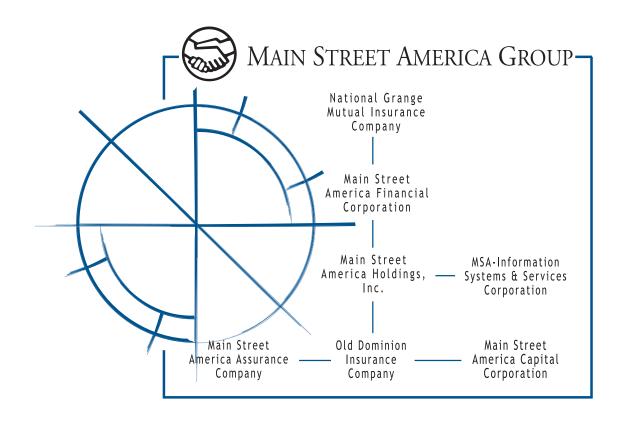
FOCUSED ON THE INDEPENDENT AGENT

2000 Annual Report



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Introduction

A RENEWAL OF OUR COMMITMENT

Over 94% of personal insurance customers, and 99% of commercial insurance customers, buy through captive or independent agents. The American consumer has sent a message, loud and clear: they want to use agents to satisfy their insurance needs. We are committed to helping independent agents grow, and will continue to dedicate time and resources to proclaim our belief that independent agents will be the distribution system of choice for Main Street Americans.

We are linking our future to the independent agent because we have evaluated the other options and come to a few basic conclusions. Insurance is about people serving people. It is a business grounded in confidence, trust and peace of mind. With increased intensity in the past few years, it has also become a search for the best value in a mind-boggling array of options.

Independent agents have a unique advantage. They don't work for a company — they work for their customers. They are expert at keeping up with the complex, interdependent factors that help them answer the most important question an insurance buyer has: "What policy is the best value for me?"

Customers know independent agents offer the best possible value, because they provide a choice. Since they carry a number of products, they can create a perfect fit between their products and what each customer needs. Agents live in neighborhoods with their customers, sharing a life and a future. They serve on the same boards, are involved in the same causes, and care about the same issues. These rich, multidimensional relationships significantly enhance their value to customers.



VALUE, TECHNOLOGY & RELATIONSHIPS

Philip D. Koerner,
Chairman and Chief
Executive Officer of Main
Street America Group,
believes the future is
bright for carriers
leveraging the unique
relationship that exists
between independent
agents and their
customers. Here Phil
expands on these
thoughts around value,
technology and
relationships.

How would you characterize 2000 in terms of financial performance for MSA Group?

It was a good year — much improved over 1999. We took a lot of actions in 2000 to better price individual risks and to improve rate levels. As a result, our combined ratio was solidly better than the industry's.

Your competition is utilizing new distribution methods for products. You are staking your future on independent agents. Why?

We are not looking to be a multiple-marketing-channel company. Our agents are, and will continue to be, our sole distribution source. However, we believe that there's plenty of opportunity for our agents to take advantage of any marketing channel where they see potential.

Today's technology will level the playing field among all the distribution systems. The independent agent will be able to sell in any way that somebody wants to buy. And therefore agents can become the focal point for sales of any kind — whether it be phone sales, direct mail programs, the Internet, whatever. If we have those folks as our distribution channel, we don't need any other.

How would you work with agents in that environment?

We understand that the technology which allows you to take advantage of these distribution channels has to be made available to our agents, and our company must provide it — and quickly. And we've got to help our agents learn how to use it.

Once the agent can fully utilize the technology available through the Internet, they'll be able to eliminate much of the redundant tasks they and we do today. Once they do that, they will find they have less work to do. It will free up more time in their offices to sell and to serve customers. They can spend more time developing business from existing accounts as well as generating new business.

With this new technology, all of the functionality necessary for service, sales and access to customers — both new and current — will be at our agents' fingertips. The enabling platform, our Web site, will provide opportunities for us to help our agents move in the right direction.

We call it "MSA at the Desktop." The product and the technology will be integrated, so that when a customer comes to an agent's office and wants to buy personal lines, homeowner's or auto, the data is entered and edited, and the product is immediately priced. Everything needed to complete the sale will be available at an agent's desktop — this includes quoting, underwriting and issuing the policy. Rate and product changes will be made quickly and easily. Their customer can walk out of their office with a completed policy in hand. No waiting, accurate information, service provided in real time, and a satisfied customer. That's the vision.

Why is this automation so important to MSA? Because we believe that it is absolutely essential for our agents in order to compete in today's technology-focused world. However, we also believe that their greatest advantage is the personal service they provide their

the Chairman

customers. By automating in this way, they can concentrate on making their service even better and, ultimately, that's what will keep them successful in the future.

What about claims?

When we surveyed our agents a few years ago, they told us that claims handling was one of the most critical contributors to their success. When a customer's claim is handled quickly, efficiently and with a great deal of empathy, that customer becomes a customer for life. So, we understood that we needed to offer not just adequate claims handling, but extraordinary claims handling - WOW! Customer Service, if you will. I don't mind telling you that our Claims Department has undertaken a monumental effort to achieve this objective. One of our flagship achievements in this area is our Adjuster Center. It's been in operation for a year and a half now, and we are gradually adding all our agents to the system. What is unique about this center is that all calls are handled by claim professionals who can explain the process to the claimant and many times settle the more straightforward claims right over the phone, in a matter of days — sometimes hours! This type of claim accounts for 80% of claims reported so that impact is substantial. Our agents love it because the claim is settled so quickly, and we can authorize them to issue the checks right in their office. That means no waiting for the customer, and a great opportunity for the agent to build a strong relationship with that customer. Our Adjuster Center Reps are hired because of their commitment to helping people. We then put them through extensive customer service training so that the customer can expect empathy, patience and support, and that's really what it's all about. We get great letters in every day about

We have also streamlined the process to settle the more difficult claims by adding more field adjusters and getting specialized training in specific claim areas for our people in our regional offices.

the wonderful people at the Adjuster Center.

We've worked hard at our claims operation and it's shown. Through surveys and agent input, we've greatly improved the satisfaction level of not only our policyholders, but our agents as well. We still have more work to do, but I am extremely proud of the work the Claims Department has done so far.

MSA Group is a regional carrier operating against companies with scale 3, 4 or 5 times greater. How will the company compete?

Scale is really difficult. Certainly we would like to consider developing partnerships with other companies that offer coverage or services which we do not offer today. However, any partner would have to be one that shares our values and has a similar approach to doing business.

Without a doubt we would like to have a relationship with a company that could round out our personal lines portfolio. For example, I don't believe we do as good a job as we can with coverage for recreational items such as snowmobiles, personal watercraft, etc. If we can seek out a relationship with a company that knows how to underwrite and

All of the functionality necessary for service, sales and access to customers...will be at our agents' fingertips.

Message from

service those kinds of coverages for our insureds, that would be a great way of offering a full line of personal lines products. That's a way of growing scale.

Obviously, this is a very mature industry with products that are alike. If you are not going to compete on price, you have to compete on the other activities at the point of sale. For us it's the manner in which our people present themselves to our customers and their customers. We call this the MSA Experience, and it differentiates us from our competition.

A few years ago, as part of our reinvention process, I went around to every employee in meetings of 20 to 25 people. In those meetings we talked about value and how it related to price. We found that most of the time, cheap wasn't necessarily good. I mean, you don't go to your favorite restaurant because it's the cheapest food; you go because the maitre d'knows you, or because you feel like you're at home there, or because your children are taken care of.

It was an eye-opener to see that, in the end, it comes back to the personal things and how you treat someone at the point of sale. Doing the small things like making sure phone calls are returned every day is so important. So, we've put our focus on how we treat our customers, and that boils down to hiring the right people — those who are motivated to serve their customers magnificently. And that also means offering ongoing education and training in these areas.

Talk some more about the typical policyholder your customers seek.

Our target policyholders are ordinary people with ordinary exposures who can't afford a loss. Within that market we find a lot of extraordinary people who are doing a great job managing their lives. They all have assets they care about. And they live in a community where they feel a strong connection and have chosen an agent who cares about them. The relationship is very similar to the relationship we have with our customers.

We have a clear understanding about where we need to be. We're at the point where we feel it in our bones and now can communicate that message to our customers. People think "business is just business," but it's not. It's really all about people serving people. It's personal!

You mentioned "reinvention" earlier. A couple of years ago, the organization embarked on a discovery around what value is. Has your perception of value changed as you discovered what it really means to the organization?

I think that it changed first how we do business. The insurance industry is very much focused on managing transactions and not as concerned about managing business relationships. We want to be sure that MSA at the Desktop is successful so that we can focus less on managing transactions and more on managing business and related business relationships.

By recognizing that there is a relationship that exists between us and the agent, and the agent and their customer, we can better prioritize our work. The things we do that help our agents in their relationships also enhance their franchises — such as more billing plans, more products. So we need to focus on things allowing us to take care of our customer's customer better than anybody else can.

In talking to customers, one of the overarching value statements we heard was, "I need to trust you with my customers." And I would add, "...and therefore my livelihood." Our employees in many ways are trustees of the livelihood of our customers. We have learned to listen more and ask that great question, "How are *you* doing?" as opposed to "How am I doing?"



the Chairman

Most companies are run for themselves and not for the customer. That is why our value claim was so easy. It's not about us; it's about our customers.

So what is a picture of success going to look like at MSA Group five years from now?

The main thing is that our customers will understand that we want to take care of their customers better than anybody else. We're saying a lot here. We take it seriously.

With MSA at the Desktop and the structural changes that are taking place with us, the focus is on the customer instead of us. It's got to be about our customers' business and making their business better. And if we do that, we can share in their success.

So we want to make sure that we place our people where they can best serve our customers — whether it's answering phone calls or adjusting a claim on site. We must make sure our people are trained and deployed to best meet the needs of our customers.

And that includes our home office structure. What we've realized is that the traditional ways of doing business, the traditional ways of structuring a company, are not always the best ways. We're taking a realistic approach to the way we transact business and are making decisions about our future based on how to best serve our customer. I think the decisions that come from that will set us up very well for continued growth and success in a very competitive industry. We've been successful for more than 76 years now, and I don't see that changing anytime soon. In fact, I see us poised for unprecedented success.

Congress passed financial services reform in 1999, enabling banks and insurers broader powers to compete on each other's turf. What is your strategy there?

With our size, we would not have a strategy of acquiring other financial services entities. But we could have a strategy of linking to those services through our Web site. We feel we can help our customer become the financial superstore of the future by linking them to car loans, mortgages and mutual funds. So, we would look to develop partnerships to find the best companies, and help agents earn much more by providing these additional products to their customers.

You've said that MSA Group's employees are your only sustainable competitive advantage. What makes them so unique?

We have worked hard at making sure we recruit and select and develop people who love being of service to other people. And that we have an environment where we applaud everybody's success and everybody's personal value.

We as a company are never going to have the lowest price. We have to help our customers distinguish themselves at the point of sale. And when they know how to build strong, loyal relationships with their customers, it is easier for them to grow and prosper. Remember, it's not about us, it's all about our customer and ensuring their continued success.

The main thing is that our customers should see that we take care of their customers better than anybody else.





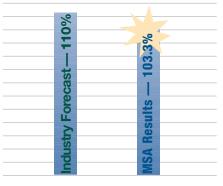
Operational Hiş

MSA 2000 OPERATING HIGHLIGHTS

Our direct premium growth for the year reached 10.8%, solidly eclipsing our goal of 6.5%.

From an insurance results perspective, 2000 was a year when the MSA Group continued to make progress toward the goal of reducing our combined ratio. While the industry forecast is a 110% combined ratio, our pooled results improved to 103.3%. Our 2000 accomplishments include solid premium growth on our terms, significant improvements in our accident-year loss ratios and a reduced operating expense ratio. The individual-risk underwriting actions, claims initiatives and price increases that began in 1999 and continued in 2000 are now reflected in our accident-year results. More importantly, all new and renewal policies, as well as all claims, now face a more rigorous set of standards. That sets the stage for us to realize continued improvement through 2001.

Our direct premium growth for the year reached 10.8%, solidly eclipsing our goal of 6.5% and industry estimates of 5%. This success at achieving growth was balanced by region, by product and between price and policy growth. All four of our regions beat their plans, led by double-digit growth in Florida and New England, where we also achieved combined ratios under 100. Setting aside the impact of running off our New York Assigned Risk business, personal lines grew 9%. Commercial lines growth continued to be strong at 18%. For the first time in many years, more than one-half of our premium growth came from higher average premiums per policy. We put to rest the concern that our risk classification and rate actions would hinder growth as we wrote more new business than ever before.



COMBINED RATIO

Our 2000 calendar year loss ratio is basically flat compared to 1999. However, the net accident-year loss ratio on our direct business is coming in at just under 61%, an impressive improvement of close to four percentage points over 1999.

Our improving loss ratios have certainly been impacted by rate increases and proper risk classification initiatives, but have also been supported by continuing enhancements to our claims practices. The concept of our Adjuster Center was developed as a result of feedback from our agents telling us that superior claim customer service and prompt settlements were critical to them and the success of their business. The Adjuster Center favorably impacts our results by taking in all claims at a central point, making a quick decision to handle the high volume, low severity claims at the Center, and promptly referring the more complex claims to a product specialist based in a regional office.

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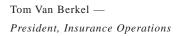
This enhanced focus on prompt claims handling leads to faster settlements and lower claims costs. Toward that end, the statistics being generated as a result of the Adjuster Center are impressive. The Adjuster Center is currently settling 46% of the claims reported to them, with the remainder referred to the product specialists. Our first-party cycle times as measured by date of report to date of closing have been cut in half in the Adjuster Center. The prompt referral of the other claims and focused specialization have contributed to a 25% improvement in overall cycle time and an 18% improvement in our ratio of suits to liability claims. The end result is that our average claim settlements in 2000 decreased by 3.5%.

We also achieved a full percentage point in expense ratio reduction in 2000 that was accomplished with a combination of expense control and more premium growth than expected. Control over operating expenses has allowed us to lower our overall expense ratio, while we still provided more incentive compensation to our most profitable agents. This type of trade-off keeps our commission ratio high, but ultimately results in better profitability.

Our technology vision and commitments have remained intact as we proceed toward developing an Internet-based system for our agents. We continue to see the need as two-fold; replace or retool our back-office legacy systems, and at the same time provide functionality at the agent's desktop. We have a heavy investment in defining the functionality we envision for the future, and have made a major commitment to our customers. Our replacement strategy is to integrate our knowledge of desired

functionality with the new technology products of established vendors. While migrating to full replacement, we intend to deliver some short-term levels of enhanced functionality for our customers. In 2000, we implemented our new Web site with expanded features for our agents, and began the development of a Webbased transaction capability to support our legacy systems.

While our insurance operations performed as expected, our overall return was negatively impacted by the results of the stock markets in 2000. The markets overall experienced double-digit negative returns and unfortunately, our portfolio declined at about the same rate. However, our consolidated surplus and equity did grow to \$377 million.



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Claims

CLAIMS SERVICE 2000

We also put more adjusters in the field who can deal with customers in an empathetic manner and issue a check right there.

In 1997, the MSA Group surveyed its agents to get feedback on what was most important to their businesses. They rated claims handling as critical to their success. Since then, the MSA Group has focused on improving its claims handling by zeroing in on customer service and reducing the time it takes to settle claims. The changes have been dramatic. Stephen Canty, Vice President, Claims explains.

How did the concept of WOW! service begin?

WOW! service had its origins in late 1997, when we started to look at our service and the impact it had on our customer, the independent agent. We assembled a group of claims professionals to explore customer service and where we were going with it. From there we developed our mission statement.

Then we started to look internally at what things had to change within Claims to impact extraordinary customer service. Part of that was talking to our customers. They told us that there are opportunities for companies who really want to demonstrate WOW! service. And they told us that delivering WOW! service to the policyholder was the key.

The main changes we made were specialization and centralization of our high-frequency claims, which led to the development of our Adjuster Center. The idea behind the Adjuster Center is to take in the losses at a central point, make a decision as to which ones we could handle internally,

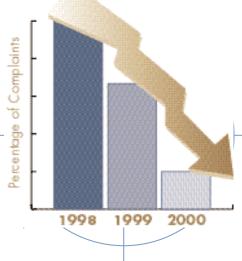
and distribute the balance of the more severe claims to the regions.

We also implemented the concept of offering options to our agents. Our agents have options as to how they want their claims reported. Their customers can call us directly or they can call in the loss themselves. We offer them options on how to settle the claim, too. We can issue a check from our offices or we can authorize our agent to issue the check directly. This puts our agents in the position of being the heroes.

Some other things we did in 2000 include putting more adjusters in the field who can deal with customers in a very empathetic manner and issue a check right there. We have also improved our after-hours service. We will now take the first notice of loss right on the spot.

In addition, we implemented a policyholder survey. It's really important to us that we get feedback so we can monitor our progress.

JUSTIFIED COMPLAINTS



What impact from these programs have you seen in 2000?

We are spending a lot of time in customer service training, and we are seeing a tremendous response from our staff. We have seen a dramatic improvement in justified complaints overall because there is much more of a commitment to customer service.

We have also seen improvements in our internal cycle time — that is, the date we get the loss in the door until the date we close out the file. We have seen a reduction in one year of 25%. That's a full five days off the time...a tremendous improvement.

What type of feedback have you gotten from our agents?

At this point, we have not had any formal process for getting agent feedback, so most of it has been anecdotal. So far, however, the comments have been very positive. In our Adjuster Center rollout meetings we spend a lot of time talking about our service. We then follow up with the agents. They continue to compliment our operation. They feel very good about the speed and predictability of our claims service.

What improvements do you foresee for 2001?

We are going to be rolling out the Creating the WOW! package to our staff. It describes our philosophy of customer service overall. We think this package will generate even more enthusiasm in our claims professionals.

And, the Adjuster Center continues to roll out. We have the majority of our states on board, and in 2001 we will roll on the southern region.

Also in 2001, we will begin a formal survey program to solicit feedback from our agents. The surveys will inquire about the quality of our service. It's very important that we get this information, because from that we can formulate new ideas as to how we can improve our service even further. And, one of the things that has set us apart from our competition is that we

listen to our agents and react.

Stephen Canty — Vice President, Claims

How do you think this relates to our core values of ownership, relationships and service?

For more than 75 years, this organization has built its reputation on its relationships. We continue to do that with our customer service concepts. We involve the agent in a lot of the things we do. The whole concept of the Adjuster Center, of specialization and focusing our efforts in the customer-sensitive areas, came from our customers. Not only do we want to improve our relationships with our agents, we want to help them with their relationships with their customers as well. If we handle our customers' customers the best way we can, that puts our agents in a great position in front of their customers.

The best way to motivate our professionals is to allow them ownership of their jobs. In our Creating the WOW! document, we talk about how critical it is that you own the experience of the customer, that you are

Claims

CLAIMS SERVICE 2000

empowered to get the matter resolved quickly.

As far as service goes, this is what it's all about. All we do is serve the customer — that is our job. Number one. And, I think that the three values that we espouse are not mutually exclusive. They work together, hand-in-hand. We need to have the relationship, we need to have the ownership, in order to deliver that outstanding, and extraordinary service.

thought it was totaled. While I still had the insured on the line, I called the garage to verify the information. I then made arrangements for an appraisal, received the loss figures within five days, and settled the claim two days after that. The insured sent a letter complimenting our service. They wrote, "NGM is a very considerate, caring company. You never know how you will be treated with insurance companies until you are at their mercy. National Grange rose above what I expected from a car insurance company..."

"In this day and age, it is unusual to experience such a nice touch.
We sincerely appreciate it."

Jeffrey and Elthea Sadlon Middle Grove, NY

INTERVIEW WITH ADJUSTER CENTER REP

Cynthia Paquette has been an Adjuster Center Representative since June 2000. Here's what she has to say about the WOW! Customer Service she provides.

How do you think the Adjuster Center has contributed to WOW! service?

We take our customers personally. When a policyholder calls, they are usually upset and confused about what to do. We hold their hands, walk them through the process, and try to make the experience as pleasant and positive as possible.

Can you give us an example of WOW! service?

A couple called recently about an auto accident they had had. No one was injured, but their car was pretty banged up. I got the information from the agent, and contacted the insured that same day. I went over the procedure with them so they understood how the process worked. Their car had already been towed to a garage and the mechanic



Cindy Paquette — Adjuster Center Representative

What is most satisfying about your position?

I really like the fact that I can turn a negative situation into a positive for our insureds by providing WOW! service. I enjoy working with people, and it's very rewarding to know that you're helping someone.



Based on the feedback you receive, how do you think the agents like the Adjuster Center?

The agents really like the reporting and payment options we give them. The direct reporting option lets their customers call us directly, so it speeds up the process. The agents also like the payment option of issuing the check themselves. That way, the contact they have with their customer is a very positive one.

AGENT TESTIMONIAL

Donna Merizi from the Bernier Agency in Rochester, New Hampshire, has been using the Adjuster Center since they rolled it out in New Hampshire in October 2000.

Donna comments, "First of all, NGM has always been wonderful. The claims people there are very responsive. The great thing about the Adjuster Center is how quickly things are done. I get a response back on claims immediately, and they've allowed me to write the checks. It helps us serve our customers better, because I can give them answers right away and settle the claim fast."

POLICYHOLDER TESTIMONIAL ON ADJUSTER CENTER

Agents and policyholders alike have written to our Adjuster Center to express their appreciation. Here is a letter from one such policyholder. Through their agent, Fragomeni Insurance Agency in Saratoga Springs, New York, they were directed to our Adjuster Center. They wrote:

"We are writing to thank you for your attention and efforts on our behalf regarding our recent minor automobile accident. From our first call, you were extremely helpful. You patiently took time to explain to us our options and to guide us through the intricacies of an insurance claim. What most impressed us was the fact that you called three or four times to check on our progress and to inquire as to whether our problem was being appropriately handled by the other insurance company. In this day and age, it is unusual to experience such a nice touch. We sincerely appreciate it."

Sincerely,

Jeffrey and Elthea Sadlon Middle Grove, NY

Fragomeni Insurance Agency is a full-service insurance and financial services agency. They have been in operation since 1964 and have had a long and prosperous relationship with Main Street America Group.

Underwriting

2000 INITIATIVES

Each of these moves can only help us.
They create value for our customer and cause him/her to

want to do more

business with us.

Several initiatives were undertaken by the MSA Group Underwriting Department in 2000. Many were a direct result of what agents told us they wanted. Joe Grauwiler, Underwriting Vice President of MSA Group, reviews some of their accomplishments in 2000.

What underwriting initiatives were implemented in 2000 that benefited our agents?

The year 2000 saw several underwriting initiatives put into place we felt would help our agents run their businesses better. These initiatives included Commercial Lines Policy Reconfiguration, introduction of a bond product in Florida, a direct-bill product for bonds, our Risk Review Program and the Policy Processing Department.

Regarding the Commercial Lines Policy Reconfiguration, how was that change received by our agents?

Very well. In commercial lines, our agents told us we needed to reformat our policies and give them a new look. Thus, we assembled a team to review the current policy and to survey a core group of agents for feedback on how we should change it. We listened to their suggestions and we acted, adopting most of their recommendations. It is now easier for our agents to use our product to serve their customers.

How do our agents benefit from the directbill product for bonds and the movement of this product line into Florida?

Having a bond direct-bill program makes it easier for agents to place bond business with us. For cancelable accounts, we handle the billing for them. This frees them to serve other customers and sell more business.

By moving into Florida, we expanded our product offerings to all our Florida agencies,

which increases our franchise value. It also completed the process whereby we now offer bond products in all four of our regional offices.

How do our agents benefit from the Risk Review Program instituted in 2000?

This program addresses a mutual goal of proper risk classification, which leads to risk and rate balance. This is so important, because it gives us a reasonable chance to generate an underwriting profit. This in turn allows us to remain stable and consistent in the marketplace. These two characteristics are highly valued by our agents.

How does our Policy Processing Department impact our agents and their businesses?

The Policy Processing Department has built a reputation of providing a high level of service. That service has continued to improve. The feedback we received reaffirms we are among the best in efficiency and timeliness. Yet we are not satisfied and will work hard to do even better. We believe a high level of service strengthens relationships and encourages agents to place more of their customers in our care.

How do you see these programs impacting 2001?

Each of these moves can only help us. They create value for our customer and cause him/her to want to do more business with us.

How do you think these programs relate to our core values of ownership, relationships and service?

We take pride in what we do. We demonstrate our ownership by being responsive to the needs of those we serve, our customers, independent agents. Our responsiveness and our strong customer service focus goes a long way toward building relationships with our agents that will propel us into the new century.

POLICY RECONFIGURATION INTERVIEW

Interview with John Schwartz regarding policy reconfiguration and bonds in Florida.

John Schwartz is the Marketing Vice President for Old Dominion Insurance Company, a subsidiary of Main Street America, operating in Florida. John has daily contact with our agents in Florida, and understands their needs, concerns and feelings about MSA Group and the relationships which we foster with them. In 2000, John worked with some of our Old Dominion Insurance agents to gather feedback for our commercial lines policy reconfiguration project.

John, how did the commercial lines policy reconfiguration affect you in your job and your relationships with our customers?

The commercial lines policy reconfiguration was a direct result of feedback from our customers. Because most of our business in Florida is commercial, this particular subject took on more importance here than in other states. Our team requested feedback from our customers and then acted on what they found. My customers were impressed that we took their recommendations seriously and incorporated them into our product revisions. Because MSA Group and Old Dominion allow and expect employees to approach our customers as partners like this, I get a lot more satisfaction from my work. I am able to develop relationships with my customers that are based on mutual respect and value. I truly believe that is the key to our success.

How did the introduction of the bonds product influence your relationships with your customers?

The introduction of bonds rounded out our product portfolio, and we can now offer a complete line of commercial products to our customers. That eliminates coverage gaps, improves account retention, and increases account revenue. They like that. Our new bond manager, Jason Centrella, did an outstanding job introducing our bond products to our agents, producing more than \$300,000 in bonds in just the first year! We look forward to a very strong bond market for 2001.

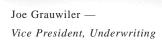


Whilden Blackwell —
Owner, Blackwell Insurance Agency

AGENT TESTIMONIAL

Whilden Blackwell is owner/operator of Blackwell Insurance Agency, Panama City, Florida. Whilden was instrumental in providing us with valuable feedback on our commercial lines policy. Whilden commented:

"The Old Dominion Commercial Policies looked different from everyone else's. It was difficult to find information. When our customers called looking for information regarding their policies, we could not easily



find answers to their questions. That was embarrassing, at best.

"When John asked for feedback, I copied several policies that I thought were well organized and easy to read. Old Dominion took many of the features I thought were exceptional, and incorporated them into their new format. The new format looks like an individually-prepared policy designed especially for the insured. The new policies look like insurance contracts and not like random statistical and rating information generated by a computer.

"That's what sets Old Dominion apart from other carriers — they understand independent agents and they deal with their agents as human beings. Other companies can be "number crunchers" who are only looking at the bottom line without really understanding our business. It's the relationship that's important."

Reinvention

ASSESSING OUR SERVICE TO OUR AGENTS

Regional Reinvention
allows us to better
understand our agents
and develop tools
to help them be
more successful.

During 2000, the MSA Group began a regional reinvention initiative to assess our service to our agents and create processes to improve that service. Southern Region Vice President Judge Parker led this team and describes their work:

What is regional reinvention?

We believe that our people and the relationships they've developed with our customers are, in fact, our only sustainable competitive advantage in what is a brutally competitive marketplace. You can only go after markets in one of three ways. You can attack the market on the strength of your pricing, on your product/technology lineup, or by "customer intimacy" - the relationships you establish with your customer base. All competitors "score" at some level in each of these but, ultimately, companies tend to focus on their strengths. Ours has always been the latter. We also understand that at the center of any business relationship are people; thus, regional reinvention describes our efforts to get the people responsible for these relationships in front of our customers more effectively. It is also aimed at a better understanding of our customers' needs and how we can most effectively respond to them. We want to make sure that every time we "touch" our customer, whether it's on the phone, by e-mail, or with a personal call, that those "touches" make an impact.

Our regional reinvention streamlines our processes so that we can efficiently communicate with our agents and get the most out of each communication. It allows us to better understand our agents and develop tools to help them be more successful.

What led us to reinvention?

Three years ago, as part of our Renaissance 2 (R2) initiative, we interviewed more than 100 agents. Most often, no matter how well intended, this sort of thing is typically pretty internally focused and starts with the usual "How are we doing?" question. In other words, those approaches amount to saying "Dear customer, we'd like a couple of hours so we can talk about us." We took a different direction, asking instead how they were doing - what their concerns were and what "kept them up at night." By listening carefully, we found that the way we and others do business today, while traditionally effective, doesn't always best meet our customers' needs. On one hand, our customer might say, "Man, doing business with NGM is great for heaven's sake, don't change!" In the same breath, though, we'd hear them talk about things they wished were different about our business today. So, we reassessed how we interacted with our customers and began to identify ways that would improve our already stable relationships with them. We realized we needed to take a look at the foundations of those relationships — fix what needed to be fixed and improve on what was already right. The old adage, "If it ain't broke, don't fix it," does not apply here.



Our reassessment led us to the conclusion that we needed to reinvent ourselves in order to provide the products and services our customers needed to compete effectively in the changing world of insurance and technology. We are in the final stages of our reinvention plan and will introduce it in 2001.

How does it impact our agents?

Our reinvention is totally based on meeting the needs of our agents. We know what those needs are, because we've asked them — through Renaissance 2, surveys and face-to-face contact.

Reinvention allows us to tighten our span of control, thus improving our focus on our customer base, on our relationships, and how we serve customers by reassigning functions to the people who can do them best. That means that the day-to-day functions will be handled by professionals who are at their desks, available to answer questions and troubleshoot for our agents whenever they need us. That means that when there are circumstances that require specialized expertise or face-to-face contact, we will have the right people in the field available to deal with those circumstances one-on-one.

Personally, I think the more transparent these changes are to our agents, the better. The reality is that their first priority is spending their time and resources productively. Their choice in companies will be driven, in no small part, by the "ease of doing business" factor.

We want our agents to say, "You know, I always thought you guys were the best, but you're even better now, and I'm not exactly sure how you did it!"

How does it impact our employees?

These changes are evolutionary changes, coming from our R2 work three years ago. The redesign will, I believe, create an

increased sense of team and, in many cases, result in significant job enrichment. In the new regional operations, our frontline folks will become part of a cross-functional team that includes both field personnel and positions in the region reporting to a Territorial Manager, all working together to respond to our customer. They'll have territorial responsibilities, and each

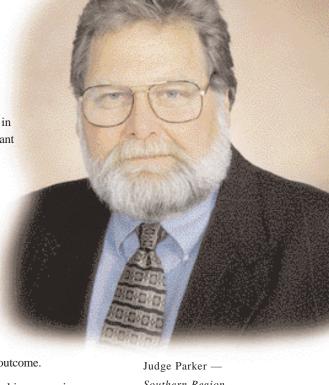
will play a direct role in the outcome.

You see, it's all about ownership — owning your job and your particular responsibility within the team. With increased ownership and responsibility comes a greater satisfaction in serving the customer — and that's what it's all about.

How do you think this program relates to our core values of ownership, relationships and service?

We have never lost sight of our core values. They were the basis for our R2 initiative, which led us to reinvention. Our fundamental corporate values of "Ownership, Relationships and Service" have historically been the basis of our success and remain the keys to our future.

Again, our only sustainable competitive advantage is the quality of our people and the relationships they forge with our customers — our agents. We listen, pay attention, and act on the input from those customers. The reinvention initiative, simply put, takes what we already do well and allows us more time and human resources to focus on doing it even better.



Southern Region
Vice President

Our reinvention is totally based on meeting the needs of our agents.



MSA GROUP AT THE DESKTOP

We believe the
Internet...will
enhance our ability
to provide service to
our agents 24/7,
which also will allow
them to serve their
customers in the
same manner.

In 2000, Main Street America Group introduced a new Web site, designed to offer greater functionality to our agents and easier access to MSA information to the public. The new site was launched in November and accomplishes these goals. The public can now access detailed information about our products and services as well as our companies. Also included is useful information about preparing for disasters, as well as an insurance glossary. An enhanced "agent locator" was also added.

MSA agents have their own section on the site. This section not only allows them to access information on billing and claims, but also features online manuals and supply ordering. Direct-mail letters are available to download directly from the site, and current newsletters and press releases are posted. Agents also have the option of personalizing their home page with links to their favorite sites.

Larry Acord, Marketing Vice President of Main Street America Group, sponsored the group that developed and launched this major initiative. We asked him several questions about the site, its benefits, and his vision for it in the future.

Why introduce a new site?

We understood the importance of creating the infrastructure that supports our vision of "MSA at the desktop." Our vision will allow our partner agents to transact business with us from anywhere and at anytime. We believe the Internet and its open architecture will enhance our ability to provide service to our agents 24/7, which also allows them to serve their customers in the same manner. We see this mode of doing business as the wave of the future, and those who do not "ride the wave" will be left behind, unable to compete effectively.

What are its benefits to our agents?

Agents will have all the functionality necessary to transact business with MSA regardless of the time or day. Additionally, we are developing tools the agency can access online and use to generate revenue. Our ASK USS program, which provides a variety of sales-related materials, is just one example. Currently, we also provide inquiry for claims and billing information, online supply ordering and online manuals as well. And, we plan on adding more functionality in the coming months.

What are the benefits to our employees?

Automation allows our employees to focus on more value-added services to our agents. When you reduce redundant processes, you are better able to meet customer expectations for service, and the corresponding improvement in expenses allows us to be more competitive in our product and compensation offerings for our customers and employees.



What do you foresee for the site in 2001?

We are very excited about the enhancements we will deliver in 2001. Our Web site goal is to provide more functionality to our agents. It includes providing access to personal lines policy inquiry capabilities and also the ability to make policy change requests online! And because many of our agents utilize agency download, online changes will be available both online and downloaded to an agency management system.

We also plan on continuing to expand our "agency toolkit" with reports like commission statements, loss runs and production available to the agency principal. Last, but not least, security is of critical importance to us at MSA Group. In the first half of 2001 we will be implementing a new security access for our agents-only Web site section. This new system will allow agency principals more control over which employees are granted access in the agency and what functions they

How do you think our Web site relates to our core values of ownership, relationships and service?

Obviously, very well! All of our corporate initiatives must pass the test of our core values, and technology is no different. Automation can never replace the relationship we have had for more than 75 years with our partner agents. In fact, we believe it enhances our opportunity to provide more value-added services to our partners in this age of 24/7 expectations from consumers! Our employees believe strongly that individually their job ownership is a critical component of the relationship our company has with its only, and best, distribution channel...Independent Agents!

AGENT INTERVIEW

Cheryl Barcome is President of The Insurance Source, an Independent Agent in Keene, New Hampshire. We asked her to share her thoughts with us.

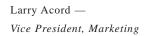
How do you see the Internet impacting your business in today's world?

I see the Internet as an opportunity. I feel this opens a whole new world for us. This also allows a greater number of potential clients to find us. We have had a Web page developed and operational for about four years. The page not only allows us to communicate pertinent information about the agency and our markets, but also gives potential clients the opportunity to complete home and auto quote requests and e-mail them back to us.

The Internet also gives us the ability to communicate and serve our clients and insurance companies in a more efficient, cost- effective manner. We have found that e-mail is almost eliminating the need for a fax machine, and is much more time- and cost- efficient. We are currently e-mailing memos to clients and companies, as well as applications and change requests.

How do you see the Internet impacting your business in the future?

I don't feel the Internet will ever take the place of the personal service we provide, but I do see it as a tool to enhance our services. The majority of the clients we deal with are looking for hands-on, face-to-face attention, but the Internet gives us the flexibility to process their requests faster. Also, the convenience it offers clients, to be



"The majority of the clients we deal with are looking for hands-on, face-to-face attention, but the Internet gives us the flexibility to process their requests faster."

Cheryl Barcome President, The Insurance Source

Web Site



"MSA has done an excellent job at making their Web site easy to navigate which is a big advantage."

Cheryl Barcome
President,
The Insurance Source

able to contact us outside of our normal business hours, is a Godsend. Written communications to our clients that we used to do by mail would have taken 7-10 days. Now, we can send it electronically and cut that time down to a matter of hours.

We are also using the Internet as a resource for marketing. Not only for the gathering and solicitation of prospects, but also to market specialty accounts. What previously may have taken 10 telephone calls to check on market availability now may only take one e-mail. The time savings in this instance is immense and immeasurable.

I feel that we have no choice as an industry but to keep pace with these technological breakthroughs. It is either keep up or get left in the dust, and I personally feel that if handled correctly the technology will enhance every agency's production, thus potentially lowering the cost of doing business, and increasing the profit margin.

Will MSA Group's new Web site influence the way you do business with us?

The Web site as I see it will only make doing business with MSA faster and easier, and therefore it will be an incentive for producers and CSRs in the agency to want to place business with MSA. We are already using the billing and claims inquiry functions, and are looking forward to the potential of gathering report information from your site. We have also used the ASK USS program, which I have found very useful. MSA has done an excellent job of making their Web site easy to navigate, which is a big advantage when I am training additional staff members on the advantages of the Web.

What Web site functions do you see as most important to your business?

I feel that as time goes along, and companies perfect a single-entry system for making policy changes as well as producing new business, that will probably be the most important function. Although this is no easy task, the impact on efficiency both from an agency standpoint and a company standpoint will be huge! Consumers are asking for FASTER, BETTER SERVICE, at LOWER PREMIUMS. I see single-entry as one of the ways that we will be able to give the consumer what they are looking for.

Agency History

The Insurance Source, Inc. was started in 1984 by Cheryl Barcome, President, and Lisa Edwards, Vice President. "We now



Cheryl Barcome —

President, The Insurance Source

employ 10 staff members and write approximately \$4.5 million in Property, Casualty, Health and Life Insurance.

"The Insurance Source is a rather unique agency, as we are owned, managed, operated and completely staffed by women."



Information Sys

CONTINUING TO BUILD ON OUR SUCCESS

As a group we review and compare our results. This creates a level of understanding that ensures employees know what actions provide the greatest impact to our customers and our success.

What were the outstanding highlights of 2000 for ISS?

I am proud of what ISS has accomplished this year. With our operations foundation solidly in place we've been able to provide excellence to our customers; NGM agents and external clients. We've done this in the areas of premium services, customer service and policy processing. Customers have benefited from increased service levels and our concentration on their profitability. With a dedicated team for each customer, including the NGM regions, we have significantly improved the value of our relationships and our customers trust us with more of their business. The combination of a strong internal foundation, and positive financial results, positions us nicely for future growth.

How has ISS been able to achieve these results?

We've developed an organization of business people who determine both the operational and strategic direction of the company. We created this environment by sharing information with our employees — lots of it! As a group, we review and compare our results. This creates a level of understanding that ensures employees know what actions provide the greatest impact on our customers and our success.

For instance, we meet regularly with our customers and attend Agency Council meetings so we can measure customer satisfaction, and our employees help determine ways to improve it. This has meant improving the way we do things in our daily processes like improving our telephony technology, but has also required modifying more strategically oriented deliverables which has resulted in customer satisfaction increasing 66% in less than one

year. For employees, this requires understanding what needs to be done and having the freedom, support and courage to do it.

How has this impacted your customers?

Our commitment to seeing the business through our customers' eyes rather than our own has had a significant influence on where our energy is focused. The culture at ISS ensures we are all moving in the same direction. This is critical to our success. We measure the quality of our partnerships, agree on account deliverables, and are always seeking opportunities to increase the value of our services.

What changes do you see happening in 2001?

First, we will continue to build on recent successes. That means continuing to unlock the power of our people, keeping an eye on our markets, and reshaping orthodoxies. We'll continue to concentrate on our customers and ensure that products and services we offer add greater value to existing and prospective customers. In addition, we won't be afraid to color outside the lines when necessary.

ISS EMPLOYEE TESTIMONIAL

One thing that never changes is the need for change. This is how we grow and become more productive. The new millennium has seen many changes in ISS. Cross-training has taken the spotlight in 2000, not only in each unit, but also across unit boundaries. More technology and training is available to employees. These two changes have allowed us to perform with greater skill and efficiency.

stems & Services



Marilyn Robbins—

Premium Services, ISS

Although information-sharing with employees has grown significantly in past years, this has accelerated in 2000. And, there has been more interaction between management and employees; a sharing of ideas and input, particularly in the initial planning stages. By sharing goals and direction with employees, and seriously listening to them, management has been able to change technologically and operationally to benefit our customers and our profitability.

It's rewarding to be part of a company where management recognizes the importance of information-sharing and the value of employee input. All of us at ISS share the same goals...customer satisfaction, a superior product and continued profitability.

Marilyn Robbins

Premium Services, ISS
24 years with MSA Group
Member of the first Circle of Excellence
Group (in 1985)

ISS CUSTOMER TESTIMONIAL

As an ISS customer for five years, Liberty's relationship with ISS has evolved from working with ISS as a vendor to a valuable business partnership. This shift has happened since ISS aligned a dedicated account team to work with us. Barb Giguere and Lisa Robidoux

(our Business Development Manager and Coordinator) are a pleasure to work with. They manage our account as if it were their own. As Liberty's advocates, they're always looking out for our best interests — ensuring our satisfaction in the services ISS provides.

I've told Barb on many occasions, ISS really lives up to its promise of creating a "Partnership for Profit." For instance, when loss history in our NY AIP book uncovered opportunities to maximize rate adequacy, we worked with ISS to tailor and implement an Advanced Rate Pursuit program. Since the program's inception, our combined efforts have produced more than two million dollars in additional premiums.

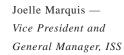
We recently completed our second annual joint planning session with ISS. We reviewed our account, discussed our plans for 2001, and agreed on mutual business objectives. What a great partnership — we're on the same page, working toward the same desired results. There are no surprises, and I can count on ISS to deliver customer excellence.

Vaughn Surprenant New York Regional Vice President and

General Manager
Liberty Mutual Insurance



Vaughn Surprenant — Vice President Liberty Mutual Insurance



ISS really lives up
to its promise of
creating a
"Partnership for
Profit."

Circle of Excellence



Ron Troie, Regional Bond Manager, Bonds, Keene. Ron joined the company in February, 1992.



Leah Walsh,
Personal Lines
Underwriting
Manager, New
England Region.
Leah joined the
company in
October, 1990.



Noreen Avery, Supervisor, Policy Services, Keene. Noreen joined the company in March, 1996.



Cathy Brett, Senior Personal Lines Underwriter, Jacksonville. Cathy joined the company in June, 1987.



Diane Proctor, Senior Technical Quality Processor, ISS Operations, Keene. Diane joined the company in February, 1990. At MSA Group, excellence and
leadership is a part of our high performance
culture. The Circle of Excellence program recognizes those outstanding qualities in employees who
day in and day out demonstrate a commitment to
our corporate values of Ownership,
Relationships and Service.



Kim Roof, Lead Programmer Analyst, Systems Development, Keene. Kim joined the company in October 1994.



Bob Joslyn, Senior Maintenance Technician, Administrative Services, Keene. Bob joined the company in October, 1988.



Noreen Johnson, Claim Supervisor, Home Office Claims, Keene. Noreen joined the company in February, 1992.



Communications Specialist, HR, Keene, Dee joined the company in November, 1997.

Dee Gallick,

Jay Fowler, Senior District Marketing Manager, Syracuse. Jay joined the company in December, 1992.

Corporate Information

Directors

National Grange Mutual Insurance Company Main Street America Financial Corporation Main Street America Holdings, Inc. Information Systems & Services Corporation Main Street America Capital Corporation Old Dominion Insurance Company Main Street America Assurance Company

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President Mather Associates New London, NH

Charles A. Farmer

Retired Executive First NH Bank Keene, NH

William D. Gunter, Jr.

President
Rogers, Atkins, Gunter & Associates
Insurance, Inc.
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Terry S. Jacobs, FCAS

Chairman & Chief Executive Officer Regent Communications, Inc. Covington, KY

Philip D. Koerner

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President Stewart Economics, Inc. Atlanta, GA

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John H. Byrne

Chairman of the Board and CEO White Mountains Insurance Group, Ltd. Hanover, NH

K. Thomas Kemp

White Mountains Insurance Group. Ltd. Hanover, NH

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Insurance Operations

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Vice President

Richard A. Hyatt

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William C. McKenna, JD Assistant Vice President

Wallace H. Smith

Assistant Vice President

Geoffrey S. Molina

Assistant Treasurer

Jeffrey H. Graham

Assistant Actuary

Timothy O. Muzzey

Assistant Actuary

Gerald F. Ganley

Assistant Secretary

John M. Herron

Assistant Secretary

Michael Robie

Assistant Secretary

Kevin Smick

Assistant Secretary

Dennis B. Uhler, CPCU

Assistant Secretary

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Cheryl Barcome

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The Essex Agency, Inc. Essex Junction, VT

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Butler & Messier, Inc. Pawtucket, RI

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Beyrent Agency, Inc. Tamaqua, PA

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Frank Albanese Vice President

John C. Schwartz, CPCU Vice President

William Shirkey Vice President

Philip Golden CPCU, ARM Assistant Vice President

States Served

Connecticut Delaware Florida Georgia Maine Maryland Massachusetts New Hampshire New York North Carolina Pennsylvania Rhode Island South Carolina Tennessee Vermont Virginia

