MEADOWBROOK INSURANCE GROUP INC
Form 10-Q
August 10, 2009

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

Form 10-Q

þ	**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 For the quarter ended June 30, 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, Michigan 48034
(Address, zip code of principal executive offices)

(248) 358-1100
(Registrant s telephone number, including area code)

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 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 number of shares of the Registrant s Common Stock, $.01 par value, outstanding on August 3, 2009, was 57,447,707.

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PART 1 FINANCIAL INFORMATION

ITEM 1 *FINANCIAL STATEMENTS*

MEADOWBROOK INSURANCE GROUP, INC.

CONSOLIDATED STATEMENTS OF INCOME
For the Six Months Ended June 30,

	2009	2008
	(Unaudited)	
	(In thousands, except share data)	
Revenues		
Premiums earned		
Gross	$ 308,077	$ 179,515
Ceded	(51,899)	(36,462)
Net earned premiums	256,178	143,053
Net commissions and fees	18,633	21,663
Net investment income	24,739	14,065
Realized losses:		
Total other-than-temporary impairment losses on securities	(4,827)	(168)
Portion of loss recognized in other comprehensive income	1,734	
Net other-than-temporary impairment losses on securities recognized in earnings	(3,093)	(168)
Net realized gains (losses) excluding other-than-temporary impairment losses on securities	143	(9)
Net realized losses	(2,950)	(177)
Total revenues	296,600	178,604
Expenses		
Losses and loss adjustment expenses	175,874	108,158
Reinsurance recoveries	(35,623)	(26,955)
Net losses and loss adjustment expenses	140,251	81,203
Salaries and employee benefits	39,772	26,898
Policy acquisition and other underwriting expenses	51,108	25,863
Other administrative expenses	20,310	16,793
Amortization expense	2,928	3,114
Interest expense	5,441	2,565
Total expenses	259,810	156,436

Income before taxes and equity earnings		36,790		22,168
Federal and state income tax expense		11,701		6,790
Equity earnings of affiliates		96		117
Net income	$	25,185	$	15,495
Earnings Per Share				
Basic	$	0.44	$	0.42
Diluted	$	0.44	$	0.42
Weighted average number of common shares				
Basic		57,420,255		37,016,568
Diluted		57,481,241		37,126,782
Dividends paid per common share	$	0.04	$	0.04

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

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MEADOWBROOK INSURANCE GROUP, INC.

CONSOLIDATED STATEMENTS OF INCOME
For the Three Months Ended June 30,

	2009	2008
	(Unaudited) (In thousands, except share data)	
Revenues		
Premiums earned		
Gross	$ 153,063	$ 95,544
Ceded	(25,923)	(18,513)
Net earned premiums	127,140	77,031
Net commissions and fees	8,396	9,632
Net investment income	12,397	6,917
Realized losses:		
Total other-than-temporary impairment losses on securities	(2,776)	(168)
Portion of loss recognized in other comprehensive income	1,734	
Net other-than-temporary impairment losses on securities recognized in earnings	(1,042)	(168)
Net realized gains excluding other-than-temporary impairment losses on securities	84	22
Net realized losses	(958)	(146)
Total revenues	146,975	93,434
Expenses		
Losses and loss adjustment expenses	87,176	59,419
Reinsurance recoveries	(16,712)	(15,877)
Net losses and loss adjustment expenses	70,464	43,542
Salaries and employee benefits	19,945	14,143
Policy acquisition and other underwriting expenses	27,139	12,716
Other administrative expenses	9,917	7,961
Amortization expense	1,420	1,563
Interest expense	2,659	1,254
Total expenses	131,544	81,179
Income before taxes and equity earnings	15,431	12,255
Federal and state income tax expense	3,827	3,879
Equity earnings of affiliates	41	61

Net income	$	11,645	$	8,437
Earnings Per Share				
Basic	$	0.20	$	0.23
Diluted	$	0.20	$	0.23
Weighted average number of common shares				
Basic		57,447,707		37,021,032
Diluted		57,516,750		37,126,911
Dividends paid per common share	$	0.02	$	0.02

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

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MEADOWBROOK INSURANCE GROUP, INC.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
For the Six Months Ended June 30,

	2009	2008
	(Unaudited) (In thousands)	
Net income	$ 25,185	$ 15,495
Other comprehensive income, net of tax:		
Unrealized gains (losses) on securities	12,406	(4,446)
Non-credit impairment losses on securities	(1,734)	
Net deferred derivative gains (losses) hedging activity	1,746	(115)
Less: reclassification adjustment for losses included in net income	2,994	174
Other comprehensive gains (losses), net of tax	15,412	(4,387)
Comprehensive income	$ 40,597	$ 11,108

MEADOWBROOK INSURANCE GROUP, INC.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
For the Three Months Ended June 30,

	2009	2008
	(Unaudited) (In thousands)	
Net income	$ 11,645	$ 8,437
Other comprehensive income, net of tax:		
Unrealized gains (losses) on securities	6,371	(6,235)
Non-credit impairment losses on securities	(1,734)	
Net deferred derivative gains hedging activity	1,417	334
Less: reclassification adjustment for losses included in net income	980	109
Other comprehensive gains (losses), net of tax	7,034	(5,792)
Comprehensive income	$ 18,679	$ 2,645

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

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MEADOWBROOK INSURANCE GROUP, INC.

CONSOLIDATED BALANCE SHEETS

	June 30, 2009	December 31, 2008
	(Unaudited) (In thousands, except share data)	
ASSETS		
Investments		
Debt securities available for sale, at fair value (amortized cost of $1,014,019 and $977,613)	$ 1,041,043	$ 986,483
Equity securities available for sale, at fair value (amortized cost of $27,304 and $27,660)	25,091	22,577
Cash and cash equivalents	76,377	76,588
Accrued investment income	11,105	10,441
Premiums and agent balances receivable, net	136,213	117,675
Reinsurance recoverable on:		
Paid losses	8,999	8,337
Unpaid losses	258,890	260,366
Prepaid reinsurance premiums	28,829	31,885
Deferred policy acquisition costs	59,027	56,454
Deferred federal income taxes	14,532	22,718
Goodwill	119,092	119,028
Other intangible assets	44,123	46,951
Other assets	54,768	54,413
Total assets	$ 1,878,089	$ 1,813,916
LIABILITIES AND SHAREHOLDERS EQUITY		
Liabilities		
Losses and loss adjustment expenses	$ 902,406	$ 885,697
Unearned premiums	290,891	282,086
Debt	55,500	60,250
Debentures	80,930	80,930
Accounts payable and accrued expenses	32,042	27,839
Funds held and reinsurance balances payable	24,172	27,793
Payable to insurance companies	808	3,221
Other liabilities	13,898	7,930
Total liabilities	1,400,647	1,375,746
Shareholders Equity		
Common stock, $0.01 stated value; authorized 75,000,000 shares; 57,447,707 and 57,341,989 shares issued and outstanding	574	573

Additional paid-in capital	314,081	314,641
Retained earnings	151,563	127,157
Note receivable from officer	(839)	(852)
Accumulated other comprehensive income (loss)	12,063	(3,349)
Total shareholders equity	477,442	438,170
Total liabilities and shareholders equity	$ 1,878,089	$ 1,813,916

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

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MEADOWBROOK INSURANCE GROUP, INC.

CONSOLIDATED STATEMENT OF SHAREHOLDERS EQUITY

	Common Stock	Additional Paid-In Capital	Retained Earnings	Note Receivable from Officer (In thousands)	Accumulated Other Comprehensive (Loss) Income	Total Shareholders Equity
Balances December 31, 2008	$ 573	$ 314,641	$ 127,157	$ (852)	$ (3,349)	$ 438,170
Net income			25,185			25,185
Dividends declared and paid at $0.04 per share			(2,299)			(2,299)
Net unrealized appreciation on available for sale securities					15,186	15,186
Net deferred derivative gain hedging activity					1,746	1,746
Cumulative effect adjustment of adoption of FSP FAS 115-2			1,520		(1,520)	
Issuance of 105,718 shares of common stock for long term incentive plan stock award for 2007-2008 plan years	1	(330)				(329)
Long term incentive plan; stock award for 2009-2011 plan years		407				407
Long term incentive plan tax adjustment		(637)				(637)
Note receivable from officer				13		13
Balances June 30, 2009	$ 574	$ 314,081	$ 151,563	$ (839)	$ 12,063	$ 477,442

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

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MEADOWBROOK INSURANCE GROUP, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS
For the Six Months Ended June 30,

	2009	2008
	(Unaudited)	
	(In thousands)	
Cash Flows From Operating Activities		
Net income	$ 25,185	$ 15,495
Adjustments to reconcile net income to net cash provided by operating activities:		
Amortization of other intangible assets	2,928	3,114
Amortization of deferred debenture issuance costs	215	236
Depreciation of furniture, equipment, and building	2,543	1,505
Net accretion of discount and premiums on bonds	1,578	1,400
Loss on investments, net	2,994	268
Gain on sale of fixed assets	(44)	(44)
Incremental tax benefits from stock options exercised		(80)
Long-term incentive plan expense	407	405
Deferred income tax expense	20	275
Changes in operating assets and liabilities:		
Decrease (increase) in:		
Premiums and agent balances receivable	(18,538)	(6,901)
Reinsurance recoverable on paid and unpaid losses	814	(1,390)
Prepaid reinsurance premiums	3,056	(906)
Deferred policy acquisition costs	(2,573)	(2,071)
Other assets	2,419	(623)
Increase (decrease) in:		
Losses and loss adjustment expenses	16,709	18,862
Unearned premiums	8,805	5,323
Payable to insurance companies	(2,413)	(2,659)
Funds held and reinsurance balances payable	(3,621)	(373)
Other liabilities	1,176	(5,689)
Total adjustments	16,475	10,652
Net cash provided by operating activities	41,660	26,147
Cash Flows From Investing Activities		
Purchase of equity securities available for sale	(234)	
Purchase of debt securities available for sale	(105,185)	(23,832)
Proceeds from sales and maturities of debt securities available for sale	69,102	62,227
Capital expenditures	(2,321)	(1,112)
Acquisition of U.S. Specialty Underwriters, Inc.(1)		(20,971)
Other investing activities	3,312	(652)
Net cash (used in) provided by investing activities	(35,326)	15,660

Cash Flows From Financing Activities		
Payment of lines of credit	(4,750)	
Book overdrafts	896	(1,167)
Dividend paid on common stock	(2,299)	(1,481)
Cash payment for payroll taxes associated with long-term incentive plan net stock issuance	(330)	
Incremental tax benefits from stock options exercised		80
Other financing activities	(62)	(46)
Net cash used in financing activities	(6,545)	(2,614)
Net (decrease) increase in cash and cash equivalents	(211)	39,193
Cash and cash equivalents, beginning of period	76,588	40,845
Cash and cash equivalents, end of period	$ 76,377	$ 80,038

Supplemental Disclosure of Non-Cash Investing and Financing Activities:

(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.

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

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MEADOWBROOK INSURANCE GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

NOTE 1 Summary of Significant Accounting Policies

Basis of Presentation and Management Representation

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 Statements of Income for the three and six months ended June 30, 2008, reflect only the consolidated results of Meadowbrook. Refer to *Note 4 ProCentury Merger*, for additional discussion of the Merger and a pro forma presentation of financial results of the combined company as of June 30, 2008.

Pursuant to Financial Accounting Standards Board (FASB) Interpretation Number (FIN) 46(R), 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 and in accordance with FIN 46(R), 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.

In the opinion of management, the consolidated financial statements reflect all normal recurring adjustments necessary to present a fair statement of the results for the interim period. Preparation of financial statements under generally accepted accounting principles (GAAP) requires management to make estimates. Actual results could differ from those estimates. The results of operations for the three months and six months ended June 30, 2009 are not necessarily indicative of the results expected for the full year.

These financial statements and the notes thereto should be read in conjunction with the Company s audited financial statements and accompanying notes included in its Annual Report on Form 10-K, as filed with the United States Securities and Exchange Commission, for the year ended December 31, 2008.

The Company has performed an evaluation of subsequent events through August 10, 2009, which is the date the financial statements were issued.

The Company s Consolidated Statement of Cash Flows for the six months ended June 30, 2008, as presented herein, included a reclassification adjustment from amounts previously reported. Specifically, cash flows used in investing activities for the purchase of debt securities and cash flows provided by investing activities from the proceeds from the sales and maturities of debt securities had a reclassification adjustment of $27.9 million. The previously reported cash flow information 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,

MEADOWBROOK INSURANCE GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

therefore, resulted in an overstatement of cash used for the purchase of debt securities and cash provided by proceeds from the sales and maturities of debt securities of $27.9 million. As a result, the Consolidated Statements of Cash Flows in 2009 that include the 2008 comparative period have been adjusted accordingly.

Revenue Recognition

Premiums written, which include direct, assumed, and ceded 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; therefore, no provision for doubtful accounts is recorded related to the assumed premium estimate.

Fee income, which includes risk management consulting, loss control, and claim services, is recognized during the period the services are provided. Depending on the terms of the contract, claim processing fees are recognized as revenue over the estimated 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.

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 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 other-than-temporary impairment (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

MEADOWBROOK INSURANCE GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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.

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

Earnings Per Share

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

Outstanding options of 1,500 and 63,250 for the six months ended June 30, 2009 and 2008, respectively, 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 six months ended June 30, 2009. Shares issuable pursuant to stock options included in diluted earnings per share were 172 for the six months ended June 30, 2008. Shares related to the Company s Long Term Incentive Plan (LTIP) included in diluted earnings per share were 60,986 and 110,042 for the six months ended June 30, 2009 and 2008, respectively.

There were no outstanding options for the three months ended June 30, 2009, that have been excluded from the diluted earnings per share. Outstanding options of 63,250 for the three months ended June 30, 2008, have been excluded from the diluted earnings per share, as they were anti-dilutive. Shares issuable pursuant to stock options included in diluted earnings per share were 23 and 96 for the three months ended June 30, 2009 and 2008, respectively. Shares related to the Company s Long Term Incentive Plan (LTIP) included in diluted earnings per share were 69,020 and 105,783 for the three months ended June 30, 2009 and 2008, respectively.

Income Taxes

As of June 30, 2009 and December 31, 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 June 30, 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 2004 are subject to future examination by tax authorities.

Recent Accounting Standards

In April 2009, the FASB issued FASB Staff Position (FSP) No. FAS 115-2 and FAS 124-2, *Recognition and Presentation of Other-Than-Temporary-Impairments* (FSP FAS 115-2). FSP FAS 115-2 requires entities to separate an other-than-temporary impairment of a debt security into two components when there are credit related

MEADOWBROOK INSURANCE GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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, FSP FAS 115-2 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, FSP FAS 115-2 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. FSP FAS 115-2 became effective for interim and annual periods ending after June 15, 2009. The Company adopted FSP FAS 115-2 in the second quarter of 2009. The adoption of FSP FAS 115-2 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 FSP 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* (FSP FAS 157-4). FSP FAS 157-4 supercedes FSP FAS 157-3, *Determining the Fair Value of a Financial Asset When the Market for that Asset is Not Active.* FSP FAS 157-4 provides additional guidance for estimating fair value in accordance with Statement of Financial Accounting Standards (SFAS) No. 157 *Fair Value Measurements* 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. FSP FAS 157-4 became effective for interim and annual periods ending after June 15, 2009. The Company adopted FSP FAS 157-4 in the second quarter of 2009. The adoption of FSP FAS 157-4 did not have a material impact on its financial position or results of operations.

In April 2009, the FASB issued FSP FAS 107-1 and APB 28-1, *Interim Disclosures about Fair Value of Financial Instruments* (FSP FAS 107-1). FSP FAS 107-1 amends SFAS No. 107 *Disclosures about Fair Value of Financial Instruments* to require disclosures about fair value of financial instruments for interim reporting periods of publicly traded companies as well as in annual financial statements. FSP FAS 107-1 became effective for periods ending after June 15, 2009. The Company adopted FSP FAS 107-1 in the second quarter of 2009. The disclosures required by FSP FAS 107-1, which had previously only been required annually, are now included in the Company s June 30, 2009 Notes to Consolidated Financial Statements.

In April 2009, the FASB issued FSP FAS 141(R)-1, *Accounting for Assets Acquired and Liabilities Assumed in a Business Combination that Arise from Contingencies* (FSP FAS 141(R)-1). FSP FAS 141(R)-1 amends the guidance in SFAS No. 141(R), *Business Combinations,* by requiring 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. FSP FAS 141(R)-1 is effective for business combinations for which the acquisition date is on or after December 15, 2008. The Company does not expect FSP FAS 141(R)-1 to have a material impact on its consolidated financial condition or results of operations.

In May 2009, the FASB issued SFAS No. 165 *Subsequent Events* (SFAS No. 165). SFAS No. 165 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. SFAS No. 165 became effective for periods ending after June 15,

2009. The Company adopted SFAS No. 165 during the quarter ended June 30, 2009. The adoption of SFAS No. 165 did not have an impact on the Company s consolidated financial condition or results of operations.

In June 2009, the FASB issued SFAS No. 167 *Amendments to FASB Interpretation No. 46(R),* (SFAS No. 167). SFAS No. 167 amends the consolidation guidance applicable to variable interest entities and requires additional disclosures concerning an enterprise s continuing involvement with variable interest

MEADOWBROOK INSURANCE GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

entities. Upon adoption of SFAS No. 167, the Company will need to reconsider its consolidation conclusions for all entities with which it is involved. SFAS No. 167 is effective for annual periods beginning after November 15, 2009, with early adoption prohibited. The Company is in the process of evaluating the impact of SFAS No. 167, but believes it will not have a material impact on its consolidated financial condition or results of operation.

In June 2009, the FASB issued SFAS No. 168 *The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles a replacement of FASB Statement No. 162* (SFAS No. 168). SFAS No. 168 establishes the FASB Accounting Standards Codification (Codification) as the single source of authoritative accounting principles in preparation of financial statements in conformity with GAAP. The Codification does not change current U.S. GAAP, but is intended to simplify user access to all authoritative U.S. GAAP by providing all the authoritative guidance, by particular topic, in one place. The Codification is effective for financial statements issued for periods ending after September 15, 2009. As of the effective date, all existing accounting standards documents will be superseded. The Company will adopt the Codification for its quarter ending September 30, 2009. There will be no change to the Company s financial condition or results of operations due to the implementation of Codification.

NOTE 2 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 June 30, 2009 and December 31, 2008 were as follows (in thousands):

	June 30, 2009				
	Cost or Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Non-Credit OTTI(1)	Estimated Fair Value
Debt Securities:					
U.S. Government and agencies	$ 50,346	$ 2,898	$ (22)	$	$ 53,222
Obligations of states and political subs	470,552	13,855	(1,631)		482,776
Corporate securities	207,901	6,695	(1,046)	(401)	213,149
Redeemable preferred stocks	2,689	1,159	(163)		3,685
Mortgage-backed securities	232,635	10,821	(806)	(1,233)	241,417
Commercial mortgage-backed securities	26,971	161	(1,842)		25,290
Asset-backed securities	22,925	625	(426)	(1,620)	21,504
Total Debt Securities available for sale	1,014,019	36,214	(5,936)	(3,254)	1,041,043
Equity Securities:					
Perpetual preferred stock	12,516	408	(1,432)		11,492
Common stock	14,788	91	(1,280)		13,599

Total Equity Securities available for sale	27,304	499	(2,712)		25,091
Total Securities available for sale	$ 1,041,323	$ 36,713	$ (8,648)	$ (3,254)	$ 1,066,134

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

	December 31, 2008				
	Cost or Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	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	146,146	1,840	(4,505)		143,481
Redeemable preferred stocks	459		(444)		15
Mortgage-backed securities	247,949	10,090	(2,562)		255,477
Commercial mortgage-backed securities	26,164	22	(3,554)		22,632
Asset-backed securities	30,278	392	(1,977)		28,693
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

(1) This amount reflects $1.5 million for the non-credit related portion of OTTI recognized in prior earnings that was reclassified as a cumulative effect adjustment increasing retained earnings and decreasing accumulated other comprehensive income, in accordance with FSP FAS 115-2, as well as the $1.7 million adjustment reflected in the Consolidated Statements of Comprehensive Income for the three months and six months ended June 30, 2009.

Gross unrealized appreciation, depreciation, and non-credit OTTI on available for sale securities as of June 30, 2009 and December 31, 2008 were as follows (in thousands):

	June 30, 2009	December 31, 2008
Unrealized appreciation	$ 36,713	$ 25,846
Unrealized depreciation	(8,648)	(22,059)
Non-credit OTTI	(3,254)	

Net unrealized appreciation	24,811	3,787
Deferred federal income tax expense	(8,684)	(1,325)
Net unrealized appreciation on investments, net of deferred federal income taxes	$ 16,127	$ 2,462

MEADOWBROOK INSURANCE GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Net realized losses, including OTTI, for the six and three months ended June 30, 2009 and 2008, were as follows (in thousands):

	For the Six Months Ended June 30,		For the Three Months Ended June 30,	
	2009	2008	2009	2008
Realized (losses) gains:				
Debt securities:				
Gross realized gains	$ 419	$ 9	$ 286	$
Gross realized losses	(2,824)	(277)	(994)	(168)
Total debt securities	(2,405)	(268)	(708)	(168)
Equity Securities:				
Gross realized gains				
Gross realized losses	(589)		(272)	
Total equity securities	(589)		(272)	
Net realized losses	$ (2,994)	$ (268)	$ (980)	$ (168)
OTTI included in realized losses on securities above	$ 3,093	$ 168	$ 1,042	$ 168

Proceeds from the sales of fixed maturity securities available for sale were $71.5 million and $61.9 million, for the six months ended June 30, 2009 and 2008, respectively. Proceeds from the sales of fixed maturity securities available for sale were $35.8 million and $18.7 million, for the three months ended June 30, 2009 and 2008, respectively.

At June 30, 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	$ 96,438	$ 99,791
Due after one year through five years	228,307	236,398

Due after five years through ten years	388,646	398,812
Due after ten years	18,097	17,831
Mortgage-backed securities, collateralized obligations and asset-backed securities	282,531	288,211
	$ 1,014,019	$ 1,041,043

Other Than Temporary Impairments of Securities and Unrealized Losses on Investments

At June 30, 2009 and December 31, 2008, the Company had 217 and 365 securities that were in an unrealized loss position, respectively. Of the securities held at June 30, 2009, twenty-nine had an aggregate $41.4 million and $4.2 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

MEADOWBROOK INSURANCE GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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, FSP FAS 115-2 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, 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.

After the Company s review of its investment portfolio in relation to this policy, the Company recorded a pre-tax realized loss of $4.8 million for the six months ended June 30, 2009, of which $3.1 million was deemed credit OTTI and

MEADOWBROOK INSURANCE GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

$1.7 million was deemed non-credit OTTI. For the three months ended June 30, 2009, the Company recorded a pre-tax realized loss of $2.7 million, of which $1.0 million was deemed credit OTTI and $1.7 million was deemed non-credit OTTI. These impairments pertained to certain corporate bonds, asset-backed and mortgage-backed securities. For the six months and three months ended June 30, 2008, the Company recorded a pre-tax realized loss of $168,000 related to OTTI.

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):

	June 30, 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	$ 3,486	$ (22)	$	$	$ 3,486	$ (22)
Obligations of states and political subs	63,959	(948)	15,615	(683)	79,574	(1,631)
Corporate securities	21,874	(843)	9,413	(604)	31,287	(1,447)
Redeemable preferred stocks	1,393	(163)			1,393	(163)
Mortgage-backed securities	8,427	(871)	2,692	(1,168)	11,119	(2,039)
Commercial mortgage-backed securities	4,694	(400)	13,301	(1,442)	17,995	(1,842)
Asset-backed securities	4,541	(1,700)	351	(346)	4,892	(2,046)
Total Debt Securities	108,374	(4,947)	41,372	(4,243)	149,746	(9,190)
Equity Securities:						
Perpetual preferred stock	8,593	(1,432)			8,593	(1,432)
Common stock	13,137	(1,280)			13,137	(1,280)
Total Equity Securities	21,730	(2,712)			21,730	(2,712)
Total Securities	$ 130,104	$ (7,659)	$ 41,372	$ (4,243)	$ 171,476	$ (11,902)

MEADOWBROOK INSURANCE GROUP, INC.

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)
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	
Securities for which an impairment was not previously recognized	(298)
Reductions	

Balance as of June 30, 2009	$ (344)

NOTE 3 Fair Value Measurements

The Company s available for sale investment portfolio consists primarily of debt securities, which are recorded in accordance with SFAS No. 115, *Accounting for Certain Investments in Debt and Equity 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, in accordance with SFAS No. 133, *Accounting for Derivative Instruments and Hedging Activities.* 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.

The implementation of SFAS No. 157 resulted in expanded disclosures about securities measured at fair value, as discussed below.

MEADOWBROOK INSURANCE GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

SFAS No. 157 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 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 2.5% 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 twenty securities, comprising 0.8% 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.

The following table presents the Company s assets and liabilities measured at fair value on a recurring basis, classified by the SFAS No. 157 valuation hierarchy as of June 30, 2009 (in thousands):

		Fair Value Measurements Using		
	June 30, 2009 Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Available-for-Sale Securities	$ 1,066,134	$ 27,215	$ 1,030,482	$ 8,437
Derivatives interest rate swaps	$ (6,253)	$	$ (6,253)	$

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MEADOWBROOK INSURANCE GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The following table presents changes in Level 3 available-for-sale investments measured at fair value on a recurring basis as of June 30, 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		(41)
Included in other comprehensive income		(475)
Purchases, issuances and settlements		2,095
Transfers in and out of Level 3		(5,133)
Balance as of June 30, 2009	$	8,437
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	$	(156)

		Fair Value Measurement Using Significant Unobservable Inputs - Level 3
Balance as of April 1, 2009	$	10,914
Total gains or losses (realized/unrealized):		
Included in earnings		(94)
Included in other comprehensive income		(749)
Purchases, issuances and settlements		2,769
Transfers in and out of Level 3		(4,403)
Balance as of June 30, 2009	$	8,437
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	$	(156)

Items Measured at Fair Value on a Nonrecurring Basis

At June 30, 2009, as classified by the SFAS No. 157 valuation hierarchy, the Company held one Level 1, nine Level 2, and one Level 3 available for sale securities measured at fair value on a nonrecurring basis. In accordance with the Company s OTTI analysis, a gross pre-tax impairment of $2.7 million for these securities was recognized. Of this amount, $1.0 million was deemed credit related and $1.7 million was deemed non-credit related. As a result, the carrying value of these securities is $8.7 million and the fair value is $6.0 million.

NOTE 4 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

MEADOWBROOK INSURANCE GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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 ultimately 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 of $21.0 million and $5.0 million were recorded related to agent relationships and trade names, respectively.

As of June 30, 2009, the Company recorded an increase to goodwill of approximately $64,000. This increase to goodwill was primarily related to adjustments recorded during the first six months of 2009 to reflect updated information on certain accruals and related expenses.

ProCentury is a specialty insurance company, which primarily underwrites general liability, commercial property, environmental, garage keepers, 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.

As described above, the purchase price consisted of both cash and stock consideration. The value of the equity issued, in accordance with SFAS No. 141 *Business Combinations,* (SFAS 141) 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 as adjusted through June 30, 2009, after the Company s second quarter review, was calculated as follows (in thousands):

	As Adjusted Through December 31, 2008	Subsequent Purchase Accounting Adjustments	As Adjusted Through June 30, 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.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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 Adjusted Through December 31, 2008	Subsequent Purchase Accounting Adjustments	As Adjusted Through June 30, 2009
		(In thousands)	
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	64	59,554
Other intangible assets	26,000		26,000
Other assets(1)	27,164	(248)	26,916
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 three months and six months ended June 30, 2008, giving effect to the Merger as if it had occurred as though the companies had been combined as of the beginning of that period.

	For the Three Months Ended June 30, 2008	For the Six Months Ended June 30, 2008
Revenues	$ 145,132	$ 283,603
Expenses	130,663	251,670
Income before taxes and equity earnings	14,469	31,933
Income tax expense	4,663	9,901
Equity earnings of affiliates	61	117
Net income	$ 9,867	$ 22,149
Net income per diluted share	$ 0.17	$ 0.38
Weighted average number of common shares:		
Diluted	58,247,868	58,247,739

NOTE 5 Stock Options, Long Term Incentive Plan, and Deferred Compensation Plan

Stock Options

The Company has issued stock options pursuant to its 1995 and 2002 Amended and Restated Stock Option Plans (the Plans). Currently, the Plans have 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 June 30, 2009, the Company had 1,500 options outstanding, all of which are exercisable.

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 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

MEADOWBROOK INSURANCE GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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 five-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 June 30, 2009, the Company had approximately $718,000 and approximately $407,000 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 60,986 and 110,042 for the six months ended June 30, 2009 and 2008, respectively. Shares related to the Company s LTIP included in diluted earnings per share were 69,020 and 105,783 for the three months ended June 30, 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 June 30, 2009 and December 31, 2008, the Company had $989,000 and $690,000 accrued for the Excess Plan, respectively.

NOTE 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, they have 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 provisions of SFAS No. 113 *Accounting and Reporting for Reinsurance for Short-Duration and Long-Duration Contracts.*

The Company receives ceding commissions in conjunction with its reinsurance activities. These ceding commissions are offset against the related underwriting expenses and were $7.6 million and $5.0 million for the six

MEADOWBROOK INSURANCE GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

months ended June 30, 2009 and 2008, respectively, and $2.8 million and $2.5 million for the three months ended June 30, 2009 and 2008, respectively.

At June 30, 2009 and December 31, 2008, the Company had reinsurance recoverables for paid and unpaid losses of $267.9 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 Company 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 Company, has $500 million or more in surplus, and is admitted in the state of Michigan. As of June 30, 2009, the largest unsecured reinsurance recoverable is due from an admitted reinsurer with an A A.M. Best Company rating and accounts for 25.2% of the total recoverable for paid and unpaid losses.

In regard to the Company s risk-sharing partners (client captive or rent-a-captive quota-share non-admitted reinsurers), 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, 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.

As of June 30, 2009, there have been no material changes in the Company s reinsurance treaties from those included in its Annual Report on Form 10-K for the year ended December 31, 2008.

NOTE 7 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

June 30, 2009, the outstanding balance on its term loan facility was $55.5 million. The Company did not have an outstanding balance on its revolving credit facility as of June 30, 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. At December 31, 2008, the Company had an outstanding balance of $60.25 million on its term loan and did not have an outstanding balance on its revolving credit facility.

MEADOWBROOK INSURANCE GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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 June 30, 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 8 *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 June 30, 2009, the Company was in compliance with these debt covenants.

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 June 30, 2009(1)**	**Principal Amount**
Junior subordinated debentures	2008	2033	Three-month LIBOR, plus 4.05%	4.65%	$ 10,310
Senior debentures	2009	2034	Three-month LIBOR, plus 4.00%	4.88%	13,000
Senior debentures	2009	2034	Three-month LIBOR, plus 4.20%	4.86%	12,000
Junior subordinated debentures	2010	2035	Three-month LIBOR, plus 3.58%	4.21%	20,620
Junior subordinated debentures(2)	2007	2032	Three-month LIBOR, plus 4.00%	4.65%	15,000
Junior subordinated debentures(2)	2008	2033	Three-month LIBOR, plus 4.10%	4.98%	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 issuance 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.

MEADOWBROOK INSURANCE GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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.

NOTE 8 Derivative Instruments

The Company has entered into interest rate swap transactions to mitigate its interest rate risk on its existing debt obligations. The Company accrues for these transactions in accordance with SFAS No. 133 *Accounting for Derivative Instruments and Hedging Activities,* as subsequently amended. These interest rate swap transactions have been designated as cash flow hedges and are deemed highly effective hedges under SFAS No. 133. In accordance with SFAS No. 133, 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 June 30, 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%	55,500

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 June 30, 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.

MEADOWBROOK INSURANCE GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

In relation to the above interest rate swaps, the net interest expense incurred for the six months ended June 30, 2009 and 2008 was approximately $1.8 million and $135,000, respectively. The net interest expense incurred for the three months ended June 30, 2009 and 2008 was approximately $972,000 and $150,000, respectively.

As of June 30, 2009 and December 31, 2008, the total fair value of the interest rate swaps was approximately ($6.2 million) and ($8.9 million), respectively. Accumulated other comprehensive income at June 30, 2009 and December 31, 2008, included accumulated loss on the cash flow hedge, net of taxes, of approximately $4.1 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 June 30, 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 7 *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 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 pursuant to SFAS No. 133, and therefore is accounted for separately from the note. At June 30, 2009, the estimated fair value of the derivative was not material to the financial statements.

NOTE 9 Shareholders Equity

At June 30, 2009, shareholders equity was $477.4 million, or a book value of $8.31 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 three months and six months ended June 30, 2009 the Company did not repurchase any common stock. 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. As of June 30, 2009, the Company has available up to 2.2 million shares remaining to be purchased.

On February 13, 2009, the Company s Board of Directors and the Compensation Committee of the Board of Directors approved the distribution of the Company s 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 5 *Stock Options, Long Term Incentive Plan, and Deferred Compensation Plan* for further detail. The retirement of the shares for the associated withholding taxes reduced the Company s paid in capital by approximately $329,000.

The Company paid dividends to its common shareholders of $2.3 million as of June 30, 2009. As of December 31, 2008, the Company paid dividends to its common shareholders of $3.8 million. On July 31, 2009, the Company s Board of Directors declared a quarterly dividend of $0.02 per common share. The dividend is payable on August 31, 2009, to shareholders of record as of August 14, 2009.

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 its

MEADOWBROOK INSURANCE GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

overall financial condition. As a holding company, the Company s ability to pay cash dividends to its shareholders is partially dependent on dividends and other permitted payments from its Insurance Company Subsidiaries.

NOTE 10 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 keepers, 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).

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

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.

MEADOWBROOK INSURANCE GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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

	For the Six Months Ended June 30, 2009	2008
Revenues		
Net earned premiums	$ 256,178	$ 143,053
Management fees	9,099	10,206
Claims fees	3,972	4,485
Loss control fees	1,009	1,135
Reinsurance placement	155	394
Investment income	24,492	13,722
Net realized losses	(2,950)	(177)
Specialty insurance operations	291,955	172,818
Agency operations	4,965	6,009
Holding Company interest income earned	247	343
Intersegment revenue	(567)	(566)
Consolidated revenue	$ 296,600	$ 178,604
Pre-tax income:		
Specialty insurance operations	$ 48,286	$ 28,529
Agency operations(1)	(135)	937
Non-allocated expenses	(11,361)	(7,298)
Consolidated pre-tax income	$ 36,790	$ 22,168

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

	For the Three Months Ended June 30,	
	2009	**2008**
Revenues		
Net earned premiums	$ 127,140	$ 77,031
Management fees	3,821	4,174
Claims fees	2,006	2,305
Loss control fees	520	625
Reinsurance placement	90	98
Investment income	12,280	6,752
Net realized (losses) gains	(958)	(146)
Specialty insurance operations	144,899	90,839
Agency operations	2,171	2,681
Holding Company interest income earned	117	165
Intersegment revenue	(212)	(251)
Consolidated revenue	$ 146,975	$ 93,434
Pre-tax income:		
Specialty insurance operations	$ 20,875	$ 15,617
Agency operations(1)	(473)	174
Non-allocated expenses	(4,971)	(3,536)
Consolidated pre-tax income	$ 15,431	$ 12,255

(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 overhead allocation excludes those expenses specific to the holding company. For the six months ended June 30, 2009 and 2008, the allocation of corporate overhead to the agency operations segment was $1.6 million and $1.7 million, respectively. For the three months ended June 30, 2009 and 2008, the allocation of corporate overhead to the agency operations segment was $760,000 and $900,000, respectively.

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

	For the Six Months Ended June 30,	
	2009	**2008**

Holding company expenses	$ (2,992)	$ (1,619)
Amortization	(2,928)	(3,114)
Interest expense	(5,441)	(2,565)
	$ (11,361)	$ (7,298)

	For the Three Months Ended June 30,	
	2009	2008
Holding company expenses	$ (892)	$ (719)
Amortization	(1,420)	(1,563)
Interest expense	(2,659)	(1,254)
	$ (4,971)	$ (3,536)

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MEADOWBROOK INSURANCE GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 11 Commitments and Contingencies

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 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 SFAS No. 5, *Accounting for Contingencies,* 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.

NOTE 12 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.

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MEADOWBROOK INSURANCE GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The following table is a reconciliation of the income and share data used in the basic and diluted earnings per share computations for the six months and three months ended June 30 (in thousands, except per share amounts):

	For the Six Months Ended June 30,		For the Three Months Ended June 30,	
	2009	2008	2009	2008
Net income, as reported	$ 25,185	$ 15,495	$ 11,645	$ 8,437
Common shares:				
Basic				
Weighted average shares outstanding	57,420,255	37,016,568	57,447,707	37,021,032
Diluted				
Weighted average shares outstanding	57,420,255	37,016,568	57,447,707	37,021,032
Dilutive effect of:				
Stock options		172	23	96
Share awards under long term incentive plan	60,986	110,042	69,020	105,783
Total	57,481,241	37,126,782	57,516,750	37,126,911
Net income per common share				
Basic	$ 0.44	$ 0.42	$ 0.20	$ 0.23
Diluted	$ 0.44	$ 0.42	$ 0.20	$ 0.23

ITEM 2 *MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS*

For the Periods ended June 30, 2009 and 2008

Forward-Looking Statements

This quarterly report 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 collectability 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, which serves the needs of underserved market segments that value service and specialized knowledge. 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. We primarily focus on niche or specialty 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 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 New England, Florida, and Nevada. 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, as well as the self-insured market in Nevada. 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 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,

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$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 keepers, 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.

Critical Accounting Policies

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, that 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. The accounting estimates and related risks described in our Annual Report on Form 10-K as filed with the United States Securities and Exchange Commission on March 16, 2009, are those that we consider to be our critical accounting estimates. For the three months and six months ended June 30, 2009, there have been no material changes in regard to any of our critical accounting estimates.

RESULTS OF OPERATIONS FOR THE SIX MONTHS ENDED JUNE 30, 2009 AND 2008

Our results for the first half of 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 of fixed costs. Our generally accepted accounting principles (GAAP) combined ratio improved 1.9 percentage points to 90.2% for the six months ended June 30, 2009, from 92.1% in 2008. Net operating income, excluding amortization, increased 66.6% to $31.2 million, compared to $18.7 million in 2008.

Our 2009 year to date results included a pre-tax $3.1 million impairment charge on our investment portfolio. These 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.

Gross written premium increased $132.1 million, or 71.4%, to $316.9 million, compared to $184.8 million in 2008. Included in this increase was $114.4 million in gross written premiums related to our Century Surety Company (Century) operations. Excluding the gross written premiums related to the Century operations, the remaining 9.5% increase was primarily the result of growth in new business from programs implemented in 2008 and 2009. We anticipate further growth throughout the year as the annualized premiums of these programs continue to be realized. The anticipated growth for the balance of the year is emanating from workers compensation initiatives underway in the Southeast, Midwest and Western states, as well as a full year benefit of our new and expanded transportation program, as well as rate increases in select states and programs. 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. Based upon these recent trends, we now believe a better estimate of full year gross written premium to be between $695.0 and $715.0 million.

With 2009 as our first full year of operations after the merger with ProCentury, we continue to see opportunities emerge as we use Meadowbrook s 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 Meadowbrook workers compensation 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

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environmental related risks. Century s environmental expertise has now been combined with the Company s 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.

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.

Results of Operations

Net income for the six months ended June 30, 2009, increased 62.5% to $25.2 million, or $0.44 per dilutive share, compared to net income of $15.5 million, or $0.42 per dilutive share, for the comparable period of 2008. Net operating income, a non-GAAP measure, increased $12.7 million, or 81.1%, to $28.3 million, or $0.49 per dilutive share, compared to net operating income of $15.6 million, or $0.42 per dilutive share for the comparable period in 2008, with lower weighted average shares outstanding. Total diluted weighted average shares outstanding for the six months ended June 30, 2009 were 57,481,241, compared to 37,126,782 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 six months ended June 30, 2009, was negatively impacted by after-tax realized losses of $3.1 million, or $0.05 per diluted share, as a result of the other than temporary impairments primarily related to certain asset-backed securities, corporate bonds, and preferred stocks. Net investment income increased 75.9% to $24.7 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.

Revenues for the six months ended June 30, 2009, increased $118.0 million, or 66.1%, to $296.6 million, from $178.6 million for the comparable period in 2008. This increase reflects a $113.1 million increase in net earned premiums, of which $98.7 million related to our Century operations. Excluding the net earned premiums related to our Century operations, the increase of $14.4 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 14.0%, or $3.0 million, as further explained below.

In addition, the revenues reflect a $10.7 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.

As previously indicated, our results for the six months ended June 30, 2009, included the recognition of other than temporary impairments of pre-tax $3.1 million. These impairments primarily consisted of asset-backed securities, a few corporate securities and, to a lesser extent, preferred stock securities.

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Specialty Insurance Operations

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

	For the Six Months Ended June 30,	
	2009	**2008**
Revenue:		
Net earned premiums	$ 256,178	$ 143,053
Management fees	9,099	10,206
Claims fees	3,972	4,485
Loss control fees	1,009	1,135
Reinsurance placement	155	394
Investment income	24,492	13,722
Net realized losses	(2,950)	(177)
Total revenue	$ 291,955	$ 172,818
Pre-tax income		
Specialty insurance operations	$ 48,286	$ 28,529

Revenues from specialty insurance operations increased $119.1 million, or 68.9%, to $291.9 million for the six months ended June 30, 2009 from $172.8 million for the comparable period in 2008.

Net earned premiums increased $113.1 million, or 79.1%, to $256.2 million for the six months ended June 30, 2009, from $143.1 million in the comparable period in 2008. This increase was primarily the result of $98.7 million in net earned premiums related to our Century operations. The remaining increase of $14.4 million was primarily the result of growth within our existing programs and the new business we implemented in 2008 and 2009.

Management fees decreased $1.1 million, or 10.8%, to $9.1 million for the six months ended June 30, 2009, from $10.2 million for the comparable period in 2008. In 2008, we converted a portion of the policies produced by USSU to our Insurance Company Subsidiaries. The decrease in management fees primarily relates to the intercompany management fees associated with the USSU policies that we brought in house. These fees are now eliminated upon consolidation, but do not impact overall consolidated results. In addition, a program we previously managed is now performing its own policy administration services. This decrease was also the result of a decrease in fees related to our New England-based programs, caused by a decrease in premium volume and continued competition.

Claim fees decreased $513,000, or 11.4%, to $4.0 million for the six months ended June 30, 2009, from $4.5 million for the comparable period in 2008. This decrease is primarily the result of lower premium volumes related to self-insured programs, which is the basis for the fee revenue.

Net investment income increased $10.8 million, or 78.5%, to $24.5 million in 2009, from $13.7 million in 2008. This increase is primarily the result of $10.6 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 from positive cash flows from operations. The positive cash flows from operations were primarily due to favorable underwriting results. The average investment yield for June 30, 2009 was

4.44%, compared to 4.34% in 2008. The current pre-tax book yield was 4.59%. The current after-tax book yield was 2.98%, compared to 3.24% in 2008. The duration of the investment portfolio is 4.1 years at June 30, 2009, compared to 3.9 years at June 30, 2008.

Specialty insurance operations generated pre-tax income of $48.3 million for the six months ended June 30, 2009, compared to pre-tax income of $28.5 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. In addition, this improvement was also attributable to an increase in net investment

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income. Partially offsetting these improvements were the previously mentioned other than temporary impairments we recognized in the first half of the year. The GAAP combined ratio was 90.2% for the six months ended June 30, 2009, compared to 92.1% for the same period in 2008.

Net loss and loss adjustment expenses (LAE) increased $59.1 million, or 72.7%, to $140.3 million for the six months ended June 30, 2009, from $81.2 million for the same period in 2008. Our loss and LAE ratio decreased 2.8 percentage points to 58.7% for the six months ended June 30, 2009, from 61.5% for the same period in 2008. This ratio is the unconsolidated net loss and LAE in relation to net earned premiums. The loss and LAE ratio of 58.7% includes pre-tax favorable development of $14.7 million, or 5.7 percentage points, compared to pre-tax favorable development of $5.6 million, or 3.9 percentage points in 2008. The increase in our favorable development in comparison to 2008 was primarily the result of an increase in favorable development within our general liability, commercial auto liability, and workers compensation lines of business due to lower frequency and severity and better than expected incurred and paid claims results. Additional discussion of our reserve activity is described below within the *Other Items Reserves* section.

Our expense ratio increased 0.9 percentage points to 31.5% for the six months ended June 30, 2009, from 30.6% for the same period in 2008. This ratio is the unconsolidated policy acquisition and other underwriting expenses in relation to net earned premiums. This increase in the expense ratio in comparison to 2008 is primarily the result of higher commission rates associated with our Century operations book of business, lower ceding commissions relating to a reduction in the proportion of risk-sharing business to our overall premium production, as well as a higher level of Century s internal costs in relation to premium, offset by lower insurance related assessments.

Agency Operations

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

	For the Six Months Ended June 30,	
	2009	**2008**
Net commission	$ 4,965	$ 6,009
Pre-tax (loss) income(1)	$ (135)	$ 937

(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 six months ended June 30, 2009 and 2008, the allocation of corporate overhead to the agency operations segment was $1.6 million and $1.7 million, respectively.

Revenue from agency operations, which consists primarily of agency commission revenue, was $5.0 million for the six months ended June 30, 2009, compared to $6.0 million for the comparable period in 2008. This decrease primarily reflects regional competition 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 ($135,000) for the six months ended June 30, 2009, compared to $937,000 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.

Other Items

Reserves

At June 30, 2009, our best estimate for the ultimate liability for loss and LAE reserves, net of reinsurance recoverables, was $643.5 million. We established a reasonable range of reserves of approximately $585.9 million to $682.3 million. This range was established primarily by considering the various indications derived from standard

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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)	$ 170,517	$ 188,801	$ 181,866
Commercial Multiple Peril/General Liability	286,842	348,747	323,643
Commercial Automobile	92,729	104,127	99,458
Other	35,779	40,632	38,549
Total Net Reserves	$ 585,867	$ 682,307	$ 643,516

(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 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 six months ended June 30, 2009 and the year ended December 31, 2008.

For the six months ended June 30, 2009, we reported a decrease in net ultimate loss estimates for accident years 2008 and prior of $14.7 million, or 2.3% 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 2008 and for the six months ended June 30, 2009. 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			Paid Losses			Reserves at June 30, 2009
		Current Year	Prior Years	Total Incurred	Current Year	Prior Years	Total Paid	
Workers Compensation	$ 147,813	$ 44,148	$ (4,709)	$ 39,439	$ 3,930	$ 23,800	$ 27,730	$ 159,522

Residual Markets	23,984	3,036	(2,337)	699	1,484	855	2,339	22,344
Commercial Multiple Peril/General Liability	317,188	50,582	(5,672)	44,910	(697)	39,152	38,455	323,643
Commercial Automobile	92,788	31,184	(345)	30,839	5,074	19,095	24,169	99,458
Other	43,558	25,990	(1,626)	24,364	8,975	20,398	29,373	38,549
Net Reserves	625,331	$ 154,940	$ (14,689)	$ 140,251	$ 18,766	$ 103,300	$ 122,066	643,516
Reinsurance Recoverable	260,366							258,890
Consolidated	$ 885,697							$ 902,406

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Line of Business	Reserves at December 31, 2008	Re-estimated Reserves at June 30, 2009 on Prior Years	Development as a Percentage of Prior Year Reserves
Workers Compensation	$ 147,813	$ 143,104	−3.2%
Commercial Multiple Peril/General Liability	317,188	311,516	−1.8%
Commercial Automobile	92,788	92,443	−0.4%
Other	43,558	41,932	−3.7%
Sub-total	601,347	588,995	−2.1%
Residual Markets	23,984	21,647	−9.7%
Total Net Reserves	$ 625,331	$ 610,642	−2.3%

Workers Compensation Excluding Residual Markets The projected net ultimate loss estimate for the workers compensation line of business excluding residual markets decreased $4.7 million, or 3.2% of net workers compensation reserves. This net overall decrease reflects decreases of $971,000, $876,000, $433,000, $1.5 million and $402,000 in accident years 2008, 2007, 2006, 2005 and 2004, respectively. These decreases reflect better than expected experience for several of our workers compensation programs, including a Nevada, Florida, New Jersey, and a countrywide workers compensation association program. Actual losses reported during the quarter were less than expected given the prior actuarial assumptions. 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 $5.7 million, or 1.8% of net commercial multiple peril and general liability reserves. The net decrease reflects decreases of $4.8 million, $2.8 million, $503,000 and $1.4 million in the ultimate loss estimates for accident years 2008, 2007, 2006 and 1994, respectively. These 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 $466,000, $2.5 million and $1.1 million for accident years 2005, 2004 and 2003, respectively. These increases were due to greater than expected claim emergence in one 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 $345,000, or 0.4% of net commercial automobile reserves. This net overall decrease reflects decreases of $756,000 and $1.4 million for accident years 2008 and 2007, respectively. These decreases 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 $1.3 million and $512,000 in accident years 2006 and 2005, respectively. These increases were due to greater than expected claim emergence in one 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 $1.6 million, or 3.7% of net reserves. This net decrease reflects a reduction of $864,000 in the net ultimate loss estimate for accident year 2007. This decrease is 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 estimates of $2.3 million, or 9.7% of net reserves. This decrease reflects a reduction of $2.2 million in accident year 2008. 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 and Other Administrative Expenses

Salaries and employee benefits for the six months ended June 30, 2009, increased $12.9 million, or 47.9%, to $39.8 million, from $26.9 million for the comparable period in 2008. This increase is primarily the result of the salary expense related to our Century operations. This increase is also the result of an increase in variable compensation, in comparison to 2008, due to performance criteria established by our Compensation Committee.

Other administrative expenses increased $3.5 million, or 20.9%, to $20.3 million, from $16.8 million for the comparable period in 2008. This increase is primarily the result of an overall increase in administrative expenses related to our Century operations. In addition, this increase is also attributable to an increase in holding company expenses, primarily related to certain legal expenses and an increase in director fees. Partially offsetting this increase is 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.

Salary 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 the six months ended June 30, 2009, was $2.9 million compared to $3.1 million for the comparable period in 2008. 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 ProCentury merger.

Interest Expense

Interest expense for the six months ended June 30, 2009, increased $2.8 million, or 112.1%, to $5.4 million, from $2.6 million for the comparable period in 2008. The overall increase primarily relates to interest expense related to the term loan we used to finance a portion of the purchase price for the ProCentury merger. In addition, the increase in interest expense is partially related to the interest related to the trust preferred debt instruments as a result of the ProCentury merger. The average interest rate for the six months ended June 30, 2009 was 7.12%, compared to 8.20% for the comparable period in 2008. 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 the first six months of 2009. The 2008 interest primarily related to the debentures.

Income Taxes

Income tax expense, which includes both federal and state taxes, for the six months ended June 30, 2009, was $11.7 million, or 31.8% of income before taxes. For the same period last year, we reflected an income tax expense of $6.8 million, or 30.6% of income before taxes. The increase in the effective tax rate from 2008 to 2009 reflects the impact of a valuation allowance established in 2009 for other than temporary impaired investments where there were not any realized capital gains to offset the realized capital losses. Excluding the impact of capital items and this deferred tax valuation, the effective income tax rate would have been 27.6%, for the six months ended June 30, 2009, compared to 30.6% in 2008. The decrease in the effective federal income tax rate in comparison to 2008, reflects a higher level of dividends received deduction, as well as a lower level of non-tax deductible expenses as a percentage of pre-tax income.

RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED JUNE 30, 2009 AND 2008

Results of Operations

Net income for the three months ended June 30, 2009, was $11.6 million, or $0.20 per dilutive share, compared to net income of $8.4 million, or $0.23 per dilutive share, for the comparable period of 2008. Net operating income, a non-GAAP measure, increased $3.4 million, or 39.9%, to $11.9 million, or $0.21 per dilutive share, compared to net operating income of $8.5 million, or $0.23 per dilutive share for the comparable period in 2008, with lower

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weighted average shares outstanding. Total diluted weighted average shares outstanding for the three months ended June 30, 2009 were 57,516,750, compared to 37,126,911 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 three months ended June 30, 2009, was negatively impacted by after-tax realized losses of $287,000, or $0.01 per diluted share, as a result of the other than temporary impairments primarily related to certain asset-backed securities, corporate bonds, and preferred stocks. Net investment income increased 79.2% to $12.4 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.

Revenues for the three months ended June 30, 2009, increased $53.6 million, or 57.3%, to $147.0 million, from $93.4 million for the comparable period in 2008. This increase reflects a $50.1 million increase in net earned premiums, of which $49.0 million related to our Century operations. Excluding the net earned premiums related to our Century operations, the remaining increase 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 12.8%, or $1.2 million, as further explained below.

In addition, the revenues reflect a $5.5 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. Our results for the three months ended June 30, 2009, also included the recognition of other than temporary impairments of $1.0 million. These impairments primarily consisted of asset-backed securities, a few corporate securities and, to a lesser extent, preferred stock securities.

Specialty Insurance Operations

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

	For the Three Months Ended June 30,	
	2009	**2008**
Revenue:		
Net earned premiums	$ 127,140	$ 77,031
Management fees	3,821	4,174
Claims fees	2,006	2,305
Loss control fees	520	625
Reinsurance placement	90	98
Investment income	12,280	6,752
Net realized losses	(958)	(146)
Total revenue	$ 144,899	$ 90,839
Pre-tax income		
Specialty insurance operations	$ 20,875	$ 15,617

Revenues from specialty insurance operations increased $54.1 million, or 59.5%, to $144.9 million for the three months ended June 30, 2009 from $90.8 million for the comparable period in 2008.

Net earned premiums increased $50.1 million, or 65.1%, to $127.1 million for the three months ended June 30, 2009, from $77.0 million in the comparable period in 2008. This increase was the result of $49.0 million in net earned premiums related to our Century operations. The remaining increase of $1.1 million was primarily the result of growth within our existing programs and the new business we implemented in 2008 and 2009.

Management fees decreased $353,000, or 8.5%, to $3.8 million for the three months ended June 30, 2009, from $4.2 million for the comparable period in 2008. In 2008, we converted a portion of the policies produced by USSU to our Insurance Company Subsidiaries. The decrease in management fees primarily relates to the intercompany

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management fees associated with the USSU policies that we brought in house. These fees are now eliminated upon consolidation, but do not impact overall consolidated results. In addition, a program we previously managed is now performing its own policy administration services. This decrease was also the result of a decrease in fees related to our New England-based programs, caused by a decrease in premium volume and continued competition.

Claim fees decreased $299,000, or 13.0%, to $2.0 million for the three months ended June 30, 2009, from $2.3 million for the comparable period in 2008. This decrease is primarily the result of lower premium volumes related to self-insured programs, which is the basis for the fee revenue.

Net investment income increased $5.5 million, or 81.9%, to $12.3 million in 2009, from $6.8 million in 2008. This increase is primarily the result of $5.3 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 from positive cash flows from operations. The positive cash flows from operations were primarily due to favorable underwriting results. The average investment yield for June 30, 2009 was 4.39%, compared to 4.31% in 2008. The current pre-tax book yield was 4.59%. The current after-tax book yield was 2.98%, compared to 3.24% in 2008. The duration of the investment portfolio is 4.1 years at June 30, 2009, compared to 3.9 years at June 30, 2008.

Specialty insurance operations generated pre-tax income of $20.9 million for the three months ended June 30, 2009, compared to pre-tax income of $15.6 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. In addition, this improvement was also attributable to an increase in net investment income. Partially offsetting these improvements were the previously mentioned other than temporary impairments we recognized in the second quarter of 2009. The GAAP combined ratio was 92.7% for the three months ended June 30, 2009, compared to 90.5% for the same period in 2008.

Net loss and loss adjustment expenses (LAE) increased $27.0 million, to $70.5 million for the three months ended June 30, 2009, from $43.5 million for the same period in 2008. Our loss and LAE ratio decreased 1.8 percentage points to 59.4% for the three months ended June 30, 2009, from 61.2% for the same period in 2008. This ratio is the unconsolidated net loss and LAE in relation to net earned premiums. The loss and LAE ratio of 59.4% includes pre-tax favorable development of $6.3 million, or 5.0 percentage points, compared to pre-tax favorable development of $2.7 million, or 3.5 percentage points in 2008. The increase in our favorable development in comparison to 2008 was primarily the result of an increase in favorable development within our general liability, commercial auto liability, and workers compensation lines of business due to lower frequency and severity and better than expected incurred and paid claims results. Additional discussion of our reserve activity is described below within the *Other Items Reserves* section.

Our expense ratio increased 4.0 percentage points to 33.3% for the three months ended June 30, 2009, from 29.3% for the same period in 2008. This ratio is the unconsolidated policy acquisition and other underwriting expenses in relation to net earned premiums.

This increase primarily relates to higher commission rates associated with our Century operations book of business, lower ceding commissions relating to a reduction in the proportion of risk-sharing business to our overall premium production, as well as a higher level of Century s internal costs in relation to premium.

Agency Operations

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

	For the Three Months Ended June 30,	
	2009	2008
Net commission	$ 2,171	$ 2,681
Pre-tax (loss) income(1)	$ (473)	$ 174

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(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 three months ended June 30, 2009 and 2008, the allocation of corporate overhead to the agency operations segment was $760,000 and $900,000, respectively.

Revenue from agency operations, which consists primarily of agency commission revenue, decreased $510,000, to $2.2 million for the three months ended June 30, 2009, from $2.7 million for the comparable period in 2008. This decrease primarily reflects 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 a pre-tax loss, after the allocation of corporate overhead, of ($473,000) for the three months ended June 30, 2009, compared to $174,000 for the comparable period in 2008. The decrease is primarily attributable to the decrease in agency commission revenue mentioned above.

Other Items

Reserves

For the three months ended June 30, 2009, we reported a decrease in net ultimate loss estimates for accident years 2008 and prior of $6.3 million, or 1.0% of $625.3 million of net loss and LAE reserves at December 31, 2008. There were no significant changes in the key assumptions utilized in the analysis and calculations of our reserves during 2009 and 2008.

Salaries and Employee Benefits and Other Administrative Expenses

Salaries and employee benefits for the three months ended June 30, 2009, increased $5.8 million, or 41.0%, to $19.9 million, from $14.1 million for the comparable period in 2008. This increase is primarily the result of the salary expense related to our Century operations. This increase is also the result of an increase in variable compensation, in comparison to 2008, due to performance criteria established by our Compensation Committee.

Other administrative expenses increased $1.9 million, or 24.6%, to $9.9 million, from $8.0 million for the comparable period in 2008. This increase is primarily the result of an overall increase in administrative expenses related to our Century operations. In addition, this increase is also attributable to an increase in holding company expenses, primarily related to legal fees.

Salary 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 the three months ended June 30, 2009, decreased $143,000, to $1.4 million, from $1.6 million for the comparable period in 2008. 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 ProCentury merger.

Interest Expense

Interest expense for the three months ended June 30, 2009, increased $1.4 million, or 112.0%, to $2.7 million, from $1.3 million for the comparable period in 2008. 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 term loan. The overall increase primarily relates to interest expense related to the term loan we used to finance a portion of the purchase price for the ProCentury merger. In addition, the increase in interest expense is partially related to the interest related to the trust preferred debt instruments as a result of the ProCentury merger. The average interest rate for the second quarter of 2009 was 7.10%, compared to 8.00% in the second quarter of 2008. 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 the second quarter of 2009. The 2008 interest primarily related to the debentures.

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Income Taxes

Income tax expense, which includes both federal and state taxes, for the three months ended June 30, 2009, was $3.8 million, or 24.8% of income before taxes. For the same period last year, we reflected an income tax expense of $3.9 million, or 31.7% of income before taxes. The decrease in the effective tax rate reflects a higher level of dividends received deduction, as well as a lower level of non-tax deductible expenses as a percentage of pre-tax income.

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. 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. The Insurance Company Subsidiaries paid ordinary dividends of $8.3 million as of June 30, 2009. In addition to ordinary dividends, the Insurance Company Subsidiaries have the capacity to pay $63.9 million of extraordinary dividends in 2009 with 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 statutory dividends paid from our Insurance Company Subsidiaries during 2008 was $46.2 million.

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 $1.8 million for the six months ended June 30, 2009.

We have a line of credit totaling $35.0 million, of which there was no outstanding balance at June 30, 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 for the six months ended June 30, 2009 and 2008 was $41.7 million and $26.1 million, 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 ProCentury merger.

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Other Items

Debentures

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

Description	Year Callable	Year Due	Interest Rate Terms	Interest Rate at June 30, 2009(1)	Principal Amount
Junior subordinated debentures	2008	2033	Three-month LIBOR, plus 4.05%	4.65%	$ 10,310
Senior debentures	2009	2034	Three-month LIBOR, plus 4.00%	4.88%	13,000
Senior debentures	2009	2034	Three-month LIBOR, plus 4.20%	4.86%	12,000
Junior subordinated debentures	2010	2035	Three-month LIBOR, plus 3.58%	4.21%	20,620
Junior subordinated debentures(2)	2007	2032	Three-month LIBOR, plus 4.00%	4.65%	15,000
Junior subordinated debentures(2)	2008	2033	Three-month LIBOR, plus 4.10%	4.98%	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 issuance 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.

Interest Rate Swaps

We have entered into interest rate swap transactions to mitigate our interest rate risk on our existing debt obligations. We accrue for these transactions in accordance with SFAS No. 133 *Accounting for Derivative Instruments and Hedging Activities,* as subsequently amended. These interest rate swap transactions have been designated as cash flow hedges and are deemed highly effective hedges under SFAS No. 133. In accordance with SFAS No. 133, 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.

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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 June 30, 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%	55,500
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 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 June 30, 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 June 30, 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 six months ended June 30, 2009 and 2008 was approximately $1.8 million and $135,000, respectively. The net interest expense incurred for the three months ended June 30, 2009 and 2008 was approximately $972,000 and $150,000, respectively.

As of June 30, 2009 and December 31, 2008, the total fair value of the interest rate swaps was approximately ($6.2 million) and ($8.9 million), respectively. Accumulated other comprehensive income at June 30, 2009 and December 31, 2008, included accumulated loss on the cash flow hedge, net of taxes, of approximately $4.1 million and $5.8 million, respectively.

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 June 30, 2009, the outstanding balance on our term loan facility was $55.5 million. We did not have an outstanding balance on our revolving credit facility as of June 30, 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 $60.25 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.

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At June 30, 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 June 30, 2009, we were in compliance with these debt covenants.

Investment Portfolio

As of June 30, 2009 and December 31, 2008, the recorded values of our investment portfolio, including cash and cash equivalents, were $1.1 billion and $1.1 billion, respectively.

In general, we believe our overall investment portfolio is conservatively invested. The duration of the investment portfolio at June 30, 2009 is 4.1 years, compared to 3.9 years at June 30, 2008. Our pre-tax book yield is 4.59%. The current after-tax yield is 2.98%, compared to 3.24% in 2008. Approximately 97.9% of our fixed income investment portfolio is investment grade.

Shareholders Equity

At June 30, 2009, shareholders equity was $477.4 million, or a book value of $8.31 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 management to purchase up to 3,000,000 shares of our common stock in market transactions for a period not to exceed twenty-four months. For the three months and six months ended June 30, 2009, we did not repurchase any common stock. 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. As of June 30, 2009, we have available up to 2.2 million shares remaining to be purchased.

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 5 *Stock Options, Long Term Incentive Plan, and Deferred Compensation Plan* for further detail. The retirement of the shares for the associated withholding taxes reduced paid in capital by approximately $329,000.

We paid dividends to our common shareholders of $2.3 million as of June 30, 2009. During 2008, we paid dividends to our common shareholders of $3.8 million. On July 31, 2009, our Board of Directors declared a quarterly dividend of $0.02 per common share. The dividend is payable on August 31, 2009, to shareholders of record as of August 14, 2009.

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 its overall financial condition. As a holding company, our ability to pay cash dividends to our shareholders 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

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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 of $21.0 million and $5.0 million were recorded related to agent relationships and trade names, respectively.

As of June 30, 2009, we recorded an increase to goodwill of approximately $64,000. This increase to goodwill was primarily related to adjustments recorded during the first six months of 2009 to reflect updated information on certain accruals and related expenses.

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 Six Months Ended June 30,		**For the Three Months Ended June 30,**	
	2009	**2008**	**2009**	**2008**
Net earned premiums	$ 256,178	$ 143,053	$ 127,140	$ 77,031
Less: Consolidated net loss and LAE	140,251	81,203	70,464	43,542
Intercompany claim fees	10,103	6,735	4,995	3,629
Unconsolidated net loss and LAE	150,354	87,938	75,459	47,171
Consolidated policy acquisition and other underwriting expenses	51,108	25,863	27,139	12,716
Intercompany administrative and other underwriting fees	29,567	17,920	15,201	9,832
Unconsolidated policy acquisition and other underwriting expenses	80,675	43,783	42,340	22,548
Underwriting income	$ 25,149	$ 11,332	$ 9,341	$ 7,312
GAAP combined ratio as reported	90.2%	92.1%	92.7%	90.5%
Specialty insurance operations pre-tax income	$ 48,286	$ 28,529	$ 20,875	$ 15,617
Less: Underwriting income	25,149	11,332	9,341	7,312
Net investment income and realized losses	21,789	13,888	11,439	6,771
Fee-based operations pre-tax income	1,348	3,309	95	1,534
Agency operations pre-tax income	(135)	937	(473)	174
Total fee-for-service pre-tax income	$ 1,213	$ 4,246	$ (378)	$ 1,708

GAAP expense ratio as reported	31.5%	30.6%	33.3%	29.3%
Adjustment to include pre-tax income from total fee-for-service income(1)	0.5%	3.0%	–0.3%	2.2%
GAAP expense ratio as adjusted	**31.0%**	**27.6%**	**33.6%**	**27.1%**
GAAP loss and LAE ratio as reported	58.7%	61.5%	59.4%	61.2%
GAAP combined ratio as adjusted	89.7%	89.1%	93.0%	88.3%

	For the Six Months Ended June 30,		For the Three Months Ended June 30,	
	2009	2008	2009	2008
Reconciliation of consolidated pre-tax income:				
Specialty insurance operations pre-tax income:				
Fee-based operations pre-tax income	$ 1,348	$ 3,309	$ 95	$ 1,534
Underwriting income	25,149	11,332	9,341	7,312
Net investment income and realized losses	21,789	13,888	11,439	6,771
Total specialty insurance operations pre-tax income	48,286	28,529	20,875	15,617
Agency operations pre-tax income	(135)	937	(473)	174
Less: Holding company expenses	2,992	1,619	892	719
Interest expense	5,441	2,565	2,659	1,254
Amortization expense	2,928	3,114	1,420	1,563
Consolidated pre-tax income	$ 36,790	$ 22,168	$ 15,431	$ 12,255

(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.

Contractual Obligations and Commitments

For the three months ended June 30, 2009, there were no material changes in relation to our contractual obligations and commitments, outside of the ordinary course of our business.

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, beginning in 2008. The conversion feature of this note is considered an embedded derivative pursuant to SFAS No. 133, and therefore is accounted for separately from the note. At June 30, 2009, the estimated fair value of the derivative is not material to the financial statements.

Recent Accounting Standards

In April 2009, the Financial Accounting Standards Board (FASB) issued FASB Staff Position (FSP) No. FAS 115-2 and FAS 124-2, *Recognition and Presentation of Other-Than-Temporary-Impairments* (FSP FAS 115-2). FSP FAS 115-2 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, FSP FAS 115-2 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, FSP FAS 115-2 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. FSP FAS 115-2 became effective for interim and annual periods ending after June 15, 2009. We adopted FSP FAS 115-2 in the second quarter of 2009. The adoption of FSP FAS 115-2 did not have a material impact on our 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 FSP 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* (FSP FAS 157-4). FSP FAS 157-4 supercedes FSP FAS 157-3, *Determining the Fair Value of a Financial Asset When the Market for that Asset is Not Active.* FSP FAS 157-4 provides additional guidance for estimating fair value in accordance with Statement of Financial Accounting Standards (SFAS) No. 157 *Fair Value Measurements* 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. FSP FAS 157-4 became effective for interim and annual periods ending after June 15, 2009. We adopted FSP FAS 157-4 in the second quarter of 2009. The adoption of FSP FAS 157-4 did not have a material impact on our financial position or results of operations.

In April 2009, the FASB issued FSP FAS 107-1 and APB 28-1, *Interim Disclosures about Fair Value of Financial Instruments* (FSP FAS 107-1). FSP FAS 107-1 amends SFAS No. 107 *Disclosures about Fair Value of Financial Instruments* to require disclosures about fair value of financial instruments for interim reporting periods of publicly traded companies as well as in annual financial statements. FSP FAS 107-1 became effective for periods ending after June 15, 2009. We adopted FSP FAS 107-1 in the second quarter of 2009. The disclosures required by FSP FAS 107-1, which had previously only been required annually, are now included in our June 30, 2009 Notes to Consolidated Financial Statements.

In April 2009, the FASB issued FSP FAS 141(R)-1, *Accounting for Assets Acquired and Liabilities Assumed in a Business Combination that Arise from Contingencies* (FSP FAS 141(R)-1). FSP FAS 141(R)-1 amends the guidance in SFAS No. 141(R), *Business Combinations,* by requiring 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. FSP FAS 141(R)-1 is effective for business combinations for which the acquisition date is on or after December 15, 2008. We do not expect FSP FAS 141(R)-1 to have a material impact on our consolidated financial condition or results of operations.

In May 2009, the FASB issued SFAS No. 165 *Subsequent Events* (SFAS No. 165). SFAS No. 165 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. SFAS No. 165 became effective for periods ending after June 15, 2009. We adopted SFAS No. 165 during the quarter ended June 30, 2009. The adoption of SFAS No. 165 did not have an impact on our consolidated financial condition or results of operations.

In June 2009, the FASB issued SFAS No. 167 *Amendments to FASB Interpretation No. 46(R),* (SFAS No. 167). SFAS No. 167 amends the consolidation guidance applicable to variable interest entities and requires additional disclosures concerning an enterprise s continuing involvement with variable interest entities. Upon adoption of SFAS No. 167, we will need to reconsider our consolidation conclusions for all entities with which we are involved. SFAS No. 167 is effective for annual periods beginning after November 15, 2009, with early adoption prohibited. We are in the process of evaluating the impact of SFAS No. 167, but believe it will not have a material impact on our consolidated financial condition or results of operation.

In June 2009, the FASB issued SFAS No. 168 *The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles a replacement of FASB Statement No. 162* (SFAS No. 168). SFAS No. 168 establishes the FASB Accounting Standards Codification (Codification) as the single source of authoritative accounting principles in preparation of financial statements in conformity with GAAP. The Codification does not change current U.S. GAAP, but is intended to simplify user access to all authoritative U.S. GAAP by

providing all the authoritative guidance, by particular topic, in one place. The Codification is effective for financial statements issued for periods ending after September 15, 2009. As of the effective date, all existing accounting standards documents will be superseded. We will adopt the Codification for our quarter ending September 30, 2009. There will be no change to our financial condition or results of operations due to the implementation of Codification.

ITEM 3. *QUANTITATIVE AND QUALITATIVE 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 June 30, 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 June 30, 2009, our fixed income portfolio had a modified duration of 4.25, compared to 4.47 at December 31, 2008.

At June 30, 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 2.4% 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	$ 1,087,246	$ 1,041,043	$ 993,315
Yield to Maturity or Call	3.36%	4.38%	5.34%
Effective Duration	4.40	4.81	5.03

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 June 30, 2009 and December 31, 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 June 30, 2009, we had an outstanding balance on our term loan of $55.5 million. At this level, a 100 basis point (1%) change in market rates would change annual interest expense by $555,000. 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. We accrue for these transactions in accordance with SFAS No. 133 *Accounting for Derivative*

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Instruments and Hedging Activities, as subsequently amended. These interest rate swap transactions have been designated as cash flow hedges and are deemed highly effective hedges under SFAS No. 133. In accordance with SFAS No. 133, 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 8 *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 June 30, 2009 and December 31, 2008, we did not have an outstanding balance on our revolving line of credit.

ITEM 4. *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 Form 10-Q, 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 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, have been detected.

As of June 30, 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. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that the design and operation of these disclosure controls were effective in recording, processing, summarizing, and reporting, on a timely basis, material information required to be disclosed in the reports we file under the Exchange Act and is accumulated and communicated, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

There were no significant changes in our internal control over financial reporting during the three month period ended June 30, 2009, which have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II OTHER INFORMATION

ITEM 1. *LEGAL PROCEEDINGS*

The information required by this item is included under Note 11 *Commitments and Contingencies* of the Notes to the Consolidated Financial Statements of the Company s Form 10-Q for the six months ended June 30, 2009, which is hereby incorporated by reference.

ITEM 1A. *RISK FACTORS*

There have been no material changes to the Risk Factors previously disclosed in Item 1A of the Company s Annual Report on Form 10-K for the year ended December 31, 2008 and our other filings with the Securities and Exchange Commission.

ITEM 2. *UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS*

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.

The following table represents information with respect to repurchases of the Company s common stock for the quarterly period ended June 30, 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
April 1 April 30, 2009		$		2,200,000
May 1 May 31, 2009		$		2,200,000
June 1 June 30, 2009		$		2,200,000
Total		$		

ITEM 4. *SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS*

On May 14, 2009, the Company held its Annual Meeting of Shareholders (Annual Meeting) to consider and act upon the following proposals:

(1) The election of four members to the Board of Directors of the Company;

(2) Ratification of the appointment of the Company s independent registered public accounting firm, Ernst & Young LLP, and

(3) Approval of the Meadowbrook Insurance Group, Inc. 2009 Equity Compensation Plan.

The following directors stood for election at the Annual Meeting: (1) Robert S. Cubbin; (2) Robert F. Fix; (3) Hugh W. Greenberg; and (4) Florine Mark. The shareholders re-elected the directors at the Annual Meeting and therefore, each shall continue in office. The vote tabulation for each director was: (1) Robert S. Cubbin 53,530,952 in favor and 1,496,075 withheld; (2) Robert F. Fix 53,798,173 in favor and 1,228,854 withheld; (3) Hugh W. Greenberg 53,146,548 in favor and 1,880,479 withheld; and (4) Florine Mark 53,442,880 in favor and 1,584,147 withheld. Other directors continuing in office after the meeting were: Merton J. Segal, Robert H. Naftaly, Joseph S. Dresner, David K. Page, Herbert Tyner, Robert W. Sturgis, Bruce E. Thal, Jeffrey A. Maffett, and Florine Mark.

The shareholders ratified the appointment of Ernst & Young LLP by a vote of 54,716,496 in favor, 284,176 against and 26,355 abstained.

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The shareholders approved the Meadowbrook Insurance Group, Inc. 2009 Equity Compensation Plan by a vote of 47,209,167 in favor, 2,944,651 against and 40,643 abstained. In addition, there were broker non-votes of 4,832,566.

ITEM 6. *EXHIBITS*

The following documents are filed as part of this Report:

Exhibit No.	Description
10.1	2009 Equity Compensation Plan (incorporated by reference from Schedule 14A filed on April 8, 2009).
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, Senior Vice President and 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, Senior Vice President and Chief Financial Officer of the Corporation.

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SIGNATURES

Pursuant to the requirements 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.

Meadowbrook Insurance Group, Inc.

By: /s/ Karen M. Spaun

Senior Vice President and
Chief Financial Officer

Dated: August 10, 2009

EXHIBIT INDEX

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