

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

Middle Georgia Mutual Insurance Company  
*Name of Domestic Insurer*

BY

Buckeye State Mutual Insurance Company  
*Name of Acquiring Person (Applicant)*

Filed with the Insurance Department of:

Georgia  
*State of Domicile of Insurer Being Acquired*

Dated: May 3, 2011

Name, Title, Address and Telephone Number of Individual to Whom  
Notices and Correspondence Concerning this Statement Should be Addressed:

Lisa L. Wesner  
Vice President and Secretary  
One Heritage Place  
Piqua, OH 45356  
937-778-5000

## **ITEM 1. INSURER AND METHOD OF ACQUISITION**

Middle Georgia Mutual Insurance Company, 436 South Hill Street, Griffin, Georgia 30224. Control of Middle Georgia Mutual is to be acquired through the approval and implementation of affiliation, cost-sharing and reinsurance pooling agreements with Buckeye State Mutual Insurance Company.

## **ITEM 2. IDENTITY AND BACKGROUND OF THE APPLICANT**

- (a) Buckeye State Mutual Insurance Company, One Heritage Place, Piqua, Ohio 45356.
- (b) Buckeye State Mutual is a property/casualty insurance company. Hetuck Insurance Agency is an in-house insurance agency. Marias Technology is an IT consulting company. Home and Farm Insurance Company is a property/casualty insurance company. Home and Farm Insurance Agency is an in-house insurance agency. Buckeye and its subsidiary companies will continue to operate in these same capacities.
- (c) See Exhibit 1.

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

Please see Exhibit 2 for identity and background information of directors and executive officers.

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

- (a) None
- (b) None
- (c) None

## **ITEM 5. FUTURE PLANS OF INSURER**

There are no plans or proposals to declare an extraordinary dividend, to liquidate the Insurer, to sell its assets or merge it, or to make any other material change in its business operations or management. Upon regulatory approval, the composition of the Insurer's Board of Directors will change per Article III of the Affiliation Agreement, with 3 directors appointed by Buckeye State Mutual and 2 directors appointed by Middle Georgia Mutual.

## **ITEM 6. VOTING SECURITIES TO BE ACQUIRED**

Both the Insurer and Applicant are mutual insurance companies, with no voting securities.

## **ITEM 7. OWNERSHIP OF VOTING SECURITIES**

Both the Insurer and Applicant are mutual insurance companies, with no voting securities.

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

Both the Insurer and Applicant are mutual insurance companies, with no voting securities.

**ITEM 9. RECENT PURCHASES OF VOTING SECURITIES**

Both the Insurer and Applicant are mutual insurance companies, with no voting securities.

**ITEM 10. RECENT RECOMMENDATIONS TO PURCHASE**

Both the Insurer and Applicant are mutual insurance companies, with no voting securities.

**ITEM 11. AGREEMENTS WITH BROKER-DEALERS**

Both the Insurer and Applicant are mutual insurance companies, with no voting securities.

**ITEM 12. FINANCIAL STATEMENTS AND EXHIBITS**

Financial statements are already on file with the Georgia Department of Insurance.

**ITEM 13. SIGNATURE AND CERTIFICATION**

**SIGNATURE**

Pursuant to the requirements of O.C.G.A Section 33-13-3 Buckeye State Mutual Insurance Company has caused this application to be duly signed on its behalf in the City of Piqua and the State of Ohio on the 3<sup>rd</sup> day of May, 2011.

(SEAL) Buckeye State Mutual  
Insurance Company

Buckeye State Mutual  
Insurance Company

BY:   
Lisa L. Wesner, Secretary

Attest:

  
R. Douglas Hajnes, President

**CERTIFICATION**

The undersigned deposes and says that she has duly executed the attached application dated May 3, 2011, for and on behalf of Buckeye State Mutual Insurance Company; that she is the Secretary of such company and that she is authorized to execute and file such instrument. Deponent further says that she is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of her knowledge, information and belief.

  
Lisa L. Wesner