programs, products and services is significantly influenced by market conditions affecting the traditional property and casualty insurance industry. Insurance market conditions historically have been subject to significant variability due to premium rate competition, natural disasters and other catastrophic events, judicial trends, changes in the investment and interest rate environment, regulation, general economic conditions, and unemployment rates. Pricing is a primary means of competition in the commercial insurance market. Competition is also based on the availability and quality of products, quality and speed of service (including claims service), financial strength, ratings, distribution systems and technical expertise. The primary basis for competition among risk management providers varies with the financial and insurance needs and resources of each potential insured. Principal factors that are considered by insureds include an analysis of the net present-value (after-tax) of the cost of financing the insured s expected level of losses; the amount of excess coverage provided in the event losses exceed expected levels; cash flow and tax planning considerations; and the expected quality and consistency of the services to be provided. We believe that we are able to compete based on our experience, the quality of our products and services, our processing technology platforms, and our program-oriented approach. However, our ability to successfully compete is dependent upon a number of factors, including market and competitive conditions, many of which are outside of our control.

Regulation

Insurance Company Regulation

Our Insurance Company Subsidiaries are subject to regulation in the states where they conduct business. State insurance regulations generally are designed to protect the interests of policyholders, state insurance consumers or claimants rather than shareholders or other investors. The nature and extent of such state regulation varies by jurisdiction, but generally involves:

- prior approval of the acquisition of control of an insurance company or of any company controlling an insurance company;
- regulation of certain transactions entered into by an insurance company with any of its affiliates;
- approval of premium rates, forms and policies used for many lines of insurance;
- standards of solvency and minimum amounts of capital and surplus that must be maintained;
- establishment of reserves required to be maintained for unearned premium, loss and loss adjustment expense, or for other purposes;
- limitations on types and amounts of investments;
- underwriting and claims settlement practices;
- restrictions on the size of risks that may be insured by a single company;
- licensing of insurers and agents;
- deposits of securities for the benefit of policyholders; and

the filing of periodic reports with respect to financial condition and other matters.

In addition, state regulatory examiners perform periodic examinations of insurance companies. The results of these examinations can give rise to regulatory orders requiring remedial, injunctive or other corrective action.

Insurance Holding Company Regulation

We operate as an insurance holding company system and are subject to regulation in the jurisdictions in which we conduct business. These regulations require that each insurance company in the system register with

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the insurance department of its state of domicile and furnish information concerning the operations of companies within the holding company system that may materially affect the operations, management or financial condition of the insurers within the system domiciled in that state. The insurance laws similarly provide that all transactions among members of a holding company system must be fair and reasonable. Transactions between insurance subsidiaries and their parents and affiliates generally must be disclosed to the state regulators, and prior approval of the applicable state insurance regulator generally is required for any material or extraordinary transaction. In addition, a change of control of a domestic insurer or of any controlling person requires the prior approval of the state insurance regulator. Generally, any person who acquires ten percent or more of the outstanding voting securities of the insurer or its parent company is presumed to have acquired control of the domestic insurer.

Various State and Federal Regulation

Insurance companies are also affected by a variety of state and federal legislative and regulatory measures and judicial decisions that define and extend the risks and benefits for which insurance is sought and provided. These include redefinition of risk exposure in areas such as product liability, environmental damage, and workers compensation. In addition, individual state insurance departments may prevent premium rates for some classes of insureds from reflecting the level of risk assumed by the insurer for those classes. Such developments may adversely affect the profitability of various lines of insurance. In some cases, these adverse effects on profitability can be minimized through repricing, if permitted by applicable regulations, of coverages or limitations or cessation of the affected business.

Reinsurance Intermediary

Our reinsurance intermediary is also subject to regulation. Under applicable regulations, the intermediary is responsible, as a fiduciary, for funds received on account of the parties to the reinsurance transaction and is required to hold such funds in appropriate bank accounts subject to restrictions on withdrawals and prohibitions on commingling.

Licensing and Agency Contracts

We, or certain of our designated employees, must be licensed to act as agents by state regulatory authorities in the states in which we conduct business. Regulations and licensing laws vary in individual states and are often complex.

Insurance licenses are issued by state insurance regulators upon application and may be of perpetual duration or may require periodic renewal. We must apply for and obtain appropriate new licenses before we can expand into a new state on an admitted basis or offer new lines of insurance that require separate or additional licensing.

Insurers operating on an admitted basis must file premium rate schedules and policy or coverage forms for review and approval by the insurance regulators. In many states, rates and policy forms must be approved prior to use, and insurance regulators have broad discretion in judging whether an insurer s rates are adequate, not excessive and not unfairly discriminatory.

The applicable licensing laws and regulations in all states are subject to amendment or reinterpretation by state regulatory authorities, and such authorities are vested in most cases with relatively broad discretion as to the granting, revocation, suspension and renewal of licenses. The possibility exists that we, or our employees, could be excluded, or temporarily suspended, from continuing with some or all of our activities in, or otherwise subjected to penalties by, a particular state.

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Insurance Regulation Concerning Change or Acquisition of Control

Star, Williamsburg, and Ameritrust are domestic property and casualty insurance companies organized under the insurance laws (the Insurance Codes) of Michigan, while Savers, Century, PIC, and Propic are organized under the Insurance Codes of Missouri, Ohio, Texas, and Washington D.C., respectively. The Insurance Codes provide that acquisition or change of control of a domestic insurer or of any person that controls a domestic insurer cannot be consummated without the prior approval of the relevant insurance regulatory authority. A person seeking to acquire control, directly or indirectly, of a domestic insurance company or of any person controlling a domestic insurance company must generally file with the relevant insurance regulatory authority an application for change of control (commonly known as a Form A) containing information required by statute and published regulations and provide a copy of such Form A to the domestic insurer. In Michigan and Missouri, control is generally presumed to exist if any person, directly or indirectly, owns, controls, holds with the power to vote or holds proxies representing ten percent or more of the voting securities of the company.

In addition, many state insurance regulatory laws contain provisions that require pre-notification to state agencies of a change in control of a non-domestic admitted insurance company in that state. While such pre-notification statutes do not authorize the state agency to disapprove the change of control, such statutes do authorize issuance of a cease and desist order with respect to the non-domestic admitted insurer if certain conditions exist, such as undue market concentration.

Any future transactions that would constitute a change in control would also generally require prior approval by the Insurance Departments of Michigan, Missouri, Ohio, Texas, and Washington D.C. and would require pre-acquisition notification in those states that have adopted pre-acquisition notification provisions and in which the insurers are admitted. Such requirements may deter, delay or prevent certain transactions that could be advantageous to our shareholders.

Membership in Insolvency Funds and Associations and Mandatory Pools

Most states require admitted property and casualty insurers to become members of insolvency funds or associations, which generally protect policyholders against the insolvency of such insurers. Members of the fund or association must contribute to the payment of certain claims made against insolvent insurers. Maximum contributions required by law in any one year vary between 1% and 2% of annual premium written by a member in that state. For 2009, 2008, and 2007, assessments from insolvency funds were $491,000, $196,000, and $156,000, respectively. Most of these payments are recoverable through future policy surcharges and premium tax reductions. Except for New Jersey, business written on a surplus lines basis is not subject to state guaranty fund assessments.

Our Insurance Company Subsidiaries are also required to participate in various mandatory insurance facilities or in funding mandatory pools, which are generally designed to provide insurance coverage for consumers who are unable to obtain insurance in the voluntary insurance market. Among the pools participated in are those established in certain states to provide windstorm and other similar types of property coverage. These pools typically require all companies writing applicable lines of insurance in the state for which the pool has been established to fund deficiencies experienced by the pool based upon each company s relative premium writings in that state, with any excess funding typically distributed to the participating companies on the same basis. To the extent that reinsurance treaties do not cover these assessments, they may adversely affect us. For 2009, 2008, and 2007, total assessments paid to all such facilities were $2.7 million, $2.4 million, and $2.6 million, respectively.

Restrictions on Dividends and Risk-Based Capital

For information on Restrictions on Dividends and Risk-based Capital which affect us please refer to Note 10 *Regulatory Matters and Rating Issues* of the Notes to the Consolidated Financial Statements and the *Regulatory and Rating Issues* section within Item 7, *Management s Discussion and Analysis*.

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NAIC-IRIS Ratios

The National Association of Insurance Commissioners (NAIC) Insurance Regulatory Information System (IRIS) was developed by a committee of state insurance regulators and is primarily intended to assist state insurance departments in executing their statutory mandates to oversee the financial condition of insurance companies operating in their respective states. IRIS identifies thirteen industry ratios and specifies usual values for each ratio. Departure from the usual values on four or more ratios generally leads to inquiries or possible further review from individual state insurance commissioners. Refer to the *Regulatory and Rating Issues* section of Item 7, *Management s Discussion and Analysis*.

Effect of Federal Legislation

The Terrorism Risk Insurance Act of 2002 (TRIA) established a program under which the United States federal government will provide governmental support for businesses that suffer damages from certain acts of international terrorism. In 2007, TRIA was extended through December 31, 2014. The terms of the legislation enacted now also include domestic terrorist acts. TRIA serves as an additional high layer of reinsurance against losses that may arise from a terrorist incident. The impact to us resulting from TRIA is minimal as we generally do not underwrite risks that are considered targets for terrorism, avoid concentration of exposures in both property and workers compensation, and have terrorism coverage included in our reinsurance treaties to cover the most likely exposure.

Update on SEC Investigation

On April 2, 2008, the United States Securities and Exchange Commission (SEC) requested that ProCentury voluntarily provide information relating to its construction defect reserves for the fiscal years 2003 through 2006. ProCentury produced information and related documents in response to this request and follow-up requests, as well as executed tolling agreements. On August 10, 2009, the SEC notified in writing the Company, Century and certain of Century s current and former officers that it had completed its investigation and that it did not intend to recommend the filing of any enforcement action.

Available Information

Our Internet address is www.meadowbrook.com. There we make available, free of charge, our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, Statements of Beneficial Ownership (Forms 3, 4, and 5), and any amendments to those reports, as soon as reasonably practicable after we electronically file such material with, or furnish to, the SEC. You may read and copy materials we file with the SEC at the SEC s Public Reference Room at 100 F Street, N.E., Washington D.C., 20549. You may obtain information about the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. In addition, the SEC maintains an Internet site that contains reports, proxy statements, and other information that we file at www.sec.gov. Our SEC reports can also be accessed through the investor relations section of our website. The information found on our website is not part of this or any other report we file with, or furnished to the SEC. The Charters of the Nominating and Governance Committee, the Compensation Committee, the Audit Committee, the Finance Committee, and the Investment Committee of our Board of Directors are also available on our website, or available in print to any shareholder who requests this information. In addition, our Corporate Governance documents, Code of Conduct, and our Business Conduct Policy are available on our website, or in print to any shareholder who requests this information.

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ITEM 1A. ***RISK FACTORS***

If our estimates of reserves for losses and loss adjustment expenses are not adequate, we will have to increase our reserves, which would result in reductions in net income, retained earnings, statutory surplus, liquidity, and may limit our ability to pay future dividends and service debt.

We establish reserves for losses and expenses related to the adjustment of losses for the insurance policies we write. In many cases, several years may elapse between the occurrence of an insured loss, the reporting of the loss to us and our payment of the loss. We determine the amount of these reserves based on our best estimate and judgment of the losses and costs we will incur on existing insurance policies. While we believe our reserves are adequate, we base these reserves on assumptions about past and future events. The following factors could have a substantial impact on our future loss experience:

- the amounts of claims settlements and awards;
- claims development patterns;
- legislative and judicial activity;
- changes in inflation and economic conditions; and
- the accuracy and timely reporting of claim information.

Actual losses and the costs we incur related to the adjustment of losses under insurance policies could exceed, perhaps substantially, the amount of reserves we establish. When we increase reserves, our pre-tax income for the period will decrease by a corresponding amount. An increase in reserves may also require us to write off a portion of our deferred acquisition costs asset, which would cause a further reduction of pre-tax income in that period.

If our financial strength ratings are reduced, we may be adversely impacted.

Insurance companies are subject to financial strength ratings produced by external rating agencies. Higher ratings generally indicate greater financial stability and a stronger ability to pay claims. Ratings are assigned by rating agencies to insurers based upon factors they believe are important to policyholders. Ratings are not recommendations to buy, hold, or sell our securities.

Our ability to write business is most influenced by our rating from A.M. Best. A.M. Best ratings are designed to assess an insurer s financial strength and ability to meet continuing obligations to policyholders. Currently, our financial strength rating from A.M. Best is A− (Excellent) for our Insurance Company Subsidiaries. There can be no assurance that A.M. Best will not change this rating in the future. A rating downgrade from A.M. Best could materially adversely affect the business we write and our results of operations.

If market conditions cause our reinsurance to be more costly or unavailable, we may be required to bear increased risks or reduce the level of our underwriting commitments.

As part of our overall risk and capacity management strategy, we purchase reinsurance for significant amounts of risk underwritten by our Insurance Company Subsidiaries, especially for the excess-of-loss and severity risks. Market conditions beyond our control determine the availability and cost of the reinsurance we purchase, which may affect the level of our business and profitability. Our reinsurance facilities are generally subject to annual renewal. We may be unable to maintain our current reinsurance facilities or to obtain other reinsurance in adequate amounts and at favorable rates. Increases in the cost of reinsurance would adversely affect our profitability. In addition, if we are unable to renew our expiring facilities or to obtain new reinsurance on favorable terms, either our net exposure to risk would increase or, if we are unwilling to bear an increase in net risk exposures, we would have to reduce the amount of risk we underwrite.

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The current economic downturn and continuing volatility in the financial market could materially and adversely affect our business.

In 2008 and 2009, the capital and credit markets experienced unprecedented volatility. While economic conditions have recently improved, this trend may not continue and therefore, there can be no assurance that we will not experience an adverse effect, which may have a material impact on our overall financial condition and results of operations.

We are subject to credit risk with respect to the obligations of our reinsurers and risk-sharing partners. The inability of our reinsurers or risk-sharing partners to meet their obligations could adversely affect our profitability.

We purchase reinsurance by transferring part of the risk we have assumed (known as ceding) to a reinsurance company in exchange for part of the premium we receive in connection with the risk under pro rata and excess-of-loss contracts. These reinsurance arrangements diversify our business and reduce our exposure to large losses or from hazards of an unusual nature. Although reinsurance makes the reinsurer liable to us to the extent the risk is transferred, the ceding of insurance does not discharge us of our primary liability to our policyholder. If all or any of the reinsuring companies fail to pay or pay on a timely basis, we would be liable for such defaulted amounts. Therefore, we are subject to credit risk with respect to the obligations of our reinsurers. If our reinsurers fail to pay us or fail to pay on a timely basis, our financial results and financial condition could be adversely affected. In order to minimize our exposure to significant losses from reinsurer insolvencies, we evaluate the financial condition of our reinsurers and monitor the economic characteristics of the reinsurers on an ongoing basis and, if appropriate, we may require trust agreements to collateralize the reinsurers financial obligation to us.

In addition, with our risk-sharing programs, we are subject to credit risk with respect to the payment of claims by our clients captive, rent-a-captive, large deductible programs and indemnification agreements, as well as on the portion of risk either ceded to captives or retained by our clients. The capitalization and creditworthiness of prospective risk-sharing partners is one of the factors we consider upon entering into and renewing risk-sharing programs. Generally, we collateralize balances due from our risk-sharing partners through funds withheld trusts or stand-by letters of credit issued by highly rated banks. No assurance can be given regarding the future ability of any of our risk-sharing partners to meet their obligations. The inability of our risk-sharing partners to meet their obligations could adversely affect our profitability.

Severe weather conditions and other catastrophes may result in an increase in the number and amount of claims incurred.

The majority of our property business is exposed to the risk of severe weather conditions and other catastrophes. Catastrophes can be caused by various events, including natural events, such as hurricanes, winter weather, tornadoes, windstorms, earthquakes, hailstorms, severe thunderstorms and fires, and other events, such as explosions, terrorist attacks and riots. The incidence and severity of catastrophes and severe weather conditions are inherently unpredictable. Severe weather conditions and catastrophes can cause losses in the lines of business acquired with the Merger. Generally these losses result in an increase in the number of claims incurred as well as the amount of compensation sought by claimants. In 2008, we recorded $5.4 million of net after tax losses related to catastrophe losses. In 2009, we did not have any catastrophic related losses. Currently, we purchase catastrophe reinsurance to cover for a potential catastrophe. However, it is possible that a catastrophic event or multiple catastrophic events could cause our loss and loss adjustment expense reserves to increase and our liquidity and financial condition to decline. Refer to Note 6 *Reinsurance* for a detailed description of our reinsurance treaties and structure.

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We face competitive pressures in our business that could cause our revenues to decline and adversely affect our profitability.

We compete with a large number of other companies in our selected lines of business. We compete, and will continue to compete, with major United States, foreign and other regional insurers, as well as mutual companies, specialty insurance companies, underwriting agencies and diversified financial services companies. Many of our competitors have greater financial and marketing resources than we do. Our profitability could be adversely affected if we lose business or any of our agents to competitors offering similar or better products at or below our prices.

A number of new, proposed or potential legislative or industry developments could further increase competition in our industry. These developments include:

the formation of new insurers and an influx of new capital in the marketplace as existing companies attempt to expand their business as a result of better pricing and/or terms;

programs in which state-sponsored entities provide property insurance in catastrophe-prone areas, other alternative market types of coverage; or other non-property insurance and

changing practices created by the Internet, which has increased competition within the insurance business.

These developments could make the property and casualty insurance marketplace more competitive by increasing the supply of insurance capacity. In that event, the current market softens further, and it may negatively influence our ability to maintain or increase rates. Accordingly, these developments could have an adverse effect on our business, financial condition and results of operations.

Our results may fluctuate as a result of many factors, including cyclical changes in the insurance industry.

The results of companies in the property and casualty insurance industry historically have been subject to significant fluctuations and uncertainties. Our industry s profitability can be affected by:

rising levels of actual costs that are not known by companies at the time they price their products;

volatile and unpredictable developments, including man-made, weather-related and other natural catastrophes or terrorist attacks;

changes in loss reserves resulting from the general claims and legal environments as different types of claims arise and judicial interpretations relating to the scope of insurer s liability develop;

fluctuations in interest rates, inflationary pressures and other changes in the investment environment, which affect returns on invested assets and may impact the ultimate payout of losses; and

an increase in medical costs beyond historic or expected annual inflationary levels.

The demand for property and casualty insurance can also vary significantly, rising as the overall level of economic activity increases and falling as that activity decreases. The property and casualty insurance industry historically is cyclical in nature, with periods of reduced underwriting capacity and favorable premium rates alternating with periods of excess underwriting capacity and flat or falling premium rates. These fluctuations in demand and supply could produce underwriting results that would have a negative impact on our financial condition and results of operations.

Our geographic concentration ties our performance to the business, economic, natural perils, man made perils, and regulatory conditions within our concentrated regions.

One of our predominate lines of business is workers compensation (30.4% of net earned premiums in 2009), which is concentrated in California (35.7% of 2009 workers compensation net earned premiums) and

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New England (13.9% of 2009 workers compensation net earned premiums). Accordingly, unfavorable business, economic or regulatory conditions in these states could negatively impact our business. In addition, California and some of the New England states are exposed to climate and environmental changes, natural perils such as earthquakes, water supplies, and the possibility of pandemics or terrorist acts. Accordingly, we could suffer losses as a result of catastrophic events in these states. In addition, general economic conditions affecting these regions could have an adverse effect on the business we write within these states. Because our business is concentrated in this manner, we may be exposed to economic and regulatory risks or risk from natural perils that are greater than the risks associated with greater geographic diversification. Refer to Note 6 *Reinsurance* for further information regarding our reinsurance structure related to workers compensation business.

Our success depends on our ability to appropriately price the risks we underwrite.

Our financial results depend on our ability to underwrite and collect adequate premium rates for a wide variety of risks. Rate adequacy is necessary to generate sufficient premiums to pay losses, loss expenses and underwriting expenses and to earn a profit. In order to price our products accurately, we must collect and properly analyze a substantial amount of data, develop, test and apply appropriate rating formulas, closely monitor and timely recognize changes in trends and project both severity and frequency of losses with reasonable accuracy. Our ability to undertake these efforts successfully and price our products accurately is subject to a number of risks and uncertainties, some of which are outside our control. These uncertainties include:

- the availability of sufficient reliable data and our ability to properly analyze available data;
- the uncertainties that inherently characterize estimates and assumptions;
- the selection and application of appropriate rating and pricing techniques;
- any changes in legal standards, claim settlement practices, medical care expenses and restoration costs;
- changes in mandated rates or benefits set by the state regulators; and
- legislative actions.

Consequently, we could underprice risks, which would negatively affect our profit margins, or we could overprice risks, which could reduce our sales volume and competitiveness. In either event, our profitability could be materially and adversely affected.

The failure of any of the loss limitation methods we employ could have a material adverse effect on our results of operations and financial condition.

We seek to limit our loss exposure by writing a number of our insurance and reinsurance contracts on an excess-of-loss basis. Excess-of-loss insurance and reinsurance indemnifies the insured against losses in excess of a specified amount. In addition, we limit program size for each client and purchase third-party reinsurance for our own account. In the case of our assumed proportional reinsurance treaties, we seek per occurrence limitations or loss and loss adjustment expense ratio caps to limit the impact of losses ceded by the client. In proportional reinsurance, the reinsurer shares a proportional part of the premiums and losses of the reinsured. We also seek to limit our loss exposure by geographic diversification. Various provisions of our policies, such as limitations or exclusions from coverage or choice of forum negotiated to limit our risks, may not be enforceable in the manner we intend. As a result, one or more catastrophic or other events could result in claims that substantially exceed our expectations, which could have an adverse effect on our results of operations or financial condition. Likewise, for catastrophe events and for per risk events we buy a limited amount of reinsurance coverage that we believe is adequate to reimburse for our large losses with a very high degree of probability, should the unlikely event occur that exceeds our reinsurance coverage then the amounts in excess of our reinsurance coverage could adversely impact our financial condition or results of operations.

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Our investment results and, therefore, our financial condition may be impacted by changes in the business, financial condition or operating results of the entities in which we invest, as well as changes in government monetary policies, general economic conditions and overall capital market conditions, all of which impact interest rates.

Our results of operations depend, in part, on the performance of our investments. Interest rates are highly sensitive to many factors, including governmental monetary policies and domestic and international economic and political conditions. Fluctuations in interest rates affect our returns on and the fair value of our fixed-maturity and equity securities. In addition, market volatility can make it difficult to value certain of our securities if trading becomes less frequent. Interest rates in the United States are currently at historical lows. Increases in interest rates may reduce the fair value of our investments in available for sale fixed-maturity and equity securities. In addition, defaults by third parties who fail to pay or perform obligations could reduce our investment income and could result in further investment losses in our portfolio.

Our fixed-maturity and equity investments are subject to:

credit risk, which is the risk that our investments will decrease in value due to unfavorable changes in the financial prospects or a downgrade in the credit rating of an entity in which we have invested;

equity price risk, which is the risk that we will incur economic loss due to a decline in common or preferred stock or bond mutual fund share prices; and

interest rate risk, which is the risk that our investments may decrease in value due to increases in interest rates.

Our fixed-maturity investment portfolio includes mortgage-backed and other asset-backed securities. As with other fixed-maturity investments, the fair value of these securities fluctuates depending on market and other general economic conditions and the interest rate environment. Changes in interest rates can expose us to prepayment risks on these investments. When interest rates fall, mortgage-backed securities are prepaid more quickly than expected and the holder must reinvest the proceeds at lower interest rates. Our mortgage-backed securities currently consist of securities with features that reduce the risk of prepayment, but there is no guarantee that we will not invest in other mortgage-backed securities that lack this protection. In periods of increasing interest rates, mortgage-backed securities are prepaid more slowly, which may require us to receive interest payments that are below the prevailing interest rates for longer than expected.

Our investment portfolio also includes equity securities. These investments are in preferred and common stocks of individual companies, which are subject to economic loss from the decline in preferred and common share prices. As a result, the fair value of these investments will be determined by the specific financial prospects of these individual companies, as well as the equity markets in general.

As of the result of the risks described above, the value of our investment portfolio could decrease, we could experience reduced net investment income, and we could incur realized investment losses, which could adversely affect our results of operations, financial condition, cash flows, and liquidity.

We could be forced to sell investments to meet our liquidity requirements.

We believe we maintain adequate amounts of cash and short-term investments to pay claims, and do not expect to have to sell securities prematurely for such purposes. We may, however, decide to sell securities as a result of changes in interest rates, credit quality, the rate or repayment or other similar factors. A significant increase in market interest rates could result in a situation in which we are required to sell securities at depressed prices to fund claims payments. Since the securities within our investment portfolio are carried at fair value, we expect these securities would be sold with no material impact on our net equity, although it could result in net realized losses. If these securities are sold, future net investment income may be reduced if we are unable to reinvest in securities with similar yields.

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If our businesses do not perform well, we may be required to recognize an impairment of our goodwill, which could have a material adverse effect on our results of operations and financial condition.

Goodwill represents the excess of the amounts we paid to acquire subsidiaries and other businesses over the fair value of their net assets at the date of acquisition. We evaluate existing goodwill for impairment on an annual basis as of October 1st, or more frequently if events or changes in circumstances indicate that the asset might be impaired. Goodwill impairment is performed at the reporting unit level. To test goodwill for impairment, we are required to estimate the fair value of each reporting unit. Since quoted market prices in an active market are not available for our reporting units, other valuation techniques are used. We have developed a model to estimate the fair value of our reporting units utilizing a discounted cash flow valuation technique (DCF model). A DCF model is selected to be comparable to what would be used by market participants to estimate fair value. The impairment test incorporates estimates of future cash flows; allocations of certain assets, liabilities and cash flows among reporting units; future growth rates; terminal value amounts; and the applicable weighted-average cost of capital used to discount those estimated cash flows. These estimates are based on our judgment. If it is determined that the goodwill has been impaired, we would be required to write down the goodwill by the amount of the impairment, with a corresponding charge to net income. Such impairments could have a material adverse effect on our results of operations or financial position.

Acquisitions and integration of acquired businesses may result in operating difficulties, which may prevent us from achieving the expected benefits.

At times, we may investigate and pursue acquisition opportunities if we believe such opportunities are consistent with our long-term objectives and that the expected benefits exceed the risks. Achieving such benefits is subject to a number of uncertainties, including whether the combined businesses are integrated in an efficient and effective manner, as well as general competitive factors in the marketplace. We conduct due diligence, however, the process of integrating an acquired company or business can potentially be complex and costly. Sometimes we can be confronted with unexpected issues that may present significant risks, which could materially impact our business, financial condition, results of operations, and cash flows. In addition, we could potentially pay more for an acquisition than its actual worth, which could materially impact our financial condition, results of operations, and cash flows.

Because we are heavily regulated by the states in which we operate, we may be limited in the way we operate.

We are subject to extensive supervision and regulation in the states in which we operate. The supervision and regulation relate to numerous aspects of our business and financial condition. The primary purpose of the supervision and regulation is to maintain compliance with insurance regulations and to protect policyholders and not our shareholders. The extent of regulation varies, but generally is governed by state statutes. These statutes delegate regulatory, supervisory and administrative authority to state insurance departments. This system of regulation covers, among other things:

- standards of solvency, including risk-based capital measurements;
- restrictions on the nature, quality and concentration of investments;
- restrictions on the types of terms that we can include in the insurance policies we offer;
- required methods of accounting;

required reserves for unearned premiums, losses and other purposes;

permissible underwriting and claims settlement practices; and

assessments for the provision of funds necessary for the settlement of covered claims under certain insurance policies provided by impaired, insolvent or failed insurance companies.

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The regulations of the state insurance departments may affect the cost or demand for our products and may impede us from obtaining rate increases or taking other actions we might wish to take to increase our profitability. Furthermore, we may be unable to maintain all required licenses and approvals and our business may not fully comply with the wide variety of applicable laws and regulations or the relevant authority s interpretation of the laws and regulations. Also, regulatory authorities have relatively broad discretion to grant, renew or revoke licenses and approvals. If we do not have the requisite licenses and approvals or do not comply with applicable regulatory requirements, the insurance regulatory authorities could stop or temporarily suspend us from conducting some or all of our activities or monetarily penalize us.

Although the United States federal government does not directly regulate the insurance business, changes in federal legislation, regulation, and / or administrative policies in several areas, including changes in financial services regulation (e.g.; the repeal of the McCarran-Ferguson Act) and federal taxation, can significantly harm the insurance industry.

Litigation may have an adverse effect on our business

We are subject at times to various claims, lawsuits and proceedings relating principally to alleged errors or omissions in the placement of insurance, claims administration, consulting services and other business transactions arising in the ordinary course of business. Where appropriate, we vigorously defend such claims, lawsuits and proceedings. Some of these claims, lawsuits and proceedings seek damages, including consequential, exemplary or punitive damages, in amounts that could, if awarded, be significant. Most of the claims, lawsuits and proceedings arising in the ordinary course of business are covered by the policy at issue, errors and omissions insurance or other appropriate insurance. In terms of deductibles associated with such insurance, we have established provisions against these items, which are believed to be adequate in light of current information and legal advice. With the assistance of outside counsel, we adjust such provisions according to new developments or changes in the strategy in dealing with such matters. On the basis of current information, we do not expect the outcome of the claims, lawsuits and proceedings to which we are subject to, either individually, or in the aggregate, will have a material adverse effect on our financial condition. However, it is possible that future results of operations or cash flows for any particular quarter or annual period could be materially affected by an unfavorable resolution of any such matters.

Our reliance on producers subjects us to their credit risk.

With respect to our agency billed premiums generated by our Insurance Company Subsidiaries, producers collect premiums from the policyholders and forward them to us. In certain jurisdictions, when the insured pays premium for these policies to producers for payment, the premium might be considered to have been paid under applicable insurance laws and the insured will no longer be liable to us for those amounts, whether or not we have actually received the premium from the producer. Consequently, we assume a degree of credit risk associated with producers. Although producers failures to remit premiums to us have not caused a material adverse impact on us to date, there may be instances where producers collect premium but do not remit it to us and we may be required under applicable law to provide the coverage set forth in the policy despite the actual lack of collection of the premium by us. Current economic conditions arising since 2008 have increased the risk of agent insolvency. Because the possibility of these events is dependent in large part upon the financial condition and internal operations of our producers, we may not be able to quantify any potential exposure presented by the risk. If we are unable to collect premium from our producers in the future, our financial condition and results of operations could be materially and adversely affected.

Provisions of the Michigan Business Corporation Act, our articles of incorporation and other corporate governing documents and the insurance laws of Michigan and Missouri may discourage takeover attempts.

The Michigan Business Corporation Act contains anti-takeover provisions. Chapter 7A (the Fair Price Act) of the Business Corporation Act applies to us and may have an anti-takeover effect and may delay, defer

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or prevent a tender offer or takeover attempt that a shareholder might consider in their best interest, including those attempts that might result in shareholders receiving a premium over market price for their shares.

The Fair Price Act provides that a supermajority vote of ninety percent of the shareholders and no less than two-thirds of the votes of non interested shareholders must approve a business combination. The Fair Price Act defines a business combination to encompass any merger, consolidation, share exchange, sale of assets, stock issue, liquidation, or reclassification of securities involving an interested shareholder or certain affiliates. An interested shareholder is generally any person who owns ten percent or more of the outstanding voting shares of the company. An affiliate is a person who directly or indirectly controls, is controlled by, or is under common control with, a specified person. The supermajority vote required by the Fair Price Act does not apply to business combinations that satisfy certain conditions. These conditions include, among others: (i) the purchase price to be paid for the shares of the company in the business combination must be at least equal to the highest of either (a) the market value of the shares or (b) the highest per share price paid by the interested shareholder within the preceding two-year period or in the transaction in which the shareholder became an interested shareholder, whichever is higher; and (ii) once becoming an interested shareholder, the person may not become the beneficial owner of any additional shares of the company except as part of the transaction that resulted in the interested shareholder becoming an interested shareholder or by virtue of proportionate stock splits or stock dividends.

Our articles of incorporation allow our Board of Directors to issue one or more classes or series of preferred stock with voting rights, preferences and other privileges as the Board of Directors may determine. The possible issuance of preferred shares could adversely affect the holders of our common stock and could prevent, delay, or defer a change of control.

We are also subject to the laws of Michigan, Ohio, Texas, Washington D.C., and Missouri, which govern insurance holding companies. Under these laws, a person generally must obtain the applicable Insurance Department s approval to acquire, directly or indirectly, five to ten percent or more of the outstanding voting securities of our Insurance Company Subsidiaries. An Insurance Department s determination of whether to approve an acquisition would be based on a variety of factors, including an evaluation of the acquirer s financial stability, the competence of its management, and whether competition in that state would be reduced. These laws may prevent, delay or defer a change of control of us or our Insurance Company Subsidiaries.

Most states assess our Insurance Company Subsidiaries to provide funds for failing insurance companies and those assessments could be material.

Our Insurance Company Subsidiaries are subject to assessments in most states where we are licensed for the provision of funds necessary for the settlement of covered claims under certain policies provided by impaired, insolvent or failed insurance companies. Maximum contributions required by law in any one year vary by state, and have historically been less than one percent of annual premiums written. We cannot predict with certainty the amount of future assessments. Significant assessments could have a material adverse effect on our financial condition and results of operations.

We may require additional capital in the future, which may not be available or may only be available on unfavorable terms.

Our future capital requirements depend on many factors, including our ability to write new business successfully and to establish premium rates and reserves at levels sufficient to cover losses. To the extent that our present capital is insufficient to meet future operating requirements and/or cover losses, we may need to raise additional funds through financings. If we had to raise additional capital, equity or debt financing may not be available or may be on terms that are not favorable to us. In the case of equity financings, dilution to our shareholders could result, and in any case such securities may have rights, preferences and privileges that are senior to those of the shares currently outstanding. If we cannot obtain adequate capital on favorable terms or at all, our business, operating results and financial condition could be adversely affected.

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Our status as an insurance holding company with no direct operations could adversely affect our ability to meet our debt obligations and pay shareholder dividends.

We are a holding company that transacts the majority of our business through our Insurance Company Subsidiaries. Our ability to meet our obligations on our outstanding debt, and to pay our expenses and shareholder dividends, may depend upon the surplus and earnings of our Insurance Company Subsidiaries and their ability to pay dividends to us. Payments of dividends to us by our Insurance Company Subsidiaries are restricted by state insurance laws, including laws establishing minimum solvency and liquidity thresholds, and could be subject to revised restrictions in the future. As a result, at times, we may not be able to receive dividends from our Insurance Company Subsidiaries and we may not receive dividends in amounts necessary to meet our debt obligations or to pay shareholder dividends on our capital stock. In addition, the payment of shareholder dividends by us is within the discretion of our Board of Directors and depends on numerous factors, including our results of operations, financial condition, competition, market conditions, capital requirements and other factors that our Board of Directors considers relevant.

Our performance is dependent on the continued services and performance of our senior management and other key personnel.

The success of our business is dependent on our ability to retain and motivate our senior management and key management personnel and their efforts. The loss of the services of any of our executive officers or other key employees could have a material adverse effect on our business, financial condition, results of operations, and cash flows. We have existing employment or severance agreements with Robert S. Cubbin, Christopher J. Timm, Karen M. Spaun, Michael G. Costello, and other senior executives. We maintain a key person life insurance policy on Robert S. Cubbin, our President and CEO. The loss of any of these officers or other key personnel could cause our ability to implement our business strategies to be delayed or hindered.

Our future success also will depend on our ability to attract, train, motivate and retain other highly skilled technical, managerial, marketing, and customer service personnel. Competition for these employees is strong and we may not be able to successfully attract, integrate or retain sufficiently qualified personnel. In addition, our future success depends on our ability to attract, retain and motivate our agents and other producers. Our failure to attract and retain the necessary personnel and producers could have a material adverse effect on our business, financial condition, results of operations, and cash flows.

Although we have paid cash dividends in the past, we may not pay cash dividends in the future.

The declaration and payment of dividends is subject to the discretion of our Board of Directors and will depend on our financial condition, results of operations, cash flows, cash requirements, future prospects, regulatory and contractual restrictions on the payment of dividends by our Insurance Company Subsidiaries and other factors deemed relevant by our Board of Directors. There is no requirement that we must, and we cannot assure you that we will, declare and pay any dividends in the future. Our Board of Directors may determine to retain such capital for general corporate or other purposes.

We rely on our information technology and telecommunications systems to conduct our business.

Our business is dependent upon the uninterrupted functioning of our information technology and telecommunication systems. We rely upon our systems, as well as the systems of our vendors, to underwrite and process our business, make claim payments, provide customer service, provide policy administration services, such as endorsements, cancellations and premium collections, comply with insurance regulatory requirements and perform actuarial and other analytical functions necessary for pricing and product development. Our operations are dependent upon our ability to timely and efficiently process our business and protect our information and telecommunications systems from physical loss, telecommunications failure or other similar catastrophic events, as well as from security breaches. While we have implemented business contingency plans and other reasonable and appropriate internal controls to protect our systems from interruption, loss or security breaches, a sustained business interruption or system failure could adversely impact our ability to process our business, provide customer service, pay claims in a timely manner or perform other necessary business functions. Likewise, a security breach of our computer systems could also interrupt or damage our operations or harm our reputation in the event confidential customer information is disclosed to third parties. In addition, the cost to remedy a severe security breach could also be substantial. These circumstances could have a material adverse effect upon our financial condition, results of operations, cash flows, or reputation.

Managing technology initiatives and obtaining the efficiencies anticipated with technology implementation may present significant challenges.

While technological enhancements and initiatives can streamline several business processes and ultimately reduce the costs of operations, these initiatives can present short-term costs and implementation risks. Projections of associated costs, implementation timelines, and the benefits of those results may be inaccurate and such inaccuracies could increase over time. In addition, there are risks associated with not achieving the anticipated efficiencies from technology implementation that could impact our financial condition, results of operations, and cash flows.

ITEM 1B. *UNRESOLVED STAFF COMMENTS*

None.

ITEM 2. *PROPERTIES*

In 1998, we purchased land in Southfield, Michigan for a cost of $3.2 million. In 2004, the construction of our corporate headquarters was completed on half of this land and in December 2004 we relocated to the new office building. Our corporate headquarters are approximately 72,000 square feet. The total construction cost of the building approximated $12.0 million, which was paid in full at the closing on January 19, 2005.

In 2003, we entered into a Purchase and Sale Agreement, whereby we agreed to sell the remaining portion of the land to an unaffiliated third party for the purpose of constructing an office building adjacent to our corporate headquarters. Under the Purchase and Sale Agreement, the third party agreed to pay $2.1 million for the land, $1.2 million for their share of the costs related to the common areas of the building, and other related costs of approximately $226,000. In May 2005, we closed on the transaction.

The unaffiliated third party had until July 2007 to pay the principal balance, however we negotiated an extension through May 1, 2009. Subsequent to the expiration of the extension, it has been determined the unaffiliated third party does not intend to pay the remaining principal balance. Therefore, we intend to foreclose on the property in 2010.

With the ProCentury merger, we assumed the lease of their corporate headquarters, an approximately 44,000 square foot office building located in Westerville, Ohio. The lease agreement for this building has an initial term of ten years, which expires in 2013.

We are also a party to various leases, including other leases acquired from ProCentury, for other locations in which we have offices. We do not consider any of these leases to be material.

ITEM 3. *LEGAL PROCEEDINGS*

We are subject at times to various claims, lawsuits and proceedings relating principally to alleged errors or omissions in the placement of insurance, claims administration, consulting services and other business transactions arising in the ordinary course of business. Where appropriate, we vigorously defend such claims, lawsuits and proceedings. Some of these claims, lawsuits and proceedings seek damages, including consequential, exemplary or punitive damages, in amounts that could, if awarded, be significant. Most of the claims, lawsuits and proceedings arising in the ordinary course of business are covered by the policy at issue, errors and omissions insurance or other appropriate insurance. In terms of deductibles associated with such insurance, we have established provisions against these items, which are believed to be adequate in light of current information and legal advice. In accordance with accounting guidance, if it is probable that an asset has been impaired or a liability has been incurred as of the date of the financial statements and the amount of loss is estimable, an accrual for the costs to resolve these claims is recorded in our consolidated financial statements. Period expenses related to the defense of such claims are included in other operating expenses in the accompanying consolidated statements of income. With the assistance of outside counsel, we adjust such provisions according to new developments or changes in the strategy in dealing with such matters. On the basis of current information, we do not expect the outcome of the claims, lawsuits and proceedings to which we are subject to, either individually, or in the aggregate, will have a material adverse effect on our financial condition. However, it is possible that future results of operations or cash flows for any particular quarter or annual period could be materially affected by an unfavorable resolution of any such matters.

ITEM 4. ***RESERVED***

MEADOWBROOK INSURANCE GROUP, INC.

PART II

ITEM 5. ***Market Price of and Dividends on the Registrant s Common Equity and Related Stockholder Matters***

Shareholder Information
Corporate Headquarters
26255 American Drive
Southfield, MI 48034-6112
Phone: (248) 358-1100

Transfer Agent & Registrar
BNY Mellon Shareowner Services
P.O. Box 358015
Pittsburgh, PA 15252-8015

Annual Meeting
The Annual Meeting of Shareholders will be held at:
2:00 p.m.
May 18, 2010

Independent Registered Public Accounting Firm
Ernst & Young LLP
Detroit, MI

Stock Listing
New York Stock Exchange
Symbol: MIG

Corporate Headquarters
26255 American Drive
Southfield, MI

Corporate Counsel
Howard & Howard Attorneys PLLC.
Royal Oak, MI

Shareholder Relations and Form 10-K

A copy of our 2009 Annual Report and Form 10-K, as filed with the Securities and Exchange Commission, may be obtained upon written request to our Financial Reporting Department at our corporate headquarters, or contact:

Karen M. Spaun, Senior Vice President and Chief Financial Officer
(248) 204-8178 karen.spaun@meadowbrook.com

Direct Investment Plan

Our Shareholder Investment Plan (Plan) offers a simple and systematic way to purchase our common stock without paying brokerage fees or commissions. With the Plan s many flexible features, an account may be customized to reflect individual financial and investment objectives. If you would like additional information including a prospectus and an application, please contact:

BNY Mellon Shareowner Services
1-800- 442-8134

Or visit their website at **www.bnymellon.com/shareowner/isd**

Share Price and Dividend Information

Our common stock is traded on the New York Stock Exchange under the symbol MIG. The following table sets forth the high and low closing sale prices of our common shares as reported by the NYSE and our quarterly dividends declared for each period shown:

December 31, 2009	**High**	**Low**	**Dividends**
First Quarter	$ 7.01	$ 5.08	$ 0.02
Second Quarter	7.64	5.70	0.02
Third Quarter	8.21	6.27	0.03
Fourth Quarter	7.75	6.53	0.03

MEADOWBROOK INSURANCE GROUP, INC.

December 31, 2008	High	Low	Dividends
First Quarter	$ 9.95	$ 7.16	$ 0.02
Second Quarter	8.60	5.20	0.02
Third Quarter	8.25	5.20	0.02
Fourth Quarter	7.59	3.97	0.02

For additional information regarding dividend restrictions, refer to the *Liquidity and Capital Resources* section of *Management s Discussion and Analysis.*

When evaluating the declaration of a dividend, our Board of Directors considers a variety of factors, including but not limited to, our cash flow, liquidity needs, results of operations strategic plans, industry conditions, our overall financial condition and other relevant factors. As a holding company, the ability to pay cash dividends is partially dependent on dividends and other permitted payments from our subsidiaries. In 2009 and 2008, the Insurance Company Subsidiaries paid dividends to our holding company of $39.5 million and $46.2 million, respectively.

Shareholders of Record

As of March 10, 2010, there were approximately 264 shareholders of record of our common stock. For purposes of this determination, Cede & Co., the nominee for the Depositary Trust Company is treated as one holder.

Purchase of Equity Securities by the Issuer

In July 2008, our Board of Directors authorized management to purchase up to 3.0 million shares of our common stock in market transactions for a period not to exceed twenty-four months. Recently, on February 12, 2010, our Board of Directors authorized us to purchase up to 5.0 million shares of our common stock in market transactions for a period not to exceed twenty-four months. This share repurchase plan replaced the existing share repurchase plan authorized in July 2008.

The following table presents information with respect to repurchases of our common stock made during the quarterly period ended December 31, 2009:

Period	Total Number of Shares	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares That May Yet Be Repurchased Under the Plans or Programs
October 1 October 31, 2009		$		1,900,000
November 1 November 30, 2009	533,008	$ 6.92		1,366,992

December 1	December 31, 2009	1,094,894	$	7.16	272,098
Total		1,627,902	$	7.08	

MEADOWBROOK INSURANCE GROUP, INC.

Performance Graph

The following graph sets forth, for the five year period ended December 31, 2009, the cumulative total stockholder return for the Company s common stock, the Russell 2000 Index, and a Peer Group index. The graph assumes the investment of $100 on December 31, 2004 in Common Stock of the Company, the Russell 2000 Index, and a Peer Group index. The stock price performance represented on the following graph is not necessarily indicative of future stock price performance.

The performance graph shall not be deemed soliciting material or to be filed with the Securities and Exchange Commission, nor shall such information be deemed to be incorporated by reference into any future filing of the Company under the Securities Exchange Act of 1933 or Securities Exchange Act of 1934, each as amended, except to the extent the Company specifically incorporates it by reference into such filing.

Comparison of Five Year Cumulative Total Return

			Period Ending			
Index	***12/31/04***	***12/31/05***	***12/31/06***	***12/31/07***	***12/31/08***	***12/31/09***
Meadowbrook Insurance Group, Inc.	100.00	117.03	198.20	188.58	130.74	152.33
Russell 2000	100.00	104.55	123.76	121.82	80.66	102.58
SNL Insurance $1B-$2.5B	100.00	115.46	144.94	140.54	115.72	126.38

MEADOWBROOK INSURANCE GROUP, INC.

ITEM 6. *SELECTED CONSOLIDATED FINANCIAL DATA*

	For the Years Ended December 31,				
	2009	2008	2007	2006	2005
	(In thousands, except per share and ratio data)				
Income Statement Data:					
Gross written premiums	$ 688,687	$ 457,683	$ 346,451	$ 330,872	$ 332,209
Net written premiums	580,018	375,194	280,211	262,668	258,134
Net earned premiums	539,602	369,721	268,197	254,920	249,959
Net commissions and fees	37,881	42,904	45,988	41,172	35,916
Net investment income	50,366	36,624	26,400	22,075	17,975
Net realized (losses) gains	(225)	(11,422)	150	69	167
Total revenue	627,624	437,827	340,735	318,236	304,017
Net losses and LAE	307,087	212,885	150,969	146,293	151,542
Policy acquisition and other underwriting expenses	110,715	69,294	53,717	50,479	44,439
Other administrative expenses	39,413	35,000	32,269	28,824	26,810
Salaries and employee benefits	80,923	62,862	56,433	54,569	51,331
Amortization expense	5,781	6,310	1,930	590	373
Interest expense	10,596	7,681	6,030	5,976	3,856
Income before income taxes and equity earnings	73,109	43,795	39,387	31,505	25,666
Equity earnings of affiliates, net of tax	874				
Equity earnings of unconsolidated subsidiaries, net of tax	(12)	269	331	128	1
Net income	52,650	27,397	27,992	22,034	17,910
Earnings per share Diluted	$ 0.92	$ 0.61	$ 0.85	$ 0.75	$ 0.60
Balance Sheet Data:					
Total investments and cash and cash equivalents	$ 1,203,215	$ 1,085,648	$ 651,601	$ 527,600	$ 460,233
Total assets	1,989,816	1,813,916	1,113,966	969,000	901,344
Loss and LAE reserves	949,177	885,697	540,002	501,077	458,677
Debt	49,875	60,250		7,000	7,000
Debentures	80,930	80,930	55,930	55,930	55,930
Shareholders equity	502,881	438,170	301,894	201,693	177,365
Book value per share	$ 9.06	$ 7.64	$ 8.16	$ 6.93	$ 6.19
Other Data:					
GAAP ratios (insurance companies only):					
Net loss and LAE ratio(1)	60.7%	62.0%	61.2%	62.3%	65.2%
Expense ratio(1)	31.9%	31.3%	34.2%	34.5%	33.5%
Combined ratio	92.6%	93.3%	95.4%	96.8%	98.7%

Accident year combined ratio(2)		97.9%		97.8%		98.0%		97.9%		96.8%
Total (favorable) adverse development on prior years	$	(28,670)	$	(16,772)	$	(7,091)	$	(2,719)	$	4,884

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(1) Both the GAAP loss and loss adjustment expense ratio and the GAAP expense ratio are calculated based upon unconsolidated insurance company operations. The following table details these ratios and includes the intercompany fees, which are eliminated upon consolidation.

(2) The accident year combined ratio is the sum of the expense ratio and accident year loss ratio. The accident year loss ratio measures loss and LAE occuring in a particular year, regardless of when they are reported and does not take into consideration changes in estimates in loss reserves from prior accident years.

Unconsolidated GAAP data Ratio Calculation Table:

	For the Years Ended December 31,				
	2009	**2008**	**2007**	**2006**	**2005**
Net earned premiums	$ 539,602	$ 369,721	$ 268,197	$ 254,920	$ 249,959
Consolidated net losses and LAE	$ 307,087	$ 212,885	$ 150,969	$ 146,293	$ 151,542
Intercompany claim fees	20,339	16,296	13,058	12,553	11,523
Unconsolidated net losses and LAE	$ 327,426	$ 229,181	$ 164,027	$ 158,846	$ 163,065
GAAP net loss and LAE ratio	60.7%	62.0%	61.2%	62.3%	65.2%
Consolidated policy acquisition and other underwriting expenses	$ 110,715	$ 69,349	$ 53,717	$ 50,479	$ 44,439
Intercompany administrative and other underwriting fees	61,422	46,371	37,890	37,442	39,231
Unconsolidated policy acquisition and other underwriting expenses	$ 172,137	$ 115,720	$ 91,607	$ 87,921	$ 83,670

As previously indicated, the Merger with ProCentury was completed following the close of business on July, 31, 2008. Therefore, the above table includes only five months of financial results for ProCentury for the year ended December 31, 2008 and twelve months of financial results for the year ended December 31, 2009.

MEADOWBROOK INSURANCE GROUP, INC.

MANAGEMENT S DISCUSSION AND ANALYSIS

ITEM 7. ***Management s Discussion and Analysis of Financial Condition and Results of Operations***

Forward-Looking Statements

This Form 10-K may provide information including certain statements which constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These include statements regarding the intent, belief, or current expectations of management, including, but not limited to, those statements that use the words believes, expects, anticipates, estimates, or similar expressions. You are cautioned that any such forward-looking statements are not guarantees of future performance and involve a number of risks and uncertainties, and results could differ materially from those indicated by such forward-looking statements. Among the important factors that could cause actual results to differ materially from those indicated by such forward-looking statements are: the frequency and severity of claims; uncertainties inherent in reserve estimates; catastrophic events; a change in the demand for, pricing of, availability or collectibility of reinsurance; increased rate pressure on premiums; ability to obtain rate increases in current market conditions; investment rate of return; changes in and adherence to insurance regulation; actions taken by regulators, rating agencies or lenders; attainment of certain processing efficiencies; changing rates of inflation; general economic conditions and other risks identified in our reports and registration statements filed with the Securities and Exchange Commission. We are not under any obligation to (and expressly disclaim any such obligation to) update or alter our forward-looking statements whether as a result of new information, future events or otherwise.

Business Overview

We are a publicly traded specialty insurance underwriter and insurance administration services company. We market and underwrite specialty property and casualty insurance programs and products on both an admitted and non-admitted basis through a broad and diverse network of independent retail, wholesale program administrators and general agents, who value service, specialized knowledge, and focused expertise. We primarily focus on niche or specialty products and program business and risk management solutions for agents, professional and trade associations, pools, trusts, and small to medium-sized insureds. These solutions include specialty program underwriting; excess and surplus lines insurance products; alternative risk transfer solutions; agency operations; and insurance administration services. Program business refers to an aggregation of individually underwritten risks that have some unique characteristic and are distributed through a select group of general agencies, retail agencies and program administrators. We define our business segments as specialty insurance operations and agency operations.

Our insurance programs are diversified geographically, by class and line of business, type of insured and distribution. Within the workers compensation line of business, we have a regional focus in California and New England. Within the commercial auto and commercial multiple peril line of business, we have a regional focus in the Southeast and California. Within the general liability line of business we have a focus in Texas. Our fee-for-service business is managed on a regional basis with an emphasis in the Midwest, New England, and southeastern regions of the United States. Our corporate strategy emphasizes a regional focus and diverse sources of revenue between underwritten premiums, service fee revenue, and commissions. This allows us to leverage fixed costs over a larger revenue base and take advantage of new opportunities.

On July 31, 2008, the merger of Meadowbrook Insurance Group, Inc. and ProCentury Corporation (ProCentury) was completed (Merger). Under the terms of the merger agreement, ProCentury shareholders were entitled to receive, for each ProCentury common share, either $20.00 in cash or Meadowbrook common stock based on a 2.5000 exchange ratio, subject to adjustment as described within the merger agreement. In accordance with the merger agreement, the stock price used in determining the final cash and share consideration portion of the purchase price was based on the volume-weighted average sales price of a share

MEADOWBROOK INSURANCE GROUP, INC.

MANAGEMENT S DISCUSSION AND ANALYSIS continued

of Meadowbrook common stock for the 30-day trading period ending on the sixth trading day before the completion of the Merger, or $5.7326. Based upon the proration, the total purchase price was $227.2 million, of which $99.1 million consisted of cash, $122.7 million in newly issued common stock, and approximately $5.4 million in transaction related costs. The total number of common shares issued for purposes of the stock portion of the purchase price was 21.1 million shares.

ProCentury is a specialty insurance company, which primarily underwrites general liability, commercial property, environmental, garage, commercial multi-peril, commercial auto, surety, and marine insurance primarily in the excess and surplus lines, or non-admitted, market through a select group of general agents. The excess and surplus lines market provides insurance coverage for customers with hard-to-place risks that standard or admitted insurers typically choose not to insure.

Five months of earnings of ProCentury are included in our financial statements as of and for the year ended December 31, 2008. Twelve months of earnings are included as of and for the year ended December 31, 2009.

Since the completion of the Merger, we have been executing on numerous revenue enhancement opportunities and leveraging the infrastructure as summarized below:

Revenue enhancement opportunities:

launching a new wholesale relationship in the Midwest;

offering a surplus lines market need for an existing workers compensation partner in New England; and

utilization of existing program capabilities for Century general agents.

Leveraging shared infrastructure and increased size;

developing Centers of Expertise for claims management:

increased size and diversity benefit costs of reinsurance;

enhanced marketing capabilities through joint business development functions; and

geographic expansion of Century offerings through existing admitted markets.

Executing on opportunities to leverage other niche capabilities:

combined capabilities allow us to receive and evaluate more opportunities; and

independently, neither company would have been able to meet the comprehensive risk management solutions that some opportunities require.

Specialty Insurance Operations

Our specialty insurance operations segment, which includes insurance company specialty programs and fee-for-service specialty or managed programs, focuses on specialty or niche insurance business. Our specialty insurance operations provide services and coverages tailored to meet specific requirements of defined client groups and their members. These services include risk management consulting, claims administration and handling, loss control and prevention, and reinsurance placement, along with various types of property and casualty insurance coverage, including workers compensation, commercial multiple peril, general liability, commercial auto liability, excess and surplus lines, environmental, garage, surety, legal, professional liability, errors and omissions, inland marine, and other lines of business, where we see a market need and a profit potential. Insurance coverage is provided primarily to associations or similar groups of members and to specified classes of business of our agents. We recognize revenue related to the services and coverages the

MEADOWBROOK INSURANCE GROUP, INC.

MANAGEMENT S DISCUSSION AND ANALYSIS continued

specialty insurance operations provides within seven categories: net earned premiums, management fees, claims fees, loss control fees, reinsurance placement, investment income, and net realized gains (losses).

We included the results of operations related to ProCentury within the specialty insurance operations. Therefore, specialty insurance operations include five months of results for ProCentury for the year ended December 31, 2008 and twelve months of results for the year ended December 31, 2009.

In addition, our subsidiary, Star, purchased a 28.5% ownership interest in an insurance holding limited liability company. This ownership interest is significant, but is less than a majority ownership and, therefore, is accounted for under the equity method of accounting. Star, therefore, will recognize 28.5% of the profits and losses as a result of this equity interest ownership. For segment reporting purposes, the equity earnings related to this investment is shown gross of tax. Equity earnings of affiliates, relates to our proportionate share of this investment, which we consider to be consistent with our specialty insurance operations and, therefore, we have included the respective equity earnings within the specialty insurance operations segment.

With a fee-for-service or managed program, we earn revenue by providing certain operational and administrative functions and other services to a client s risk-bearing entity, but generally do not share in the operating results of the program. The fees we receive from these programs are generally either a fixed amount or based on a percentage of premium serviced or claim count.

Based upon the particular risk management goals of our clients, market conditions and our assessment of the opportunity for operating profit, our specialty insurance operations offer solutions on a fully-insured basis, a risk-sharing basis, or a managed basis, in response to a specific market opportunity. In a managed program, we earn service fee revenue by providing certain operational functions and other services to a client s risk-bearing entity, but generally do not share in the operating results. In a risk-sharing program, we share the operating results with the client through a reinsurance agreement with an insurance company, captive, or rent-a-captive. In a profit-sharing structure, we pay an agent a commission that is adjusted based on the operating results of the program. These structures, other than the profit-sharing commission structure, are licensed insurance or reinsurance companies and are accounted for in accordance with accounting guidance as it relates to reinsurance and insurance products. In risk-sharing programs, we derive revenue from net earned premiums, fee-for-service revenue and commissions, and investment income. In addition, we may benefit from the fees our risk management subsidiary earns for services we perform on behalf of our Insurance Company Subsidiaries. These fees are eliminated upon consolidation. However, the fees associated with the captive s portion of the program are reimbursed through a ceding commission. For a fully-insured program, we provide insurance products without a risk-bearing mechanism and derive revenue from net earned premiums and investment income. For further descriptions of our insurance programs and products refer to the Business section.

In addition to premium revenue and investment income from our net retained portion of the operating results, we may also be compensated through the receipt of fees for policy issuance services and acquisition costs, captive administration, reinsurance placement, loss prevention services, and claims administrative and handling services. In addition, we may benefit from the fees our risk management subsidiary earns for services we perform on behalf of our Insurance Company Subsidiaries. These fees are eliminated upon consolidation. However, the fees associated with the captive s portion of the program are reimbursed through a ceding commission. For financial reporting purposes, ceding commissions are treated as a reduction in underwriting expenses.

With fully insured programs, we provide our insurance products without a risk-bearing mechanism and derive revenue from net earned premiums and investment income. Fully insured programs are generally developed in response to specific market opportunities and may evolve into a risk-sharing arrangement.

MEADOWBROOK INSURANCE GROUP, INC.

MANAGEMENT S DISCUSSION AND ANALYSIS continued

Agency Operations

We earn commission revenue through the operation of our retail property and casualty insurance agencies, located in Michigan, California, and Florida. The agency operations produce commercial, personal lines, life, and accident and health insurance, for more than fifty unaffiliated insurance carriers. The agency produces an immaterial amount of business for our affiliated Insurance Company Subsidiaries.

In recent years, we have derived our revenue from the following sources (in thousands):

	For the Years Ended December 31,		
	2009	**2008**	**2007**
Revenues			
Net earned premiums	$ 539,602	$ 369,721	$ 268,197
Management fees	18,901	21,168	23,963
Claims fees	7,428	8,879	9,025
Loss control fees	1,975	2,069	2,151
Reinsurance placement	931	728	929
Investment income	49,910	35,888	25,487
Net realized (losses) gains	(225)	(11,422)	150
Specialty insurance operations	618,522	427,031	329,902
Agency operations	9,561	11,064	11,316
Holding Company interest income earned	456	736	913
Intersegment revenue	(915)	(1,004)	(1,396)
Consolidated revenue	$ 627,624	$ 437,827	$ 340,735

Critical Accounting Policies

General

In certain circumstances, we are required to make estimates and assumptions that affect amounts reported in our consolidated financial statements and related footnotes. We evaluate these estimates and assumptions on an on-going basis based on a variety of factors. There can be no assurance, however, the actual results will not be materially different than our estimates and assumptions, and that reported results of operation will not be affected by accounting adjustments needed to reflect changes in these estimates and assumptions. We believe the following policies are the most sensitive to estimates and judgments.

Losses and Loss Adjustment Expenses

Significant periods of time can elapse between the occurrence of a loss, the reporting of the loss to the insurer, and the insurer s payment of that loss. To recognize liabilities for unpaid losses and loss adjustment expenses (LAE), insurers establish reserves as balance sheet liabilities representing estimates of amounts needed to pay reported and unreported net losses and LAE.

We establish a liability for losses and LAE, which represents case based estimates of reported unpaid losses and LAE and actuarial estimates of incurred but not reported losses (IBNR) and LAE. Such liabilities, by necessity, are based upon estimates and, while we believe the amount of our reserves is adequate, the ultimate liability may be greater or less than the estimate. As of December 31, 2009 and 2008, we have accrued $949.2 million and $885.7 million of gross loss and LAE reserves, respectively.

MEADOWBROOK INSURANCE GROUP, INC.

MANAGEMENT S DISCUSSION AND ANALYSIS continued

Components of Losses and Loss Adjustment Expense

The following table sets forth our gross and net reserves for losses and LAE based upon an underlying source of data, at December 31, 2009 (in thousands):

	Case	IBNR	Total
Direct	$ 263,064	$ 570,095	$ 833,159
Assumed-Directly Managed(1)	39,474	46,909	86,383
Assumed-Residual Markets(2)	9,401	12,505	21,906
Assumed-Retroceded	958	387	1,345
Assumed-Other	4,528	1,856	6,384
Gross	317,425	631,752	949,177
Less Ceded	84,534	182,267	266,801
Net	$ 232,891	$ 449,485	$ 682,376

(1) Directly managed represents business managed and processed by our underwriting, claims, and loss control departments, utilizing our internal systems and related controls.

(2) Residual markets represent mandatory pooled workers compensation business allocated to individual insurance company writers based on the insurer s market share in a given state.

The reserves referenced in the above table related to our direct and assumed business, which we directly manage and are established through transactions processed through our internal systems and related controls. Accordingly, the case reserves are established on a current basis, therefore there is no delay or lag in reporting of losses from a ceding company, and IBNR is determined utilizing various actuarial methods based upon historical data. Ultimate reserve estimates related to assumed business from residual markets are provided by individual states on a two quarter lag between the date of the evaluation and the receipt of the estimate from the National Council on Compensation Insurance (NCCI), and include an estimated reserve based upon actuarial methods for this lag. Assumed business, that is subsequently 100% retroceded to participating reinsurers, relates to business previously discontinued and now is in run-off. Relative to assumed business from other sources, we receive case and paid loss data within a forty-five day reporting period and develop our estimates for IBNR based on both current and historical data.

The completeness and accuracy of data received from cedants on assumed business that we do not manage directly is verified through monthly reconciliations to detailed statements, inception to date rollforwards of claim data, actuarial estimates of historical trends, field audits, and a series of management oversight reports on a program basis.

MEADOWBROOK INSURANCE GROUP, INC.

MANAGEMENT S DISCUSSION AND ANALYSIS continued

The following table sets forth our net case and IBNR reserves for losses and LAE by line of business at December 31, 2009 (in thousands):

	Net Case	Net IBNR	Total
Workers Compensation	$ 80,001	$ 105,728	$ 185,729
Residual Markets	9,401	12,506	21,907
Commercial Multiple Peril/General Liability	84,710	248,978	333,688
Commercial Automobile	42,618	62,850	105,468
Other	16,161	19,423	35,584
Total	$ 232,891	$ 449,485	$ 682,376

Claim Reserving Process and Methodology

When a claim is reported to one of our Insurance Company Subsidiaries, for the majority of claims, our claims personnel within our risk management subsidiary will establish a case reserve for the estimated amount of the ultimate payment. The amount of the reserve is primarily based upon a case-by-case evaluation of the type of claim involved, the circumstances surrounding each claim, and the policy provisions relating to the type of losses. The estimate reflects the informed judgment of such personnel based on general insurance reserving practices, which focus on the ultimate probable cost of each reported claim, as well as the experience and knowledge of the claims person. Until the claim is resolved, these estimates are revised as deemed necessary by the responsible claims personnel based on subsequent developments, new information or periodic reviews of the claims.

In addition to case reserves and in accordance with industry practice, we maintain estimates of reserves for losses and LAE incurred but not yet reported. We project an estimate of ultimate losses and LAE at each reporting date. The difference between the projected ultimate loss and LAE reserves and the case loss reserves and LAE reserves, is carried as IBNR reserves. By using both estimates of reported claims and IBNR determined using generally accepted actuarial reserving techniques, we estimate the ultimate liability for losses and LAE, net of reinsurance recoverables.

In developing claim and claim adjustment expense reserve estimates, we perform a complete and detailed reserve analyses each quarter. To perform this analysis, the data is organized at a reserve category level. A reserve category can be a line of business such as commercial automobile liability, or it may be a particular geographical area within a line of business such as Nevada workers compensation. The reserves within a reserve category level are characterized as either short tail or long tail. About 96% of our reserves can be characterized as coming from long tail lines of business. For long tail business, several years may lapse between the time the business is written and the time when all claims are settled. Our long-tail exposures include workers compensation, commercial automobile liability, general liability, professional liability, products liability, excess, and umbrella. Short-tail exposures include property, commercial automobile physical damage, a portion of ocean marine, and inland marine. The analyses generally review losses both gross and net of reinsurance.

The standard actuarial methods that we use to project ultimate losses for both long-tail and short-tail exposures include, but are not limited to, the following:

- Paid Development Method
- Incurred Development Method
- Paid Bornhuetter-Ferguson Method
- Reported Bornhuetter-Ferguson Method
- Initial Expected Loss Method
- Paid Roll-forward Method

MEADOWBROOK INSURANCE GROUP, INC.

MANAGEMENT S DISCUSSION AND ANALYSIS continued

Incurred Roll-forward Method
Construction Defect Method

All of these methods are consistently applied to every reserve category where they are applicable and they create indications for each accident year. We use judgment selecting the best estimate from within these estimates or adjusted estimates. As such, no one method or group of methods is strictly used for any line of business or reserve category within a line of business. The individual selections by year are our best judgments based on the strengths and weaknesses of the method, indications, the inherent variability in the data and the specific modifications to selections for data characteristics.

A brief description of the methods and some discussion of their inherent strengths, weaknesses and uses are as follows:

Paid Development Method. This method uses historical, cumulative paid losses by accident year and develops those actual losses to estimated ultimate losses based upon the assumption that each accident year will develop to estimated ultimate cost in a manner that is analogous to prior years, adjusted as deemed appropriate for the expected effects of known changes in the claim payment environment, and to the extent necessary supplemented by analyses of the development of broader industry data.

Selection of the paid loss pattern requires analysis of several factors including the impact of inflation on claims costs, the rate at which claims professionals make claim payments and close claims, the impact of judicial decisions, the impact of underwriting changes, the impact of large claim payments and other factors. Claim cost inflation itself requires evaluation of changes in the cost of repairing or replacing property, changes in the cost of medical care, changes in the cost of wage replacement, judicial decisions, legislative changes and other factors. Because this method assumes that losses are paid at a consistent rate, changes in any of these factors can impact the results. Since the method does not rely on case reserves, it is not directly influenced by changes in the adequacy of case reserves.

Incurred Development Method. This method uses historical, cumulative reported loss dollars by accident year and develops those actual losses to estimated ultimate losses based upon the assumption that each accident year will develop to estimated ultimate cost in a manner that is analogous to prior years, adjusted as deemed appropriate for the expected effects of known changes in the claim payment and case reserving environment, and to the extent necessary supplemented by analyses of the development of broader industry data.

Since the method uses more data (case reserves in addition to paid losses) than the paid development method, the incurred development patterns may be less variable than paid patterns. However, selection of the incurred loss pattern requires analysis of all of the factors listed in the description of the paid development method. In addition, the inclusion of case reserves can lead to distortions if changes in case reserving practices have taken place and the use of case incurred losses may not eliminate the issues associated with estimating the incurred loss pattern subsequent to the most mature point available.

Paid Bornhuetter-Ferguson Method. This is a method that assigns partial weight to initial expected losses for each accident year and partial weight to observed paid losses. The weights assigned to the initial expected losses decrease as the accident year matures.

The method assumes that only future losses will develop at the expected loss ratio level. The percent of paid loss to ultimate loss implied from the paid development method is used to determine what percentage of ultimate loss is yet to be paid. The use of the pattern from the paid development method requires consideration of all factors listed in the description of the paid development method. The estimate of losses yet to be paid is added to current paid losses to estimate the ultimate loss for each year. This method will react very slowly if actual ultimate loss ratios are different from expectations due to changes not accounted for by the expected loss ratio calculation.

MEADOWBROOK INSURANCE GROUP, INC.

MANAGEMENT S DISCUSSION AND ANALYSIS continued

Reported Bornhuetter-Ferguson Method. This is a method that assigns partial weight to the initial expected losses and partial weight to observed reported loss dollars (paid losses plus case reserves). The weights assigned to the initial expected losses decrease as the accident year matures.

The use of case incurred losses instead of paid losses can result in development patterns that are less variable than paid patterns. However, the inclusion of case reserves can lead to distortions if changes in case reserving have taken place, and the method requires analysis of all the factors that need to be reviewed for the expected loss ratio and incurred development methods.

Initial Expected Loss Method. This method is used directly, and as an input to the Bornhuetter-Ferguson methods. Initial expected losses for an accident year are based on adjusting prior accident year projections to the current accident year levels using underlying loss trends, rate changes, benefit changes, reinsurance structure and cost changes and other pertinent adjustments specific to the line of business.

This method may be useful if loss development patterns are inconsistent, losses emerge very slowly, or there is relatively little loss history from which to estimate future losses. The selection of the expected loss ratio requires analysis of loss ratios from earlier accident years or pricing studies and analysis of inflationary trends, frequency trends, rate changes, underwriting changes, and other applicable factors.

Paid Roll-forward Method. This method adjusts prior estimates of ultimate losses based on the actual paid loss emergence in the quarter compared to the expected emergence. It is useful in determining reserves that avoid overreacting to ordinary fluctuations in the development patterns.

Incurred Roll-forward Method. This method adjusts prior estimates of ultimate losses based on the actual case incurred loss emergence in the quarter compared to the expected emergence. It may also be useful in determining reserves that avoid overreacting to ordinary fluctuations in the development patterns and generally reacts faster than the paid roll-forward method.

Claims for short-tail lines of business settle more quickly than long-tail lines of business, and in general, loss development factors for short-tail lines are smaller than long-tail lines. For long-tail lines, we tend to rely on initial expected loss methods throughout the current accident year then move to development factor based methods for older accident years. Development methods on short-tail lines are generally reliable in the third and fourth quarter of the initial accident year and recorded loss ratios reflect a blend of the development and forecast methods. Short-tail lines represent 4% of our total reserves at December 31, 2009.

Construction Defect Method. The provision for IBNR loss and ALAE for construction defect claims is analyzed by projecting the number of IBNR claim counts and applying a selected severity (i.e., a frequency severity type approach). The provision for development on reported claims is projected using a methodology similar to the incurred loss development approach described above. However, the claims are organized in a report year rather than accident year format. The advantage of this is that it substantially reduces the length or tail of the development.

The reserve categories where the above methods are not applicable are few. The largest of these is our workers compensation residual market reserve category, where we utilize detailed reserve analyses performed by the industry statistical agency NCCI in making our estimates. We adjust these estimates for timing differences in the reporting of the data. The other reserve categories that deviate from the above methods are smaller; as a group constituting approximately one percent of the total reserves.

Each of the methods listed above requires the selection and application of parameters and assumptions. For all but the initial expected loss method, the key assumptions are the patterns with which our aggregate claims data will be paid or will emerge over time (development patterns). These patterns incorporate inherent assumptions of claims cost inflation rates and trends in the frequency of claims, both overall and by severity of claim. These are affected by underlying loss trends, rate changes, benefit changes, reinsurance

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structure and cost changes and other pertinent adjustments which are explicit key assumptions underlying the initial expected loss method. Each of these key assumptions is discussed in the following paragraphs.

To analyze the development patterns, we compile, to the extent available, long-term and short-term historical data for our insurance subsidiaries, organized in a manner which provides an indication of the historical development patterns. To the extent that the historical data may provide insufficient information about future patterns whether due to environmental changes such as legislation or due to the small volume or short history of data for some segments of our business benchmarks based on industry data, and forecasts made by industry rating bureaus regarding the effect of legislative benefit changes on such patterns, may be used to supplement, adjust, or replace patterns based on our insurance companies historical data.

Actuarial judgment is required in selecting the patterns to apply to each segment of data being analyzed, and our views regarding current and future claim patterns are among the factors that enter into our establishment of the reserve for losses and LAE at each balance sheet date. When short-term averages or external rate bureau analyses indicate the claims patterns are changing from historical company or industry patterns, the new or forecasted information typically is factored into the methodologies. When new claims emergence or payment patterns have appeared in the actual data repeatedly over multiple evaluations, those new patterns are given greater weight in the selection process.

Because some claims are paid over many years, the selection of claim emergence and payment patterns involves judgmentally estimating the manner in which recently occurring claims will develop for many years and at times, decades in the future. When it is likely the actual development will occur in the distant future, the potential for actual development to differ substantially from historical patterns or current projections is increased.

This process assumes that past experience, adjusted for the effects of current developments and anticipated trends, is an appropriate basis for predicting future events. In particular, the development factor based methods all have as a key assumption that the development of losses in the future will follow a pattern similar to those measured by past experience and as adjusted either explicitly or by actuarial judgment. There is no precise method for subsequently evaluating the impact of any specific factor on the adequacy of reserves, because the eventual deficiency or redundancy is affected by multiple and varied factors. With respect to the ultimate estimates for losses and LAE, the key assumptions remained consistent for the years ended December 31, 2009 and 2008.

Variability of Claim Reserve Estimates

By its nature, the estimate of ultimate losses and LAE is subject to variability due to differences between our assumptions and actual events in the future. Although many factors influence the actual cost of claims and our corresponding reserve estimates, we do not measure and estimate values for all of these variables individually. This is due to the fact that many of the factors known to impact the cost of claims cannot be measured directly, such as the impact on claim costs due to economic inflation, coverage interpretations and jury determinations. In most instances, we rely on our historical experience or industry information to estimate the values for the variables that are explicitly used in our reserve analyses. We assume that the historical effect of these unmeasured factors, which is embedded in our experience or industry experience, is representative of the future effects of these factors. Where we have reason to expect a change in the effect of one of these factors, we perform analyses to perform the necessary adjustments.

One implicit assumption underlying development patterns is that the claims inflation trends will continue into the future similar to their past patterns. To estimate the sensitivity of the estimated ultimate loss and settlement expense payments to an unexpected change in inflationary trends, our actuarial department derives expected payment patterns separately for each major line of business. These patterns were applied to the December 31, 2009 loss and settlement expense reserves to generate estimated annual incremental loss and

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settlement expense payments for each subsequent calendar year. Then, for the purpose of sensitivity testing, an explicit annual inflationary variance of one percent was added to the inflationary trend that is implicitly embedded in the estimated payment pattern, and revised incremental loss and settlement expense payments were calculated. General inflation trends have been fairly stable over the past several years but there have been fluctuations of one to two percent over the past ten years and therefore we used a one percent annual inflation variance factor. The effect differed by line of business but overall was a three percent change in reserve adequacy or approximately $13.4 million effect on after tax net income. A variance of this type would typically be recognized in loss and settlement expense reserves and, accordingly, would not have a material effect on liquidity because the claims have not been paid.

An explicit assumption used in the analysis is the set of initial expected loss ratios (IELRs) used in the current accident year reserve projections and in some of the prior accident year ultimate loss indications. To estimate the sensitivity of the estimated ultimate loss to a change in IELRs, the actuarial department recasted the loss reserve indications using a set of IELRs all one percent higher than the final IELRs. The overall impact of a one percent change in IELRs would be a corresponding one percent change in reserve adequacy or a $4.6 million effect on after tax net income. Often the loss ratios by line of business will vary from the IELR in different directions causing them to partially offset each other. A variance of this type would typically be recognized in loss and settlement expense reserves and, accordingly, would not have a material effect on liquidity because the claims have not been paid.

The other factors having influence upon the loss and LAE reserve levels are too numerous and interdependent to efficiently model and test for sensitivity. Likewise, the development factors by reserve category and age are too numerous to model and test for sensitivity. Instead, ranges are estimated by reserve category considering past history, fluctuations in the development patterns, emerging issues, trends and other factors. The ranges are compiled and the total range is estimated considering the sensitivity to all of the underlying factors together. The resulting range is our best estimate of the expected ongoing variability in the loss reserves.

Historic development as shown within the *Analysis of Loss and Loss Adjustment Expense Development* table has been six percent or less in the last five years but was ten to seventeen percent in the years prior to the underwriting and reserving shift in 2002. At that time, we concentrated our efforts on eliminating underwriting relationships where we had substantial liabilities above an aggregate exposure retained by risk sharing associations and captives. For a large share of our business, we also accelerated the pace at which we brought the claim administration to our employees and away from outside third party administrators. This change enabled us to more rapidly recognize trends and underlying loss patterns, and establish more accurate reserves in a timely manner.

Our range of loss and LAE reserves table shows that presently we estimate them as going from favorable development of 9.1% to unfavorable of 6.1%. The range was evaluated based on the ultimate loss estimates from the actuarial methods described above.

Pre-tax Impact on Earnings from a Variance in Future Loss Payments and Case Reserves as of December 31, 2009
(in thousands)

Line of Business	Minimum Reserve Range	Maximum Reserve Range

Workers Compensation (including Residual Markets)	$ (12,888)	(6.2)%	$ 7,965	3.8%
Commercial Multiple Peril/General Liability	(39,955)	(12.0)%	26,691	8.0%
Commercial Automobile	(6,758)	(6.4)%	5,226	5.0%
Other	(2,543)	(7.1)%	1,912	5.4%
Total	$ (62,143)	(9.1)%	$ 41,795	6.1%

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The sensitivity around our workers compensation reserves primarily reflects the size and the maturity of the underlying book of business. Our workers compensation reserves represent 30% of our total reserves at December 31, 2009.

The sensitivity around our commercial multiple peril / general liability reserves primarily reflects the longer duration of reserves relating to our liability excess program, which started in 2003, and construction defect exposure, which together represent approximately 29% of the $333.7 million reserves in this line of business as of December 31, 2009. These lines of business are subject to greater uncertainty than the remainder of our book of business.

The sensitivity around our commercial automobile reserves primarily reflects the speed of reporting of the underlying losses, as well as the maturity of the case law surrounding automobile liability.

The sensitivity around the other lines of business primarily reflects the size of the underlying book of business. Our other reserves represent 5% of total reserves at December 31, 2009. A large portion of these reserves represent professional liability programs which tend to be claims-made and reinsured at lower limits, therefore reducing the volatility that is inherent in a smaller book of business. Another large portion represents property claims, which have a shorter reporting and payout pattern than liability and workers compensation claims.

All of our reserves are sensitive to changes in the underlying claim payment and case reserving practices, as well as the other sources of variations mentioned above.

Reinsurance Recoverables

Reinsurance recoverables represent (1) amounts currently due from reinsurers on paid losses and LAE, (2) amounts recoverable from reinsurers on case basis estimates of reported losses and LAE, and (3) amounts recoverable from reinsurers on actuarial estimates of IBNR losses and LAE. Such recoverables, by necessity, are based upon estimates. Reinsurance does not legally discharge us from our legal liability to our insureds, but it does make the assuming reinsurer liable to us to the extent of the reinsurance ceded. Instead of being netted against the appropriate liabilities, ceded unearned premiums and reinsurance recoverables on paid and unpaid losses and LAE are reported separately as assets in our consolidated balance sheets. Reinsurance recoverable balances are also subject to credit risk associated with the particular reinsurer. In our selection of reinsurers, we continually evaluate their financial stability. While we believe our reinsurance recoverables are collectible, the ultimate recoverable may be greater or less than the amount accrued. At December 31, 2009 and 2008, reinsurance recoverables on paid and unpaid losses were $274.5 million and $268.7 million, respectively.

In our risk-sharing programs, we are subject to credit risk with respect to the payment of claims by our clients captive, rent-a-captive, large deductible programs, indemnification agreements, or on the portion of risk either ceded to the captives, or retained by the clients. The capitalization and credit worthiness of prospective risk-sharing partners is one of the factors we consider upon entering into and renewing risk-sharing programs. We collateralize balances due from our risk-sharing partners through funds withheld trusts or stand-by letters of credit issued by highly rated banks. We have historically maintained an allowance for the potential uncollectibility of certain reinsurance balances due from some risk-sharing partners, some of which may be in dispute. At the end of each quarter, an analysis of these exposures is conducted to determine the potential exposure to uncollectibility. At December 31, 2009, we believe this allowance is adequate. To date, we have not, in the aggregate, experienced material difficulties in collecting balances from our risk-sharing partners. No assurance can be given, however, regarding the future ability of our risk-sharing partners to meet their obligations.

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Investments

Our investment securities are classified as available for sale. Investments classified as available for sale are available to be sold in the future in response to our liquidity needs, changes in market interest rates, tax strategies and asset-liability management strategies, among other reasons. Available for sale securities that are not determined to be other-than-temporary impaired (OTTI) are reported at fair value, with unrealized gains and losses reported in the accumulated other comprehensive income component of shareholders equity, net of deferred taxes and, accordingly have no effect on net income.

Realized gains or losses on sale of investments are determined on the basis of specific costs of the investments. Dividend income is recognized when declared and interest income is recognized when earned. Discount or premium on debt securities purchased at other than par value is amortized using the effective yield method.

Available for sale securities are reviewed for declines in fair value that are determined to be other-than-temporary. For a debt security, if we intend to sell a security and it is more likely than not we will be required to sell a debt security before recovery of our amortized cost basis and the fair value of the debt security is below amortized cost, we conclude that an OTTI impairment has occurred and the amortized cost is written down to current fair value, with a corresponding charge to realized loss in the Consolidated Statements of Income. If we do not intend to sell a debt security and it is not more likely than not we will be required to sell a debt security before recovery of our amortized cost basis but the present value of the cash flows expected to be collected is less than the amortized cost of the debt security (referred to as the credit loss), we conclude that an OTTI has occurred and the amortized cost is written down to the estimated recovery value with a corresponding charge to realized loss in the Consolidated Statements of Income, as this is also deemed the credit portion of the OTTI. The remainder of the decline to fair value is recorded in Other Comprehensive Income as an unrealized non-credit OTTI in the Consolidated Statements of Comprehensive Income.

When assessing our intent to sell a debt security and if it is more likely than not we will be required to sell a debt security before recovery of our cost basis, facts and circumstances such as, but not limited to, decisions to reposition our security portfolio, sale of securities to meet cash flow needs and sales of securities to capitalize on favorable pricing, are evaluated. In order to determine the amount of the credit loss for a debt security, we calculate the recovery value by performing a discounted cash flow analysis based on the current cash flows and future cash flows expected to be recovered. The discount rate is the effective interest rate implicit in the underlying debt security upon issuance. The effective interest rate is the original yield or the coupon if the debt security was previously impaired. If an OTTI exists and there is not sufficient cash flows or other information to determine a recovery value of the security, we conclude that the entire OTTI is credit-related and the amortized cost for the security is written down to current fair value with a corresponding charge to realized loss in the Consolidated Statements of Income.

To determine the recovery period of a debt security, we consider the facts and circumstances surrounding the underlying issuer including, but not limited to the following:

- Historical and implied volatility of the security;

- Length of time and extent to which the fair value has been less than amortized cost;

Conditions specifically related to the security such as default rates, loss severities, loan to value ratios, current levels of subordination, third party guarantees, and vintage;

Specific conditions in an industry or geographic area;

Any changes to the rating of the security by a rating agency;

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Failure, if any, of the issuer of the security to make scheduled payments; and

Recoveries or additional declines in fair value subsequent to the balance sheet date.

In periods subsequent to the recognition of an OTTI, the security is accounted for as if it had been purchased on the measurement date of the OTTI. Therefore, for a fixed maturity security, the discount or reduced premium is reflected in net investment income over the contractual term of the investment in a manner that produces a constant effective yield.

For an equity security, if we do not have the ability and intent to hold the security for a sufficient period of time to allow for a recovery in value, we conclude that an OTTI has occurred, and the cost of the equity security is written down to the current fair value, with a corresponding charge to realized loss within the Consolidated Statements of Income. When assessing our ability and intent to hold the equity security to recovery, we consider, among other things, the severity and duration of the decline in fair value of the equity security, as well as the cause of decline, a fundamental analysis of the liquidity, business prospects and overall financial condition of the issuer.

Revenue Recognition

We account for our reinsurance and insurance products in accordance with Accounting Standards Codification (ASC) 944 *Financial Services Insurance*.

Premiums written, which include direct, assumed, and ceded premiums are recognized as earned on a pro rata basis over the life of the policy term. Unearned premiums represent the portion of premiums written that are applicable to the unexpired terms of policies in force. Provisions for unearned premiums on reinsurance assumed from others are made on the basis of ceding reports when received and actuarial estimates.

Assumed premium estimates are specifically related to the mandatory assumed pool business from the NCCI, or residual market business. The pools cede workers compensation business to participating companies based upon the individual company s market share by state. The activity is reported from the NCCI to participating companies on a two quarter lag. To accommodate this lag, we estimate premium and loss activity based on historical and market based results. Historically, we have not experienced any material difficulties or disputes in collecting balances from NCCI; and therefore, no provision for doubtful accounts is recorded related to the assumed premium estimate.

Fee income, which includes risk management consulting, loss control, and claims services, is recognized during the period the services are provided. Depending on the terms of the contract, claims processing fees are recognized as revenue over the estimated life of the claims, or the estimated life of the contract. For those contracts that provide services beyond the expiration or termination of the contract, fees are deferred in an amount equal to management s estimate of our obligation to continue to provide services in the future.

Commission income, which includes reinsurance placement, is recorded on the later of the effective date or the billing date of the policies on which they were earned. Commission income is reported net of any sub-producer commission expense. Any commission adjustments that occur subsequent to the earnings process are recognized upon notification from the insurance companies. Profit sharing commissions from insurance companies are recognized when determinable, which is when such commissions are received.

We review, on an ongoing basis, the collectibility of our receivables and establish an allowance for estimated uncollectible accounts. As of December 31, 2009 and 2008, the allowance for uncollectibles on receivables was $3.4 million and $2.9 million, respectively.

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Equity Earnings of Affiliates

Equity earnings represent investments in affiliates in which we do not exercise control and have a 20% or more voting interest. Such investments in affiliates are accounted for using the equity method of accounting. We have an equity interest in one affiliate, and the equity earnings of this interest were recorded in net income. Equity earnings, net of tax, for 2009 were $874,000. We had no equity earnings related to this affiliate for 2008 and 2007. We did not receive any dividends from this affiliate in 2009.

Additionally, we are recording the equity earnings in this affiliate based on a month lag due to timing differences in respect to the availability of information, as permissible under FASB ASC 323-10-35-6, *Investments Equity Method and Joint Ventures Subsequent Measurement.*

Legal Contingencies

We are subject at times to various claims, lawsuits and proceedings relating principally to alleged errors or omissions in the placement of insurance, claims administration, consulting services and other business transactions arising in the ordinary course of business. Where appropriate, we vigorously defend such claims, lawsuits and proceedings. Some of these claims, lawsuits and proceedings seek damages, including consequential, exemplary or punitive damages, in amounts that could, if awarded, be significant. Most of the claims, lawsuits and proceedings arising in the ordinary course of business are covered by the policy at issue, errors and omissions insurance or other appropriate insurance. In terms of deductibles associated with such insurance, we have established provisions against these items, which are believed to be adequate in light of current information and legal advice. In accordance with accounting guidance, if it is probable that an asset has been impaired or a liability has been incurred as of the date of the financial statements and the amount of loss is estimable; an accrual is provided for the costs to resolve these claims in our consolidated accompanying financial statements. Period expenses related to the defense of such claims are included in other operating expenses in the accompanying consolidated statements of income. We, with the assistance of outside counsel, adjust such provisions according to new developments or changes in the strategy in dealing with such matters. On the basis of current information, we do not expect the outcome of the claims, lawsuits and proceedings to which we are subject to, either individually, or in the aggregate, will have a material adverse effect on our financial condition. However, it is possible that future results of operations or cash flows for any particular quarter or annual period could be materially affected by an unfavorable resolution of any such matters.

Goodwill

We evaluate existing goodwill for impairment on an annual basis as of October 1st, or more frequently if events or changes in circumstances indicate that the asset might be impaired. Goodwill impairment is performed at the reporting unit level. To test goodwill for impairment, we are required to estimate the fair value of each reporting unit. Since quoted market prices in an active market are not available for our reporting units, other valuation techniques are used. We have developed a model to estimate the fair value of our reporting units utilizing a discounted cash flow valuation technique (DCF model). A DCF model is selected to be comparable to what would be used by market participants to estimate fair value. The impairment test incorporates estimates of future cash flows; allocations of certain assets, liabilities and cash flows among reporting units; future growth rates; terminal value amounts; and the applicable weighted-average cost of capital used to discount those estimated cash flows. These estimates are based on management s judgment. The estimates and projections used in the estimate of fair value are consistent with our forecast and long-range plans.

In accordance with accounting guidance, we concluded our reporting units to be agency operations and specialty insurance operations. The nature of the business and economic characteristics of all agency operations and all specialty insurance operations are similar based upon, but not limited to, the following; (1) management alignment within each reporting unit, (2) our Insurance Company Subsidiaries operate under a

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reinsurance pooling arrangement, and (3) our ability to leverage our expertise and fixed costs within each reporting unit.

Deferred Policy Acquisition Costs

Commissions and other costs of acquiring insurance business that vary with and are primarily related to the production of new and renewal business are deferred and amortized over the terms of the policies or reinsurance treaties to which they relate. Investment earnings are anticipated in determining the recoverability of such deferred amounts. We reduce these costs for premium deficiencies. There were no premium deficiencies for the years ended December 31, 2009, 2008 and 2007.

Federal Income Taxes

We provide for federal income taxes based on amounts we believe we ultimately will owe. Inherent in the provision for federal income taxes are estimates regarding the deductibility of certain items and the realization of certain tax credits. In the event the ultimate deductibility of certain items or the realization of certain tax credits differs from estimates, we may be required to significantly change the provision for federal income taxes recorded in the consolidated financial statements. Any such change could significantly affect the amounts reported in the consolidated statements of income.

We utilize the asset and liability method of accounting for income tax. Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. Valuation allowances are established when necessary to reduce the deferred tax assets to the amounts more likely than not to be realized.

Results of Operations

Executive Overview

Our results for the full year 2009 include the positive impact from continued selective growth, coupled with our adherence to strict corporate underwriting guidelines, as well as a focus on current accident year price adequacy, and the benefits derived from leveraging our fixed costs. Our generally accepted accounting principles (GAAP) combined ratio improved 0.7 percentage points to 92.6% for the year ended December 31, 2009, from 93.3% in 2008. Net operating income, excluding amortization, increased 31.4% to $59.3 million, compared to $45.1 million in 2008.

Our 2009 year to date results included a pre-tax loss of $3.5 million related to impairment charges on our investment portfolio. This is down from a pre-tax loss of $11.7 million in 2008, which were also related to impairment charges. In September 2008, at the height of the economy s financial crisis, we experienced losses primarily in preferred stock investments in Fannie Mae, Freddie Mac, Lehman Brothers, and GMAC. Our exposure to unrealized losses and other than temporarily impaired securities decreased during 2009, as the financial markets began to stabilize and improve.

The 2009 impairments primarily consisted of asset-backed securities with rising default rates, declining prepayment speeds, and increasing loss severity of collateral value. In addition, this impairment charge also included a few corporate securities where the issuer experienced deteriorating business conditions and results, which put pressure on its valuation and, to a lesser extent, further deterioration in preferred stock securities.

Offsetting the impairment charges in 2009, were pre-tax realized gains of $3.6 million that we recognized in the fourth quarter of 2009 from the sale of certain securities which were sold for tax planning purposes.

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Our investment portfolio as of December 31, 2009, includes pre-tax net unrealized gains of $44.5 million, or a $0.80 book value per share, compared to pre-tax net unrealized gains of $3.8 million in 2008, or a $0.07 book value per share. After-tax net unrealized gains were $28.9 million, or a $0.52 book value per share, compared to after-tax net unrealized gains of $2.5 million, or a $0.04 book value per share in 2008. Our conservative investment philosophy, which focuses on a high quality, short duration investments with both diversifications in specific securities, as well as investment sectors, has minimized our asset risk in relation to our GAAP equity.

Gross written premium increased $231.0 million, or 50.5%, to $688.7 million, compared to $457.7 million in 2008. Included in this increase was $139.7 million in gross written premiums related to our Century Surety Company (Century) operations. In addition, this increase includes $92.2 million in gross written premiums related to our new relationship with a program agent who specializes in non-contractors workers compensation in the Midwest, California, and other western states, as well as new programs which include a general agent that focuses on the food services industry and a general agent who focuses on heterogeneous workers compensation in the Southeast region of the United States. The increase is also a result of growth in new business from programs implemented in 2008 and 2009. We anticipate further growth during 2010 as the annualized premiums of these programs continue to be realized. In addition, we continue to experience selective growth within existing programs consistent with our corporate underwriting guidelines and our controls over price adequacy. While the level of rate decreases has slowed, we have seen a continued competitive market. Along with the recession, there has been downward pressure on revenue growth, but a decrease in frequency of losses has helped to support underwriting profitability.

With 2009 as our first full year of operations after the merger with ProCentury, we continue to see opportunities emerge as we use our admitted market capabilities to expand our footprint with Century s wholesale agents in areas including marine, garage, and workers compensation, and as we roll out surplus lines products through an existing agent in markets not previously serviced by ProCentury, and as we continue to leverage costs by creating economies of scale for purchasing reinsurance and managing the back office operations. By utilizing the capabilities of our combined company, we have also begun underwriting environmental related risks. Century s environmental expertise has now been combined with the existing workers compensation and automobile liability platform to provide an integrated program for environmental risks. The standard surety operation for Century is now being marketed as Star Surety to take advantage of the higher treasury listing and broader licensing and filing capabilities of Star. The combined platform has expanded agent relationships and rounded out agency relationship needs, which should grow both our programs and products.

In July 2009, our subsidiary, Star, purchased a 28.5% ownership interest in an insurance holding limited liability company for $14.8 million in cash. This ownership interest is significant, but is less than a majority ownership and, therefore, is accounted for under the equity method of accounting. Star, therefore, will recognize 28.5% of the profits and losses as a result of this equity interest ownership.

On June 24, 2009, we announced the affirmation of A.M. Best Company s financial strength rating of A− (Excellent) for our Insurance Company Subsidiaries.

2009 compared to 2008:

Net income for the year ended December 31, 2009, increased 92.2%, or $25.3 million to $52.7 million, or $0.92 per dilutive share, compared to net income of $27.4 million, or $0.61 per dilutive share, for the comparable period of

2008. Net operating income, a non-GAAP measure, increased $14.7 million, or 37.9%, to $53.5 million, or $0.93 per dilutive share, compared to net operating income of $38.8 million, or $0.86 per dilutive share for the comparable period in 2008, with lower weighted average shares outstanding. Total diluted weighted average shares outstanding for the year ended December 31, 2009 were 57,413,391,

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compared to 44,995,712 for the comparable period in 2008. This increase in the weighted average shares is primarily the result of the equity issued in connection with the ProCentury merger.

Net income for the year ended December 31, 2009, included net after-tax realized losses of $865,000, or $0.01 per diluted share, which consisted of other than temporary impairments primarily related to certain asset-backed securities, corporate bonds, and preferred stocks, which were primarily offset by the previously mentioned realized gains recognized in the fourth quarter of 2009 for tax planning purposes. The net after-tax realized losses of $865,000, or $0.01 per diluted share, compares to after-tax realized losses of $11.4 million, or $0.25 per diluted share in 2008. Net investment income increased 37.5% to $50.4 million, primarily related to the increase in invested assets as a result of the ProCentury merger. Overall, we continue to see favorable prior accident year reserve development, as well as selective growth consistent with our corporate underwriting guidelines and our controls over price adequacy. Net income for the year ended December 31, 2008, included after tax catastrophe losses of $5.4 million related to Hurricanes Gustav and Ike. The favorable improvement within net income was slightly offset by lower net commission and fee revenue.

Revenues for the year ended December 31, 2009, increased $189.8 million, or 43.3%, to $627.6 million, from $437.8 million for the comparable period in 2008. This increase reflects a $169.9 million increase in net earned premiums, of which $114.2 million related to our Century operations. Excluding the net earned premiums related to our Century operations, the increase of $55.7 million was primarily the result of overall growth within our existing programs and new business we implemented in 2008 and 2009. Our overall net commission and fees were down 11.7%, or $5.0 million, as further explained below. In addition, the revenues reflect a $13.7 million increase in investment income, which primarily reflects the increase in invested assets as a result of the ProCentury merger, as well as continued positive cash flow from operations.

For the year ended December 31, 2009, we recorded pre-tax and after-tax equity earnings of $1.3 million, or $0.02 per share and $874,000, or $0.015 per share respectively. The equity earnings relate to our share of earnings relating to our 28.5% ownership interest in an insurance holding limited liability company, as described above.

2008 compared to 2007:

Net income for the year ended December 31, 2008, was $27.4 million, or $0.61 per dilutive share, compared to net income of $28.0 million, or $0.85 per dilutive share, for the comparable period of 2007. Net operating income, a non-GAAP measure, increased $10.9 million, or 39.2%, to $38.8 million, or $0.86 per dilutive share, compared to net operating income of $27.9 million, or $0.84 per dilutive share for the comparable period in 2007, with lower weighted average shares outstanding. Total weighted average shares outstanding for the year ended December 31, 2008 were 44,995,712, compared to 33,101,965 for the comparable period in 2007. This increase in the weighted average shares was primarily the result of the equity issued in connection with the ProCentury merger, as well as a full year impact of the shares issued in July 2007 related to our capital raise.

Net income for the year ended December 31, 2008, was negatively impacted by after-tax realized losses of $11.4 million, or $0.25 per diluted share, primarily as a result of the other than temporary impairments in certain preferred stock investments, which primarily related to Freddie Mac, Fannie Mae, and Lehman Brothers investments, but also included several corporate bonds and asset-backed and mortgage-backed securities. In addition, net income for the year included the after-tax impact of catastrophe losses related to Hurricanes Gustav and Ike of $5.4 million, or

$0.12 per diluted share. In addition, net income included amortization expense of $6.3 million, compared to $1.9 million in 2007. We experienced improvements in our expense ratio as we continued to benefit from the elimination of the fronting fees associated with our prior use of an unaffiliated insurance carrier s A rated policy forms. Our expense ratio also benefited by our ability to further leverage fixed costs in the management company. In addition, net investment income increased 38.7% to $36.6 million. Somewhat offsetting the positive variables was a substantial increase in amortization expense

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related to the acquisition of the USSU business in 2007. In addition, amortization expense increased due to the other intangibles acquired in the ProCentury merger.

Revenues increased $97.1 million, or 28.5%, to $437.8 million for the year ended December 31, 2008, from $340.7 million for the comparable period in 2007. This increase reflected a $101.5 million increase in net earned premiums, of which $80.6 million related to ProCentury. Excluding the net earned premiums related to ProCentury, the increase was primarily the result of overall growth within our existing programs and new business we began underwriting in 2007 and 2008. Our overall net commissions and fees were down 6.7%, or $3.1 million. This decrease was primarily the result of a decrease in fees related to our New England-based programs, caused by a decrease in premium volume due to reduced rates in the self-insured markets on which the fees are based, due to mandatory rate reductions and an increase in competition. In addition, this decrease reflected slightly lower agency commission revenue, which resulted from more competitive pricing in certain jurisdictions. In 2008, we converted a portion of the policies produced by USSU to our Insurance Company Subsidiaries. The intercompany management fees associated with that portion of the underwritten policies of the USSU business that we brought in house were $2.2 million for the year ended December 31, 2008. These fees are now eliminated upon consolidation, thereby lowering net commissions and fees, but not impacting overall consolidated results.

In addition, the revenues reflected a $10.2 million increase in investment income, which primarily reflected the increase in invested assets acquired in the ProCentury merger. The remaining increase in investment income was partially the result of overall positive cash flow and the net proceeds received from our equity offering in July 2007. Slightly offsetting the increases was the $11.4 million in realized losses, primarily related to the other than temporary impairments recorded in the last half of 2008, as previously indicated.

Specialty Insurance Operations

The following table sets forth the revenues and results from operations for our specialty insurance operations (in thousands):

	For the Years Ended December 31,		
	2009	**2008**	**2007**
Revenue:			
Net earned premiums	$ 539,602	$ 369,721	$ 268,197
Management fees	18,901	21,168	23,963
Claims fees	7,428	8,879	9,025
Loss control fees	1,975	2,069	2,151
Reinsurance placement	931	728	929
Investment income	49,910	35,888	25,487
Net realized (losses) gains	(225)	(11,422)	150
Total revenue	$ 618,522	$ 427,031	$ 329,902
Pre-tax income:			

Specialty insurance operations	$ 97,346	$ 60,125	$ 47,898

2009 compared to 2008:

Revenues from specialty insurance operations increased $191.5 million, or 44.8%, to $618.5 million for the year ended December 31, 2009 from $427.0 million for the comparable period in 2008.

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Net earned premiums increased $169.9 million, or 45.9%, to $539.6 million for the year ended December 31, 2009, from $369.7 million in the comparable period in 2008. This increase was the result of $114.2 million in net earned premiums related to our Century operations. The remaining increase of $55.7 million was primarily the result of growth within our existing programs and the new business we implemented in 2008 and 2009.

Management fees decreased $2.3 million, or 10.7%, to $18.9 million for the year ended December 31, 2009, from $21.2 million for the comparable period in 2008. This decrease primarily relates to two programs we previously managed where the client is now performing their own policy administration services. This decrease is also due to an overall decrease in fees within our specialty program manager subsidiary, primarily as a result of competitive pricing pressures. In addition, this decrease was the result of a decrease in fees in our New England-based self-insured programs, caused by a decrease in premium volume from continued competition and poor economic conditions.

Claim fees decreased $1.5 million, or 16.3%, to $7.4 million for the year ended December 31, 2009, from $8.9 million for the comparable period in 2008. This decrease primarily relates to a program we previously managed where the client is now performing their own claim administrative services. In addition, this decrease is related to the loss of a specific workers compensation program and is also related to lower premium volumes related to self-insured programs, which is the basis for the fee revenue.

Net investment income increased $14.0 million, or 39.1%, to $49.9 million for the year ended December 31, 2009, from $35.9 million for the comparable period in 2008. This increase is primarily the result of $12.7 million in net investment income related to ProCentury. Overall, invested assets increased due to the inclusion of ProCentury s invested assets from the Merger of approximately $425.1 million at July 31, 2008, coupled with the investing of positive cash flows from operations. Total cash flows from operations as of December 31, 2009 were $127.7 million, compared to $93.9 million in 2008. The positive cash flows from operations were primarily due to favorable underwriting results. The average investment yield for December 31, 2009 was 4.40%, compared to 4.22% in 2008. The current pre-tax book yield was 4.44%. The current after-tax book yield was 3.36%, compared to 3.32% in 2008. The duration of the investment portfolio is 4.4 years at December 31, 2009, compared to 4.5 years at December 31, 2008.

Specialty insurance operations generated pre-tax income of $97.3 million for the year ended December 31, 2009, compared to pre-tax income of $60.1 million for the comparable period in 2008. This increase in pre-tax income demonstrates a continued improvement in underwriting results including favorable reserve development on prior accident years, selective growth in premium, adherence to our strict underwriting guidelines, and our overall leveraging of fixed costs. This improvement was also attributable to an increase in net investment income. In addition, this improvement was attributable to an increase of $11.2 million related to realized gains and losses. Pre-tax realized losses for the year ended December 31, 2009 were $225,000, compared to a pre-tax loss of $11.4 million for the comparable period in 2008. The realized losses recognized in the year related to impairment charges related to specific securities as previously mentioned, offset by realized gains from sales of certain securities for tax planning purposes. The realized loss in 2008 related to the other than temporary impairments recognized in the fourth quarter of 2008, which related to securities within the investment portfolio acquired with the ProCentury merger. The GAAP combined ratio was 92.6% for the year ended December 31, 2009, compared to 93.3% for the same period in 2008.

Net loss and loss adjustment expenses (LAE) increased $94.2 million, or 44.3%, to $307.1 million for the year ended December 31, 2009, from $212.9 million for the same period in 2008. Our loss and LAE ratio decreased

1.3 percentage points to 60.7% for the year ended December 31, 2009, from 62.0% for the same period in 2008. This ratio is the unconsolidated net loss and LAE in relation to net earned premiums. Our accident year loss ratio, which is a non-GAAP measure, was 66.0% in 2009, compared to 66.5% in 2008. An accident year loss ratio measures losses and LAE occurring in a particular year, regardless of when they are reported and does not take into consideration changes in estimates in loss reserves from prior accident years.

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Our 2009 accident year loss ratio is a good means of comparison to historical trends and current industry estimates. We continue to see favorable development primarily resulting from within our general liability line of business due to lower frequency and severity and better than expected incurred and paid claims results. To a lesser extent, we continue to experience favorable development in workers compensation, auto liability, and professional liability, slightly offset by unfavorable development in our excess liability line of business. In addition, we revised our estimated claims handling costs through a comprehensive actual costs study, which increased favorable development within our unallocated loss adjustment expense reserve. Our results in 2008 included after-tax catastrophe losses of $5.4 million related to Hurricanes Gustav and Ike. Additional discussion of our reserve activity is described below within the *Other Items Reserves* section.

Our expense ratio was 31.9% for the year ended December 31, 2009, compared to 31.3% for the same period in 2008. This ratio is the unconsolidated policy acquisition and other underwriting expenses in relation to net earned premiums. Our overall leveraging of fixed costs has been somewhat offset by the higher level of internal costs and reductions in ceding commission, primarily related to a reduction in risk-sharing partner participation and a reduction in the ceding commission rate within one particular line of business on a specific program. In addition, the overall proportion of risk sharing programs in relation to our overall book of business has decreased as a result of the ProCentury merger. In addition, higher average direct commission rates associated with Century s business also contributed to the increase in the expense ratio, which includes twelve months of these costs for 2009 and only five months in 2008. The higher commissions were slightly offset by lower insurance related assessments. As a surplus lines carrier, Century is not subject to premium taxes on its non-admitted business.

2008 compared to 2007:

Revenues from specialty insurance operations increased $97.1 million, or 29.4%, to $427.0 million for the year ended December 31, 2008, from $329.9 million for the comparable period in 2007.

Net earned premiums increased $101.5 million, or 37.8%, to $369.7 million for the year ended December 31, 2008, from $268.2 million in the comparable period in 2007. This increase was primarily the result of $79.3 million in net earned premiums related to ProCentury. Excluding the net earned premiums related to ProCentury, net earned premiums increased $22.2 million, or 8.3%. This increase was primarily the result of overall growth within our existing programs and the new business we began writing in 2007 and 2008, as well as additional selective growth consistent with our corporate underwriting guidelines.

Management fees decreased $2.8 million, or 11.7%, to $21.2 million for the year ended December 31, 2008, from $24.0 million in the comparable period in 2007. This decrease was primarily the result of a decrease in fees related to our New England-based programs, primarily caused by a decrease in premium volume due to reduced rates in the self-insured markets on which the fees are based, due to mandatory rate reductions and an increase in competition.

Claim fees remained relatively flat for 2008 compared to 2007.

Net investment income increased $10.4 million, or 40.8%, to $35.9 million in 2008, from $25.5 million in 2007. This increase was primarily the result of $8.7 million in net investment income related to ProCentury. Overall, invested assets increased due to the inclusion of ProCentury s invested assets, which were $434.3 million at December 31, 2008, coupled with the investing from positive cash flows from operations. The positive cash flows from operations were due to favorable underwriting results, increased fee revenue, and the lengthening of the duration of our reserves. The increase in the duration of our reserves reflected the impact of growth in our excess liability business, which was implemented at the end of 2003. This type of business has a longer duration than the average reserves on our other programs and was a larger proportion of reserves. In addition, the increase in average invested assets reflects cash flows from our equity offering in July 2007. The average investment yield for December 31, 2008 was 4.22%, compared to 4.6% in 2007. The current pre-tax book yield was 4.4%. The current after-tax book yield for the year ended December 31, 2008

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was 3.3%, compared to 3.4% in 2007. The duration of the investment portfolio was 4.5 years at December 31, 2008, compared to 4.3 years at December 31, 2007.

Specialty insurance operations generated pre-tax income of $60.1 million for the year ended December 31, 2008, compared to pre-tax income of $47.9 million for the comparable period in 2007. This increase in pre-tax income primarily demonstrated a continued improvement in underwriting results including favorable reserve development on prior accident years, selective growth in premium, adherence to our strict underwriting guidelines, and our overall leveraging of fixed costs. In addition, this improvement was attributable to an increase in net investment income. Partially offsetting these improvements were the previously mentioned other than temporary impairments recognized in the investment portfolio in the last half of the year, which primarily related to securities within the investment portfolio acquired with the Merger. In addition, these improvements were also partially offset by the impact of the losses incurred with the two hurricanes, as mentioned above. The GAAP combined ratio was 93.3% for the year ended December 31, 2008, compared to 95.4% for the same period in 2007.

Net loss and loss adjustment expenses (LAE) increased $61.9 million, or 41.0%, to $212.9 million for the year ended December 31, 2008, from $151.0 million for the same period in 2007. Our loss and LAE ratio increased 0.8 percentage points to 62.0% in 2008, from 61.2% for the same period in 2007. This ratio is the unconsolidated net loss and LAE in relation to net earned premiums. Net loss and LAE includes $49.2 million of net loss and LAE expense related to ProCentury. In addition, the loss and LAE ratio of 62.0% includes 2.3 percentage points related to the previously mentioned catastrophe losses. The loss and LAE ratio includes favorable development of $16.8 million, or 4.5 percentage points, compared to favorable development of $7.1 million, or 2.6 percentage points in 2007. The increase in our favorable development in comparison to 2007 was primarily the result of an increase in favorable development within our auto liability and general liability lines of business due to lower frequency and severity and better than expected claims results. This was somewhat offset by an increase in adverse development for an excess program.

Our expense ratio decreased 2.9 percentage points to 31.3% for the year ended December 31, 2008, from 34.2% for the same period in 2007. This ratio is the unconsolidated policy acquisition and other underwriting expenses in relation to net earned premiums. The decrease in our expense ratio reflects the anticipated decrease in commission due to the elimination of the fronting fees paid in 2007 to an unaffiliated insurance carrier to use their A rated policy forms, which was approximately 0.6 percentage points incurred in 2007, compared to no costs in 2008. Despite a higher level of internal fixed costs at ProCentury, we achieved a 0.5 percentage point improvement on the expense ratio from leveraging the fixed costs of the combined company. In addition, lower insurance related assessments and a lower level of other underwriting expenses, such as loss control and commissions relating to mix of business also contributed to this improvement.

Agency Operations

The following table sets forth the revenues and results from operations from our agency operations (in thousands):

	For the Years Ended December 31,		
	2009	**2008**	**2007**

Net commission	$ 9,561	$ 11,064	$ 11,316
Pre-tax (loss) income(1)	$ (1,010)	$ 1,142	$ 2,087

(1) Our agency operations include an allocation of corporate overhead, which includes expenses associated with accounting, information services, legal, and other corporate services. The corporate overhead allocation excludes those expenses specific to the holding company. For the years ended December 31, 2009, 2008, and 2007, the allocation of corporate overhead to the agency operations segment was $3.4 million, $2.8 million, and $2.8 million, respectively.

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2009 compared to 2008:

Revenue from agency operations, which consists primarily of agency commission revenue, was $9.6 million for the year ended December 31, 2009, compared to $11.1 million for the comparable period in 2008. This decrease primarily reflects regional competition, poor economic conditions, and a softer insurance market within our mid to larger Michigan accounts and isolated competitive pricing pressure in the California automobile market. In addition, this decrease is partially attributable to a $300,000 adjustment to reduce an agency commission accrual.

Agency operations generated a pre-tax loss, after the allocation of corporate overhead, of ($1.0) million for the year ended December 31, 2009, compared to pre-tax income of $1.1 million for the comparable period in 2008. The decrease in the pre-tax income is primarily attributable to the decrease in agency commission revenue mentioned above.

2008 compared to 2007:

Revenue from agency operations, which consists primarily of agency commission revenue, decreased $252,000, or 2.2%, to $11.1 million for the year ended December 31, 2008, from $11.3 million for the comparable period in 2007. This decrease primarily reflected regional competition and a softer insurance market within our mid to larger Michigan accounts and isolated competitive pricing pressure in the California automobile market.

Agency operations generated pre-tax income, after the allocation of corporate overhead, of $1.1 million for the year ended December 31, 2008, compared to $2.1 million for the comparable period in 2007. The decrease in the pre-tax income was primarily attributable to the decrease in agency commission revenue mentioned above.

Other Items

Reserves

At December 31, 2009, our best estimate for the ultimate liability for loss and LAE reserves, net of reinsurance recoverables, was $682.4 million. We established a reasonable range of reserves of approximately $620.2 million to $724.2 million. This range was established primarily by considering the various indications derived from standard actuarial techniques and other appropriate reserve considerations. The following table sets forth this range by line of business (in thousands):

Line of Business	Minimum Reserve Range	Maximum Reserve Range	Selected Reserves
Workers Compensation(1)	$ 194,753	$ 215,606	$ 207,636
Commercial Multiple Peril/General Liability	293,767	360,413	333,687
Commercial Automobile	98,676	110,660	105,469

Other		33,037		37,492		35,584
Total Net Reserves	$	620,233	$	724,171	$	682,376

(1) Includes residual markets

Reserves are reviewed by our internal actuaries for adequacy on a quarterly basis. When reviewing reserves, we analyze historical data and estimate the impact of numerous factors such as (1) per claim information; (2) industry and our historical loss experience; (3) legislative enactments, judicial decisions, legal

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developments in the imposition of damages, and changes in political attitudes; and (4) trends in general economic conditions, including the effects of inflation. This process assumes that past experience, adjusted for the effects of current developments and anticipated trends, is an appropriate basis for predicting future events. There is no precise method for subsequently evaluating the impact of any specific factor on the adequacy of reserves, because the eventual deficiency or redundancy is affected by multiple factors.

The key assumptions used in our selection of ultimate reserves included the underlying actuarial methodologies, a review of current pricing and underwriting initiatives, an evaluation of reinsurance costs and retention levels, and a detailed claims analysis with an emphasis on how aggressive claims handling may be impacting the paid and incurred loss data trends embedded in the traditional actuarial methods. With respect to the ultimate estimates for losses and LAE, the key assumptions remained consistent for the years ended December 31, 2009 and 2008.

For the year ended December 31, 2009, we reported a decrease in net ultimate loss estimates for accident years 2008 and prior of $28.7 million, or 4.6% of $625.3 million of net loss and LAE reserves at December 31, 2008. The decrease in net ultimate loss estimates reflected revisions in the estimated reserves as a result of actual claims activity in calendar year 2009 that differed from the projected activity. There were no significant changes in the key assumptions utilized in the analysis and calculations of our reserves during 2009 and 2008. The major components of this change in ultimate loss estimates are as follows (in thousands):

Line of Business	Reserves at December 31, 2008	Incurred Losses Current Year	Incurred Losses Prior Years	Total Incurred	Paid Losses Current Year	Paid Losses Prior Years	Total Paid	Reserves at December 31, 2009
Workers Compensation	$ 147,813	$ 104,259	$ (7,787)	$ 96,472	$ 17,495	$ 41,061	$ 58,556	$ 185,729
Residual Markets	23,984	6,588	(3,585)	3,003	2,474	2,606	5,080	21,907
Commercial Multiple Peril/General Liability	317,188	101,992	(9,395)	92,597	3,626	72,471	76,097	333,688
Commercial Automobile	92,788	66,080	(4,073)	62,007	16,722	32,605	49,327	105,468
Other	43,558	56,838	(3,830)	53,008	36,200	24,782	60,982	35,584
Net Reserves	625,331	$ 335,757	$ (28,670)	$ 307,087	$ 76,517	$ 173,525	$ 250,042	682,376
Reinsurance Recoverable	260,366							266,801
Consolidated	$ 885,697							$ 949,177

Reserves at	Re-estimated Reserves at December 31,	Development as a Percentage of

Line of Business	December 31, 2008	2009 on Prior Years	Prior Year Reserves
Workers Compensation	$ 147,813	$ 140,026	(5.3)%
Commercial Multiple Peril/General Liability	317,188	307,793	(3.0)%
Commercial Automobile	92,788	88,715	(4.4)%
Other	43,558	39,728	(8.8)%
Sub-total	601,347	576,262	(4.2)%
Residual Markets	23,984	20,399	(14.9)%
Total Net Reserves	$ 625,331	$ 596,661	(4.6)%

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Workers Compensation Excluding Residual Markets

The projected net ultimate loss estimate for the workers compensation line of business excluding residual markets decreased $7.8 million, or 5.3% of net workers compensation reserves. This net overall decrease reflects decreases of $2.6 million, $1.2 million, and $3.3 million in accident years 2007, 2006, and 2005, respectively. The decreases reflect better than expected experience for many of our workers compensation programs, including a Nevada, Florida, New England, and countrywide workers compensation association program. Actual losses reported were less than expected given the prior actuarial assumptions. These decreases were offset by an increase of $507,000 in the net ultimate loss estimate for accident year 2003. This increase in the net ultimate loss estimate for this accident year was due to greater than expected claim emergence in a Florida workers compensation program. The change in ultimate loss estimates for all other accident years was insignificant.

Commercial Multiple Peril and General Liability

The commercial multiple peril line and general liability line of business had a decrease in net ultimate loss estimates of $9.4 million, or 3.0% of net commercial multiple peril and general liability reserves. The net decrease reflects decreases of $5.0 million, $6.8 million, $701,000 and $1.5 million in the ultimate loss estimates for accident years 2008, 2007, 2006 and 1994, respectively. The decreases were due to better than expected claim emergence in general liability business. These decreases were offset by increases in the net ultimate loss estimates of $716,000, $1.8 million and $1.4 million for accident years 2005, 2004 and 2003, respectively. These increases were due to greater than expected claim emergence in an excess liability program. The change in ultimate loss estimates for all other accident years was insignificant.

Commercial Automobile

The projected net ultimate loss estimate for the commercial automobile line of business decreased $4.1 million, or 4.4% of net commercial automobile reserves. This net overall decrease reflects decreases of $611,000, $2.9 million and $662,000 for accident years 2008, 2007 and 2005, respectively. The decreases for these accident years were due to better than expected claim emergence in two California-based programs and an excess liability program. These decreases were offset by increases of $635,000 and $629,000 in accident years 2006 and 2004, respectively. These increases were due to greater than expected claim emergence in an excess liability program and a garage program. The change in ultimate loss estimates for all other accident years was insignificant.

Other

The projected net ultimate loss estimate for the other lines of business decreased $3.8 million, or 8.8% of net reserves. This net decrease reflects decreases of $860,000, $1.3 million and $675,000 in the net ultimate loss estimate for accident years 2008, 2007 and 2005, respectively. These decreases were primarily due to better than expected case reserve development during the calendar year in a professional liability program. The change in ultimate loss estimates for all other accident years was insignificant.

Residual Markets

The workers compensation residual market line of business had a decrease in net ultimate loss estimate of $3.6 million, or 14.9% of net reserves. This decrease reflects decreases of $2.4 million and $598,000 in accident years 2008 and 2007, respectively. We record loss reserves as reported by the National Council on Compensation Insurance (NCCI), plus a provision for the reserves incurred but not yet analyzed and reported to us due to a two quarter lag in reporting. These changes reflect a difference between our estimate of the lag incurred but not reported and the amounts reported by the NCCI in the year. The change in ultimate loss estimates for all other accident years was insignificant.

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Salaries and Employee Benefits

Salaries and employee benefits increased $18.0 million, or 28.7%, to $80.9 million in 2009, from $62.9 million in 2008. This increase was primarily the result of the salary expense related to our Century operations. This increase was also the result of an increase in variable compensation, in comparison to 2008, due to performance criteria established by our Compensation Committee of the Board of Directors. The increase in variable compensation was primarily attributable to the inclusion of additional participants into the variable compensation plans due to the ProCentury merger, as well as overall improved financial results.

Salaries and employee benefits increased $6.4 million, or 11.4%, to $62.9 million in 2008, from $56.4 million in 2007. Included in the $62.9 million were salaries and employee benefits related to ProCentury of $9.1 million. Excluding the salaries and employee benefits related to ProCentury, overall salaries and employee benefits would have decreased $2.6 million. This decrease primarily reflected a decrease in variable compensation. The decrease in variable compensation, in comparison to 2007, reflected the increase in our targeted measure for earning variable compensation. In addition, this decrease was the result of a decrease in profit sharing commissions. The decrease in profit sharing commissions was the result of our purchase of an excess liability book of business. As a result of us owning the book of business, we no longer pay the profit sharing commissions.

Additional discussion of our variable compensation plan is described below under *Variable Compensation*.

Other Administrative Expenses

Other administrative expenses increased $4.4 million, or 12.6%, to $39.4 million in 2009, from $35.0 million in 2008. This increase was primarily the result of an overall increase in administrative expenses related to our Century operations, as well as an increase in expenses related to technology initiatives. In addition, this increase was attributable to an increase in holding company expenses, primarily related to certain legal expenses and an increase in director fees. Also, contributing to this increase was an overall increase in bad debt expense specific to our Insurance Company Subsidiaries, compared to the same period in 2008. Partially offsetting this increase was a reduction in the management fee previously associated with our acquisition of USSU. In January 2008, we exercised our option to purchase the remainder of the economics related to the acquisition of the USSU business, by terminating the management agreement with the former owners, thereby eliminating the management fee associated with the Management Agreement.

Other administrative expenses increased $2.7 million, or 8.4%, to $35.0 million, from $32.3 million in 2007. This increase was primarily the result of slight increases in various general operating expenses, primarily due to the Merger with ProCentury. Partially offsetting this increase was a reduction in the management fee previously associated with our acquisition of USSU, as described above.

Salaries and employee benefits and other administrative expenses include both corporate overhead and the holding company expenses included in the non-allocated expenses of our segment information.

Amortization Expense

Amortization expense for 2009, 2008, and 2007 was $5.8 million, $6.3 million, and $1.9 million, respectively. Amortization expense per dilutive share for 2009, 2008, and 2007 was $0.10, $0.14, and $0.06, respectively. Amortization expense primarily relates to the other intangibles related to our acquisition of the USSU business, a public entity excess book of business, and the agent relationships and trade names associated with the Merger.

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Interest Expense

Interest expense for 2009, 2008, and 2007 was $10.6 million, $7.7 million, and $6.0 million, respectively. Interest expense is primarily attributable to our debentures, which are described within the *Liquidity and Capital Resources* section of Management s Discussion and Analysis, as well as our line of credit and term loan. The overall increase in 2009 compared to 2008, as well as 2008 compared to 2007, primarily relates to interest expense related to the term loan we used to finance a portion of the purchase price for the Merger. In addition, the increase in interest expense was partially related to the interest attributable to the trust preferred debt instruments as a result of the ProCentury merger. The average interest rate for the year ended December 31, 2009 was 7.07%, compared to 7.13% for the comparable period in 2008. This slight decrease reflects the impact of a lower cost of debt associated with the term loan, which had an average interest rate of 5.95% in 2009. The 2008 interest primarily related to the debentures. The average interest rate for the year ended December 31, 2008 was 7.13%, compared to 8.67% in 2007. This decrease reflects the impact of a lower cost of debt associated with the term loan, which had an average interest rate of 5.95% in 2008. The average interest rate in 2007 was 8.67%, which primarily related to the debentures.

Interest expense for 2007 includes interest related to a temporary increase in our line of credit, which was associated with borrowings to fund the cash portion of the USSU business acquisition. Upon receipt of the net proceeds from our capital raise in July 2007, we reduced this outstanding balance to zero.

Federal Income Taxes

Federal income tax expense for 2009, 2008 and 2007, was $20.9 million, $16.1 million, and $10.8 million, or 28.8%, 37.3% and 28.1% of income before taxes, respectively. The decrease in the effective tax rate from 2008 to 2009, primarily relates to a decrease in our fee-based and underwriting income as a percentage of pre-tax income. This decrease was slightly offset by an increase in the valuation allowance related to impairment charges. The effective tax rate on operating income was 27.8% and 28.2% in 2009 and 2008, respectively. Net operating income is net income less realized gains (losses) net of taxes associated with such gains (losses). While net operating income is a non-GAAP measure, management believes it is beneficial in reviewing the financial statements. The effective tax rate related to net investment income remained relatively flat at 24.3% in comparison to 2008.

The increase in the effective tax rate from 2007 to 2008 reflects the impact of establishing a valuation allowance for the previously mentioned other than temporary impairments. Excluding, the impact of these impairments and the related tax valuation, the effective tax rate would have been 30.2%. This increase reflects the impact of a higher contribution of underwriting income to pre-tax income and a lower contribution of net investment income in 2008, compared to 2007. Investment income represented 83.6% of pre-tax income for 2008, compared to 67.0% in 2007. This change in proportion reflects the improved underwriting results in 2008, compared to 2007.

Other Than Temporary Impairments

At December 31, 2009 and 2008, we had 127 and 365 securities that were in an unrealized loss position, respectively. Of the securities held at December 31, 2009, forty-one had an aggregate $30.0 million and $2.3 million fair value and unrealized loss, respectively, and have been in an unrealized loss position for more than twelve months. At December 31, 2008, twenty three securities had an aggregate $24.5 million and $3.7 million fair value and unrealized loss, respectively, and have been in an unrealized loss position for more than twelve months.

After our review of our investment portfolio in relation to our OTTI policy, the Company recorded an OTTI loss of $5.2 million for the year ended December 31, 2009, of which a non-credit related OTTI loss of

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$1.7 million was recognized in other comprehensive income, resulting in a credit related OTTI loss of $3.5 million. For the year ended December 31, 2008, we recorded an OTTI loss of $11.7 million.

For additional information regarding our investment and OTTI policies refer to the *Investment* section within *Critical Accounting Policies* of *Management s Discussion and Analysis*. Refer to Note 3 *Investments*, for additional information specific to OTTI and their fair value and amount of unrealized losses segregated by the time period the investment has been in an unrealized loss position.

Liquidity and Capital Resources

Our principal sources of funds are insurance premiums, investment income, proceeds from the maturity and sale of invested assets from our Insurance Company Subsidiaries, and risk management fees and agency commissions from our non-regulated subsidiaries. Funds are primarily used for the payment of claims, commissions, salaries and employee benefits, other operating expenses, shareholder dividends, share repurchases, and debt service.

A significant portion of our consolidated assets represents assets of our Insurance Company Subsidiaries that may not be transferable to the holding company in the form of dividends, loans or advances. The restriction on the transferability to the holding company from our Insurance Company Subsidiaries is limited by regulatory guidelines. These guidelines generally specify that dividends can be paid only from unassigned surplus and only to the extent that all dividends in the current twelve months do not exceed the greater of 10% of total statutory surplus as of the end of the prior fiscal year or 100% of the statutory net income for the prior year, less any dividends paid in the prior twelve months. Using these criteria, the available ordinary dividend available to be paid from the Insurance Company Subsidiaries during 2009 is $39.5 million without prior regulatory approval. In addition to ordinary dividends, the Insurance Company Subsidiaries have the capacity to pay $51.1 million of extraordinary dividends in 2009 subject to prior regulatory approval. The Insurance Company Subsidiaries ability to pay future dividends without advance regulatory approval is dependent upon maintaining a positive level of unassigned surplus, which in turn, is dependent upon the Insurance Company Subsidiaries generating net income. Total ordinary dividends paid from our Insurance Company Subsidiaries to our holding company were $39.5 million and $46.2 million in 2009 and 2008, respectively. We remain well within our targets as they relate to our premium leverage ratios, even taking into consideration the dividends paid by our Insurance Company Subsidiaries. Our targets for gross and net written premium to statutory surplus are 2.75 to 1.0 and 2.25 to 1.0, respectively. As of December 31, 2009, on a statutory consolidated basis, the gross and net premium leverage ratios were 2.0 to 1.0 and 1.6 to 1.0, respectively. The ordinary dividends paid in 2009 and 2008 we funded from current financial earnings.

We also generate operating cash flow from non-regulated subsidiaries in the form of commission revenue, outside management fees, and intercompany management fees. These sources of income are used to meet debt service, shareholders dividends, and other operating expenses of the holding company and non-regulated subsidiaries. Earnings before interest, taxes, depreciation, and amortization from non-regulated subsidiaries were approximately $6.8 million for the year ended December 31, 2009.

We have a line of credit totaling $35.0 million, which there was no outstanding balance at December 31, 2009. The undrawn portion of the revolving credit facility is available to finance working capital and for general corporate purposes, including but not limited to, surplus contributions to our Insurance Company Subsidiaries to support premium growth or strategic acquisitions.

Cash flow provided by operations was $127.7 million, $93.9 million, and $88.6 million in 2009, 2008, and 2007, respectively. The increase in cash flow from operations reflects growth in underwriting profits and growth in net investment income, primarily as a result of the Merger. Our strong operating cash flows are also the result of our ability to match the duration of our invested assets and reserve duration as it relates to our

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MANAGEMENT S DISCUSSION AND ANALYSIS continued

incurred losses. We maintain a strong balance sheet with geographic spread of risks, high quality reinsurance, and a high quality investment portfolio.

Other Items

Debentures

The following table summarizes the principal amounts and variables associated with our debentures (in thousands):

Year of Issuance	Description	Year Callable	Year Due	Interest Rate Terms	Interest Rate at December 31, 2009 (1)	Principal Amount
2003	Junior subordinated debentures	2008	2033	Three-month LIBOR, plus 4.05%	4.30%	$ 10,310
2004	Senior debentures	2009	2034	Three-month LIBOR, plus 4.00%	4.27%	13,000
2004	Senior debentures	2009	2034	Three-month LIBOR, plus 4.20%	4.46%	12,000
2005	Junior subordinated debentures	2010	2035	Three-month LIBOR, plus 3.58%	3.83%	20,620
	Junior subordinated debentures(2)	2007	2032	Three-month LIBOR, plus 4.00%	4.26%	15,000
	Junior subordinated debentures(2)	2008	2033	Three-month LIBOR, plus 4.10%	4.37%	10,000
	Total					$ 80,930

(1) The underlying three-month LIBOR rate varies as a result of the interest rate reset dates used in determining the three-month LIBOR rate, which varies for each long-term debt item each quarter.

(2) Represents the junior subordinated debentures acquired in conjunction with the Merger.

Excluding the junior subordinated debentures acquired in conjunction with the Merger, we received a total of $53.3 million in net proceeds from the issuances of the above long-term debt, of which $26.2 million was contributed to the surplus of our Insurance Company Subsidiaries and the remaining balance was used for general corporate purposes. Associated with the issuance of the above long-term debt we incurred approximately $1.7 million in issuance costs for commissions paid to the placement agents in the transactions.

The issuance costs associated with these debentures have been capitalized and are included in other assets on the balance sheet. As of June 30, 2007, these issuance costs were being amortized over a seven year period as a component of interest expense. The seven year amortization period represented management s best estimate of the estimated useful life of the bonds related to both the senior debentures and junior subordinated debentures. Beginning July 1, 2007, we reevaluated our best estimate and determined a five year amortization period to be a more accurate representation of the estimated useful life. Therefore, this change in amortization period from seven years to five years has been applied prospectively beginning July 1, 2007.

The junior subordinated debentures issued in 2003 and 2005, were issued in conjunction with the issuance of $10.0 million and $20.0 million in mandatory redeemable trust preferred securities to a trust formed by an institutional investor from our unconsolidated subsidiary trusts, respectively.

In relation to the junior subordinated debentures acquired in conjunction with the Merger, we also acquired the remaining unamortized portion of the capitalized issuance costs associated with these debentures. The remaining unamortized portion of the issuance costs we acquired was $625,000. These are included in other assets on the balance sheet. The remaining balance is being amortized over a five year period beginning August 1, 2008, as a component of interest expense.

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Interest Rate Swaps

We have entered into interest rate swap transactions to mitigate our interest rate risk on our existing debt obligations. These interest rate swap transactions have been designated as cash flow hedges and are deemed highly effective hedges. These interest rate swap transactions are recorded at fair value on the balance sheet and the effective portion of the changes in fair value are accounted for within other comprehensive income. The interest differential to be paid or received is accrued and recognized as an adjustment to interest expense.

The following table summarizes the rates and amounts associated with our interest rate swaps (in thousands):

Effective Date	Expiration Date	Debt Instrument	Counterparty Interest Rate Terms	Fixed Rate	Fixed Amount at December 31, 2009
10/6/2005	9/16/2010	Junior subordinated debentures	Three-month LIBOR, plus 3.58%	8.340%	$ 20,000
4/23/2008	5/24/2011	Senior debentures	Three-month LIBOR, plus 4.20%	7.720%	7,000
4/23/2008	6/30/2013	Junior subordinated debentures	Three-month LIBOR, plus 4.05%	8.020%	10,000
4/29/2008	4/29/2013	Senior debentures	Three-month LIBOR, plus 4.00%	7.940%	13,000
7/31/2008	7/31/2013	Term loan(1)	Three-month LIBOR	3.950%	49,875
8/15/2008	8/15/2013	Junior subordinated debentures(2)	Three-month LIBOR	3.780%	10,000
9/4/2008	9/4/2013	Junior subordinated debentures(2)	Three-month LIBOR	3.790%	15,000

(1) Relates to our term loan, which has an effective date of July 31, 2008 and an expiration date of July 31, 2013. We are required to make fixed rate interest payments on the current balance of the term loan, amortizing in accordance with the term loan amortization schedule. We fixed only the variable interest portion of the loan. As of December 31, 2009, the actual interest payments associated with the term loan also include an additional rate of 2.00% in accordance with the credit agreement.

(2) Relates to the debentures acquired from the ProCentury merger. We fixed only the variable interest portion of the debt. The actual interest payments associated with the debentures also include an additional rate of 4.10% and 4.00% on the $10.0 million and $15.0 million debentures, respectively.

On May 24, 2009, the interest rate swap for the $5.0 million portion of our $12.0 million senior debenture expired. As of December 31, 2009, we did not enter into another interest rate swap transaction for this portion of our debt.

Therefore, the associated interest expense is no longer at a fixed amount and will fluctuate in accordance with the debt terms, as described above.

In relation to the above interest rate swaps, the net interest expense incurred for the year ended December 31, 2009 and 2008, was approximately $4.1 million and $763,000, respectively. The net interest income received for the year ended December 31, 2007, was approximately $172,000.

As of December 31, 2009 and December 31, 2008, the total fair value of the interest rate swaps was approximately ($5.9 million) and ($8.9 million), respectively. Accumulated other comprehensive income at December 31, 2009 and 2008, included accumulated loss on the cash flow hedge, net of taxes, of approximately $3.9 million and $5.8 million, respectively.

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MANAGEMENT S DISCUSSION AND ANALYSIS continued

Credit Facilities

On July 31, 2008, we executed $100 million in senior credit facilities (the Credit Facilities). The Credit Facilities included a $65.0 million term loan facility, which was fully funded upon the closing of our Merger with ProCentury and a $35.0 million revolving credit facility, which was partially funded upon closing of the Merger. As of December 31, 2009, the outstanding balance on our term loan facility was $49.9 million. We did not have an outstanding balance on our revolving credit facility as of December 31, 2009. The undrawn portion of the revolving credit facility is available to finance working capital and for general corporate purposes, including but not limited to, surplus contributions to our Insurance Company Subsidiaries to support premium growth or strategic acquisitions. At December 31, 2008, we had an outstanding balance of $60.3 million on our term loan and did not have an outstanding balance on our revolving credit facility.

The principal amount outstanding under the Credit Facilities provides for interest at LIBOR, plus the applicable margin, or at our option, the base rate. The base rate is defined as the higher of the lending bank s prime rate or the Federal Funds rate, plus 0.50%, plus the applicable margin. The applicable margin is determined by the consolidated indebtedness to consolidated total capital ratio. In addition, the Credit Facilities provide for an unused facility fee ranging between twenty basis points and forty basis points, based on our consolidated leverage ratio as defined by the Credit Facilities. At December 31, 2009, the interest rate on our term loan was 5.95%, which consisted of a fixed rate of 3.95%, plus an applicable margin of 2.00%.

The debt financial covenants applicable to the Credit Facilities consist of: (1) minimum consolidated net worth starting at eighty percent of pro forma consolidated net worth after giving effect to the acquisition of ProCentury, with quarterly increases thereafter, (2) minimum Risk Based Capital Ratio for Star of 1.75 to 1.00, (3) maximum permitted consolidated leverage ratio of 0.35 to 1.00, (4) minimum consolidated debt service coverage ratio of 1.25 to 1.00, and (5) minimum A.M. Best Company rating of B++. As of December 31, 2009, we were in compliance with these debt covenants.

Investment Portfolio

As of December 31, 2009 and 2008, the recorded values of our investment portfolio, including cash and cash equivalents, were $1.2 billion and $1.1 billion, respectively.

In general, we believe our overall investment portfolio is conservatively invested. The duration of the investment portfolio at December 31, 2009 is 4.4 years, compared to 4.5 years at December 31, 2008. Our pre-tax book yield is 4.4%. The current after-tax yield is 3.4%, compared to 3.3% in 2008. Approximately 98.2% of our fixed income investment portfolio is investment grade.

Shareholders Equity

At December 31, 2009, shareholders equity was $502.9 million, or a book value of $9.06 per common share, compared to $438.2 million, or a book value of $7.64 per common share, at December 31, 2008.

In July 2008, our Board of Directors authorized us to purchase up to 3.0 million shares of our common stock in market transactions for a period not to exceed twenty-four months. For the year ended December 31, 2009, we purchased and retired 1.9 million shares of common stock for a total cost of approximately $13.9 million. For the year ended December 31, 2008, we purchased and retired 800,000 shares of common stock for a total cost of approximately $4.9 million.

At our regularly scheduled board meeting on February 12, 2010, our Board of Directors authorized us to purchase up to 5.0 million shares of our common stock in market transactions for a period not to exceed twenty-four months. This share repurchase plan replaced the existing share repurchase plan authorized in July 2008.

MEADOWBROOK INSURANCE GROUP, INC.

MANAGEMENT S DISCUSSION AND ANALYSIS continued

On February 13, 2009, our Board of Directors and the Compensation Committee of the Board of Directors approved the distribution of our LTIP award for the 2007-2008 plan years, which included both a cash and stock award. The stock portion of the LTIP award was $1.6 million, which resulted in the issuance of 161,686 shares of our common stock. Of the 161,686 shares issued, 55,968 shares were retired for payment of the participant s associated withholding taxes related to the compensation recognized by the participant. Refer to Note 13 *Variable Compensation* for further detail. The retirement of the shares for the associated withholding taxes reduced our paid in capital by approximately $329,000.

For the years ended December 31, 2009 and 2008, cash dividends paid to common shareholders totaled $5.2 million and $3.8 million, respectively. On February 12, 2010, our Board of Directors declared a quarterly dividend of $0.03 per common share. The dividend is payable on April 5, 2010, to shareholders of record as of March 19, 2010.

When evaluating the declaration of a dividend, our Board of Directors considers a variety of factors, including but not limited to, cash flow, liquidity needs, results of operations, industry conditions, and our overall financial condition. As a holding company, the ability to pay cash dividends is partially dependent on dividends and other permitted payments from our Insurance Company Subsidiaries.

ProCentury Merger

Following the close of business on July 31, 2008, our Merger with ProCentury was completed. In accordance with the Merger Agreement, the stock price used in determining the final cash and share consideration portion of the purchase price was based on the volume-weighted average sales price of a share of Meadowbrook common stock for the 30-day trading period ending on the sixth trading day before the completion of the Merger, or $5.7326. Based upon the final proration, the total purchase price was $227.2 million, of which $99.1 million consisted of cash, $122.7 million in newly issued common stock, and approximately $5.4 million in transaction related costs. The total number of new common shares issued for purposes of the stock portion of the purchase price was 21.1 million shares.

The Merger was accounted for under the purchase method of accounting, which resulted in goodwill of $59.5 million equaling the excess of the purchase price over the fair value of identifiable assets, as of December 31, 2008. Goodwill is not amortized, but is subject to at least annual impairment testing. Identifiable intangibles, which are subject to amortization, of $21.0 million and $5.0 million were recorded related to agent relationships and trade names, respectively.

Our allocation period for purchase accounting adjustments closed in the third quarter of 2009. As a result of the purchase accounting adjustments made in 2009, the final goodwill related to the Merger was $59.3 million as of December 31, 2009.

Equity Earnings of Affiliates

In July 2009, our subsidiary, Star, purchased a 28.5% ownership interest in an insurance holding limited liability company. Our ownership interest is significant, but is less than a majority ownership and, therefore, is accounted for under the equity method of accounting. Therefore, Star, recognized 28.5% of the profits and losses as a result of this equity interest ownership. For segment reporting purposes, the equity earnings related to this investment is shown gross of tax. Equity earnings of affiliates, relates to our proportionate share of this investment, which we consider to be consistent with our specialty insurance operations and, therefore, we have included the respective equity earnings within the specialty insurance operations segment.

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MANAGEMENT S DISCUSSION AND ANALYSIS continued

Adjusted Expense Ratio

Included in our GAAP expense ratio is the impact of the margin associated with our fee-based operations. If the profit margin from our fee-for-service business is recognized as an offset to our underwriting expense, a more realistic picture of our operating efficiency emerges. The following table illustrates our adjusted expense ratio, which reflects the GAAP expense ratio of our insurance company subsidiaries, net of the pre-tax profit, excluding investment income, of our fee-for-service and agency subsidiaries (in thousands):

	For the Years Ended December 31,		
	2009	**2008**	**2007**
Net earned premiums	$ 539,602	$ 369,721	$ 268,197
Less: Consolidated net loss and LAE	307,087	212,885	150,969
Intercompany claim fees	20,339	16,296	13,058
Unconsolidated net loss and LAE	327,426	229,181	164,027
Consolidated policy acquisition and other underwriting expenses	110,715	69,349	53,717
Intercompany administrative and other underwriting fees	61,422	46,371	37,890
Unconsolidated policy acquisition and other underwriting expenses	172,137	115,720	91,607
Underwriting income	$ 40,039	$ 24,820	$ 12,563
GAAP combined ratio as reported	92.6%	93.3%	95.4%
Specialty insurance operations pre-tax income	$ 97,346	$ 60,125	$ 47,898
Less: Underwriting income	40,039	24,820	12,563
Net investment income and realized (losses) gains	50,141	25,202	26,550
Equity earnings of affiliates	1,344		
Fee-based operations pre-tax income	5,822	10,103	8,785
Agency operations pre-tax income	(1,010)	1,142	2,087
Total fee-for-service pre-tax income	$ 4,812	$ 11,245	$ 10,872
GAAP expense ratio as reported	31.9%	31.3%	34.2%
Adjustment to include pre-tax income from total fee-for-service income(1)	0.9%	3.0%	4.1%
GAAP expense ratio as adjusted	31.0%	28.3%	30.1%
GAAP loss and LAE ratio as reported	60.7%	62.0%	61.2%
GAAP combined ratio as adjusted	91.7%	90.3%	91.3%

Reconciliation of consolidated pre-tax income:			
Specialty insurance operations pre-tax income:			
Fee-based operations pre-tax income	$ 5,822	$ 10,103	$ 8,785
Underwriting income	40,039	24,820	12,563
Net investment income and realized (losses) gains	50,141	25,202	26,550
Equity earnings of affiliates	1,344		
Total specialty insurance operations pre-tax income	97,346	60,125	47,898
Agency operations pre-tax income	(1,010)	1,142	2,087
Less: Holding company expenses	5,506	3,481	2,638
Interest expense	10,596	7,681	6,030
Amortization expense	5,781	6,310	1,930
Equity earnings of affiliates	1,344		
Consolidated pre-tax income	$ 73,109	$ 43,795	$ 39,387

(1) Adjustment to include pre-tax income from total fee-for-service income is calculated by dividing total fee-for-service income by net earned premiums.

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Regulatory

A significant portion of our consolidated assets represents assets of our Insurance Company Subsidiaries that may not be transferable to the holding company in the form of dividends, loans or advances. The restriction on the transferability to the holding company from our Insurance Company Subsidiaries is limited by regulatory guidelines. These guidelines generally specify that dividends can be paid only from unassigned surplus and only to the extent that all dividends in the current twelve months do not exceed the greater of 10% of total statutory surplus as of the end of the prior fiscal year or 100% of the statutory net income for the prior year, less any dividends paid in the prior twelve months. Using these criteria, the available ordinary dividend available to be paid from the Insurance Company Subsidiaries during 2009 is $39.5 million without prior regulatory approval. In addition to ordinary dividends, the Insurance Company Subsidiaries have the capacity to pay $51.1 million of extraordinary dividends in 2009 subject to prior regulatory approval. The Insurance Company Subsidiaries ability to pay future dividends without advance regulatory approval is dependent upon maintaining a positive level of unassigned surplus, which in turn, is dependent upon the Insurance Company Subsidiaries generating net income. Total ordinary dividends paid from our Insurance Company Subsidiaries to our holding company were $39.5 million and $46.2 million in 2009 and 2008, respectively.

Our Insurance Company Subsidiaries are required to maintain certain deposits with regulatory authorities, which totaled $98.5 million and $100.9 million at December 31, 2009 and 2008, respectively.

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Contractual Obligations and Commitments

The following table is a summary of our contractual obligations and commitments as of December 31, 2009 (in thousands):

		Payments Due by Period			
	Total	Less Than One Year	One to Three Years	Three to Five Years	More Than Five Years
Non-regulated companies:					
Term Loan	$ 49,875	$ 12,125	$ 29,500	$ 8,250	$
Lines of Credit(1)					
Debentures(2):					
Senior debentures due 2034; issued $13.0 million	13,000				13,000
Senior debentures due 2034; issued $12.0 million	12,000				12,000
Junior subordinated debentures due 2035; issued $20.6 million	20,620				20,620
Junior subordinated debentures due 2033; issued $10.3 million	10,310				10,310
Junior subordinated debentures due 2032; issued $15.0 million(3)	15,000				15,000
Junior subordinated debentures due 2033; issued $10.0 million(3)	10,000				10,000
Total Debt	130,805	12,125	29,500	8,250	80,930
Interest on Term Loan(4)	6,027	2,746	3,076	205	
Interest on Debentures:					
Senior debentures due 2034; issued $13.0 million	7,224	1,032	2,064	2,064	2,064
Senior debentures due 2034; issued $12.0 million	5,344	763	1,527	1,527	1,527
Junior subordinated debentures due 2035; issued $20.6 million	11,841	1,692	3,383	3,383	3,383
Junior subordinated debentures due 2033; issued $10.3 million	5,708	815	1,631	1,631	1,631
Junior subordinated debentures due 2032; issued $15.0 million(3)	8,180	1,169	2,337	2,337	2,337
Junior subordinated debentures due 2033; issued $10.3 million(3)	5,516	788	1,576	1,576	1,576

Total Interest Payable	49,840	9,005	15,594	12,723	12,518
Operating lease obligations(5)	13,198	4,134	6,467	2,597	
Regulated companies:					
Losses and loss adjustment expenses(6)	949,177	261,004	330,500	132,802	224,871
Total	$ 1,143,020	$ 286,268	$ 382,061	$ 156,372	$ 318,319

(1) Relates to our revolving line of credit, which currently does not have an outstanding balance.

(2) Five year call feature associated with debentures, estimated seven year repayment. For a description of our debentures and related interest rate terms, as well as actual rates in accordance with our interest rate swap transactions, refer to Note 8 *Debt* and Note 9 *Derivative Instruments*.

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(3) Relates to the junior subordinated debentures acquired in conjunction with the ProCentury merger.

(4) For a description of our term loan and its interest rate terms, as well as actual rates in accordance with our interest rate swap transaction, refer to Note 8 *Debt* and Note 9 *Derivative Instruments*.

(5) Consists of rental obligations under real estate leases related to branch offices. In addition, includes amounts related to equipment leases.

(6) The loss and loss adjustment expense payments do not have contractual maturity dates and the exact timing of payments cannot be predicted with certainty. However, based upon historical payment patterns, we have included an estimate of our gross losses and loss adjustment expenses. In addition, we have anticipated cash receipts on reinsurance recoverables on unpaid losses and loss adjustment expenses of $266.8 million, of which we estimate that these payments to be paid for losses and loss adjustment expenses for the periods less than one year, one to three years, three to five years, and more than five years to be $49.9 million, $74.5 million, $36.2 million, and $106.2 million, respectively, resulting in net losses and loss adjustment expenses of $211.1 million, $256.0 million, $96.6 million, and $118.7 million, respectively.

We maintain an investment portfolio with varying maturities that we believe will provide adequate cash for the payment of claims.

Variable Compensation

We have established two variable compensation plans as an incentive for performance of our management team. They consist of an Annual Bonus Plan (Bonus Plan) and a Long-Term Incentive Plan (LTIP). The Bonus Plan is a discretionary cash bonus plan premised upon a targeted growth in net after-tax earnings on a year over year basis. Each year, the Compensation Committee and our Board of Directors establish a new target based upon prior year performance and the forecasted performance levels anticipated for the following year. The amount of the bonus pool is established by aggregating the individual targets for each participant, which is a percentage of salary. At the end of the year, the Compensation Committee and the Board of Directors review our performance in relation to performance targets and then establish the total bonus pool to be utilized to pay cash bonuses to the management team based upon overall corporate and individual participant goals.

The LTIP is intended to provide an incentive to management to improve our performance over a three year period, thereby increasing shareholder value. The LTIP is not discretionary and is based upon a target for an average three year return on beginning equity. If the targets are met and all other terms and conditions are satisfied, the LTIP awards are paid. The LTIP is paid 50% in cash and 50% in stock. A participant s percentage is established by the Compensation Committee and the Board of Directors in advance of any new three year LTIP award. The stock component of the LTIP is paid based upon the closing stock price at the beginning of the three year LTIP performance period, in accordance with the terms and conditions of the LTIP.

With the ProCentury merger our Compensation Committee and Board of Directors determined that our opportunity for successfully integrating the ProCentury merger would be heightened and shareholder value increased, if all participants were in the same equity-based plan beginning in 2009. As a result, our Compensation Committee approved the termination of our current 2007-2009 LTIP effective December 31, 2008 and established a new plan for 2009-2011 based on new performance targets. Based on this amendment, the current LTIP participants would receive their award based on a two-year performance period, rather than a three-year period. Therefore, the total award would be approximately two-thirds of the original three-year award. There were no accounting adjustments as a result of the amendment as there were no changes to the underlying plan, only an adjustment to the performance period.

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Both the Bonus Plan and the LTIP are administered by the Compensation Committee of the Board of Directors and all awards are reviewed and approved by the Board of Directors at both inception and at distribution.

Regulatory and Rating Issues

The National Association of Insurance Commissioners (NAIC) has adopted a risk-based capital (RBC) formula to be applied to all property and casualty insurance companies. The formula measures required capital and surplus based on an insurance company s products and investment portfolio and is used as a tool to evaluate the capital of regulated companies. The RBC formula is used by state insurance regulators to monitor trends in statutory capital and surplus for the purpose of initiating regulatory action. In general, an insurance company must submit a calculation of its RBC formula to the insurance department of its state of domicile as of the end of the previous calendar year. These laws require increasing degrees of regulatory oversight and intervention as an insurance company s RBC declines. The level of regulatory oversight ranges from requiring the insurance company to inform and obtain approval from the domiciliary insurance commissioner of a comprehensive financial plan for increasing its RBC to mandatory regulatory intervention requiring an insurance company to be placed under regulatory control in a rehabilitation or liquidation proceeding.

At December 31, 2009, each of our Insurance Company Subsidiaries was in excess of any minimum threshold at which corrective action would be required.

Insurance operations are subject to various leverage tests (e.g., premium to statutory surplus ratios), which are evaluated by regulators and rating agencies. Our targets for gross and net written premium to statutory surplus are 2.75 to 1.0 and 2.25 to 1.0, respectively. As of December 31, 2009, on a statutory consolidated basis, gross and net premium leverage ratios were 2.0 to 1.0 and 1.6 to 1.0, respectively.

The NAIC s Insurance Regulatory Information System (IRIS) was developed by a committee of state insurance regulators and is primarily intended to assist state insurance departments in executing their statutory mandates to oversee the financial condition of insurance companies operating in their respective states. IRIS identifies thirteen industry ratios and specifies usual values for each ratio. Departure from the usual values on four or more ratios generally leads to inquiries or possible further review from individual state insurance commissioners.

In 2009, our Insurance Company Subsidiaries generated three ratios that varied from the usual value range. The variations and reasons are set forth below**:**

Ratio	**Usual Range**	**Value**
Company: Star		
Adjusted Liabilities to Liquid Assets	Under 100%	116%(1)
Company: Williamsburg		
Gross Agents Balances to Policyholders Surplus	Under 40%	40%(2)
Company: ProCentury Insurance Company		
Change in Net Premiums Written	Over -33% or Under 33%	184%(3)

(1) Adjusted Liabilities to Liquid Assets on Star is outside the usual range primarily as a result of our Intercompany Reinsurance Pooling Agreement. The Adjusted Liabilities includes the gross amount of reinsurance payables related to the pool and does not allow an offset to those payables for any reinsurance recoverables related to the pool. In addition, the reinsurance recoverables are not included in the Liquid Assets portion of the formula. This causes the ratio results to appear much higher due to the timing of the settlement of the pool balances. Pool balances between the entities are settled in the month following the completion of the pooling.

MEADOWBROOK INSURANCE GROUP, INC.

MANAGEMENT S DISCUSSION AND ANALYSIS continued

(2) The Gross Agents Balances to Policyholders Surplus on Williamsburg was impacted by our Intercompany Reinsurance Pooling Agreement. Williamsburg s assumed premium receivable increased as a result of the pooling agreement. Excluding the intercompany pooling, this ratio would have been within the usual range for 2009. These balances settled on January 21, 2010, resulting in an updated ratio of 93%.

(3) The Change in Net Premiums Written outside the usual range resulted primarily from the Intercompany Reinsurance Pooling Agreement whereby ProCentury Insurance Company is assuming its share of a much larger pool base in 2009. ProCentury Insurance Company also wrote additional direct business in the ocean marine, inland marine and commercial auto liability lines of business in 2009, compared with 2008.

Reinsurance Considerations

We seek to manage the risk exposure of our Insurance Company Subsidiaries, including those insurance company subsidiaries we acquired in the ProCentury merger, and our clients through the purchase of excess-of-loss and quota share reinsurance. Our reinsurance requirements are analyzed on a specific program basis to determine the appropriate retention levels and reinsurance coverage limits. We secure this reinsurance based on the availability, cost, and benefits of various reinsurance alternatives.

Reinsurance does not legally discharge an insurer from its primary liability for the full amount of risks assumed under insurance policies it issues, but it does make the assuming reinsurer liable to the insurer to the extent of the reinsurance ceded. Therefore, we are subject to credit risk with respect to the obligations of our reinsurers.

In regard to our excess-of-loss reinsurance, we manage our credit risk on reinsurance recoverables by reviewing the financial stability, A.M. Best rating, capitalization, and credit worthiness of prospective or existing reinsurers. We generally do not seek collateral where the reinsurer is rated A− or better by A. M. Best, has $500 million or more in surplus, and is admitted in the state of Michigan. The following table sets forth information relating to our five largest unaffiliated excess-of-loss reinsurers based upon ceded premium as of December 31, 2009:

Reinsurer	Reinsurance Premium Ceded December 31, 2009 (In thousands)	Reinsurance Recoverable December 31, 2009 (In thousands)	A.M. Best Rating
Motors Insurance Corporation(1)	$ 9,032	$ 19,203	B++
Swiss Reinsurance America Corporation	8,372	17,045	A
Munich Reinsurance America	7,654	18,502	A+
Lloyds Syndicate Number 2003	4,145	9,619	A
Aspen Insurance UK Ltd.	4,107	17,097	A

(1) Effective January 1, 2010, a novation was completed which transferred all the ceded premium and reinsurance recoverables between us and Motors Insurance Corporation to Maiden Reinsurance Company (Maiden Re). All

reinsurance transactions and related collateral and trust accounts are now with Maiden Re, which has an A.M. Best rating of A−.

In regard to our risk-sharing partners (client captive or rent-a-captive quota-share non-admitted reinsurers), we manage credit risk on reinsurance recoverables by reviewing the financial stability, capitalization, and credit worthiness of prospective or existing reinsures or partners. We customarily collateralize reinsurance balances due from non-admitted reinsurers through funds withheld trusts or stand-by letters of credit issued by highly rated banks.

To date, we have not, in the aggregate, experienced material difficulties in collecting reinsurance recoverables.

MEADOWBROOK INSURANCE GROUP, INC.

MANAGEMENT S DISCUSSION AND ANALYSIS continued

Off-Balance Sheet Arrangements

As of December 31, 2009, we have no off-balance sheet arrangements as defined in Item 303(a) (4) of Regulation S-K.

Convertible Note

In December 2005, we entered into a $6.0 million convertible note receivable with an unaffiliated insurance agency. The effective interest rate of the convertible note is equal to the three-month LIBOR, plus 5.2% and is due December 20, 2010. This agency has been a producer for us for over ten years. As security for the loan, the borrower granted us a security interest in its accounts, cash, general intangibles, and other intangible property. Also, the shareholder then pledged 100% of the common shares of three insurance agencies, the common shares owned by the shareholder in another agency, and has executed a personal guaranty. This note is convertible upon our option based upon a pre-determined formula. The conversion feature of this note is considered an embedded derivative, and therefore is accounted for separately from the note. At December 31, 2009, the estimated fair value of the derivative is not material to the financial statements.

Accounting Standards Codification

In June 2009, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) No. 168 *The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles a replacement of FASB Statement No. 162,* which established FASB Accounting Standards Codification (the Codification or ASC). The Codification became the single source of authoritative accounting principles in preparation of financial statements in conformity with GAAP. Prospectively, only one level of authoritative GAAP will exist, excluding the guidance issued by the SEC. All other literature will be non-authoritative. The Codification did not change current GAAP, but is intended to simplify user access to all authoritative GAAP by providing all the authoritative guidance, by particular topic, using a consistent structure. The Codification was effective on a prospective basis for periods ending after September 15, 2009. As the Codification did not change existing GAAP, the adoption of the Codification did not have an impact on our financial condition or results of operations. However, the adoption of the Codification did change our references to GAAP accounting standards.

Recent Accounting Standards

In April 2009, the FASB issued ASC 320-10-65, *Debt and Equity Securities Transition and Open Effective Date Information* (previously FSP No. FAS 115-2 and FAS 124-2, *Recognition and Presentation of Other-Than-Temporary-Impairments*). ASC 320-10-65 requires entities to separate an other-than-temporary impairment of a debt security into two components when there are credit related losses associated with the impaired debt security for which management believes the Company does not have the intent to sell the security, and it is more likely than not that it will not be required to sell the security before recovery of its amortized cost basis. If management concludes a security is other-than-temporarily impaired, ASC 320-10-65 requires that the difference between the fair value and the amortized cost of the security be presented as an other-than-temporary-impairment charge within earnings, with an offset for any noncredit-related loss component of the other-than-temporary-impairment charge to be recognized in other comprehensive income. In addition, ASC 320-10-65 requires that companies record, as of the beginning of the interim period of adoption, a cumulative effect adjustment to reclassify the noncredit component of a previously recognized OTTI loss from retained earnings to other comprehensive income if the company does not intend to sell the security before anticipated recovery of its amortized cost basis. ASC 320-10-65 became effective for interim and annual periods ending after June 15, 2009. We adopted ASC 320-10-65 in the second quarter of 2009. The adoption of ASC 320-10-65 did not have a material impact on our financial position or results of operations.

MEADOWBROOK INSURANCE GROUP, INC.

MANAGEMENT S DISCUSSION AND ANALYSIS continued

The cumulative effect adjustment upon adoption at the beginning of the second quarter between retained earnings and other comprehensive income was $1.5 million.

In April 2009, the FASB issued ASC 820-10-65-4, *Fair Value Measurements and Disclosures Transition and Open Effective Date Information* (previously FSP No. FAS 157-4, *Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions that are Not Orderly*). ASC 820-10-65-4 provides additional guidance for estimating fair value in accordance with ASC 820 *Fair Value Measurements and Disclosures* when the volume and level of activity for an asset or liability have significantly decreased in relation to normal market activity. In addition, if there is evidence that the transaction for the asset or liability is not orderly, the entity shall place little, if any weight on that transaction price as an indicator of fair value. ASC 820-10-65-4 became effective for interim and annual periods ending after June 15, 2009. We adopted ASC 820-10-65-4 in the second quarter of 2009. The adoption of ASC 820-10-65-4 did not have a material impact on our financial position or results of operations.

In April 2009, the FASB issued ASC 825-10-65-1, *Financial Instruments Transition and Open Effective Date Information* (previously FSP FAS 107-1 and APB 28-1, *Interim Disclosures about Fair Value of Financial Instruments*). ASC 825-10-65-1 requires disclosures about fair value of financial instruments for interim reporting periods of publicly traded companies as well as in annual financial statements. ASC 825-10-65-1 became effective for periods ending after June 15, 2009. We adopted ASC 825-10-65-1 in the second quarter of 2009 and began providing the additional required disclosure information.

In April 2009, the FASB issued ASC 805-20 *Business Combinations Identifiable Assets and Liabilities, and Any Noncontrolling Interest* (previously FSP FAS 141(R)-1, *Accounting for Assets Acquired and Liabilities Assumed in a Business Combination that Arise from Contingencies.* ASC 805-20 requires that assets and liabilities assumed in a business combination that arise from contingencies be recognized at fair value only if fair value can be reasonably estimated. ASC 805-20 is effective for business combinations for which the acquisition date is on or after December 15, 2008. The adoption of ASC 805-20 did not have an impact on our financial condition or results of operation, as it applies prospectively to business combinations effective December 15, 2008, or after and, therefore, did not impact our previous transactions involving purchase accounting. We will apply the provisions as applicable.

In May 2009, the FASB issued ASC 855 *Subsequent Events* (previously SFAS No. 165 *Subsequent Events*). ASC 855 establishes general standards of accounting for and disclosure of events that occur after the balance sheet date, but before the financial statements are issued or are available to be issued. ASC 855 became effective for periods ending after June 15, 2009. We adopted ASC 855 during the quarter ended June 30, 2009. The adoption of ASC 855 did not have an impact on our consolidated financial condition or results of operations.

In June 2009, the FASB issued ASC 810 *Consolidation* (previously SFAS No. 167 *Amendments to FASB Interpretation No. 46(R).* ASC 810 contains consolidation guidance applicable to variable interest entities. The guidance further requires enhanced disclosures, including disclosure of significant judgments and assumptions as to whether a variable interest entity must be consolidated, and how involvement with the variable interest entity affects a company s financial statements. The guidance is effective for annual periods beginning after November 15, 2009. Upon adoption of this guidance, we will need to reconsider our consolidation conclusions for all entities with which we are involved. We have evaluated the impact on our adoption of ASC 810 and have concluded that the adoption would not have a material impact on our financial condition and results of operations.

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MANAGEMENT S DISCUSSION AND ANALYSIS continued

Related Party Transactions

At December 31, 2009 and 2008, we held an $825,000 and $852,000 note receivable from one of our executive officers, including $164,000 and $191,000 of accrued interest, respectively. This note arose from a transaction in late 1998 in which we loaned the officer funds to exercise 64,718 common stock options to cover the exercise price and the taxes incurred as a result of the exercise. The note bears interest equal to the rate charged pursuant to our revolving credit agreement and is due on demand any time after January 1, 2002. As of December 31, 2009, the rate was 2.25%. The loan is partially collateralized by 64,718 shares of our common stock under a stock pledge agreement. For the years ended December 31, 2009 and 2008, $43,800 and $43,800, respectively, have been paid against the loan. As of December 31, 2009, the cumulative amount that has been paid against this loan was $250,400. Refer to Note 20 *Related Party Transaction* for further information.

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Item 7A. ***Qualitative and Quantitative Disclosures About Market Risk***

Market risk is the risk of loss arising from adverse changes in market rates and prices, such as interest rates as well as other relevant market rate or price changes. The volatility and liquidity in the markets in which the underlying assets are traded directly influence market risk. The following is a discussion of our primary risk exposures and how those exposures are currently managed as of December 31, 2009. Our market risk sensitive instruments are primarily related to fixed income securities, which are available for sale and not held for trading purposes.

Interest rate risk is managed within the context of an asset and liability management strategy where the target duration for the fixed income portfolio is based on the estimate of the liability duration and takes into consideration our surplus. The investment policy guidelines provide for a fixed income portfolio duration of between three and a half and five and a half years. At December 31, 2009, our fixed income portfolio had a modified duration of 4.44 years, compared to 4.47 years at December 31, 2008.

At December 31, 2009, the fair value of our investment portfolio, excluding cash and cash equivalents, was $1.1 billion. Our market risk to the investment portfolio is primarily interest rate risk associated with debt securities. Our exposure to equity price risk is related to our investments in relatively small positions of preferred stocks and mutual funds with an emphasis on dividend income. These investments comprise 2.5% of our investment portfolio.

Our investment philosophy is one of maximizing after-tax earnings and has historically included significant investments in tax-exempt bonds. We continue to increase our holdings of tax-exempt securities based on our desire to maximize after-tax investment income. For our investment portfolio, there were no significant changes in our primary market risk exposures or in how those exposures are managed compared to the year ended December 31, 2008. We do not anticipate significant changes in our primary market risk exposures or in how those exposures are managed in future reporting periods based upon what is known or expected to be in effect.

A sensitivity analysis is defined as the measurement of potential loss in future earnings, fair values, or cash flows of market sensitive instruments resulting from one or more selected hypothetical changes in interest rates and other market rates or prices over a selected period. In our sensitivity analysis model, a hypothetical change in market rates is selected that is expected to reflect reasonable possible near-term changes in those rates. Near term means a period of up to one year from the date of the consolidated financial statements. In our sensitivity model, we use fair values to measure our potential loss of debt securities assuming an upward parallel shift in interest rates to measure the hypothetical change in fair values. The table below presents our model s estimate of changes in fair values given a change in interest rates. Dollar values are in thousands.

	Rates Down 100bps	**Rates Unchanged**	**Rates Up 100bps**
Fair Value	$ 1,142,670	$ 1,088,554	$ 1,032,815
Yield to Maturity or Call	2.59%	3.62%	4.63%
Effective Duration	4.67	5.09	5.30

The other financial instruments, which include cash and cash equivalents, equity securities, premium receivables, reinsurance recoverables, line of credit and other assets and liabilities, when included in the sensitivity model, do not produce a material change in fair values.

Our debentures are subject to variable interest rates. Thus, our interest expense on these debentures is directly correlated to market interest rates. At December 31, 2009 and 2008, we had debentures of $80.9 million. At this level, a 100 basis point (1%) change in market rates would change annual interest expense by $809,000.

Our term loan is subject to variable interest rates. Thus, our interest expense on our term loan is directly correlated to market interest rates. At December 31, 2009, we had an outstanding balance on our term loan of $49.9 million. At this level, a 100 basis point (1%) change in market rates would change annual interest

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expense by $499,000. At December 31, 2008, we had an outstanding balance on our term loan of $60.25 million. At this level, a 100 basis point (1%) change in market rates would change annual interest expense by $602,500.

We have entered into interest rate swap transactions to mitigate our interest rate risk on our existing debt obligations. These interest rate swap transactions have been designated as cash flow hedges and are deemed highly effective hedges. These interest rate swap transactions are recorded at fair value on the balance sheet and the effective portion of the changes in fair value are accounted for within other comprehensive income. The interest differential to be paid or received is accrued and recognized as an adjustment to interest expense. Refer to Note 9 *Derivative Instruments* for further detail relating to our interest rate swap transactions.

In addition, our revolving line of credit under which we can borrow up to $35.0 million is subject to variable interest rates. Thus, our interest expense on the revolving line of credit is directly correlated to market interest rates. At December 31, 2009 and 2008, we did not have an outstanding balance on our revolving line of credit.

Item 8. ***Financial Statements and Supplementary Data***

Refer to list of Financial Statement Schedules and Note 21 *Quarterly Financial Data (Unaudited)* of the Notes to the Consolidated Financial Statements.

Item 9. ***Changes in and Disagreements With Accountants on Accounting and Financial Disclosure***

None.

Item 9A. ***Controls and Procedures***

Evaluation of Disclosure Controls and Procedures

Our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, the Exchange Act), which we refer to as disclosure controls, are controls and procedures that are designed with the objective of ensuring that information required to be disclosed in our reports filed under the Exchange Act, such as this annual report, is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission s rules and forms. Disclosure controls are also designed with the objective of ensuring that such information is accumulated and communicated to our management, including our Chief Executive Officer and our Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure. There are inherent limitations to the effectiveness of any control system. A control system, no matter how well conceived and operated, can provide only reasonable assurance that its objectives are met. No evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within our Company have been detected.

As of December 31, 2009, an evaluation was carried out under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of disclosure controls and procedures. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that the design and operation of these disclosure controls and procedures were effective to ensure that material information relating to us is made known to management, including our Chief Executive Officer and Chief Financial Officer, particularly during the period when our periodic reports are being prepared.

Management s Report on Internal Control over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act). Our internal control system was designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally

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accepted in the United States of America. Because of its inherent limitations, internal controls over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may be inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate.

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of our internal controls over financial reporting as of December 31, 2009. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control Integrated Framework. Based on our assessment, we concluded that, as of December 31, 2009, our internal controls over financial reporting were effective based on those criteria.

The attestation report of Ernst & Young LLP, our independent registered public accounting firm, regarding internal control over financial reporting is set forth in Item 8 of this Annual Report on Form 10-K under the caption Report of Independent Registered Public Accounting Firm and incorporated herein by reference.

Changes in Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting during the most recent quarter ended December 31, 2009, which have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

Item 9B. ***Other Information***

None.

PART III

Certain information required by Part III is omitted from this Report in that the Registrant will file a definitive Proxy Statement pursuant to Regulation 14A (the Proxy Statement) not later than 120 days after the end of the fiscal year covered by this report and certain information included therein is incorporated herein by reference. Only those sections of the Proxy Statement that specifically address the items set forth herein are incorporated by reference.

Item 10. ***Directors, Executive Officers, and Corporate Governance***

The information required by this item is included under the captions *Information about the Nominees, the Incumbent Directors and Other Executive Officers,* *Corporate Governance,* *Code of Conduct,* *Report of the Audit Committee, and* *Section 16(a) Beneficial Ownership Reporting Compliance* of our Proxy Statement relating to our Annual Meeting of Shareholders to be held on May 18, 2010, which is hereby incorporated by reference. Our Code of Conduct can be found on our website www.meadowbrook.com.

Item 11. ***Executive Compensation***

The information required by this item is included under the captions *Compensation of Executive Officers,* *Director Compensation,* *Report of the Compensation Committee of the Board on Executive Compensation,* *Employment Agreements,* *Other Senior Executive Employment Agreements,* and *Compensation Committee Interlocks and Insider*

Participation of our Proxy Statement relating to our Annual Meeting of Shareholders to be held on May 18, 2010, which is hereby incorporated by reference.

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Item 12. ***Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters***

The information required by this item is included under the caption *Security Ownership of Certain Beneficial Owners and Management* of our Proxy Statement relating to our Annual Meeting of Shareholders to be held on May 18, 2010, which is hereby incorporated by reference.

Equity Compensation Plan Information

Plan Category	**Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)**	**Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (b)**	**Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities in Column (a)) (c)**
Equity compensation plans approved by security holders(1)	0	$ 0.00	2,617,749
Equity compensation plans not approved by security holders			
Total	0	$ 0.00	2,617,749

(1) The 2,617,749 number of shares remaining available for future issuance relates to our 2002 Amended and Restated Stock Option Plan of 617,749 shares and our 2009 Equity Compensation plan of 2,000,000 shares.

Item 13. ***Certain Relationships and Related Transactions and Director Independence***

The information required by this item is included under the captions *Certain Relationships and Related Party Transactions* and *Independence Determination* of our Proxy Statement relating to our Annual Meeting of Shareholders to be held on May 18, 2010, which is hereby incorporated by reference.

Item 14. ***Principal Accountant Fees and Services***

The information required by this item is included under the caption *The Second Proposal on Which You are Voting on Ratification of Appointment of Independent Registered Public Accounting Firm* of our Proxy Statement relating to our Annual Meeting of Shareholders to be held on May 18, 2010, which is hereby incorporated by reference.

MEADOWBROOK INSURANCE GROUP, INC.

PART IV

Item 15. ***Exhibits, Financial Statement Schedules***

(A) The following documents are filed as part of this Report:

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Shareholders of
Meadowbrook Insurance Group, Inc.:

We have audited the accompanying consolidated balance sheets of Meadowbrook Insurance Group, Inc. as of December 31, 2009 and 2008, and the related consolidated statements of income, comprehensive income, shareholders equity, and cash flows for each of the three years in the period ended December 31, 2009. Our audits also included the financial statement schedules listed in the Index at Item 15(a). These financial statements and schedules are the responsibility of the Company s management. Our responsibility is to express an opinion on these financial statements and schedules based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Meadowbrook Insurance Group, Inc. at December 31, 2009 and 2008, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2009, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedules, when considered in relation to the basic financial statements taken as a whole, present fairly in all material respects the information set forth therein.

As discussed in Note 1 to the consolidated financial statements, in 2009 the Company changed its method of accounting for recognizing other-than-temporary impairment charges for its debt securities in connection with the adoption of the revised Financial Accounting Standards Board s other-than-temporary impairment model.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Meadowbrook Insurance Group, Inc. s internal control over financial reporting as of December 31, 2009, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated March 15, 2010 expressed an unqualified opinion thereon.

Detroit, Michigan
March 15, 2010

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Shareholders of
Meadowbrook Insurance Group, Inc.:

We have audited Meadowbrook Insurance Group, Inc. s internal control over financial reporting as of December 31, 2009, based on criteria established in Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). Meadowbrook Insurance Group, Inc. s management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management s Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the company s internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Meadowbrook Insurance Group, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2009, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Meadowbrook Insurance Group, Inc. as of December 31, 2009 and 2008, and the related consolidated statements of income, comprehensive income, shareholders equity and cash flows for each of the three years in the period ended December 31, 2009 and our report dated March 15, 2010 expressed an unqualified opinion thereon.

Detroit, Michigan
March 15, 2010

MEADOWBROOK INSURANCE GROUP, INC.

CONSOLIDATED BALANCE SHEET

	December 31, 2009	December 31, 2008
	(In thousands, except share data)	
ASSETS		
Investments		
Debt securities available for sale, at fair value (amortized cost of $1,045,454 and $977,613 in 2009 and 2008, respectively)	$ 1,088,554	$ 986,483
Equity securities available for sale, at fair value (cost of $26,919 and $27,660 in 2009 and 2008, respectively)	28,342	22,577
Cash and cash equivalents	86,319	76,588
Accrued investment income	11,599	10,441
Premiums and agent balances receivable (net of allowance of $3,446 and $2,945 in 2009 and 2008, respectively)	155,327	117,675
Reinsurance recoverable on:		
Paid losses	7,724	8,337
Unpaid losses	266,801	260,366
Prepaid reinsurance premiums	35,298	31,885
Deferred policy acquisition costs	68,787	56,454
Deferred income taxes, net	5,645	22,718
Goodwill	118,842	119,028
Other intangible assets	41,301	46,951
Other assets	75,277	54,413
Total assets	$ 1,989,816	$ 1,813,916
LIABILITIES AND SHAREHOLDERS EQUITY		
Liabilities		
Losses and loss adjustment expenses	$ 949,177	$ 885,697
Unearned premiums	325,915	282,086
Debt	49,875	60,250
Debentures	80,930	80,930
Accounts payable and accrued expenses	34,251	27,839
Reinsurance funds held and balances payable	29,161	27,793
Payable to insurance companies	3,314	3,221
Other liabilities	14,312	7,930
Total liabilities	1,486,935	1,375,746
Shareholders Equity		
Common stock, $0.01 stated value; authorized 75,000,000 shares; 55,519,970 and 57,341,989 shares issued and outstanding	555	573

Additional paid-in capital	304,930	314,641
Retained earnings	172,441	127,157
Note receivable from officer	(825)	(852)
Accumulated other comprehensive income (loss)	25,780	(3,349)
Total shareholders equity	502,881	438,170
Total liabilities and shareholders equity	$ 1,989,816	$ 1,813,916

The accompanying notes are an integral part of the Consolidated Financial Statements.

MEADOWBROOK INSURANCE GROUP, INC.

CONSOLIDATED STATEMENT OF INCOME

	For the Years Ended December 31,		
	2009	**2008**	**2007**
	(In thousands, except share and per share data)		
Revenues			
Premiums earned			
Gross	$ 644,858	$ 455,782	$ 337,099
Ceded	(105,256)	(86,061)	(68,902)
Net earned premiums	539,602	369,721	268,197
Net commissions and fees	37,881	42,904	45,988
Net investment income	50,366	36,624	26,400
Realized (losses) gains:			
Total other-than-temporary impairments on securities	(5,203)	(11,719)	
Portion of loss recognized in other comprehensive income	1,734		
Net other-than-temporary impairments on securities recognized in earnings	(3,469)	(11,719)	
Net realized gains excluding other-than-temporary impairments on securities	3,244	297	150
Net realized (losses) gains	(225)	(11,422)	150
Total revenues	627,624	437,827	340,735
Expenses			
Losses and loss adjustment expenses	375,938	282,822	191,885
Reinsurance recoveries	(68,851)	(69,937)	(40,916)
Net losses and loss adjustment expenses	307,087	212,885	150,969
Salaries and employee benefits	80,923	62,862	56,433
Policy acquisition and other underwriting expenses	110,715	69,294	53,717
Other administrative expenses	39,413	35,000	32,269
Amortization expense	5,781	6,310	1,930
Interest expense	10,596	7,681	6,030
Total expenses	554,515	394,032	301,348
Income before taxes and equity earnings	73,109	43,795	39,387
Federal and state income tax expense	21,321	16,667	11,726
Equity earnings of affiliates, net of tax	874		
Equity earnings of unconsolidated subsidiaries, net of tax	(12)	269	331

Net income	$	52,650	$	27,397	$	27,992
Earnings Per Share						
Basic	$	0.92	$	0.61	$	0.85
Diluted	$	0.92	$	0.61	$	0.85
Weighted average number of common shares						
Basic		57,248,497		44,810,944		33,007,200
Diluted		57,413,391		44,995,712		33,101,965

The accompanying notes are an integral part of the Consolidated Financial Statements.

MEADOWBROOK INSURANCE GROUP, INC.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	For the Years Ended December 31,		
	2009	2008	2007
	(In thousands)		
Net income	$ 52,650	$ 27,397	$ 27,992
Other comprehensive income, net of tax:			
Unrealized gains (losses) on securities	26,951	(12,960)	4,810
Losses on non-credit other-than-temporary impairments on securities	(178)		
Net deferred derivative gain (loss) hedging activity	1,958	(5,457)	(484)
Less: reclassification adjustment for investment losses included in net income	398	11,569	10
Other comprehensive income (loss)	29,129	(6,848)	4,336
Comprehensive income	$ 81,779	$ 20,549	$ 32,328

The accompanying notes are an integral part of the Consolidated Financial Statements.

MEADOWBROOK INSURANCE GROUP, INC.

CONSOLIDATED STATEMENT OF SHAREHOLDERS EQUITY

	For the Years Ended December 31, 2009, 2008, and 2007					
	Common Stock	Additional Paid-In Capital	Retained Earnings	Note Receivable from Officer	Accumulated Other Comprehensive Income (Loss)	Total Shareholders Equity
	(In thousands)					
Balances January 1, 2007	$ 291	$ 126,828	$ 76,282	$ (871)	$ (837)	$ 201,693
Change on unrealized available for sale securities					4,820	4,820
Net deferred derivative gain hedging activity					(484)	(484)
Long term incentive plan; stock award for 2007-2008 plan years		772				772
Long term incentive plan; stock award for 2004-2006 plan years	4	(1,845)				(1,841)
Stock-based employee compensation		2				2
Issuance of 244,574 shares of common stock	3	1,373				1,376
Retirement of 89,466 shares of common stock	(1)	(1,020)				(1,021)
Equity offering issuance of 6,437,500 shares of common stock	64	58,520				58,584
Issuance of 907,935 shares of common stock for acquisition of business of USSU	9	9,991				10,000
Note receivable from an officer				1		1
Net income			27,992			27,992
Balances December 31, 2007	370	194,621	104,274	(870)	3,499	301,894
Change on unrealized available for sale securities					(1,391)	(1,391)
Net deferred derivative loss hedging activity					(5,457)	(5,457)
Dividends declared at $0.02 per share			(3,797)			(3,797)
Long term incentive plan; stock award for 2007-2008 plan years		1,902				1,902
Issuance of 31,745 shares of common stock		149				149

Retirement of 7,000 shares of common stock		(65)				(65)
Repurchase of 800,000 shares of common stock	(8)	(4,217)	(717)			(4,942)
Issuance of 21,122,990 shares of common stock for merger with ProCentury Corporation	211	122,514				122,725
Purchase accounting adjustments related to the merger with ProCentury Corporation		(263)				(263)
Note receivable from an officer				18		18
Net income			27,397			27,397
Balances December 31, 2008	573	314,641	127,157	(852)	(3,349)	438,170
Change on unrealized available for sale securities					28,691	28,691
Net deferred derivative gain hedging activity					1,958	1,958
Dividends declared and paid			(5,162)			(5,162)
Long term incentive plan; stock award for 2009-2011 plan years		1,003				1,003
Long term incentive plan tax adjustment		(224)				(224)
Issuance of 105,718 shares of common stock for long term incentive plan stock award for 2007-2008 plan years	1	(330)				(329)
Repurchase of 1,927,902 shares of common stock	(19)	(10,160)	(3,724)			(13,903)
Note receivable from an officer				27		27
Cumulative effect adjustment for non-credit related portion of OTTI recognized in prior earnings			1,520		(1,520)	
Net income			52,650			52,650
Balances December 31, 2009	$ 555	$ 304,930	$ 172,441	$ (825)	$ 25,780	$ 502,881

The accompanying notes are an integral part of the Consolidated Financial Statements.

MEADOWBROOK INSURANCE GROUP, INC.

CONSOLIDATED STATEMENT OF CASH FLOWS

	For the Years Ended December 31,		
	2009	2008	2007
	(In thousands, expect share data)		
Cash Flows From Operating Activities			
Net income	$ 52,650	$ 27,397	$ 27,992
Adjustments to reconcile net income to net cash provided by operating activities:			
Amortization of other intangible assets	5,780	6,310	1,930
Amortization of deferred debenture issuance costs	347	496	353
Depreciation of furniture, equipment, and building	5,251	3,953	3,147
Net accretion of discount and premiums on bonds	3,128	3,080	2,707
Loss on investments, net	398	11,566	16
Gain on sale of fixed assets	(88)	(88)	(88)
Stock-based employee compensation			2
Incremental tax benefits from stock options exercised		(80)	(728)
Long term incentive plan expense	1,003	817	772
Equity earnings of affiliates, net of taxes	(874)		
Deferred income tax expense	3,285	2,742	(1,538)
Changes in operating assets and liabilities:			
Decrease (increase) in:			
Premiums and agent balances receivable	(37,652)	6,162	2,111
Reinsurance recoverable on paid and unpaid losses	(5,822)	(23,667)	3,166
Prepaid reinsurance premiums	(3,413)	3,572	2,662
Deferred policy acquisition costs	(12,333)	(2,092)	976
Other assets	(2,340)	(4,550)	13
Increase (decrease) in:			
Losses and loss adjustment expenses	63,480	56,163	38,925
Unearned premiums	43,829	1,901	9,352
Payable to insurance companies	93	(3,009)	789
Funds held and reinsurance balances payable	4,552	(2,533)	1,292
Other liabilities	6,411	5,782	(5,244)
Total adjustments	75,035	66,525	60,615
Net cash provided by operating activities	127,685	93,922	88,607
Cash Flows From Investing Activities			
Purchase of equity securities available for sale	(306)	(446)	
Purchase of debt securities available for sale	(261,705)	(107,899)	(393,676)
Proceeds from sale of equity securities available for sale	258	69	
Proceeds from sales and maturities of debt securities available for sale	192,929	105,426	272,337
Capital expenditures	(3,627)	(3,007)	(3,109)
Purchase of books of business	(2,095)	(2,454)	(3,344)
Acquisition of U.S. Specialty Underwriters, Inc.(1)		(20,971)	(12,644)

Merger with ProCentury, net of cash acquired				(74,913)		
Equity investment in insurance holding limited liability company		(14,782)				
Loan receivable				(1,656)		(310)
Net cash deposited (withheld) in funds held		298		(3,055)		344
Other investing activities				(370)		
Net cash used in investing activities		(89,030)		(109,276)		(140,402)
Cash Flows From Financing Activities						
Proceeds from lines of credit				73,000		19,025
Payment of lines of credit		(10,375)		(12,750)		(26,025)
Book overdrafts		(141)		(384)		(39)
Dividend paid on common stock		(5,162)		(3,797)		
Cash payment for payroll taxes associated with long-term incentive plan net stock issuance		(330)				(1,841)
Stock options exercised				4		(374)
Share repurchases of common stock(2)		(12,790)		(4,942)		
Incremental tax benefits from stock options exercised				80		728
Net proceeds received from public equity offering						58,585
Other financing activities		(126)		(114)		(295)
Net cash (used in) provided by financing activities		(28,924)		51,097		49,764
Net increase (decrease) in cash and cash equivalents		9,731		35,743		(2,031)
Cash and cash equivalents, beginning of year		76,588		40,845		42,876
Cash and cash equivalents, end of year	$	86,319	$	76,588	$	40,845
Supplemental Disclosure of Cash Flow Information:						
Interest paid	$	9,575	$	6,513	$	5,894
Net income taxes paid	$	21,913	$	10,855	$	11,557
Supplemental Disclosure of Non Cash Investing and Financing Activities:						
Tax benefit from stock options	$		$	80	$	728
Stock-based employee compensation	$		$		$	2
Common stock portion of purchase price for acquisition of U.S. Specialty Underwriters, Inc.	$		$		$	10,000
Common stock portion of purchase price for merger with ProCentury Corporation	$		$	122,725	$	

(1) Effective January 31, 2008, the Company exercised its option to purchase the remainder of the economics related to the acquisition of the USSU business.

(2) The Company repurchased 150,000 shares at the end of 2009. The cash settlement related to these share repurchases did not occur until January 2010, therefore $1.1 million was not considered a cash outflow as of December 31, 2009.

The accompanying notes are an integral part of the Consolidated Financial Statements.

MEADOWBROOK INSURANCE GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

Basis of Presentation and Principles of Consolidation

The consolidated financial statements include accounts, after elimination of intercompany accounts and transactions, of Meadowbrook Insurance Group, Inc. (the Company or Meadowbrook), its wholly owned subsidiary Star Insurance Company (Star), and Star s wholly owned subsidiaries, Savers Property and Casualty Insurance Company (Savers), Williamsburg National Insurance Company (Williamsburg), and Ameritrust Insurance Corporation (Ameritrust). The consolidated financial statements also include Meadowbrook, Inc., Crest Financial Corporation, and their respective subsidiaries. In addition, the consolidated financial statements also include ProCentury Corporation (ProCentury) and its wholly owned subsidiaries. ProCentury s wholly owned subsidiaries consist of Century Surety Company (Century) and its wholly owned subsidiary ProCentury Insurance Company (PIC). In addition, ProCentury Risk Partners Insurance Company, Ltd., is a wholly owned subsidiary of ProCentury. Star, Savers, Williamsburg, Ameritrust, Century, and PIC are collectively referred to as the Insurance Company Subsidiaries.

Meadowbrook and ProCentury entered into a merger agreement (the Merger Agreement) pursuant to which ProCentury and its wholly owned subsidiaries, became a wholly owned subsidiary of Meadowbrook as of August 1, 2008 (the Merger). Meadowbrook accounted for the Merger as a purchase business combination and applied fair value estimates to the acquired assets and liabilities of ProCentury as of August 1, 2008. The Consolidated Balance Sheets at December 31, 2009 and 2008 and the Consolidated Statements of Income for the years ended December 31, 2009 and 2008, reflect the consolidated results of Meadowbrook and ProCentury commencing on August 1, 2008. Refer to *Note 2 ProCentury Merger*, for additional discussion of the Merger and a pro forma presentation of financial results of the combined company.

The Company does not consolidate its subsidiaries, Meadowbrook Capital Trust I and II (the Trusts), as they are not variable interest entities and the Company is not the primary beneficiary of the Trusts. The consolidated financial statements, however, include the equity earnings of the Trusts. In addition, the Company does not consolidate its subsidiary American Indemnity Insurance Company, Ltd. (American Indemnity). While the Company and its subsidiary Star are the common shareholders, they are not the primary beneficiaries of American Indemnity. The consolidated financial statements, however, include the equity earnings of American Indemnity. The equity earnings in the Company s Trusts and American Indemnity are reflected in its Consolidated Statement of Income as equity earnings of unconsolidated subsidiaries.

The accompanying consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States (GAAP), which differ from statutory accounting practices prescribed or permitted for insurance companies by regulatory authorities. Prescribed statutory accounting practices include a variety of publications of the National Association of Insurance Commissioners (NAIC), as well as state laws, regulations and general administrative rules. Permitted statutory accounting practices encompass all accounting practices not so prescribed.

Certain amounts in the 2008 and 2007 financial statements and notes to consolidated financial statements have been reclassified to conform to the 2009 presentation.

Business

The Company, through its subsidiaries, is engaged primarily in developing and managing specialty risk management programs for defined client groups and their members. These services include: risk management consulting, claims administration and handling, loss control and prevention, and reinsurance placement, along with various types of property and casualty insurance coverage, including workers compensation, commercial multiple peril, general liability, commercial auto liability, and inland marine. The Company, through its Insurance Company Subsidiaries, issues insurance policies for client risk-sharing and fully insured programs. The Company retains underwriting risk in these insurance programs, which may result in fluctuations in

MEADOWBROOK INSURANCE GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

earnings. The Company also operates retail insurance agencies, which primarily place commercial insurance as well as personal property, casualty, life and accident and health insurance, with multiple insurance carriers. Insurance coverage is primarily provided to associations or similar groups of members, commonly referred to as programs.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. While management believes the amounts included in the consolidated financial statements reflect management s best estimates and assumptions, actual results may differ from those estimates.

Cash and Cash Equivalents

Cash and cash equivalents include cash on hand and highly liquid short-term investments. The Company considers all short-term investments purchased with an original maturity of three months or less to be cash equivalents.

Investments

The Company s investment securities are classified as available for sale. Investments classified as available for sale are available to be sold in the future in response to the Company s liquidity needs, changes in market interest rates, tax strategies and asset-liability management strategies, among other reasons. Available for sale securities that are not determined to be other-than-temporary impaired (OTTI) are reported at fair value, with unrealized gains and losses reported in the accumulated other comprehensive income component of shareholders equity, net of deferred taxes and, accordingly have no effect on net income.

Realized gains or losses on sale of investments are determined on the basis of specific costs of the investments. Dividend income is recognized when declared and interest income is recognized when earned. Discount or premium on debt securities purchased at other than par value is amortized using the effective yield method.

Available for sale securities are reviewed for declines in fair value that are determined to be other-than-temporary. For a debt security, if the Company intends to sell a security and it is more likely than not the Company will be required to sell a debt security before recovery of its amortized cost basis and the fair value of the debt security is below amortized cost, the Company concludes that an OTTI impairment has occurred and the amortized cost is written down to current fair value, with a corresponding charge to realized loss in the Consolidated Statements of Income. If the Company does not intend to sell a debt security and it is not more likely than not the Company will be required to sell a debt security before recovery of its amortized cost basis but the present value of the cash flows expected to be collected is less than the amortized cost of the debt security (referred to as the credit loss), the Company concludes that an OTTI has occurred and the amortized cost is written down to the estimated recovery value with a corresponding charge to realized loss in the Consolidated Statements of Income, as this is also deemed the credit portion of the OTTI. The remainder of the decline to fair value is recorded in Other Comprehensive Income as an unrealized non-credit OTTI in the Consolidated Statements of Comprehensive Income.

When assessing the Company s intent to sell a debt security and if it is more likely than not we will be required to sell a debt security before recovery of its cost basis, facts and circumstances such as, but not limited to, decisions to reposition our security portfolio, sale of securities to meet cash flow needs and sales of securities to capitalize on favorable pricing, are evaluated. In order to determine the amount of the credit loss for a debt security, the Company calculates the recovery value by performing a discounted cash flow analysis

MEADOWBROOK INSURANCE GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

based on the current cash flows and future cash flows expected to be recovered. The discount rate is the effective interest rate implicit in the underlying debt security upon issuance. The effective interest rate is the original yield or the coupon if the debt security was previously impaired. If an OTTI exists and there is not sufficient cash flows or other information to determine a recovery value of the security, the Company concludes that the entire OTTI is credit-related and the amortized cost for the security is written down to current fair value with a corresponding charge to realized loss in the Consolidated Statements of Income.

To determine the recovery period of a debt security, the Company considers the facts and circumstances surrounding the underlying issuer including, but not limited to the following:

Historical and implied volatility of the security;

Length of time and extent to which the fair value has been less than amortized cost;

Conditions specifically related to the security such as default rates, loss severities, loan to value ratios, current levels of subordination, third party guarantees, and vintage;

Specific conditions in an industry or geographic area;

Any changes to the rating of the security by a rating agency;

Failure, if any, of the issuer of the security to make scheduled payments; and

Recoveries or additional declines in fair value subsequent to the balance sheet date.

In periods subsequent to the recognition of an OTTI, the security is accounted for as if it had been purchased on the measurement date of the OTTI. Therefore, for a fixed maturity security, the discount or reduced premium is reflected in net investment income over the contractual term of the investment in a manner that produces a constant effective yield.

For an equity security, if the Company does not have the ability and intent to hold the security for a sufficient period of time to allow for a recovery in value, the Company concludes that an OTTI has occurred, and the cost of the equity security is written down to the current fair value, with a corresponding charge to realized loss within the Consolidated Statements of Income. When assessing the Company s ability and intent to hold the equity security to recovery, the Company considers, among other things, the severity and duration of the decline in fair value of the equity security, as well as the cause of decline, a fundamental analysis of the liquidity, business prospects and overall financial condition of the issuer.

Refer to Note 3 *Investments* of the Notes to Consolidated Financial Statements for further detail in regard to the Company s investments.

Losses and Loss Adjustment Expenses and Reinsurance Recoverables

The liability for losses and loss adjustment expenses (LAE) represents case base estimates of reported unpaid losses and LAE and actuarial estimates of incurred but not reported (IBNR) losses and LAE. In addition, the liability for losses and loss adjustment expenses represents estimates received from ceding reinsurers on assumed business. Such liabilities, by necessity, are based upon estimates and, while management believes the amount of its reserves is adequate, the ultimate liability may be greater or less than the estimate.

Reserves related to the Company s direct business and assumed business it manages directly, are established through transactions processed through the Company s internal systems and related controls. Accordingly, case reserves are established on a current basis, therefore there is no delay or lag in reporting of losses from a ceding company, and IBNR is determined utilizing various actuarial methods based upon historical data. Ultimate reserve estimates related to assumed business from residual markets are provided by individual states on a two quarter lag and include an estimated reserve based upon actuarial methods for this lag. Assumed business that is subsequently 100% retroceded to participating reinsurers relates to business

MEADOWBROOK INSURANCE GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

previously discontinued and now is in run-off. Lastly, in relation to assumed business from other sources, the Company receives case and paid loss data within a forty-five day reporting period and develops estimates for IBNR based on both current and historical data.

In addition to case reserves and in accordance with industry practice, the Company maintains estimates of reserves for losses and LAE IBNR. The Company projects an estimate of ultimate losses and LAE expenses at each reporting date. The difference between the projected ultimate loss and LAE reserves and the case loss and LAE reserves, is carried as IBNR reserves. By using both estimates of reported claims and IBNR determined using generally accepted actuarial reserving techniques, the Company estimates the ultimate liability for losses and LAE, net of reinsurance recoverables.

Reinsurance recoverables represent (1) amounts currently due from reinsurers on paid losses and LAE, (2) amounts recoverable from reinsurers on case basis estimates of reported losses and LAE, and (3) amounts recoverable from reinsurers on actuarial estimates of incurred but not reported losses and LAE. Such recoverables, by necessity, are based upon estimates and, while management believes that the amount accrued is collectible, the ultimate recoverable may be greater or less than the amount accrued.

The methods for making such estimates and for establishing the loss reserves and reinsurance recoverables are continually reviewed and updated. There were no significant changes in key assumptions during 2009, 2008 and 2007.

Revenue Recognition

The Company accounts for its reinsurance and insurance products in accordance with Accounting Standards Codification (ASC) 944 *Financial Services Insurance*.

Premiums written, which include direct, assumed, and ceded premiums are recognized as earned on a pro rata basis over the life of the policy term. Unearned premiums represent the portion of premiums written that are applicable to the unexpired terms of policies in force. Provisions for unearned premiums on reinsurance assumed from others are made on the basis of ceding reports when received and actuarial estimates.

Assumed premium estimates are specifically related to the mandatory assumed pool business from the National Council on Compensation Insurance (NCCI), or residual market business. The pool cedes workers compensation business to participating companies based upon the individual company s market share by state. The activity is reported from the NCCI to participating companies on a two quarter lag. To accommodate this lag, the Company estimates premium and loss activity based on historical and market based results. Historically, the Company has not experienced any material difficulties or disputes in collecting balances from NCCI; and therefore, no provision for doubtful accounts is recorded related to the assumed premium estimate.

Fee income, which includes risk management consulting, loss control, and claims services, is recognized during the period the services are provided. Depending on the terms of the contract, claims processing fees are recognized as revenue over the estimated life of the claims, or the estimated life of the contract. For those contracts that provide services beyond the expiration or termination of the contract, fees are deferred in an amount equal to management s estimate of the Company s obligation to continue to provide services in the future.

Commission income, which includes reinsurance placement, is recorded on the later of the effective date or the billing date of the policies on which they were earned. Commission income is reported net of any sub-producer commission expense. Any commission adjustments that occur subsequent to the earnings process are recognized upon notification from the insurance companies. Profit sharing commissions from insurance companies are recognized when determinable, which is when such commissions are received.

The Company reviews, on an ongoing basis, the collectibility of its receivables and establishes an allowance for estimated uncollectible accounts.

MEADOWBROOK INSURANCE GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Equity Earnings of Affiliates

Equity earnings represent investments in affiliates in which the Company does not exercise control and has a 20% or more voting interest. Such investments in affiliates are accounted for using the equity method of accounting. The Company has an equity interest in one affiliate, and the equity earnings of this interest were recorded in net income. Equity earnings, net of tax, for 2009 were $874,000. The Company had no equity earnings related to this affiliate for 2008 and 2007. The Company did not receive any dividends from this affiliate in 2009.

Additionally, the Company is recording the equity earnings in its affiliate based on a month lag due to timing differences in respect to the availability of information, as permissible under ASC 323-10-35-6, *Investments Equity Method and Joint Ventures Subsequent Measurement.*

Deferred Policy Acquisition Costs

Commissions and other costs of acquiring insurance business that vary with and are primarily related to the production of new and renewal business are deferred and amortized over the terms of the policies or reinsurance treaties to which they relate. Investment earnings are anticipated in determining the recoverability of such deferred amounts. The Company reduces these costs for premium deficiencies. There were no premium deficiencies for the years ended December 31, 2009, 2008 and 2007.

Participating Policyholder Dividends

The Company s method for determining policyholder dividends is a combination of subjective and objective decisions, which may include, among other things, a loss ratio analysis for the specific program and the Company s overall business strategy. The Company determines the total dividends to be paid and then obtains the approval of the Board of Directors to pay up to a certain amount. At December 31, 2009 and 2008, the Company had $1.3 million and $1.0 million accrued for policyholder dividends, respectively.

Furniture and Equipment

Furniture and equipment are stated at cost, net of accumulated depreciation, and are primarily depreciated using the straight-line method over the estimated useful lives of the assets, generally three to ten years. Upon sale or retirement, the cost of the asset and related accumulated depreciation are eliminated from their respective accounts, and the resulting gain or loss is included in income. Repairs and maintenance are charged to operations when incurred.

Goodwill

The Company evaluates existing goodwill for impairment on an annual basis as of October 1st, or more frequently if events or changes in circumstances indicate that the asset might be impaired. Goodwill impairment is performed at the reporting unit level. To test goodwill for impairment, the Company is required to estimate the fair value of each reporting unit. Since quoted market prices in an active market are not available for its reporting units, other valuation techniques are used. The Company has developed a model to estimate the fair value of its reporting units utilizing a discounted cash flow valuation technique (DCF model). A DCF model is selected to be comparable to what would be used by market participants to estimate fair value. The impairment test incorporates estimates of future cash flows;

allocations of certain assets, liabilities and cash flows among reporting units; future growth rates; terminal value amounts; and the applicable weighted-average cost of capital used to discount those estimated cash flows. These estimates are

MEADOWBROOK INSURANCE GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

based on management s judgment. The estimates and projections used in the estimate of fair value are consistent with the Company s forecast and long-range plans.

In accordance with accounting guidance, the Company concluded its reporting units to be agency operations and specialty insurance operations. The nature of the business and economic characteristics of all agency operations and all specialty insurance operations are similar based upon, but not limited to, the following; (1) management alignment within each reporting unit, (2) the Company s Insurance Company Subsidiaries operate under a reinsurance pooling arrangement, and (3) the Company s ability to leverage its expertise and fixed costs within each reporting unit.

Income Taxes

The Company provides for federal income taxes based on amounts the Company believes it ultimately will owe. Inherent in the provision for federal income taxes are estimates regarding the deductibility of certain items and the realization of certain tax credits. In the event the ultimate deductibility of certain items or the realization of certain tax credits differs from estimates, the Company may be required to significantly change the provision for federal income taxes recorded in the consolidated financial statements. Any such change could significantly affect the amounts reported in the consolidated statements of income.

The Company and its subsidiaries file a consolidated federal income tax return in accordance with a tax sharing agreement, whereby allocation is made primarily on a separate return basis with current credit for any net operating losses or other items utilized in the consolidated tax return.

The Company utilizes the asset and liability method of accounting for income tax. Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Under this method, the effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. Valuation allowances are established when necessary to reduce the deferred tax assets to the amounts which are more likely than not to be realized.

Stock Options

The Company, through its 2002 Amended and Restated Stock Option Plan (the Plan), may grant options to key executives and other members of management of the Company and its subsidiaries in amounts not to exceed 2,000,000 shares of the Company s common stock allocated for the plan. The Plan are administered by the Compensation Committee (the Committee) of the Board of Directors. Option shares may be exercised subject to the terms of the Plan and the terms prescribed by the Committee at the time of grant. Currently, the Plan s options have either five or ten-year terms and are exercisable and vest in equal increments over the option term. Since 2003, the Company has not issued any new stock options to employees. At December 31, 2009, the Company had no options outstanding.

Long Term Incentive Plan

The Company maintains a Long Term Incentive Plan (the LTIP). The LTIP provides participants with the opportunity to earn cash and stock awards based upon the achievement of specified financial goals over a three-year performance period. At the end of a three-year performance period, and if the performance targets for that period are achieved, the Compensation Committee of the Board of Directors shall determine the amount of LTIP awards that are payable to participants in the LTIP for the current performance period. One-half of any LTIP award will be payable in cash and one-half of the award will be payable in the form of a

MEADOWBROOK INSURANCE GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

stock award. If the Company achieves the performance targets for the three-year performance period, payment of the cash portion of the award would be made in three annual installments, with the first payment being paid as of the end of that performance period and the remaining two payments to be paid in the subsequent two years. Any unpaid portion of a cash award is subject to forfeiture if the participant voluntarily leaves the Company or is discharged for cause. The portion of the award to be paid in the form of stock will be issued as of the end of that performance period. The number of shares of Company s common stock subject to the stock award shall equal the dollar amount of one-half of the LTIP award divided by the market value of Company s common stock on the first date of the beginning of the performance period. The stock awards shall be made subject to the terms and conditions of the LTIP and Plan. The Company accrues awards based upon the criteria set forth and approved by the Compensation Committee, as included in the LTIP. Refer to Note 13 - *Variable Compensation* for related disclosure on the Company s change in the three-year performance period for its LTIP for the current plan years.

Deferred Compensation Plan

The Company maintains an Executive Nonqualified Excess Plan (the Excess Plan). The Excess Plan is intended to be a nonqualified deferred compensation plan that will comply with the provisions of Section 409A of the Internal Revenue Code. The Company maintains the Excess Plan to provide a means by which certain key management employees may elect to defer receipt of current compensation from the Company in order to provide retirement and other benefits, as provided for in the Excess Plan. The Excess Plan is funded solely by the participating employees and maintained primarily for the purpose of providing deferred compensation benefits for eligible employees.

Earnings Per Share

Basic earnings per share are based on the weighted average number of common shares outstanding during the year, while diluted earnings per share includes the weighted average number of common shares and potential dilution from shares issuable pursuant to stock options or stock awards using the treasury stock method.

For the year ended December 31, 2009, there were no outstanding options that have been excluded from the diluted earnings per share. Outstanding options of 63,250 and 98,807, for the periods ended December 31, 2008 and 2007, have been excluded from the diluted earnings per share, as they were anti-dilutive. There were no shares issuable pursuant to stock options included in diluted earnings per share for the year ended December 31, 2009. Shares issuable pursuant to stock options included in diluted earnings per share were 71 and 16,495, for the years ended December 31, 2008 and 2007, respectively. Shares related to the LTIP included in diluted earnings per share were 164,894, 184,697, and 78,270 for the years ended December 31, 2009, 2008 and 2007, respectively.

Comprehensive Income

Comprehensive income encompasses all changes in shareholders equity (except those arising from transactions with shareholders) and includes net income, net unrealized capital gains or losses on available for sale securities, and net deferred derivative gains or losses on hedging activity.

Derivative Instruments

The Company has entered into interest rate swap transactions to mitigate its interest rate risk on its existing debt obligations. These interest rate swap transactions have been designated as cash flow hedges and are deemed highly effective hedges. These interest rate swap transactions are recorded at fair value on the balance sheet and the effective portion of the changes in fair value are accounted for within other comprehensive income. The interest differential to be paid or received is accrued and recognized as an adjustment to interest expense. The Company does not use interest rate swaps for trading or other speculative purposes.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

In December 2005, the Company entered into a $6.0 million convertible note receivable with an unaffiliated insurance agency. The effective interest rate of the convertible note is equal to the three-month LIBOR, plus 5.2% and is due December 20, 2010. This note is convertible at the option of the Company based upon a pre-determined formula. The conversion feature of this note is considered an embedded derivative and, therefore is accounted for separately from the note. At December 31, 2009, the estimated fair value of the derivative was not material to the financial statements.

Fair Value Disclosures

Due to the short-term nature of cash and cash equivalents, premiums and agent balances receivable, reinsurance recoverables, accrued interest, and other assets their estimated fair value approximates their carrying value. Since debt and equity securities are recorded in the financial statements at their estimated fair value as securities available for sale, their carrying value is their estimated fair value. The Company s long term debt, including its debentures, line of credit, accrued expenses and other liabilities, reinsurance balances payable are either short term in nature or based on current market prices, therefore their estimated fair value approximates their carrying value. In addition, the Company s derivative instruments, as disclosed in Note 9 - *Derivative Instruments*, are recorded in accordance with related accounting guidance and, therefore are recorded at fair value.

Shareholder Rights Plan (Rights Agreement)

On September 15, 1999, the Company declared a dividend of one preferred share purchase right (a Right) for each outstanding share of common stock. Each Right entitles the registered holder to purchase from the Company one one-hundredth of a share of Series A Preferred Stock, at a price of $80.00 per one one-hundredth of a share of preferred stock (the Purchase Price), subject to adjustment.

The Rights are not exercisable until the earlier to occur of: (i) ten business days following the date of public announcement by the Company or a person or group (Acquiring Person) that the Acquiring Person has acquired beneficial ownership of fifteen percent or more of the outstanding shares of common stock, (ii) ten business days (or such later date as determined by the Board of Directors) following the commencement of a tender offer or exchange offer, or (iii) ten business days following the date on which a majority of the Continuing Directors (as defined in the Rights Agreement) informs the Company of the existence of an Acquiring Person (the Distribution Date). The Rights Agreement expired on October 15, 2009.

Revision to Previously Reported Statement of Cash Flows for December 31, 2008

As previously disclosed in the Company s Form 10-Q for the period ended September 30, 2009, the Company s Consolidated Statements of Cash Flows for certain prior periods, as further described below, include revised amounts from those previously reported within cash flows from operating activities and investing activities. These revisions to the previously reported Consolidated Statements of Cash Flows are primarily the result of the following items:

Cash flows used in investing activities for the purchase of securities and cash flows provided by investing activities from the proceeds from the sales and maturities of securities had revisions. The previously reported cash flow information in investing activities included non-cash transfers between investment portfolios within an entity or between affiliated entities. These non-cash transfers did not constitute actual purchases and sales and, therefore, resulted in an overstatement of cash used for the purchase of securities and cash provided by proceeds from the sales and maturities of securities.

Cash flows pertaining to operating activities and investing activities also had revisions as a result of the classification related to opening balance sheet information and purchase accounting items, specifically related to the Company s merger with ProCentury in the third quarter of 2008.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Accordingly, as a result of the above, the Company revised its previously reported Consolidated Statement of Cash Flows for the period ended December 31, 2008. These revisions did not have any impact on the balance sheet, income statements, statement of shareholders equity, and statement of other comprehensive income, previously reported by the Company.

The following table reflects only the line items and subtotals within the Statements of Cash Flows for the year ended December 31, 2008, which are revised (in thousands):

	For the Year Ended December 31, 2008		
	As Previously Reported	Total Revisions	As Revised
Operating Activities			
Loss on sale of investments	$ 11,569	$ (3)	$ 11,566
Other assets	6,848	(11,398)	(4,550)
Other liabilities	1,376	4,406	5,782
Total adjustments	73,520	(6,995)	66,525
Net cash provided by operating activities	100,917	(6,995)	93,922
Investing Activities			
Purchase of equity securities available for sale		(446)	(446)
Purchase of debt securities available for sale	(171,750)	63,851	(107,899)
Proceeds from sales and maturities of equity securities available for sale	79	(10)	69
Proceeds from sales and maturities of debt securities available for sale	168,582	(63,156)	105,426
Merger with ProCentury, net of cash acquired	(82,039)	7,126	(74,913)
Other investing activities		(370)	(370)
Net cash used in investing activities	(116,271)	6,995	(109,276)

Accounting Standards Codification

In June 2009, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) No. 168 *The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles a replacement of FASB Statement No. 162,* which established FASB Accounting Standards Codification (the Codification or ASC). The Codification became the single source of authoritative accounting principles in preparation of financial statements in conformity with GAAP. Prospectively, only one level of authoritative GAAP will exist, excluding the guidance issued by the SEC. All other literature will be non-authoritative. The Codification did not change current GAAP, but is intended to simplify user access to all authoritative GAAP by providing all the authoritative guidance, by particular topic, using a consistent structure. The Codification was effective on a prospective basis for periods ending after September 15, 2009. As the Codification did not change existing GAAP, the adoption of the Codification did not have an impact on the Company s financial condition or results of operations. However, the adoption of the Codification did change the Company s references to GAAP accounting standards.

Recent Accounting Standards

In April 2009, the FASB issued ASC 320-10-65, *Debt and Equity Securities Transition and Open Effective Date Information* (previously FSP No. FAS 115-2 and FAS 124-2, *Recognition and Presentation of Other-Than-Temporary-Impairments*). ASC 320-10-65 requires entities to separate an other-than-temporary impairment of a debt security into two components when there are credit related losses associated with the impaired debt security for which management believes the Company does not have the intent to sell the

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

security, and it is more likely than not that it will not be required to sell the security before recovery of its amortized cost basis. If management concludes a security is other-than-temporarily impaired, ASC 320-10-65 requires that the difference between the fair value and the amortized cost of the security be presented as an other-than-temporary-impairment charge within earnings, with an offset for any noncredit-related loss component of the other-than-temporary-impairment charge to be recognized in other comprehensive income. In addition, ASC 320-10-65 requires that companies record, as of the beginning of the interim period of adoption, a cumulative effect adjustment to reclassify the noncredit component of a previously recognized OTTI loss from retained earnings to other comprehensive income if the company does not intend to sell the security before anticipated recovery of its amortized cost basis. ASC 320-10-65 became effective for interim and annual periods ending after June 15, 2009. The Company adopted ASC 320-10-65 in the second quarter of 2009. The adoption of ASC 320-10-65 did not have a material impact on its financial position or results of operations. The cumulative effect adjustment upon adoption at the beginning of the second quarter between retained earnings and other comprehensive income was $1.5 million.

In April 2009, the FASB issued ASC 820-10-65-4, *Fair Value Measurements and Disclosures Transition and Open Effective Date Information* (previously FSP No. FAS 157-4, *Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions that are Not Orderly*). ASC 820-10-65-4 provides additional guidance for estimating fair value in accordance with ASC 820 *Fair Value Measurements and Disclosures* when the volume and level of activity for an asset or liability have significantly decreased in relation to normal market activity. In addition, if there is evidence that the transaction for the asset or liability is not orderly, the entity shall place little, if any weight on that transaction price as an indicator of fair value. ASC 820-10-65-4 became effective for interim and annual periods ending after June 15, 2009. The Company adopted ASC 820-10-65-4 in the second quarter of 2009. The adoption of ASC 820-10-65-4 did not have a material impact on its financial position or results of operations.

In April 2009, the FASB issued ASC 825-10-65-1, *Financial Instruments Transition and Open Effective Date Information* (previously FSP FAS 107-1 and APB 28-1, *Interim Disclosures about Fair Value of Financial Instruments*). ASC 825-10-65-1 requires disclosures about fair value of financial instruments for interim reporting periods of publicly traded companies as well as in annual financial statements. ASC 825-10-65-1 became effective for periods ending after June 15, 2009. The Company adopted ASC 825-10-65-1 in the second quarter of 2009 and began providing the additional required disclosure information.

In April 2009, the FASB issued ASC 805-20 *Business Combinations Identifiable Assets and Liabilities, and Any Noncontrolling Interest* (previously FSP FAS 141(R)-1, *Accounting for Assets Acquired and Liabilities Assumed in a Business Combination that Arise from Contingencies.* ASC 805-20 requires that assets and liabilities assumed in a business combination that arise from contingencies be recognized at fair value only if fair value can be reasonably estimated. ASC 805-20 is effective for business combinations for which the acquisition date is on or after December 15, 2008. The adoption of ASC 805-20 did not have an impact on the Company s financial condition or results of operation, as it applies prospectively to business combinations effective December 15, 2008, or after and, therefore, did not impact the Company s previous transactions involving purchase accounting. The Company will apply the provisions as applicable.

In May 2009, the FASB issued ASC 855 *Subsequent Events* (previously SFAS No. 165 *Subsequent Events*). ASC 855 establishes general standards of accounting for and disclosure of events that occur after the balance sheet date, but before the financial statements are issued or are available to be issued. ASC 855 became effective for periods ending after June 15, 2009. The Company adopted ASC 855 during the quarter ended June 30, 2009. The adoption of ASC 855 did not have an impact on the Company s consolidated financial condition or results of operations.

In June 2009, the FASB issued ASC 810 *Consolidation* (previously SFAS No. 167 *Amendments to FASB Interpretation No. 46(R).* ASC 810 contains consolidation guidance applicable to variable interest entities. The guidance further requires enhanced disclosures, including disclosure of significant judgments and

MEADOWBROOK INSURANCE GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

assumptions as to whether a variable interest entity must be consolidated, and how involvement with the variable interest entity affects a company s financial statements. The guidance is effective for annual periods beginning after November 15, 2009. Upon adoption of this guidance, the Company will need to reconsider its consolidation conclusions for all entities with which it is involved. The Company has evaluated the impact on its adoption of ASC 810 and has concluded that the adoption would not have a material impact on its financial condition and results of operations.

2. Procentury Merger

Following the close of business on July 31, 2008, the Merger of Meadowbrook and ProCentury was completed. Under the terms of the Merger Agreement, ProCentury shareholders were entitled to receive, for each ProCentury common share, either $20.00 in cash or Meadowbrook common stock based on a 2.50 exchange ratio, subject to adjustment as described within the Merger Agreement. In accordance with the Merger Agreement, the stock price used in determining the final cash and share consideration portion of the purchase price was based on the volume-weighted average sales price of a share of Meadowbrook common stock for the 30-day trading period ending on the sixth trading day before the completion of the Merger, or $5.7326. Based upon the proration, the total purchase price was $227.2 million, of which $99.1 million consisted of cash, $122.7 million in newly issued common stock, and approximately $5.4 million in transaction related costs. The total number of new common shares issued for purposes of the stock portion of the purchase price was 21.1 million shares.

The Merger was accounted for under the purchase method of accounting, which resulted in goodwill of $59.5 million equaling the excess of the purchase price over the fair value of identifiable assets as of December 31, 2008. Goodwill is not amortized, but is subject to at least annual impairment testing. Identifiable intangibles, which are subject to amortization, of $21.0 million and $5.0 million were recorded related to agent relationships and trade names, respectively.

The Company s allocation period for purchase accounting adjustments closed during the third quarter of 2009. As a result of the purchase accounting adjustments made in 2009, the final goodwill related to the Merger was $59.3 million as of December 31, 2009.

ProCentury is a specialty insurance company, which primarily underwrites general liability, commercial property, environmental, garage, commercial multi-peril, commercial auto, surety, and marine insurance primarily in the excess and surplus lines, or non-admitted market through a select group of general agents. The excess and surplus lines market provides insurance coverage for customers with hard-to-place risks that standard or admitted insurers typically choose not to insure.

The combined company maintained the Meadowbrook Insurance Group, Inc. name and the New York Stock Exchange symbol of MIG.

Twelve and five months of earnings of ProCentury are included in the financial statements of the Company as of and for the years ended December 31, 2009, and 2008, respectively.

As described above, the purchase price consisted of both cash and stock consideration. The value of the equity issued, in accordance with ASC 805 *Business Combinations* was based on an average of the closing prices of Meadowbrook common shares for the two trading days before through the two trading days after Meadowbrook announced the final exchange ratio on July 24, 2008. The purchase price also includes the transaction costs incurred by Meadowbrook. The purchase price, as adjusted through December 31, 2008 and

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

as adjusted through December 31, 2009, which was based on the Company s final review in the third quarter of 2009, was calculated as follows (in thousands):

	As Adjusted Through December 31, 2008	Subsequent Purchase Accounting Adjustments	As Adjusted Through December 31, 2009
Cash consideration portion of purchase price	$ 99,073	$	$ 99,073
Value of equity issued for stock consideration portion of purchase price	122,725		122,725
Transaction related costs of Meadowbrook	5,949	(184)	5,765
Purchase price	$ 227,747	$ (184)	$ 227,563

The Company obtained third-party valuations of certain fixed assets and other intangible assets, which have been reflected within the purchase price allocation.

The following table summarizes the fair values of ProCentury s assets and liabilities assumed upon the closing of the Merger and as adjusted for subsequent purchase accounting adjustments. As previously indicated, the Company s allocation period for purchase accounting adjustments closed during the third quarter of 2009.

	As Adjusted Through December 31, 2008	Subsequent Purchase Accounting Adjustments (In thousands)	As Adjusted Through December 31, 2009
ASSETS			
Cash	$ 23,248	$	$ 23,248
Investments	412,542		412,542
Agent balances	36,497		36,497
Deferred policy acquisition costs	27,435		27,435
Federal income taxes recoverable	7,386		7,386
Deferred taxes	7,451		7,451
Reinsurance recoverables	45,522		45,522
Prepaid insurance premiums	17,695		17,695
Goodwill	59,490	(186)	59,304
Other intangible assets	26,000		26,000
Other assets(1)	27,164	2	27,166

Total Assets	$ 690,430	$ (184)	$ 690,246
LIABILITIES			
Losses and loss adjustment expenses	$ 289,533	$	$ 289,533
Unearned premiums	126,259		126,259
Reinsurance funds held and balances payable	13,911		13,911
Debentures	25,000		25,000
Other liabilities(1)	7,980		7,980
Total Liabilities	462,683		462,683
Purchase price	$ 227,747	$ (184)	$ 227,563

(1) Other assets include a receivable of $11.6 million and other liabilities include a payable of $4.7 million, both of which represent a pre-merger transaction with the Company. The pre-merger receivable and payable with the Company were eliminated upon consolidation of the combined company.

MEADOWBROOK INSURANCE GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The following table reflects the unaudited pro forma results for the years ended December 31, 2008 and 2007, giving effect to the Merger as if it had occurred as though the companies had been combined as of the beginning of each of the periods presented.

	For the Years Ended December 31,	
	2008	2007
	(In thousands)	
Revenues	$ 561,049	$ 578,585
Expenses(1)	520,211	503,156
Income before taxes and equity earnings	40,838	75,429
Income tax expense	15,596	23,012
Net income	$ 25,242	$ 52,417
Net income per diluted share	$ 0.43	$ 0.97
Weighted average number of common shares:		
Diluted(2)	58,153,667	54,224,955

(1) The pro forma results for the year ended December 31, 2008, include approximately $7.0 million in expenses related to transaction costs and restructuring charges ProCentury incurred in conjunction with the Merger.

(2) The weighted average number of diluted common shares has been adjusted giving effect as if the shares issued in accordance with the purchase price had been as of the beginning of each period presented.

3. Investments

The estimated fair value of investments in securities is determined based on published market quotations and broker/dealer quotations. The cost or amortized cost, gross unrealized gains, losses, and other than temporary impairments (OTTI) and estimated fair value of investments in securities classified as available for sale at December 31, 2009 and 2008 were as follows (in thousands):

	December 31, 2009				
	Cost or Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Gross Unrealized Non-Credit OTTI(1)	Estimated Fair Value
Debt Securities:					

U.S. Government and agencies	$ 26,177	$ 1,037	$ (60)	$	$ 27,154
Obligations of states and political subs	499,384	21,566	(816)		520,134
Corporate securities	257,187	10,872	(892)	(22)	267,145
Redeemable preferred stocks	2,689	1,349	(38)		4,000
Residential mortgage-backed securities	214,562	11,379	(114)	(615)	225,212
Commercial mortgage-backed securities	24,015	292	(579)		23,728
Asset-backed securities	21,440	983	(181)	(1,061)	21,181
Total Debt Securities available for sale	1,045,454	47,478	(2,680)	(1,698)	1,088,554
Equity Securities:					
Perpetual preferred stock	12,131	1,350	(168)		13,313
Common stock	14,788	691	(450)		15,029
Total Equity Securities available for sale	26,919	2,041	(618)		28,342
Total Securities available for sale	$ 1,072,373	$ 49,519	$ (3,298)	$ (1,698)	$ 1,116,896

(1) Includes unrealized gains (losses) related to securities with non-credit OTTI.

MEADOWBROOK INSURANCE GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

	December 31, 2008				
	Cost or Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Gross Unrealized Non-Credit OTTI	Estimated Fair Value
Debt Securities:					
U.S. Government and agencies	$ 51,248	$ 5,015	$	$	$ 56,263
Obligations of states and political subs	475,369	8,429	(3,876)		479,922
Corporate securities	143,916	1,815	(4,505)		141,226
Redeemable preferred stocks	2,689	25	(444)		2,270
Residential mortgage-backed securities	247,949	10,090	(2,562)		255,477
Commercial mortgage-backed securities	28,168	48	(3,554)		24,662
Asset-backed securities	28,274	366	(1,977)		26,663
Total Debt Securities available for sale	977,613	25,788	(16,918)		986,483
Equity Securities:					
Perpetual preferred stock	12,945	58	(2,524)		10,479
Common stock	14,715		(2,617)		12,098
Total Equity Securities available for sale	27,660	58	(5,141)		22,577
Total Securities available for sale	$ 1,005,273	$ 25,846	$ (22,059)	$	$ 1,009,060

Gross unrealized gains, losses, and non-credit OTTI on available for sale securities as of December 31, 2009 and 2008 were as follows (in thousands):

	December 31, 2009	December 31, 2008
Unrealized gains	$ 49,519	$ 25,846
Unrealized losses	(3,298)	(22,059)
Non-credit OTTI(1)	(1,698)	
Net unrealized gains	44,523	3,787
Deferred federal income tax expense	(15,583)	(1,325)
Valuation allowance adjustment on deferred income taxes	694	

Net unrealized gains on investments, net of deferred federal income taxes	$	29,634	$	2,462

(1) Includes unrealized gains (losses) related to securities with non-credit OTTI.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Net realized (losses) gains on securities, including OTTI, for the three years ended December 31, 2009, 2008, and 2007 were as follows (in thousands):

	December 31, 2009	2008	2007
Realized (losses) gains:			
Debt securities:			
Gross realized gains	$ 3,977	$ 352	$ 88
Gross realized losses	(3,587)	(3,266)	(252)
Total debt securities	390	(2,914)	(164)
Equity Securities:			
Gross realized gains	70		
Gross realized losses	(858)	(8,655)	
Total equity securities	(788)	(8,655)	
Net realized losses	$ (398)	$ (11,569)	$ (164)
OTTI included in realized losses on securities above	$ (3,469)	$ (11,719)	$

Proceeds from the sales of fixed maturity securities available for sale were $62.5 million, $33.7 million, and $222.3 million for the years ended December 31, 2009, 2008, and 2007, respectively.

At December 31, 2009, the amortized cost and estimated fair value of available for sale debt securities by contractual maturity, are shown below. Expected maturities may differ from contractual maturities because certain borrowers may have the right to call or prepay obligations with or without call or prepayment penalties (in thousands):

	Available for Sale Amortized Cost	Estimated Fair Value
Due in one year or less	$ 36,235	$ 37,110
Due after one year through five years	155,315	164,892
Due after five years through ten years	423,408	442,110
Due after ten years	170,479	174,321
Mortgage-backed securities, collateralized obligations and asset-backed securities	260,017	270,121
	$ 1,045,454	$ 1,088,554

Net investment income for the three years ended December 31, 2009, 2008, and 2007 was as follows (in thousands):

	December 31, 2009	2008	2007
Net Investment Income Earned From:			
Debt securities	$ 48,187	$ 33,906	$ 23,746
Equity Securities	2,168	1,105	25
Cash and cash equivalents	1,057	2,485	3,224
Total gross investment income	51,412	37,496	26,995
Less investment expenses	1,046	872	595
Net investment income	$ 50,366	$ 36,624	$ 26,400

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

United States Government obligations, municipal bonds, and bank certificates of deposit aggregating $98.5 million and $100.9 million were on deposit at December 31, 2009 and 2008, respectively, with state regulatory authorities or otherwise pledged as required by law or contract.

Other Than Temporary Impairments of Securities and Unrealized Losses on Investments

At December 31, 2009 and 2008, the Company had 127 and 365 securities that were in an unrealized loss position, respectively. Of the securities held at December 31, 2009, forty-one had an aggregate $30.0 million and $2.3 million fair value and unrealized loss, respectively, and have been in an unrealized loss position for more than twelve months. At December 31, 2008, twenty three securities had an aggregate $24.5 million and $3.7 million fair value and unrealized loss, respectively, and have been in an unrealized loss position for more than twelve months.

Available for sale securities are reviewed for declines in fair value that are determined to be other-than-temporary. For a debt security, if the Company intends to sell a security and it is more likely than not the Company will be required to sell a debt security before recovery of its amortized cost basis and the fair value of the debt security is below amortized cost, the Company concludes that an OTTI has occurred and the amortized cost is written down to current fair value, with a corresponding charge to realized loss in the Consolidated Statements of Income. If the Company does not intend to sell a debt security and it is not more likely than not the Company will be required to sell a debt security before recovery of its amortized cost basis but the present value of the cash flows expected to be collected is less than the amortized cost of the debt security (referred to as the credit loss), the Company concludes that an OTTI has occurred. In this instance, accounting guidance requires the bifurcation of the total OTTI into the amount related to the credit loss, which is recognized in earnings and the non-credit OTTI, which is recorded in Other Comprehensive Income as an unrealized non-credit OTTI in the Consolidated Statements of Comprehensive Income.

When assessing the Company s intent to sell a debt security and if it is more likely than not we will be required to sell a debt security before recovery of its cost basis, facts and circumstances such as, but not limited to, decisions to reposition our security portfolio, sale of securities to meet cash flow needs and sales of securities to capitalize on favorable pricing, are evaluated. In order to determine the amount of the credit loss for a debt security, the Company calculates the recovery value by performing a discounted cash flow analysis based on the current cash flows and future cash flows expected to be recovered. The discount rate is the effective interest rate implicit in the underlying debt security upon issuance. The effective interest rate is the original yield or the coupon if the debt security was previously impaired. If an OTTI exists and there is not sufficient cash flows or other information to determine a recovery value of the security, the Company concludes that the entire OTTI is credit-related and the amortized cost for the security is written down to current fair value with a corresponding charge to realized loss in the Consolidated Statements of Income.

To determine the recovery period of a debt security, the Company considers the facts and circumstances surrounding the underlying issuer including, but not limited to the following:

Historical and implied volatility of the security;

Length of time and extent to which the fair value has been less than amortized cost;

Conditions specifically related to the security such as default rates, loss severities, loan to value ratios, current levels of subordination, third party guarantees, and vintage;

Specific conditions in an industry or geographic area;

Any changes to the rating of the security by a rating agency;

Failure, if any, of the issuer of the security to make scheduled payments; and

Recoveries or additional declines in fair value subsequent to the balance sheet date.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

In periods subsequent to the recognition of an OTTI, the security is accounted for as if it had been purchased on the measurement date of the OTTI. Therefore, for a fixed maturity security, the discount or reduced premium is reflected in net investment income over the contractual term of the investment in a manner that produces a constant effective yield.

For an equity security, if the Company does not have the ability and intent to hold the security for a sufficient period of time to allow for a recovery in value, the Company concludes that an OTTI has occurred, and the cost of the equity security is written down to the current fair value, with a corresponding charge to realized loss within the Consolidated Statements of Income. When assessing the Company s ability and intent to hold the equity security to recovery, the Company considers, among other things, the severity and duration of the decline in fair value of the equity security, as well as the cause of decline, a fundamental analysis of the liquidity, business prospects and overall financial condition of the issuer.

After the Company s review of its investment portfolio in relation to this policy, the Company recorded an OTTI loss of $5.2 million for the year ended December 31, 2009, of which a non-credit related OTTI loss of $1.7 million was recognized in other comprehensive income, resulting in a credit related OTTI loss of $3.5 million. For the year ended December 31, 2008, the Company recorded an OTTI loss of $11.7 million.

The fair value and amount of unrealized losses segregated by the time period the investment has been in an unrealized loss position were as follows for the periods ended (in thousands):

	December 31, 2009					
	Less than 12 months		Greater than 12 months		Total	
	Fair Value of Investments with Unrealized Losses	Gross Unrealized Losses and Non-Credit OTTI	Fair Value of Investments with Unrealized Losses	Gross Unrealized Losses and Non-Credit OTTI	Fair Value of Investments with Unrealized Losses	Gross Unrealized Losses and Non-Credit OTTI
Debt Securities:						
U.S. Government and agencies	$ 3,546	$ (60)	$	$	$ 3,546	$ (60)
Obligations of states and political subs	53,577	(640)	7,115	(176)	60,692	(816)
Corporate securities	55,276	(912)	199	(2)	55,475	(914)
Redeemable preferred stocks			721	(38)	721	(38)
Residential mortgage-backed securities	5,971	(79)	4,596	(650)	10,567	(729)
Commercial mortgage-backed securities	3,286	(20)	8,109	(559)	11,395	(579)

Asset-backed securities	3,177	(972)	1,354	(270)	4,531	(1,242)
Total Debt Securities	124,833	(2,683)	22,094	(1,695)	146,927	(4,378)
Equity Securities:						
Perpetual preferred stock	103	(24)	2,862	(144)	2,965	(168)
Common stock			5,074	(450)	5,074	(450)
Total Equity Securities	103	(24)	7,936	(594)	8,039	(618)
Total Securities	$ 124,936	$ (2,707)	$ 30,030	$ (2,289)	$ 154,966	$ (4,996)

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

	December 31, 2008					
	Less than 12 months		Greater than 12 months		Total	
	Fair Value of Investments with Unrealized Losses	Gross Unrealized Losses and Non-Credit OTTI	Fair Value of Investments with Unrealized Losses	Gross Unrealized Losses and Non-Credit OTTI	Fair Value of Investments with Unrealized Losses	Gross Unrealized Losses and Non-Credit OTTI
Debt Securities:						
U.S. Government and agencies	$	$	$	$	$	$
Obligations of states and political subs	130,948	(3,516)	4,778	(360)	135,726	(3,876)
Corporate securities	71,600	(3,577)	8,141	(928)	79,741	(4,505)
Redeemable preferred stocks	1,362	(444)			1,362	(444)
Residential mortgage-backed securities	9,739	(2,562)			9,739	(2,562)
Commercial mortgage-backed securities	12,345	(2,140)	10,136	(1,414)	22,481	(3,554)
Asset-backed securities	21,807	(999)	1,464	(978)	23,271	(1,977)
Total Debt Securities	247,801	(13,238)	24,519	(3,680)	272,320	(16,918)
Equity Securities:						
Perpetual preferred stock	9,360	(2,524)			9,360	(2,524)
Common stock	11,806	(2,617)			11,806	(2,617)
Total Equity Securities	21,166	(5,141)			21,166	(5,141)
Total Securities	$ 268,967	$ (18,379)	$ 24,519	$ (3,680)	$ 293,486	$ (22,059)

Changes in the amount of credit loss on fixed maturities for which a portion of an OTTI related to other factors was recognized in other comprehensive income were as follows (in thousands):

Balance as of April 1, 2009	$ (46)
Additional credit impairments on:	
Previously impaired securities	(459)
Securities for which an impairment was not previously recognized	(42)
Reductions	

Balance as of December 31, 2009	$ (547)

4. Fair Value Measurements

The Company s available for sale investment portfolio consists primarily of debt securities. The change in fair value of these investments is recorded as a component of other comprehensive income. In addition, the Company has eight interest rate swaps that are designated as cash flow hedges. The Company records these interest rate swap transactions at fair value on the balance sheet and the effective portion of the changes in fair value are accounted for within other comprehensive income.

Fair value measurement accounting guidance establishes a three-level hierarchy for fair value measurements that distinguishes between market participant assumptions based on market data obtained from sources independent of the reporting entity (observable inputs) and the reporting entity s own assumptions about market participants assumptions (unobservable inputs). The hierarchy level assigned to each security in the

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Company s available for sale portfolio is based upon its assessment of the transparency and reliability of the inputs used in the valuation as of the measurement date. The three hierarchy levels are defined as follows:

Level 1 Observable unadjusted quoted prices in active markets for identical securities.

The fair value measurements of exchange-traded preferred and common equities, and mutual funds were based on Level 1 inputs, or quoted market prices in active markets.

The fair value measurements of a slight portion of the Company s fixed income securities, comprising 2.9% of the fair value of the total fixed income portfolio, were based on Level 1 inputs.

Level 2 Observable inputs other than quoted prices in active markets for identical securities, including: quoted prices in active markets for similar securities; quoted prices for identical or similar securities in markets that are not active; inputs other than quoted prices that are observable for the security (e.g., interest rates, yield curves observable at commonly quoted intervals, volatilities, prepayment speeds, credit risks, default rates); and inputs derived from or corroborated by observable market data by correlation or other means.

The fair value measurements of substantially all of the Company s fixed income securities, comprising 96.7% of the fair value of the total fixed income portfolio, were based on Level 2 inputs.

The fair values of the Company s interest rate swaps were based on Level 2 inputs.

Level 3 Unobservable inputs, including the reporting entity s own data (e.g., cash flow estimates), as long as there are no contrary data indicating market participants would use different assumptions.

The fair value measurements for sixteen securities, comprising 0.4% of the fair value of the total fixed income portfolio, were based on Level 3 inputs, due to the limited availability of corroborating market data. Inputs for valuation of these securities included benchmark yields, broker quotes, and models based on cash flows and other inputs.

The fair values of securities were based on market values obtained from an independent pricing service that were evaluated using pricing models that vary by asset class and incorporate available trade, bid, and other market information and price quotes from well established independent broker-dealers. The independent pricing service monitors market indicators, industry and economic events, and for broker-quoted only securities, obtains quotes from market makers or broker-dealers that it recognizes to be market participants.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The following table presents the Company s assets and liabilities measured at fair value on a recurring basis, classified by the valuation hierarchy as of December 31, 2009 (in thousands):

		Fair Value Measurements Using		
	December 31, 2009 Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Debt Securities:				
U.S. Government and agencies	$ 27,154	$	$ 27,154	$
Obligations of states and political subs	520,134		520,134	
Corporate securities	267,145		266,455	690
Redeemable preferred stocks	4,000	4,000		
Residential mortgage-backed securities	225,212		225,210	2
Commercial mortgage-backed securities	23,728		23,681	47
Asset-backed securities	21,181		17,759	3,422
Total Debt Securities available for sale	1,088,554	4,000	1,080,393	4,161
Equity Securities:				
Perpetual preferred stock	13,313	13,313		
Common stock	15,029	15,029		
Total Equity Securities available for sale	28,342	28,342		
Total Securities available for sale	$ 1,116,896	$ 32,342	$ 1,080,393	$ 4,161
Derivatives interest rate swaps	$ (5,928)	$	$ (5,928)	$

The following table presents changes in Level 3 available for sale investments measured at fair value on a recurring basis as of December 31, 2009 (in thousands):

	Fair Value Measurement Using Significant Unobservable

		Inputs - Level 3
Balance as of January 1, 2009	$	11,991
Total gains or losses (realized/unrealized):		
Included in earnings		(83)
Included in other comprehensive income		(347)
Purchases, issuances and settlements		1,987
Transfers in and out of Level 3		(9,387)
Balance as of December 31, 2009	$	4,161
Total gains or losses for the period included in earnings attributable to the change in unrealized gains or losses relating to assets still held at the reporting date	$	(237)

Items Measured at Fair Value on a Nonrecurring Basis

At December 31, 2009, as classified by the valuation hierarchy, the Company held seven Level 2 and three Level 3 available for sale securities measured at fair value on a nonrecurring basis.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

5. Liability for Losses and Loss Adjustment Expenses

The Company regularly updates its reserve estimates as new information becomes available and further events occur that may impact the resolution of unsettled claims. Changes in prior reserve estimates are reflected in results of operations in the year such changes are determined to be needed and recorded. Activity in the reserves for losses and loss adjustment expenses is summarized as follows (in thousands):

	For the Years Ended December 31,		
	2009	**2008**	**2007**
Balance, beginning of year	$ 885,697	$ 540,002	$ 501,077
Less reinsurance recoverables	260,366	198,461	198,422
Net balance, beginning of year	625,331	341,541	302,655
Additional net reserves acquired at August 1, 2008(1)		247,739	
Total beginning reserves	625,331	589,280	302,655
Incurred related to:			
Current year	335,757	229,657	158,060
Prior years	(28,670)	(16,772)	(7,091)
Total incurred	307,087	212,885	150,969
Paid related to:			
Current year	76,517	56,914	30,303
Prior years	173,525	119,920	81,780
Total paid	250,042	176,834	112,083
Net balance, end of year	682,376	625,331	341,541
Plus reinsurance recoverables	266,801	260,366	198,461
Balance, end of year	$ 949,177	$ 885,697	$ 540,002

(1) Amount represents the fair value of the reserves acquired from ProCentury. Please refer to Note 2 *ProCentury Merger* for related disclosures.

As a result of favorable development on prior accident years reserves, the provision for loss and loss adjustment expenses (LAE) decreased by $28.7 million, $16.8 million, and $7.1 million in calendar years 2009, 2008, and 2007, respectively.

For the year ended December 31, 2009, the Company reported net favorable development on loss and LAE of $28.7 million, or 4.6% of $625.3 million of beginning net loss and LAE reserves. There were no significant changes in the key assumptions utilized in the analysis and calculations of the Company s reserves during 2009. The $28.7 million of favorable development reflects favorable development of $9.4 million, $7.8 million, $4.1 million, $3.8 million, and $3.6 million related to commercial multiple peril, workers compensation programs, commercial auto programs, other lines of business and the residual markets, respectively.

For the year ended December 31, 2008, the Company reported net favorable development on loss and LAE of $16.8 million, or 2.8% of $589.3 million of beginning net loss and LAE reserves, which includes $247.7 million of reserved acquired from ProCentury at August 1, 2008. There were no significant changes in the key assumptions utilized in the analysis and calculations of the Company s reserves during 2008. The $16.8 million of favorable development reflects favorable development of $12.7 million, $5.2 million, $3.5 million, and $2.7 million related to workers compensation programs, commercial auto programs, other

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

lines of business, and residual markets, respectively. The 2008 development also reflects unfavorable development of $7.3 million related to the commercial multiple peril programs.

For the year ended December 31, 2007, the Company reported net favorable development on loss and LAE of $7.1 million, or 2.3% of net loss and LAE reserves. There were no significant changes in the key assumptions utilized in the analysis and calculations of the Company s reserves during 2007. The $7.1 million of favorable development reflects favorable development of $11.4 million, $6.0 million, and $3.1 million related to workers compensation programs, other lines of business, and residual markets, respectively. The 2007 development also reflects adverse development of $12.5 million and $847,000 related to commercial multiple peril and commercial auto programs, respectively.

6. Reinsurance

The Company s Insurance Company Subsidiaries cede insurance to reinsurers under pro-rata and excess-of-loss contracts. These reinsurance arrangements diversify the Company s business and minimize its exposure to large losses or hazards of an unusual nature. The ceding of insurance does not discharge the original insurer from its primary liability to its policyholder. In the event that all or any of the reinsuring companies are unable to meet their obligations, the Company would be liable for such defaulted amounts. Therefore, the Company is subject to credit risk with respect to the obligations of its reinsurers. In order to minimize its exposure to significant losses from reinsurer insolvencies, the Company evaluates the financial condition of its reinsurers and monitors the economic characteristics of the reinsurers on an ongoing basis. The Company also assumes insurance from other domestic insurers and reinsurers. Based upon management s evaluation, the Company concluded the reinsurance agreements entered into by the Company transfer both significant timing and underwriting risk to the reinsurer and, accordingly, are accounted for as reinsurance under the applicable accounting guidance.

The Company receives ceding commissions in conjunction with reinsurance activities. These ceding commissions are offset against the related underwriting expenses and were $16.7 million, $12.6 million, and $10.2 million in 2009, 2008, and 2007, respectively.

At December 31, 2009 and 2008, the Company had reinsurance recoverables for paid and unpaid losses of $274.5 million and $268.7 million, respectively.

In regard to the Company s excess-of-loss reinsurance, the Company manages its credit risk on reinsurance recoverables by reviewing the financial stability, A.M. Best rating, capitalization, and credit worthiness of prospective and existing risk-sharing partners. The Company generally does not seek collateral where the reinsurer is rated A− or better by A.M. Best, has $500 million or more in surplus, and is admitted in the state of Michigan. As of December 31, 2009, the largest unsecured reinsurance recoverable is due from an admitted reinsurer with an A A.M. Best rating and accounts for 23.4% of the total recoverable for paid and unpaid losses.

In regard to the Company s risk-sharing partners, the Company manages credit risk on reinsurance recoverables by reviewing the financial stability, capitalization, and credit worthiness of prospective or existing reinsurers or partners. The Company customarily collateralizes reinsurance balances due from non-admitted reinsurers through funds withheld trusts or stand-by letters of credit issued by highly rated banks.

To date, the Company has not, in the aggregate, experienced material difficulties in collecting reinsurance recoverables.

The Company has historically maintained an allowance for the potential exposure to the uncollectibility of certain reinsurance balances. At the end of each quarter, an analysis of these exposures is conducted to determine the potential exposure to uncollectibility. While management believes the allowances to be adequate,

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

no assurance can be given, regarding the future ability of any of the Company s risk-sharing partners to meet their financial obligations.

The Company maintains an excess-of-loss reinsurance treaty designed to protect against large or unusual loss and loss adjustment expense activity. The Company determines the appropriate amount of reinsurance primarily based on the Company s evaluation of the risks accepted, but also considers analysis prepared by consultants and reinsurers and on market conditions including the availability and pricing of reinsurance. To date, there have been no material disputes with the Company s excess-of-loss reinsurers. However, no assurance can be given regarding the future ability of any of the Company s excess-of-loss reinsurers to meet their obligations.

Under the Company s workers compensation reinsurance treaty, reinsurers are responsible for 100% of each loss in excess of $1.0 million, up to $5.0 million for each claimant. In addition, there is coverage for loss events involving more than one claimant up to $75.0 million per occurrence in excess of the $1.0 million retention. In a loss event involving more than one claimant, the per claimant coverage is $9.0 million in excess of the $1.0 million retention.

Under the Company s core casualty reinsurance treaty, reinsurers are responsible for 60% of each loss in excess of $500,000, up to $1.0 million and 100% of the next $6.0 million, per occurrence. The Company also maintains an additional $3.0 million in clash protection to cover all casualty lines other than workers compensation, where two or more policies or coverage parts are triggered in an event. Additionally the Company maintains an awards made cover for judgments in excess of policy limits or extra contractual obligations arising under all casualty lines other than workers compensation. Reinsurers are responsible for 100% of $10.0 million each award in excess of a $500,000 retention.

The Company has a separate treaty to cover liability specifically related to commercial trucking, whereby reinsurers are responsible for 100% of each loss in excess of $500,000, up to $2.0 million per occurrence. In addition, the Company has a separate treaty to cover risks related to the agricultural industry. Under the agriculture treaty reinsurers are responsible for 100% of each loss in excess of $500,000 up to $1.0 million per occurrence for casualty and up to $10.0 million for property each risk.

Under the Company s property reinsurance treaty, reinsurers are responsible for 100% of the amount of each loss, each risk, in excess of $1.0 million, up to $10.0 million per risk. The Company has $36.0 million in catastrophe coverage for loss events involving multiple locations after the Company has incurred a $4.0 million net loss per occurrence.

The Company has a separate treaty to cover excess liability related to public entity risks. Reinsurers are responsible for 100% of $4.0 million in excess of $1.0 million for each occurrence in excess of the policyholders self-insured retentions. In addition, the Company maintains coverage for 100% of $10.0 million in excess of $5.0 million each loss occurrence for all lines, except workers compensation, which is covered by the Company s core catastrophic workers compensation treaty structure up to $75.0 million per occurrence.

The Company maintains a separate reinsurance agreement, which provides reinsurance coverage for excess workers compensation business. Reinsurers are responsible for 80% of the difference between $2.0 million and the policyholder s self-insured retention for each occurrence. Reinsurers are then responsible for 100% of $8.0 million in excess of $2.0 million for each occurrence. Coverage in excess of $10.0 million up to $75.0 million per occurrence is covered by the Company s core catastrophic workers compensation treaty.

The Company maintains a variable quota share reinsurance treaty for its ocean marine business, which allows for a proportionate sharing of premium and losses. The percentage of ceded reinsurance increases as the limit on the policy increases. The maximum risk limit is $5.0 million, with reinsurers responsible for a

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

proportionate share of limits up to $4.0 million while the Company s retention is limited to its proportional share up to a maximum of $1.0 million.

Under a variable quota share reinsurance treaty for surety bonds underwritten by the Company, the percentage of ceded reinsurance increases as the bond value increases. The maximum bond value under the treaty is $10.0 million and the reinsurers are responsible for limits up to $7.5 million, while the Company s retention is limited to its proportional share up to $2.5 million.

The Company is an assuming reinsurer for certain bond business underwritten by certain unaffiliated insurance companies, with maximum liability under these agreements of $500,000.

Additionally, certain small programs have separate semi-automatic reinsurance treaties in place, which limit the Company s exposure to $500,000 or less.

The Company may seek special acceptances to treaty structures or purchase facultative reinsurance for property values in excess of $10.0 million, casualty limits in excess of $5.0 million, or for coverage excluded by a treaty.

Reconciliations of direct to net premiums, on a written and earned basis, for 2009, 2008, and 2007 are as follows (in thousands):

	2009		2008		2007	
	Written	Earned	Written	Earned	Written	Earned
Direct	$ 678,380	$ 637,043	$ 449,618	$ 441,709	$ 307,266	$ 266,049
Assumed	10,307	7,815	8,065	14,073	39,184	71,050
Ceded	(108,669)	(105,256)	(82,489)	(86,061)	(66,239)	(68,902)
Net	$ 580,018	$ 539,602	$ 375,194	$ 369,721	$ 280,211	$ 268,197

One reinsurer, with an A.M. Best financial strength rating of B++ (Good), accounts for 8.3% of ceded premiums in 2009.

7. Segment Information

The Company defines its operations as specialty insurance operations and agency operations based upon differences in products and services. The separate financial information of these segments is consistent with the way results are regularly evaluated by management in deciding how to allocate resources and in assessing performance. Intersegment revenue is eliminated upon consolidation. It would be impracticable for the Company to determine the allocation of assets between the two segments.

Specialty Insurance Operations

The specialty insurance operations segment, which includes insurance company specialty programs and fee-for-service specialty or managed programs, focuses on specialty or niche insurance business. Specialty insurance operations provide services and coverages tailored to meet specific requirements of defined client groups and their members. These services include risk management consulting, claims administration and handling, loss control and prevention, and reinsurance placement, along with various types of property and casualty insurance coverage, including workers compensation, commercial multiple peril, general liability, commercial auto liability, excess and surplus lines, environmental, garage, surety, legal, professional liability, errors & omissions, inland marine, and other lines of business. Insurance coverage is provided primarily to associations or similar groups of members and to specified classes of business of the Company s agents. The Company recognizes revenue related to the services and coverages the specialty insurance operations provides within seven categories: net earned premiums, management fees, claims fees, loss control fees, reinsurance placement, investment income, and net realized gains (losses).

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The Company included the results of operations related to ProCentury within the specialty insurance operations.

In July 2009, the Company s subsidiary, Star, purchased a 28.5% ownership interest in an insurance holding limited liability company. The Company s ownership interest is significant, but is less than a majority ownership and, therefore, is accounted for under the equity method of accounting. Therefore, the Company s subsidiary, Star, recognized 28.5% of the profits and losses as a result of this equity interest ownership. For segment reporting purposes, the equity earnings related to this investment is shown gross of tax. Equity earnings of affiliates, as shown below, relates to the Company s proportionate share of this investment, which management considers to be consistent with it specialty insurance operations and, therefore, the Company has included the respective equity earnings within the specialty insurance operations segment.

Agency Operations

The Company earns commissions through the operation of its retail property and casualty insurance agencies, which are located in Michigan, California, and Florida. The agency operations produce commercial, personal lines, life, and accident and health insurance, for more than fifty unaffiliated insurance carriers. The agency produces an immaterial amount of business for its affiliated Insurance Company Subsidiaries.

The following table sets forth the segment results (in thousands):

	For the Years Ended December 31,		
	2009	2008	2007
Revenues			
Net earned premiums	$ 539,602	$ 369,721	$ 268,197
Management fees	18,901	21,168	23,963
Claims fees	7,428	8,879	9,025
Loss control fees	1,975	2,069	2,151
Reinsurance placement	931	728	929
Investment income	49,910	35,888	25,487
Net realized (losses) gains	(225)	(11,422)	150
Specialty insurance operations	618,522	427,031	329,902
Agency operations	9,561	11,064	11,316
Holding Company interest income earned	456	736	913
Intersegment revenue	(915)	(1,004)	(1,396)
Consolidated revenue	$ 627,624	$ 437,827	$ 340,735
Pre-tax income:			
Specialty insurance operations	$ 97,346	$ 60,125	$ 47,898
Agency operations(1)	(1,010)	1,142	2,087
Non-allocated expenses	(21,883)	(17,472)	(10,598)

Consolidated	74,453	43,795	39,387
Less: Equity earnings of affiliates, gross of tax, which were included in specialty insurance operations	1,344		
Consolidated pre-tax income	$ 73,109	$ 43,795	$ 39,387

(1) The Company s agency operations include an allocation of corporate overhead, which includes expenses associated with accounting, information services, legal, and other corporate services. The corporate

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

overhead allocation excludes those expenses specific to the holding company. For the years ended December 31, 2009, 2008, and 2007, the allocation of corporate overhead to the agency operations segment was $3.4 million, $2.8 million, and $2.8 million, respectively.

The following table sets forth the non-allocated expenses included in pre-tax income (in thousands):

	For the Years Ended December 31, 2009	2008	2007
Holding company expenses	$ (5,506)	$ (3,481)	$ (2,638)
Amortization	(5,781)	(6,310)	(1,930)
Interest expense	(10,596)	(7,681)	(6,030)
	$ (21,883)	$ (17,472)	$ (10,598)

8. Debt

Credit Facilities

On July 31, 2008, the Company executed $100 million in senior credit facilities (the Credit Facilities). The Credit Facilities included a $65.0 million term loan facility, which was fully funded upon the closing of its Merger with ProCentury and a $35.0 million revolving credit facility, which was partially funded upon closing of the Merger. As of December 31, 2009, the outstanding balance on its term loan facility was $49.9 million. The Company did not have an outstanding balance on its revolving credit facility as of December 31, 2009. The undrawn portion of the revolving credit facility is available to finance working capital and for general corporate purposes, including but not limited to, surplus contributions to its Insurance Company Subsidiaries to support premium growth or strategic acquisitions. These Credit Facilities replaced the Company s prior revolving credit agreement, which was terminated upon the execution of the Credit Facilities. At December 31, 2008, the Company had an outstanding balance of $60.3 million on its term loan and did not have an outstanding balance on its revolving credit facility.

The principal amount outstanding under the Credit Facilities provides for interest at LIBOR, plus the applicable margin, or at the Company s option, the base rate. The base rate is defined as the higher of the lending bank s prime rate or the Federal Funds rate, plus 0.50%, plus the applicable margin. The applicable margin is determined by the consolidated indebtedness to consolidated total capital ratio. In addition, the Credit Facilities provide for an unused facility fee ranging between twenty basis points and forty basis points, based on our consolidated leverage ratio as defined by the Credit Facilities. At December 31, 2009, the interest rate on the Company s term loan was 5.95%, which consisted of a fixed rate of 3.95%, as described in Note 9 *Derivative Instruments*, plus an applicable margin of 2.00%.

The debt financial covenants applicable to the Credit Facilities consist of: (1) minimum consolidated net worth starting at eighty percent of pro forma consolidated net worth after giving effect to the acquisition of ProCentury, with quarterly increases thereafter, (2) minimum Risk Based Capital Ratio for Star of 1.75 to 1.00, (3) maximum permitted consolidated leverage ratio of 0.35 to 1.00, (4) minimum consolidated debt service coverage ratio of 1.25 to 1.00, and (5) minimum A.M. Best Company rating of B++. As of December 31, 2009, the Company was in compliance with these debt covenants.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Debentures

The following table summarizes the principal amounts and variables associated with the Company s debentures (in thousands):

Description	Year Callable	Year Due	Interest Rate Terms	Interest Rate at December 31, 2009 (1)	Principal Amount
Junior subordinated debentures	2008	2033	Three-month LIBOR, plus 4.05%	4.30%	$ 10,310
Senior debentures	2009	2034	Three-month LIBOR, plus 4.00%	4.27%	13,000
Senior debentures	2009	2034	Three-month LIBOR, plus 4.20%	4.46%	12,000
Junior subordinated debentures	2010	2035	Three-month LIBOR, plus 3.58%	3.83%	20,620
Junior subordinated debentures(2)	2007	2032	Three-month LIBOR, plus 4.00%	4.26%	15,000
Junior subordinated debentures(2)	2008	2033	Three-month LIBOR, plus 4.10%	4.37%	10,000
Total					$ 80,930

(1) The underlying three-month LIBOR rate varies as a result of the interest rate reset dates used in determining the three-month LIBOR rate, which varies for each long-term debt item each quarter.

(2) Represents the junior subordinated debentures acquired in conjunction with the Merger.

Excluding the junior subordinated debentures acquired in conjunction with the Merger, the Company received a total of $53.3 million in net proceeds from the issuances of the above long-term debt, of which $26.2 million was contributed to the surplus of its Insurance Company Subsidiaries and the remaining balance was used for general corporate purposes. Associated with the issuance of the above long-term debt, the Company incurred approximately $1.7 million in issuance costs for commissions paid to the placement agents in the transactions.

The issuance costs associated with these debentures have been capitalized and are included in other assets on the balance sheet. As of June 30, 2007, these issuance costs were being amortized over a seven year period as a component of interest expense. The seven year amortization period represented management s best estimate of the estimated useful life of the bonds related to both the senior debentures and junior subordinated debentures. Beginning July 1, 2007, the Company reevaluated its best estimate and determined a five year amortization period to be a more accurate representation of the estimated useful life. Therefore, this change in amortization period from seven years to five years has been applied prospectively beginning July 1, 2007.

The junior subordinated debentures issued in 2003 and 2005 were issued in conjunction with the issuance of $10.0 million and $20.0 million in mandatory redeemable trust preferred securities to a trust formed by an institutional investor from the Company s unconsolidated subsidiary trusts, respectively.

In relation to the junior subordinated debentures acquired in conjunction with the Merger, the Company also acquired the remaining unamortized portion of the capitalized issuance costs associated with these debentures. The remaining unamortized portion of the issuance costs acquired was $625,000. These are included in other assets on the balance sheet. The remaining balance is being amortized over a five year period beginning August 1, 2008, as a component of interest expense.

The junior subordinated debentures are unsecured obligations of the Company and are junior to the right of payment to all senior indebtedness of the Company. The Company has guaranteed that the payments made to both Trusts will be distributed by the Trusts to the holders of the trust preferred securities.

The Company estimates that the fair value of the above mentioned junior subordinated debentures and senior debentures issued approximate the gross proceeds of cash received at the time of issuance.

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9. Derivative Instruments

The Company has entered into interest rate swap transactions to mitigate its interest rate risk on its existing debt obligations. These interest rate swap transactions have been designated as cash flow hedges and are deemed highly effective hedges. These interest rate swap transactions are recorded at fair value on the balance sheet and the effective portion of the changes in fair value are accounted for within other comprehensive income. The interest differential to be paid or received is accrued and recognized as an adjustment to interest expense.

The following table summarizes the rates and amounts associated with the Company s interest rate swaps (in thousands):

Effective Date	Expiration Date	Debt Instrument	Counterparty Interest Rate Terms	Fixed Rate	Fixed Amount at December 31, 2009
10/06/2005	09/16/2010	Junior subordinated debentures	Three-month LIBOR, plus 3.58%	8.340%	$ 20,000
04/23/2008	05/24/2011	Senior debentures	Three-month LIBOR, plus 4.20%	7.720%	7,000
04/23/2008	06/30/2013	Junior subordinated debentures	Three-month LIBOR, plus 4.05%	8.020%	10,000
04/29/2008	04/29/2013	Senior debentures	Three-month LIBOR, plus 4.00%	7.940%	13,000
07/31/2008	07/31/2013	Term loan(1)	Three-month LIBOR	3.950%	49,875
08/15/2008	08/15/2013	Junior subordinated debentures(2)	Three-month LIBOR	3.780%	10,000
09/04/2008	09/04/2013	Junior subordinated debentures(2)	Three-month LIBOR	3.790%	15,000

(1) Relates to the Company s term loan, which has an effective date of July 31, 2008 and an expiration date of July 31, 2013. The Company is required to make fixed rate interest payments on the current balance of the term loan, amortizing in accordance with the term loan amortization schedule. The Company fixed only the variable interest portion of the loan. As of December 31, 2009, the actual interest payments associated with the term loan also include an additional rate of 2.00% in accordance with the credit agreement.

(2) Relates to the debentures acquired from the ProCentury merger. The Company fixed only the variable interest portion of the debt. The actual interest payments associated with the debentures also include an additional rate of 4.10% and 4.00% on the $10.0 million and $15.0 million debentures, respectively.

In relation to the above interest rate swaps, the net interest expense incurred for the year ended December 31, 2009 and 2008 was approximately $4.1 million and $763,000, respectively. The net interest income received for the year ended December 31, 2007, was approximately $172,000.

As of December 31, 2009 and 2008, the total fair value of the interest rate swaps was approximately ($5.9 million) and ($8.9 million), respectively. At December 31, 2009 and 2008, accumulated other comprehensive income, included accumulated loss on the cash flow hedge, net of taxes, of approximately $3.9 million and $5.8 million, respectively.

On May 24, 2009, the interest rate swap for the $5.0 million portion of the Company s $12.0 million senior debenture expired. As of December 31, 2009, the Company did not enter into another interest rate swap transaction for this portion of its debt. Therefore, the associated interest expense is no longer at a fixed amount and will fluctuate in accordance with the debt terms, as described within Note 8 *Debt*.

In December 2005, the Company entered into a $6.0 million convertible note receivable with an unaffiliated insurance agency. The effective interest rate of the convertible note is equal to the three-month LIBOR, plus 5.2% and is due December 20, 2010. This agency has been a producer for the Company for over ten years. As security for the loan, the borrower granted the Company a security interest in its accounts, cash, general intangibles, and other intangible property. Also, the shareholder then pledged 100% of the common shares of three insurance agencies, the common shares owned by the shareholder in another agency, and has

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executed a personal guaranty. This note is convertible at the option of the Company based upon a pre-determined formula. The conversion feature of this note is considered an embedded derivative and, therefore is accounted for separately from the note. At December 31, 2009, the estimated fair value of the derivative was not material to the financial statements.

10. Regulatory Matters and Rating Issues

A significant portion of the Company s consolidated assets represents assets of its Insurance Company Subsidiaries that may not be transferable to the holding company in the form of dividends, loans or advances. The restriction on the transferability to the holding company from its Insurance Company Subsidiaries is limited by regulatory guidelines. These guidelines specify that dividends can be paid only from unassigned surplus and only to the extent that all dividends in the current twelve months do not exceed the greater of 10% of total statutory surplus as of the end of the prior fiscal year or 100% of the statutory net income for the prior year, less any dividends paid in the prior twelve months. Using these criteria, the available ordinary dividend available to be paid from the Insurance Company Subsidiaries during 2009 is $39.5 million without prior regulatory approval. In addition to ordinary dividends, the Insurance Company Subsidiaries have the capacity to pay $51.1 million of extraordinary dividends in 2009 subject to prior regulatory approval. The Insurance Company Subsidiaries ability to pay future dividends without advance regulatory approval is dependent upon maintaining a positive level of unassigned surplus, which in turn, is dependent upon the Insurance Company Subsidiaries generating net income. Total ordinary dividends paid from the Company s Insurance Company Subsidiaries to its holding company were $39.5 million and $46.2 million in 2009 and 2008, respectively.

Summarized 2009 and 2008 statutory basis information for the primary insurance subsidiaries, which differs from generally accepted accounting principles, is as follows (in thousands):

2009:	**Star**	**Savers**	**Williamsburg**	**Ameritrust**	**Century**	**PIC**
Statutory capital and surplus	$ 207,035	$ 44,419	$ 22,896	$ 20,231	$ 144,812	$ 29,096
RBC authorized control level	$ 47,103	$ 8,180	$ 4,230	$ 3,665	$ 24,271	$ 5,916
Statutory net income	$ 25,379	$ 6,784	$ 3,035	$ 2,994	$ 26,622	$ (1,557)

2008:	**Star**	**Savers**	**Williamsburg**	**Ameritrust**	**Century**	**PIC**
Statutory capital and surplus	$ 199,889	$ 42,718	$ 21,945	$ 19,177	$ 122,948	$ 31,228
RBC authorized control level	$ 36,244	$ 6,499	$ 3,382	$ 2,893	$ 33,918	$ 2,860
Statutory net income	$ 27,179	$ 6,546	$ 2,783	$ 2,671	$ (11,227)	$ 2,371

Insurance operations are subject to various leverage tests (e.g., premium to statutory surplus ratios), which are evaluated by regulators and rating agencies. The Company s targets for gross and net written premium to statutory surplus are 2.75 to 1.0 and 2.25 to 1.0, respectively**.** As of December 31, 2009, on a statutory consolidated basis, the gross and net premium leverage ratios were 2.0 to 1.0 and 1.6 to 1.0, respectively.

The National Association of Insurance Commissioners (NAIC) has adopted a risk-based capital (RBC) formula to be applied to all property and casualty insurance companies. The formula measures required capital and surplus based on an insurance company s products and investment portfolio and is used as a tool to evaluate the capital of regulated companies. The RBC formula is used by state insurance regulators to monitor trends in statutory capital and surplus for the purpose of initiating regulatory action. In general, an insurance company must submit a calculation of its RBC formula to the insurance department of its state of domicile as of the end of the previous calendar year. These laws require increasing degrees of regulatory oversight and intervention as an insurance company s RBC declines. The level of regulatory oversight ranges from requiring the insurance company to inform and obtain approval from the domiciliary insurance commissioner of a comprehensive financial plan for increasing its RBC to mandatory regulatory intervention

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requiring an insurance company to be placed under regulatory control in a rehabilitation or liquidation proceeding.

The RBC Model Act provides for four different levels of regulatory attention depending on the ratio of the company s total adjusted capital, defined as the total of its statutory capital, surplus and asset valuation reserve, to its risk-based capital.

At December 31, 2009, each of our Insurance Company Subsidiaries was in excess of any minimum threshold at which corrective action would be required. At December 31, 2009 and 2008, the Company s consolidated statutory surplus was $351.8 million and $322.8 million, respectively.

Currently, the Company s financial strength rating from A.M. Best is A− (Excellent) for its Insurance Company Subsidiaries. A.M. Best ratings are designed to assess an insurer s financial strength and ability to meet continuing obligations to policyholders.

11. Deferred Policy Acquisition Costs

The following table reflects the amounts of policy acquisition costs deferred and amortized (in thousands):

	For the Years Ended December 31, 2009	2008	2007
Balance, beginning of period	$ 56,454	$ 26,926	$ 27,902
Additional deferred policy acquisition costs at August 1, 2008(1)		27,436	
Acquisition costs deferred	114,103	54,652	37,395
Amortized to expense during the period	(101,770)	(52,560)	(38,371)
Balance, end of period	$ 68,787	$ 56,454	$ 26,926

(1) Deferred policy acquisition costs activity for 2008 includes that related to ProCentury of $27.4 million added at August 1, 2008.

The Company reduces deferred policy acquisition costs for premium deficiencies. There were no premium deficiencies at December 31, 2009, 2008, and 2007.

12. Income Taxes

The provision for income taxes consists of the following (in thousands):

	For the Years Ended December 31, 2009	2008	2007

Current tax expense	$ 18,036	$ 13,925	$ 13,264
Deferred tax expense (benefit)	3,285	2,742	(1,538)
Total provision for income tax expense	$ 21,321	$ 16,667	$ 11,726

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

A reconciliation of the Company s tax provision on income from operations to the U.S. federal income tax rate of 35% is as follows (in thousands):

	For the Years Ended December 31, 2009	2008	2007
Tax provision at statutory rate	$ 25,588	$ 15,338	$ 13,760
Tax effect of:			
Tax exempt interest	(5,145)	(3,840)	(2,832)
Deferred tax asset valuation allowance	710	4,688	
State income taxes, net of federal benefit	291	365	610
Other, net	(123)	116	188
Federal and state income tax expense	$ 21,321	$ 16,667	$ 11,726
Effective tax expense rate	29.2%	38.0%	29.8%

At December 31, 2009 and 2008, the current taxes receivable were $4.4 million and $2.7 million, respectively.

Deferred federal income taxes reflect the estimated future tax effect of temporary differences between the bases of assets and liabilities for financial reporting purposes and such amounts as measured by tax laws and regulations.

The components of deferred tax assets and liabilities as of December 31, 2009 and 2008 are as follows (in thousands):

	2009		2008	
	Deferred Tax Assets	Deferred Tax Liabilities	Deferred Tax Assets	Deferred Tax Liabilities
Unpaid losses and loss adjustment expenses	$ 26,681	$	$ 25,705	$
Unearned premium reserves	20,381		17,519	
Unrealized loss / gains on investments		13,508	1,803	
Deferred policy acquisition costs		24,075		19,759
Goodwill		4,580		3,524
Amortization of intangible assets		7,015		8,426
Other than temporary impairment losses on investments and purchase accounting adjustments	13,168		16,171	
Other, net	3,274		1,894	
Total deferred taxes	63,504	49,178	63,092	31,709

Net deferred tax assets before valuation allowance	14,326	31,383
Valuation allowance	(8,681)	(8,665)
Net deferred tax assets	$ 5,645	$ 22,718

At December 31, 2009 and 2008, the Company had a net deferred tax asset of $5.6 million and $22.7 million, respectively. Realization of the deferred tax asset is dependent upon generating sufficient taxable income to absorb the applicable reversing temporary differences. A valuation allowance is established if, based upon certain facts and/or circumstances, management believes some or all of certain tax assets will not be realized. At December 31, 2009 and 2008, the Company had a valuation allowance of $8.7 million and

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

$8.7 million, respectively, related to unrealized losses on equity securities and other than temporary impairments that, upon realization, could not be offset by past or future capital gains. During 2009, a decrease in the valuation allowance of $694,000 was recorded through other comprehensive income. This was offset by an increase in the valuation allowance of $710,000 that was recorded through the statement of operations. During 2008, $4.0 million of the valuation allowance was recorded as an adjustment to goodwill and the remainder was recorded through the statement of operations. Management periodically evaluates the adequacy of the valuation allowances, taking into account open tax positions, tax assessments received and tax law changes. This evaluation involves the use of estimates and a high degree of management judgment. Actual results could differ significantly from the estimates and interpretations used in determining the current and deferred income tax liabilities and reserves.

At December 31, 2009 and 2008, the Company did not have any unrecognized tax benefits. Interest costs and penalties related to income taxes are classified as interest expense and other administrative expenses, respectively. As of December 31, 2009 and December 31, 2008, the Company had no accrued interest or penalties related to uncertain tax positions.

The Company and its subsidiaries are subject to U.S. federal income tax as well as to income tax of multiple state jurisdictions. Tax returns for all years after 2005 are subject to future examination by tax authorities.

13. Variable Compensation

Stock Options

The Company has the ability to issue stock options pursuant to its 2002 Amended and Restated Stock Option Plan (the Plan). Currently, the Plan has either five or ten-year option terms and are exercisable and vest in equal increments over the option term. Since 2003, the Company has not issued any new stock options to employees. As of December 31, 2009, the Company had no options outstanding.

Long Term Incentive Plan

The Company maintains a Long Term Incentive Plan (the LTIP). The LTIP provides participants with the opportunity to earn cash and stock awards based upon the achievement of specified financial goals over a three-year performance period. At the end of a three-year performance period, and if the performance targets for that period are achieved, the Compensation Committee of the Board of Directors shall determine the amount of LTIP awards that are payable to participants in the LTIP for the current performance period. One-half of any LTIP award will be payable in cash and one-half of the award will be payable in the form of a stock award. If the Company achieves the performance targets for the three-year performance period, payment of the cash portion of the award would be made in three annual installments, with the first payment being paid as of the end of that performance period and the remaining two payments to be paid in the subsequent two years. Any unpaid portion of a cash award is subject to forfeiture if the participant voluntarily leaves the Company or is discharged for cause. The portion of the award to be paid in the form of stock will be issued as of the end of that performance period. The number of shares of Company s common stock subject to the stock award shall equal the dollar amount of one-half of the LTIP award divided by the market value of Company s common stock on the first date of the beginning of the performance period. The stock awards shall be made subject to the terms and conditions of the LTIP and Plans. The Company accrues awards based upon the criteria set-forth and approved by the Compensation Committee, as included in the LTIP.

With the ProCentury merger, the Company s Compensation Committee and its Board of Directors determined that the Company s opportunity for successfully integrating the ProCentury merger would be heightened and shareholder value increased, if all participants were in the same equity-based plan beginning in 2009. As a result, its Compensation Committee approved the termination of the Company s current 2007-2009

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LTIP effective December 31, 2008 and established a new plan for 2009-2011 based on new performance targets. Based on this amendment, the current LTIP participants would receive their award based on a two-year performance period, rather than a three-year period. Therefore, the total award would be approximately two-thirds of the original three-year award. There were no accounting adjustments as a result of the amendment as there were no changes to the underlying plan, only an adjustment to the performance period.

In 2008, the Company achieved its specified financial goals for the 2007-2008 plan years. On February 13, 2009, the Company s Board of Directors and the Compensation Committee of the Board of Directors approved the distribution of the LTIP award for the 2007-2008 plan years, which included both a cash and stock award. The total cash distribution was $1.6 million, of which approximately $530,000 was paid out in 2009 with the remainder to be paid out in 2010 and 2011. The stock portion of the LTIP award was $1.6 million, which resulted in the issuance of 161,686 shares of the Company s common stock. Of the 161,686 shares issued, 55,968 shares were retired for payment of the participant s associated withholding taxes related to the compensation recognized by the participant. The stock portion of the award was fully expensed as of December 31, 2008. The cash portion of the award is being expensed over a four-year period. In addition, the Company s Board of Directors and the Compensation Committee of the Board of Directors approved the new performance targets for the 2009-2011 plan years. The Company began accruing for the LTIP payout for the 2009-2011 plan years as of March 31, 2009.

At December 31, 2009, the Company had approximately $1.3 million and approximately $1.0 million accrued for the cash and stock award, respectively, for all plan years under the LTIP. As previously indicated, the stock portion for the 2007-2008 plan years was fully expensed as of December 31, 2008. At December 31, 2008, the Company had $1.6 million and $1.6 million accrued for the cash and stock award, respectively, for all plan years under the LTIP. Shares related to the Company s LTIP included in diluted earnings per share were 164,894 and 184,697 for the years ended December 31, 2009 and 2008, respectively.

Deferred Compensation Plan

The Company maintains an Executive Nonqualified Excess Plan (the Excess Plan). The Excess Plan is intended to be a nonqualified deferred compensation plan that will comply with the provisions of Section 409A of the Internal Revenue Code. The Company maintains the Excess Plan to provide a means by which certain key management employees may elect to defer receipt of current compensation from the Company in order to provide retirement and other benefits, as provided for in the Excess Plan. The Excess Plan is funded solely by the participating employees and maintained primarily for the purpose of providing deferred compensation benefits for eligible employees. At December 31, 2009 and 2008, the Company had $1.3 million and $690,000 accrued for the Excess Plan, respectively.

14. Shareholders Equity

At December 31, 2009, shareholders equity was $502.9 million, or a book value of $9.06 per common share, compared to $438.2 million, or a book value of $7.64 per common share, at December 31, 2008.

In July 2008, the Company s Board of Directors authorized management to purchase up to 3,000,000 shares of the Company s common stock in market transactions for a period not to exceed twenty-four months. For the year ended December 31, 2009, the Company purchased and retired 1.9 million shares of common stock for a total cost of approximately $13.9 million. For the year ended December 31, 2008, the Company purchased and retired

800,000 shares of common stock for a total cost of approximately $4.9 million.

At the Company s regularly scheduled board meeting on February 12, 2010, its Board of Directors authorized management to purchase up to 5.0 million shares of the Company s common stock in market

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transactions for a period not to exceed twenty-four months. This share repurchase plan replaced the existing share repurchase plan authorized in July 2008.

On February 13, 2009, the Company s Board of Directors and the Compensation Committee of the Board of Directors approved the distribution of its LTIP award for the 2007-2008 plan years, which included both a cash and stock award. The stock portion of the LTIP award was $1.6 million, which resulted in the issuance of 161,686 shares of the Company s common stock. Of the 161,686 shares issued, 55,968 shares were retired for payment of the participant s associated withholding taxes related to the compensation recognized by the participant. Refer to Note 13 *Variable Compensation* for further detail. The retirement of the shares for the associated withholding taxes reduced the Company s paid in capital by approximately $329,000.

For the years ended December 31, 2009 and 2008, cash dividends paid to common shareholders totaled $5.2 million and $3.8 million, respectively. On February 12, 2010, the Company s Board of Directors declared a quarterly dividend of $0.03 per common share. The dividend is payable on April 5, 2010, to shareholders of record as of March 19, 2010.

When evaluating the declaration of a dividend, the Company s Board of Directors considers a variety of factors, including but not limited to, cash flow, liquidity needs, results of operations, industry conditions, and our overall financial condition. As a holding company, the ability to pay cash dividends is partially dependent on dividends and other permitted payments from its Insurance Company Subsidiaries.

15. Earnings Per Share

Basic earnings per share are based on the weighted average number of common shares outstanding during the year, while diluted earnings per share includes the weighted average number of common shares and potential dilution from shares issuable pursuant to stock options or stock awards using the treasury stock method.

The following table is a reconciliation of the income and share data used in the basic and diluted earnings per share computations for the years ended December 31 (in thousands, except per share amounts):

	2009	2008	2007
Net income, as reported	$ 52,650	$ 27,397	$ 27,992
Common shares:			
Basic			
Weighted average shares outstanding	57,248,497	44,810,944	33,007,200
Diluted			
Weighted average shares outstanding	57,248,497	44,810,944	33,007,200
Dilutive effect of:			
Stock options		71	16,495
Share awards under long term incentive plan	164,894	184,697	78,270

Total		57,413,391		44,995,712		33,101,965
Net income per common share						
Basic	$	0.92	$	0.61	$	0.85
Diluted	$	0.92	$	0.61	$	0.85

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16. Goodwill and Other Intangible Assets

Goodwill

The Company evaluates existing goodwill for impairment on an annual basis as of October 1st, or more frequently if events or changes in circumstances indicate that the asset might be impaired. Goodwill impairment is performed at the reporting unit level. To test goodwill for impairment, the Company is required to estimate the fair value of each reporting unit. Since quoted market prices in an active market are not available for its reporting units, other valuation techniques are used. The Company has developed a model to estimate the fair value of its reporting units utilizing a discounted cash flow valuation technique (DCF model). A DCF model is selected to be comparable to what would be used by market participants to estimate fair value. The impairment test incorporates estimates of future cash flows; allocations of certain assets, liabilities and cash flows among reporting units; future growth rates; terminal value amounts; and the applicable weighted-average cost of capital used to discount those estimated cash flows. These estimates are based on management s judgment. The estimates and projections used in the estimate of fair value are consistent with our forecast and long-range plans.

In accordance with accounting guidance, the Company concluded its reporting units to be agency operations and specialty insurance operations. The nature of the business and economic characteristics of all agency operations and all specialty insurance operations are similar based upon, but not limited to, the following; (1) management alignment within each reporting unit, (2) the Company s Insurance Company Subsidiaries operate under a reinsurance pooling arrangement, and (3) the ability of the Company to leverage its expertise and fixed costs within each reporting unit.

	Agency Operations	Specialty Insurance Operations	Total
Balance at December 31, 2008	$ 3,445	$ 115,583	$ 119,028
Reductions to goodwill ProCentury merger		(186)	(186)
Balance at December 31, 2009	$ 3,445	$ 115,397	$ 118,842

In addition, the Company determined there were no triggering events that would indicate any potential goodwill impairment as of December 31, 2009. The Company did not record any impairment losses in relation to its existing goodwill during 2009, 2008 or 2007.

Goodwill related to ProCentury Merger

Following the close of business on July 31, 2008, the Company s Merger with ProCentury was completed. The Merger was accounted for under the purchase method of accounting, which resulted in initial goodwill of $48.8 million equaling the excess of the purchase price over the fair value of identifiable assets.

As of December 31, 2009 and 2008, the Company recorded a decrease of $186,000 and an increase of $10.7 million to goodwill, respectively. The decrease to goodwill in 2009 was primarily related to adjustments recorded to reflect updated information on certain accruals and related expenses as more refined information became available during the year. The increase in 2008 was primarily related to a $9.1 million adjustment to record a deferred tax liability related to the other intangible assets related to the agent relationships and the trade name. The remaining increase to goodwill in 2008 was primarily related to adjustments recorded to reflect updated information on certain accruals and related expenses as more refined information became available during the year.

Refer to Note 2 *ProCentury Merger* for further detail and pro forma information relating to the Company s Merger with ProCentury.

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Other Intangible Assets

At December 31, 2009 and 2008, the Company had other intangible assets, net of related accumulated amortization, of $41.3 million and $47.0 million, respectively, recorded within the consolidated balance sheet.

Upon completion of the Merger with ProCentury in 2008, the Company obtained third-party valuations of other intangible assets, which were reflected within the purchase price allocation. As a result of the valuation analysis, the Company recorded a $21.0 million and $5.0 million increase to other intangible assets related to agent relationships and trade names. The other intangible asset related to the agent relationships is being amortized based on the life of cash flows over an estimated useful life of fifteen years. The other intangible asset related to the trade names is being amortized over an estimated useful life of ten years. In addition and based on the valuation analysis, the Company also recorded an increase of $5.0 million related to insurance licenses, which were determined to have an indefinite life and are not subject to amortization.

As of December 31, 2009, the gross carrying amount of other intangible assets related to the USSU acquisition was $14.5 million and is being amortized over an estimated useful life of eight years.

All other intangible assets, except those described above, are being amortized over an estimated useful life period of between five to ten years. The Company has an additional other intangible asset which has an indefinite life and is evaluated annually in accordance with accounting guidance.

At December 31, 2009, the gross carrying amount of other intangible assets was $56.8 million and the accumulated amortization was $15.5 million. At December 31, 2008, the gross carrying amount of other intangible assets was $56.7 million and the accumulated amortization was $9.8 million. Amortization expense related to other intangible assets for 2009, 2008, and 2007, was $5.8 million, $6.3 million, and $1.9 million, respectively.

Amortization expense for the five succeeding years is as follows (in thousands):

2010	$ 4,927
2011	4,656
2012	4,718
2013	4,001
2014	3,613
Total amortization expense	$ 21,915

17. Commitments and Contingencies

The Company has certain operating lease agreements for its offices and equipment. A majority of the Company s lease agreements contain renewal options and rent escalation clauses. At December 31, 2009, future minimum rental payments required under non-cancelable long-term operating leases are as follows (in thousands):

2010	$ 4,134
2011	3,583
2012	2,884
2013	2,376
2014	221
Thereafter	0
Total minimum lease commitments	$ 13,198

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Rent expense for the years ended December 31, 2009, 2008, and 2007 was $4.2 million, $3.3 million, and $2.7 million, respectively.

Most states require admitted property and casualty insurers to become members of insolvency funds or associations, which generally protect policyholders against the insolvency of such insurers. Members of the fund or association must contribute to the payment of certain claims made against insolvent insurers. Maximum contributions required by law in any one year vary between 1% and 2% of annual premium written by a member in that state. Assessments from insolvency funds were $491,000, $196,000, and $156,000, for 2009, 2008, and 2007, respectively. Most of these payments are recoverable through future policy surcharges and premium tax reductions.

The Company s Insurance Company Subsidiaries are also required to participate in various mandatory insurance facilities or in funding mandatory pools, which are generally designed to provide insurance coverage for consumers who are unable to obtain insurance in the voluntary insurance market. Among the pools participated in are those established in certain states to provide windstorm and other similar types of property coverage. These pools typically require all companies writing applicable lines of insurance in the state for which the pool has been established to fund deficiencies experienced by the pool based upon each company s relative premium writings in that state, with any excess funding typically distributed to the participating companies on the same basis. To the extent that reinsurance treaties do not cover these assessments, they may have an adverse effect on the Company. Total assessments paid to all such facilities were $2.7 million, $2.4 million, and $2.6 million, for 2009, 2008, and 2007, respectively.

The Company, and its subsidiaries, are subject at times to various claims, lawsuits and proceedings relating principally to alleged errors or omissions in the placement of insurance, claims administration, consulting services and other business transactions arising in the ordinary course of business. Where appropriate, the Company vigorously defends such claims, lawsuits and proceedings. Some of these claims, lawsuits and proceedings seek damages, including consequential, exemplary or punitive damages, in amounts that could, if awarded, be significant. Most of the claims, lawsuits and proceedings arising in the ordinary course of business are covered by the policy at issue, errors and omissions insurance or other appropriate insurance. In terms of deductibles associated with such insurance, the Company has established provisions against these items, which are believed to be adequate in light of current information and legal advice. In accordance with accounting guidance, if it is probable that an asset has been impaired or a liability has been incurred as of the date of the financial statements and the amount of loss is estimable; an accrual for the costs to resolve these claims is recorded by the Company in the accompanying consolidated balance sheets. Period expenses related to the defense of such claims are included in other operating expenses in the accompanying consolidated statements of income. Management, with the assistance of outside counsel, adjusts such provisions according to new developments or changes in the strategy in dealing with such matters. On the basis of current information, the Company does not expect the outcome of the claims, lawsuits and proceedings to which the Company is subject to, either individually, or in the aggregate, will have a material adverse effect on the Company s financial condition. However, it is possible that future results of operations or cash flows for any particular quarter or annual period could be materially affected by an unfavorable resolution of any such matters.

18. Sale-Leaseback Transaction

In 2004, the Company entered into an agreement with an unaffiliated third party to sell its property in Cerritos, California, owned by Savers and subsequently leaseback the property to Meadowbrook, Inc. There were no future commitments, obligations, provisions, or circumstances included in either the sale contract or the lease contract that would result in the Company s continuing involvement; therefore, the assets associated with the property were removed from the Company s consolidated balance sheets.

MEADOWBROOK INSURANCE GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The sale proceeds were $2.9 million and the net book value of the property was $1.9 million. Direct costs associated with the transaction were $158,000. In conjunction with the sale, a deferred gain of $880,000 was recorded and is being amortized over the ten-year term of the operating lease. At December 31, 2009 and 2008, the Company had a deferred gain of $396,000 and $484,000, respectively, on the consolidated balance sheet in Other Liabilities. Total amortization of the gain was $88,000 a year for 2009 and 2008, for a total accumulated amortization of $484,000 as of December 31, 2009.

19. Related Party Transactions

At December 31, 2009 and 2008, the Company held an $825,000 and $852,000 note receivable from one of its executive officers, including $164,000 and $191,000 of accrued interest, respectively. This note arose from a transaction in late 1998 in which the Company loaned the officer funds to exercise 64,718 common stock options to cover the exercise price and the taxes incurred as a result of the exercise. The note bears interest equal to the rate charged pursuant to the Company s revolving credit agreement and is due on demand any time after January 1, 2002. As of December 31, 2009, the rate was 2.25%. The loan is partially collateralized by 64,718 shares of the Company s common stock under a stock pledge agreement. For the years ended December 31, 2009 and 2008, $43,800 and $43,800, respectively, have been paid against the loan. As of December 31, 2009, the cumulative amount that has been paid against this loan was $250,400.

The Company maintains an employment agreement with the executive officer, which provides the note is a non-recourse loan and the Company s sole legal remedy in the event of a default is the right to reclaim the shares pledged under the stock pledge agreement. Also, if there is a change in control of the Company and the officer is terminated or if the officer is terminated without cause, the note is cancelled and deemed paid in full. In these events, the officer may also retain the pledged shares of the Company, or, at the officer s discretion, sell these shares back to the Company at the then current market price or their book value, whichever is greater.

If the officer is terminated by the Company for cause, the note is cancelled and considered paid in full. In this case, however, the officer forfeits the pledged shares of the Company, or, at the Company s discretion, must sell these shares back to the Company for a nominal amount.

If the officer terminates his employment during the term of the agreement, the Company could demand full repayment of the note. If the note was not paid by the officer on the demand of the Company, the Company s only recourse is to reclaim the shares of the Company that were pledged under the stock pledge agreement.

20. Employee Benefit Plans

Company employees over the age of 201/2 who have completed six months of service are eligible for participation in The Meadowbrook, Inc. 401(k) Profit Sharing Plan (the 401(k) Plan). The 401(k) Plan provides for matching contributions and/or profit sharing contributions at the discretion of the Board of Directors of Meadowbrook, Inc. In 2009, 2008, and 2007, the matching contributions were $1.2 million, $1.1 million, and $928,000, respectively. There were no profit sharing contributions in 2009, 2008, and 2007.

MEADOWBROOK INSURANCE GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

21. Quarterly Financial Data (Unaudited)

The following is a summary of unaudited quarterly results of operations for 2009 and 2008 (in thousands, except per share and ratio data):

	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter
2009:				
Gross premiums written	$ 159,991	$ 156,891	$ 188,985	$ 182,820
Net premiums written	133,516	134,524	158,705	153,273
Net premiums earned	129,038	127,140	137,399	146,025
Net commissions and fees	10,237	8,396	10,753	8,495
Net investment income	12,342	12,397	12,764	12,863
Net realized losses (gains)	(1,992)	(958)	(742)	3,467
Net losses and LAE incurred	69,787	70,464	83,552	83,284
Policy acquisition and other underwriting expenses	23,969	27,139	28,824	30,783
Other administrative expenses	10,393	9,917	9,013	10,090
Salaries and employee benefits	19,827	19,945	19,630	21,521
Amortization expense	1,508	1,420	1,422	1,431
Interest expense	2,782	2,659	2,620	2,535
Net income	13,540	11,645	11,019	16,446
Diluted earnings per share	$ 0.24	$ 0.20	$ 0.19	$ 0.29
GAAP combined ratio(1)	87.7%	92.7%	95.3%	94.3%
2008:				
Gross premiums written	$ 90,468	$ 94,370	$ 134,418	$ 138,427
Net premiums written	71,399	76,071	112,465	115,259
Net premiums earned	66,022	77,031	104,243	122,425
Net commissions and fees	12,031	9,632	12,309	8,932
Net investment income	7,148	6,917	10,622	11,937
Net realized losses	(31)	(146)	(7,290)	(3,955)
Net losses and LAE incurred	37,661	43,542	63,932	67,750
Policy acquisition and other underwriting expenses	13,147	12,716	19,470	23,961
Other administrative expenses	8,832	7,961	8,055	10,153
Salaries and employee benefits	12,755	14,143	17,056	18,908
Amortization expense	1,551	1,563	1,531	1,665
Interest expense	1,311	1,254	2,333	2,783
Net income	7,058	8,437	4,195	7,706
Diluted earnings per share	$ 0.19	$ 0.23	$ 0.09	$ 0.13

GAAP combined ratio(1)	93.9%	90.5%	96.7%	91.8%

(1) Management uses the GAAP combined ratio and its components to assess and benchmark underwriting performance. The GAAP combined ratio is the sum of the GAAP loss and loss adjustment expense ratio and the GAAP expense ratio. The GAAP loss and loss adjustment expense ratio is the unconsolidated net incurred loss and loss adjustment expense in relation to net earned premium. The GAAP expense ratio is the unconsolidated policy acquisition and other underwriting expenses in relation to net earned premium.

Schedule I

Meadowbrook Insurance Group, Inc.
Summary of investments-other than investments in related parties
As of December 31, 2009

	Cost or Amortized Cost	Estimated Fair Value	Amount at Which Shown on the Balance Sheet
		(In thousands)	
Debt Securities:			
US government and agencies	$ 26,177	$ 27,154	$ 27,154
Obligations of states and political subs	499,384	520,134	520,134
Corporate securities	257,187	267,145	267,145
Redeemable preferred stocks	2,689	4,000	4,000
Residential mortgage-backed securities	214,562	225,212	225,212
Commercial mortgage-backed securities	24,015	23,728	23,728
Asset-backed securities	21,440	21,181	21,181
Total debt securities available for sale	1,045,454	1,088,554	1,088,554
Equity Securities:			
Perpetual preferred stock	12,131	13,313	13,313
Common stock	14,788	15,029	15,029
Total equity securities available for sale	26,919	28,342	28,342
Total securities available for sale	$ 1,072,373	$ 1,116,896	$ 1,116,896

SCHEDULE II

CONDENSED FINANCIAL INFORMATION OF REGISTRANT
MEADOWBROOK INSURANCE GROUP, INC.
PARENT COMPANY ONLY

BALANCE SHEET

	December 31, 2009	2008
	(In thousands)	
ASSETS		
Investments	$	$ 45
Investment in subsidiaries	561,533	501,533
Cash and cash equivalents	2,763	182
Goodwill	62,328	62,514
Other assets	43,576	40,277
Total assets	$ 670,200	$ 604,551
LIABILITIES		
Other liabilities	2,825	3,747
Payable to subsidiaries	58,689	46,454
Debt	49,875	60,250
Debentures	55,930	55,930
Total liabilities	167,319	166,381
SHAREHOLDERS EQUITY		
Common stock	555	573
Additional paid-in capital	304,930	314,641
Retained earnings	172,441	127,157
Note receivable from officer	(825)	(852)
Accumulated other comprehensive loss	25,780	(3,349)
Total shareholders equity	502,881	438,170
Total liabilities and shareholders equity	$ 670,200	$ 604,551

SCHEDULE II

CONDENSED FINANCIAL INFORMATION OF REGISTRANT
MEADOWBROOK INSURANCE GROUP, INC.
PARENT COMPANY ONLY

INCOME STATEMENT

	For the Years Ended December 31, 2009	2008	2007
Revenue	$ 2,011	$ 2,636	$ 3,318
Operating expenses:			
Interest expense	8,968	7,298	6,558
Other expenses	7,250	5,386	4,332
Total operating expenses	16,218	12,684	10,890
Loss before income taxes and subsidiary equity	(14,207)	(10,048)	(7,572)
Federal and state income tax benefit	(8,095)	(3,561)	(2,878)
Loss before subsidiary equity earnings	(6,112)	(6,487)	(4,694)
Subsidiary equity earnings	58,762	33,884	32,686
Net income	$ 52,650	$ 27,397	$ 27,992

SCHEDULE II

CONDENSED FINANCIAL INFORMATION OF REGISTRANT
MEADOWBROOK INSURANCE GROUP, INC.
PARENT COMPANY ONLY

STATEMENT OF COMPREHENSIVE INCOME

	For the Years Ended December 31, 2009	2008	2007
Net income	$ 52,650	$ 27,397	$ 27,992
Other comprehensive income, net of tax:			
Unrealized gains (losses) on securities:	26,951	(12,960)	4,810
Losses on non-credit other-than-temporary impairments on securities	(178)		
Net deferred derivative gain (loss) hedging activity	1,958	(5,457)	(484)
Less: reclassification adjustment for investment losses included in net income	398	11,569	10
Other comprehensive income (loss)	29,129	(6,848)	4,336
Comprehensive income	$ 81,779	$ 20,549	$ 32,328

SCHEDULE II

CONDENSED FINANCIAL INFORMATION OF REGISTRANT
MEADOWBROOK INSURANCE GROUP, INC.
PARENT COMPANY ONLY

STATEMENT OF CASH FLOWS

	For the Years Ended December 31,		
	2009	2008	2007
Net cash provided by (used in) operating activities:	$ 4,205	$ 4,278	$ 1,320
Cash Flow from Investing Activities:			
Net purchase of investments		(32,979)	(32,643)
Dividends from subsidiaries	27,179	18,862	1,729
Investment in subsidiaries		(42,004)	(19,350)
Other investing activities	(174)		
Net cash provided by (used in) by investing activities	27,005	(56,121)	(50,264)
Cash Flow from Financing Activities:			
Proceeds from borrowings		73,000	19,025
Principal payments on borrowings	(10,375)	(12,750)	(26,025)
Stock options exercised		4	(374)
Dividends paid on common stock	(5,162)	(3,797)	
Share repurchases of common stock	(12,790)	(4,942)	
Payroll taxes associated with long-term incentive plan stock issuance	(330)		(1,841)
Net proceeds from public equity offering			58,585
Other financing activities	27	18	1
Net cash (used in) provided by financing activities	(28,630)	51,533	49,371
Increase (decrease) in cash and cash equivalents	2,580	(310)	428
Cash and cash equivalents, beginning of year	182	492	64
Cash and cash equivalents, end of year	$ 2,763	$ 182	$ 492
Supplemental Disclosure for Non-cash Investing and Financing Activities			
Common stock portion of purchase price for acquisition of U.S. Specialty Underwriters, Inc.	$	$	$ 10,000
Common stock portion of purchase price for merger with ProCentury Corporation	$	$ 122,725	$

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Schedule III

Meadowbrook Insurance Group, Inc.
Supplementary Insurance Information
December 31, 2009
(In thousands)

	Deferred Policy Acquisition Costs	Future Policy Benefits, Losses, Claims & Loss Expenses	Unearned Premium	Other Policy Claims & Benefits Payable	Premium Revenue
Specialty Risk Management Operations	$ 68,787	$ 949,177	$ 325,915		$ 539,602
Agency Operations					
Other					
	$ 68,787	$ 949,177	$ 325,915		$ 539,602

	Net Investment Income	Benefits, Claims, Losses & Settlement Expenses	Amortization of Deferred Policy Acquisition Costs	Other Operating Expenses	Premium Written
Specialty Risk Management Operations	$ 49,910	$ 307,087	$ 101,770	$ 113,663	$ 580,018
Agency Operations				10,571	
Other	456			21,424	
	$ 50,366	$ 307,087	$ 101,770	$ 145,658	$ 580,018

Schedule III

Meadowbrook Insurance Group, Inc.
Supplementary Insurance Information
December 31, 2008
(In thousands)

	Deferred Policy Acquisition Costs	Future Policy Benefits, Losses, Claims & Loss Expenses	Unearned Premium	Other Policy Claims & Benefits Payable	Premium Revenue
Specialty Risk Management Operations	$ 56,454	$ 885,697	$ 282,086		$ 369,721
Agency Operations					
Other					
	$ 56,454	$ 885,697	$ 282,086		$ 369,721

	Net Investment Income	Benefits, Claims, Losses & Settlement Expenses	Amortization of Deferred Policy Acquisition Costs	Other Operating Expenses	Premium Written
Specialty Risk Management Operations	$ 35,888	$ 212,885	$ 52,560	$ 100,689	$ 375,194
Agency Operations				9,922	
Other	736			17,976	
	$ 36,624	$ 212,885	$ 52,560	$ 128,587	$ 375,194

Schedule III

Meadowbrook Insurance Group, Inc.
Supplementary Insurance Information
December 31, 2007
(In thousands)

	Deferred Policy Acquisition Costs	Future Policy Benefits, Losses, Claims & Loss Expenses	Unearned Premium	Other Policy Claims & Benefits Payable	Premium Revenue
Specialty Risk Management Operations	$ 26,926	$ 540,002	$ 153,927		$ 268,197
Agency Operations					
Other					
	$ 26,926	$ 540,002	$ 153,927		$ 268,197

	Net Investment Income	Benefits, Claims, Losses & Settlement Expenses	Amortization of Deferred Policy Acquisition Costs	Other Operating Expenses	Premium Written
Specialty Risk Management Operations	$ 25,487	$ 150,969	$ 38,371	$ 92,664	$ 280,211
Agency Operations				9,229	
Other	913			10,115	
	$ 26,400	$ 150,969	$ 38,371	$ 112,008	$ 280,211

Schedule IV

Meadowbrook Insurance Group, Inc.
Reinsurance
For the Years Ended December 31, 2009

Property and Liability Insurance	Gross Amount	Ceded to Other Companies	Assumed from Other Companies	Net Amount	Percentage of Amount Assumed to Net
			(In thousands)		
2009	$ 637,043	$ 105,256	$ 7,815	$ 539,602	1.45%
2008	$ 441,709	$ 86,061	$ 14,073	$ 369,721	3.81%
2007	$ 266,049	$ 68,902	$ 71,050	$ 268,197	26.49%

Schedule V

Meadowbrook Insurance Group, Inc.
Valuation and Qualifying Accounts
For the Years Ended December 31, 2009

		Additions		Deductions	
Allowance for Doubtful Accounts	**Balance at Beginning of Period**	**Charged to Costs and Expense**	**Charged to Other Accounts**	**from Allowance Account**	**Balance at End of Period**
			(In thousands)		
2009	$ 2,945	$ 1,740		$ 1,239	$ 3,446
2008	$ 2,747	$ 772		$ 574	$ 2,945
2007	$ 2,948	$ 716		$ 917	$ 2,747

Schedule VI

Meadowbrook Insurance Group, Inc.
Supplemental Information Concerning Property and Casualty Insurance Operations
For the Years Ended December 31, 2009
(In thousands)

Affiliation with Registrant	Deferred Policy Acquisition Costs	Reserves for Losses and Loss Adjustment Expenses(2)	Discount, If Any, Deducted from Previous Column(1)	Unearned Premiums(2)	Net Premiums Earned	Net Investment Income
(a) Consolidated Property and Casualty Subsidiaries						
2009	$ 68,787	$ 949,177		$ 325,915	$ 539,602	$ 49,910
2008	$ 56,454	$ 885,697		$ 282,086	$ 369,721	$ 35,888
2007	$ 26,926	$ 540,002		$ 153,927	$ 268,197	$ 25,487

	Losses and Loss Adjustment Expense		Amortization of Deferred Policy Acquisition Expenses	Paid Losses and Loss Adjustment Expenses	Net Premiums Written
	Current Year	Prior Years			
2009	$ 335,757	$ (28,670)	$ 101,770	$ 250,042	$ 580,018
2008	$ 229,657	$ (16,772)	$ 52,560	$ 176,834	$ 375,194
2007	$ 158,061	$ (7,091)	$ 38,371	$ 112,084	$ 280,211

(1) The Company does not employ any discounting techniques.

(2) Reserves for losses and loss adjustment expenses are shown gross of $266.8 million, $260.4 million, and $198.5 million of reinsurance recoverable on unpaid losses in 2009, 2008, and 2007 respectively. Unearned premiums are shown gross of ceded unearned premiums of $35.3 million, $31.9 million, and $17.8 million in 2009, 2008, and 2007 respectively.

MEADOWBROOK INSURANCE GROUP, INC.

Exhibit Index

Exhibit No.	Description	Filing Basis
3.1	Amended and Restated Articles of Incorporation of the Company	(13)
3.2	Amended and Restated Bylaws of the Company	(14)
4.1	Junior Subordinated Indenture between Meadowbrook Insurance Group, Inc., and JP Morgan Chase Bank, dated September 30, 2003.	(4)
4.2	Junior Subordinated Indenture between Meadowbrook Insurance Group, Inc. and LaSalle Bank National Association, dated as of September 16, 2005	(9)
4.3	Indenture, dated as of December 4, 2002, by and between ProFinance Holdings Corporation and State Street Bank and Trust Company of Connecticut.	(19)
4.4	Amended and Restated Declaration of Trust, dated as of December 4, 2002, by and among State Street Bank and Trust Company of Connecticut, and ProFinance Holdings Corporation.	(19)
4.5	Guarantee Agreement, dated as of December 4, 2002, by and between ProFinance Holdings Corporation and State Street Bank and Trust Company of Connecticut.	(19)
4.6	Indenture, dated as of May 16, 2003, by and between ProFinance Holdings Corporation and U.S. Bank National Association.	(19)
4.7	Amended and Restated Declaration of Trust, dated as of May 16, 2003, by and among U.S. Bank National Association, and ProFinance Holdings Corporation.	(19)
4.8	Guarantee Agreement, dated as of May 16, 2003, by and between ProFinance Holdings Corporation and U.S. Bank National Association.	(19)
10.1	Meadowbrook, Inc. 401(k) and Profit Sharing Plan Trust, amended and restated December 31, 1994	(1)
10.2	Demand Note dated November 9, 1998 among the Company and Robert S. Cubbin and Kathleen D. Cubbin and Stock Pledge Agreement	(3)
10.3	Meadowbrook Insurance Group, Inc. Amended and Restated 2002 Stock Option Plan	(5)
10.4	Purchase Agreement among Meadowbrook Insurance Group, Inc., Meadowbrook Capital Trust I, and Dekania CDO I, Ltd., dated September 30, 2003.	(4)
10.5	Amended and Restated Trust Agreement among Meadowbrook Insurance Group, Inc., JP Morgan Chase Bank, Chase Manhattan Bank USA, National Association, and The Administrative Trustees Named Herein, dated September 30, 2003.	(4)
10.6	Guaranty Agreement between Meadowbrook Insurance Group, Inc., and JP Morgan Chase Bank, dated September 30, 2003.	(4)
10.7	Meadowbrook Insurance Group, Inc. Long Term Incentive Plan.	(6)
10.8	Indenture between Meadowbrook Insurance Group, Inc. and JPMorgan Chase Bank, as Trustee, dated April 29, 2004.	(6)
10.9	Indenture between Meadowbrook Insurance Group, Inc. and Wilmington Trust Company, as Trustee, dated May 26, 2004.	(6)
10.10	Land Contract between Meadowbrook Insurance Group, Inc. and MB Center II LLC, dated July 15, 2004.	(6)
10.11	Loan Agreement by and between Ameritrust Insurance Corporation, Savers Property and Casualty Insurance Company, Star Insurance Company, Williamsburg National Insurance Company, Meadowbrook Insurance Group, Inc., and Meadowbrook, Inc., dated September 1, 2004.	(7)

10.12	Form of Nonqualified Stock Option Agreement under the Meadowbrook Insurance Group, Inc., Stock Option Plan, dated February 21, 2003.	(7)
10.13	Lease Agreement between Meadowbrook Insurance Group, Inc. and Meadowbrook, Inc., dated December 6, 2004.	(7)
10.14	Master Lease Agreement between LaSalle National Leasing Corporation and Meadowbrook Insurance Group, Inc., dated December 30, 2004.	(7)

Exhibit No.	Description	Filing Basis
10.15	Promissory Note between Meadowbrook Insurance Group, Inc. and Star Insurance Company, dated January 1, 2005.	(7)
10.16	Commercial Mortgage between Meadowbrook Insurance Group, Inc. and Star Insurance Company, dated January 1, 2005.	(7)
10.17	Assignment of Leases and Rents between Meadowbrook Insurance Group, Inc. and Star Insurance Company, dated January 1, 2005.	(7)
10.18	Amendment to Demand Note Addendum among the Company and Robert S. Cubbin and Kathleen D. Cubbin, dated February 17, 2005.	(7)
10.19	Reciprocal Easement and Operation Agreement between Meadowbrook Insurance Group, Inc. and MB Center II, LLC, dated May 9, 2005.	(8)
10.20	First Amendment to Land Contract between MB Center II, LLC and Meadowbrook Insurance Group, Inc., dated May 20, 2005.	(8)
10.21	Purchase Agreement among Meadowbrook Insurance Group, Inc., Meadowbrook Capital Trust II, and Merrill Lynch International, dated as of September 16, 2005.	(9)
10.22	Amended and Restated Trust Agreement among Meadowbrook Insurance Group, Inc., LaSalle Bank National Association, Christiana Bank & Trust Company, and The Administrative Trustees Named Herein, dated as of September 16, 2005.	(9)
10.23	Guarantee Agreement between Meadowbrook Insurance Group, Inc., and LaSalle Bank National Association, dated as of September 16, 2005.	(9)
10.24	Convertible Note between Meadowbrook Insurance Group, Inc. and Renaissance Insurance Group, LLC, dated December 20, 2005.	(10)
10.25	Executive Nonqualified Excess Plan, Plan Document, effective May 1, 2006.	(11)
10.26	Executive Nonqualified Excess Plan Adoption Agreement, effective May 1, 2006.	(11)
10.27	Executive Nonqualified Excess Plan, Rabbi Trust Agreement, between Meadowbrook, Inc. and Delaware Charter Guarantee & Trust Company, conducting business as Principal Trust Company, dated March 30, 2006.	(12)
10.28	Amendment to Land Contract between Meadowbrook Insurance Group, Inc. and MB Center II, LLC, dated January 31, 2008.	(14)
10.29	Credit Agreement, dated July 31, 2008, between Meadowbrook Insurance Group, Inc., as the Borrower, Bank of America, N.A., as Administrative Agent and L/C Issuer, KeyBank National Association, JPMorgan Chase Bank, N.A. and RBS Citizens N.A., as Co-Syndication Agents, the other lenders party hereto, and Banc of America Securities LLC, as Sole Lead Arranger and Sole Book Manager.	(15)
10.30	Revolving Credit Note, dated July 31, 2008, between Meadowbrook Insurance Group, Inc. and RBS Citizens, National Association, D/B/A Charter One.	(15)
10.31	Term Note, dated July 31, 2008, between Meadowbrook Insurance Group, Inc. and RBS Citizens, National Association, D/B/A Charter One.	(15)
10.32	Revolving Credit Note, dated July 31, 2008, between Meadowbrook Insurance Group, Inc. and The PrivateBank and Trust Company.	(15)
10.33	Term Note, dated July 31, 2008, between Meadowbrook Insurance Group, Inc. and The PrivateBank and Trust Company.	(15)
10.34	Amended and Restated Executive Employment Agreement, dated July 31, 2008, by and between ProCentury Corporation and Christopher J. Timm.	(16)
10.35	Consulting Agreement, dated October 1, 2008, by and among Meadowbrook Insurance Group, Inc., Meadowbrook, Inc., and Merton J. Segal.	(17)

10.36	Employment Agreement between the Company and Robert S. Cubbin, dated January 1, 2009.	(18)
10.37	Employment Agreement between the Company and Michael G. Costello, dated January 1, 2009.	(18)

Exhibit No.	Description	Filing Basis
10.38	Form of senior executive Employment Agreement by and between the Company and Karen M. Spaun, Stephen Belden, Archie McIntyre, James M. Mahoney, Joseph E. Mattingly, and Robert C. Spring, dated January 1, 2009.	(18)
10.39	First Amendment to the Company s Long Term Incentive Plan, dated December 30, 2008.	(18)
10.40	2009 Equity Compensation Plan	(20)
14	Code of Conduct	
21	List of Subsidiaries	
23	Consent of Independent Registered Public Accounting Firm	
24	Power of Attorney	
28.1	Star Insurance Company s 2009 Schedule P	(2)
28.2	Savers Property & Casualty Insurance Company s 2009 Schedule P	(2)
28.3	Williamsburg National Insurance Company s 2009 Schedule P	(2)
28.4	Ameritrust Insurance Corporation s 2009 Schedule P	(2)
28.5	Century Surety Company s 2009 Schedule P	(2)
28.6	ProCentury Insurance Company s 2009 Schedule P	(2)
31.1	Certification of Robert S. Cubbin, Chief Executive Officer of the Corporation, pursuant to Securities Exchange Act Rule 13a-14(a).	
31.2	Certification of Karen M. Spaun, Chief Financial Officer of the Corporation, pursuant to Securities Exchange Act Rule 13a-14(a).	
32.1	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, signed by Robert S. Cubbin, Chief Executive Officer of the Corporation.	
32.2	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, signed by Karen M. Spaun, Chief Financial Officer of the Corporation.	

(1) Incorporated by reference to Form S-1 Registration Statement (No. 33-2626206) of Meadowbrook Insurance Group, Inc. declared effective November 20, 1995.

(2) Submitted in paper format under separate cover; see Form SE filing.

(3) Filed as Exhibit to Form 10-K for the year ending December 31, 1998.

(4) Filed as Exhibit to Form 10-Q for the period ending September 30, 2003.

(5) Filed as Appendix to Meadowbrook Insurance Group, Inc. 2004 Proxy Statement.

(6) Filed as Exhibit to Form 10-Q for the period ending June 30, 2004.

(7) Filed as Exhibit to Form 10-K for the year ending December 31, 2004.

(8) Filed as Exhibit to Form 10-Q for the period ending June 30, 2005.

(9) Filed as Exhibit to Current Report on Form 8-K filed on September 22, 2005.

(10) Filed as Exhibit to Form 10-K for the year ending December 31, 2005.

(11) Filed as Exhibit to Current Report on Form 8-K filed on May 31, 2006.

(12) Filed as Exhibit to Form 10-Q for the period ending June 30, 2006.

(13) Filed as Exhibit to Form 10-Q for the period ending June 30, 2007.

(14) Filed as Exhibit to Form 10-K for the year ending December 31, 2007.

(15) Filed as Exhibit to Current Report on Form 8-K filed on July 31, 2008.

(16) Filed as Exhibit to Current Report on Form 8-K as filed by ProCentury Corporation on July 31, 2008.

(17) Filed as Exhibit to Current Report on Form 8-K filed on September 8, 2008.

(18) Filed as Exhibit to Current Report on Form 8-K filed on January 7, 2009.

(19) Incorporated by reference to ProCentury Corporation s Registration Statement on Form S-1, as amended.

(20) Incorporated by reference from Appendix A to Schedule 14A filed on April 8, 2009.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities and Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized, in Southfield, Michigan.

MEADOWBROOK INSURANCE GROUP, INC

By:
Robert S. Cubbin
Chief Executive Officer
(Principal Executive Officer)

By:
Karen M. Spaun
Senior Vice President and
Chief Financial Officer
(Principal Accounting and Financial Officer)

Dated: March 15, 2010

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
**	Chairman and Director	March 15, 2010
Merton J. Segal		
Robert S. Cubbin	President, Chief Executive Officer and Director (Principal Executive Officer)	March 15, 2010
**	Director	March 15, 2010
Joseph S. Dresner		
**	Director	March 15, 2010
Hugh W. Greenberg		
**	Director	March 15, 2010
Florine Mark		
**	Director	March 15, 2010

Robert H. Naftaly

Signature	Title	Date
**	Director	March 15, 2010
David K. Page		
**	Director	March 15, 2010
Robert W. Sturgis		
**	Director	March 15, 2010
Bruce E. Thal		
**	Director	March 15, 2010
Herbert Tyner		
**	Director	March 15, 2010
Jeffrey A. Maffett		
**	Director	March 15, 2010
Robert F. Fix		
**By: Robert S. Cubbin, Attorney-in-fact		