

AMERICAN PHYSICIANS SERVICE GROUP INC

Form S-4 POS

April 02, 2007

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As filed with the Securities and Exchange Commission on April 2, 2007

Registration No. 333-137012

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**POST-EFFECTIVE**  
**AMENDMENT NO. 1**

**TO**

**FORM S-4**

**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

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**AMERICAN PHYSICIANS SERVICE GROUP, INC.**  
(Exact Name of Co-registrant as Specified in Its Charter)

**Texas**  
(State or Other Jurisdiction of Incorporation or Organization)

**8741**  
(Primary Standard Industrial Classification Code Number)

**75-1458323**  
(I.R.S. Employer Identification No.)

**1301 S. Capital of Texas Highway, Suite C-300**

**Austin, Texas 78746-6550**

**AMERICAN PHYSICIANS INSURANCE COMPANY**  
(Exact Name Of Co-registrant as Specified in Its Charter)

**Texas**  
(State or Other Jurisdiction of Incorporation or Organization)

**6331**  
(Primary Standard Industrial Classification Code Number)

**75-1517531**  
(I.R.S. Employer Identification No.)

**1301 S. Capital of Texas Highway, Suite C-300**

**Austin, Texas 78746-6550**

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(512) 328-0888

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Co-Registrant's Principal Executive Offices)

(800) 252-3628

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Co-Registrant's Principal Executive Offices)

*Copies to:*

**KENNETH S. SHIFRIN**

**American Physicians Service Group, Inc.**

**1301 S. Capital of Texas Highway, Suite C-300**

**Austin, Texas 78746-6550**

(512) 328-2892

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Co-Registrant's Agent for Service)

**TIMOTHY L. LAFREY**

**Akin Gump Strauss Hauer & Feld LLP**

**300 West Sixth Street, Suite 2100**

**Austin, Texas 78701**

(512) 499-6200

**Fax: (512) 499-6290**

**NORRIS C. KNIGHT, JR., M.D.**

**American Physicians Insurance Company**

**1002 Texas Boulevard, Suite 407**

**Texarkana, Texas 75501**

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Co-Registrant's Agent for Service)

**CLARKE HEIDRICK**

**Graves, Dougherty, Hearon & Moody, P.C.**

**401 Congress Avenue, Suite 2200**

**Austin, TX 78701**

**Tel: (512) 480-5600**

**Fax: (512) 480-5836**

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**Approximate date of commencement of proposed sale to public:** As soon as practicable after the registration statement becomes effective and the effective date of the proposed merger of APSG ACQCO, Inc., a wholly owned subsidiary of American Physicians Service Group, Inc., referred to as APSG, with and into American Physicians Insurance Company, referred to as APIC, as described in the enclosed joint proxy statement/prospectus.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. "

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

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**Explanatory Note:** This registration statement on Form S-4 (Registration No. 333-137012) was originally filed by APSG and American Physicians Insurance Exchange, or APIE, with the Securities and Exchange Commission on August 31, 2006, as Amended by Amendment No. 1, filed October 16, 2006, Amendment No. 2, filed November 17, 2006, Amendment No. 3, filed December 20, 2006, and Amendment No. 4, filed January 26, 2007. Pursuant to the transactions described herein, effective April 1, 2007, APIE converted from a Texas reciprocal insurance exchange into a Texas stock insurance company and changed its name to American Physicians Insurance Company. This Post-Effective Amendment No. 1 is being filed for the purpose of APIC adopting this registration statement.

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<b>Title of Each Class of Securities To Be Registered (1)</b>	<b>Amount To Be Registered (1)</b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration fee</b>
APSG Common Stock (\$0.10 par value)	2,380,952 shares	N/A	\$30,143,000(2)	\$3,225
APSG Series A Redeemable Preferred Stock (\$1.00 par value)	10,295 shares	N/A	\$10,295,000(3)	\$1,102
APIC Common Stock (\$1.00 par value)	10,000,000 shares	N/A	\$30,143,000(4)	\$3,225
APIC Series A Redeemable Preferred Stock (\$1.00 par value)	10,295 shares	N/A	\$10,295,000(5)	\$1,102

- (1) Consists of up to 2,380,952 shares of common stock, par value \$.10 per share and up to 15,000 shares of Series A redeemable preferred stock, par value \$1.00 per share, of American Physicians Service Group, Inc., or APSG, that may be issued in connection with the merger described in this document; also consists of 10,000,000 shares of common stock, par value \$1.00 per share, and up to 15,000 shares of Series A redeemable preferred stock, par value \$1.00 per share, of American Physicians Insurance Company, or APIC, that may be issued in connection with the conversion described in this document. The number of shares of APSG common stock to be issued in the merger is based on an exchange ratio to be calculated at the effective time of the merger. The number of shares listed here is an estimate made solely for the purpose of calculating the amount of registration fee pursuant to Rule 457(f)(2) under the Securities Act of 1933, as amended. It is based on the greatest number of shares of APSG common stock that could be issued in the merger in exchange for the 10,000,000 shares of APIC common stock to be issued pursuant to the conversion described herein, before APSG would have a unilateral option right to terminate the merger agreement. This estimate uses an exchange ratio of 0.238 shares of APSG common stock for each share of APIC common stock. The number of shares of APSG and APIC Series A redeemable preferred stock to be issued in the conversion and merger described in this document will be calculated based upon the value of unreturned surplus evidenced by the outstanding balance on APIC's books as of the closing date of the conversion. The numbers of shares listed here are estimates made solely for the purpose of calculating the amount of registration fee pursuant to Rule 457(f)(2) under the Securities Act of 1933, as amended. They are based upon one-thousandth of \$10,295,000, the book value of the unreturned surplus recorded on APIC's books as of September 30, 2006.
- (2) Estimated solely for the purpose of calculating the amount of registration fee pursuant to Rule 457(f)(2) under the Securities Act of 1933, as amended. Since there is no market for APIC's common stock, the proposed maximum aggregate offering price is based upon (i) \$30,143,000, the book value of the APIC common stock as of September 30, 2006 to be converted into, and exchanged for, APSG common stock in the merger, less (ii) \$0, the cash consideration payable by APSG to the holders of APIC's common stock, pursuant to Rule 457(f)(3) under the Securities Act of 1933, as amended.
- (3) Estimated solely for the purpose of calculating the amount of registration fee pursuant to Rule 457(f)(2) under the Securities Act of 1933, as amended. Since there is no market for APIC's preferred stock, the proposed maximum aggregate offering price is based upon \$10,295,000, the book value of the APIC Series A redeemable preferred stock as of September 30, 2006 to be converted into, and exchanged for, APSG Series A redeemable preferred stock in the merger, pursuant to Rule 457(f)(3) under the Securities Act of 1933, as amended.
- (4) Estimated solely for the purpose of calculating the amount of registration fee pursuant to Rule 457(f)(2) under the Securities Act of 1933, as amended. Since there is no market for APIC's common stock, the proposed maximum aggregate offering price is based upon \$30,143,000, or the value of APIC's shareholders' equity as of September 30, 2006.
- (5) Estimated solely for the purpose of calculating the amount of registration fee pursuant to Rule 457(f)(2) under the Securities Act of 1933, as amended. Since there is no market for APIC's preferred stock, the proposed maximum aggregate offering price is based upon \$10,295,000, the book value of refundable surplus deposits as of September 30, 2006 that will be evidenced by the APIC preferred shares.

**The registrants hereby amend this registration statement on such date or dates as may be necessary to delay its effective date until the registrants shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with section 8(a) of the Securities Act of 1933, as amended, or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said section 8(a), may determine.**



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**PROPOSED MERGER YOUR VOTE IS VERY IMPORTANT**

American Physicians Service Group, Inc., referred to as APSG, its wholly owned subsidiary, APSG ACQCO, Inc., referred to as Merger Sub, and American Physicians Insurance Exchange, referred to as APIE, have agreed on a merger transaction in which, immediately after APIE converts from a Texas reciprocal insurance exchange to a Texas stock insurance company and changes its name to American Physicians Insurance Company, or APIC, Merger Sub will merge with and into APIC, with APIC continuing as the surviving company and wholly owned subsidiary of APSG. Before we can complete the conversion and the merger, we must obtain the approval of APSG shareholders and APIE subscribers. We are sending you this joint proxy statement/prospectus to ask you to vote in favor of the conversion, the merger and other matters. The merger agreement and plan of conversion are attached as Annex A and Annex B, respectively, to this joint proxy statement/prospectus and are incorporated into this joint proxy statement/prospectus by reference.

At the effective time of the conversion, APIE subscribers and other eligible insureds who were as of June 1, 2006 and are at the effective time of the conversion either premium paying policyholders or former subscribers who have earned or paid for an extended reporting endorsement (tail coverage) within the last three years, which we collectively refer to as the APIE policyholders, will receive their portion of 10,000,000 shares of APIC common stock pursuant to a conversion formula based upon both the total number of APIE subscribers and the relative earned premium attributable to the APIE policyholders over the three-year period prior to June 1, 2006. Also pursuant to the conversion, each holder of refundable deposit certificates representing unpaid surplus contributions which have not been fully refunded will receive one share of Series A redeemable preferred stock of APIC for every \$1,000 of unreturned surplus evidenced by the outstanding balance on APIE's books as of the closing date of the conversion. Fractional shares of APIC Series A redeemable preferred stock will be issued as necessary.

At the effective time of the merger, each share of common stock of APIC that would be issued in the conversion will be converted into, and exchanged for, the right to receive that number of shares of APSG common stock based upon an exchange ratio to be calculated upon the occurrence of certain events. The exchange ratio will be equal to a purchase price of \$39,000,000 minus the net present value of payments that must be made by APSG to comply with the mandatory redemption features of the APSG Series A redeemable preferred stock issued in exchange for the APIE refundable deposit certificates determined on the basis of a constant discount rate of 5.35%, divided by \$14.28, divided by 10,000,000.

Your vote is very important. The merger is an integral aspect of the plan of conversion. We cannot complete the merger unless the APSG common shareholders vote to approve the issuance of APSG common stock and the APIE subscribers vote to approve the plan of conversion and the merger. Approval of each of the proposals set forth above is a prerequisite to the consummation of the conversion and the merger. None of the actions contained in these proposals will become effective unless both the conversion and the merger are approved. The merger will become effective as soon as the certificate of merger is filed with the Secretary of State of the State of Texas. This will be filed as soon as practicable after the transactions are approved by the APSG shareholders and the APIE subscribers, and after all closing conditions to the merger agreement has been satisfied or, where permissible, waived. APIE policyholders and holders of refundable deposit certificates representing unpaid surplus contributions will not be entitled to any dissenters' rights of appraisal under applicable Texas law, nor will holders of refundable deposit certificates representing unpaid surplus contributions who are not subscribers have an opportunity to vote on the conversion and merger.

The APSG common stock is listed on the Nasdaq Small Cap Market under the symbol AMPH. There is no public market for the Series A redeemable preferred stock of APSG or the common stock and Series A redeemable preferred stock of APIC.

This document is a prospectus relating to the shares of APSG common stock and APSG Series A redeemable preferred stock to be issued in the merger and the shares of APIC common stock and APIC Series A redeemable preferred stock to be issued in the conversion, and a joint proxy statement for APSG and APIE to solicit proxies for their respective special meetings of shareholders and subscribers, respectively. It contains answers to frequently asked questions and a summary of the important terms of the merger agreement and the plan of conversion and the related transactions, followed by a more detailed discussion.

**Before casting your vote, please take the time to review carefully this joint proxy statement/prospectus, including the section entitled Risk Factors beginning on page 24.**

This joint proxy statement/prospectus is dated February 5, 2007 and is first being mailed to APSG shareholders on or about February 14, 2007 and APIE subscribers on or about February 5, 2007.

Sincerely,

Kenneth S. Shifrin

Norris C. Knight, Jr., M.D.

Chairman and Chief Executive Officer

Chairman

American Physicians Service Group, Inc.

American Physicians Insurance Exchange

**NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THE COMMON STOCK OR SERIES A REDEEMABLE PREFERRED STOCK OF APSG OR APIC TO BE ISSUED IN THE MERGER OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS JOINT PROXY STATEMENT/PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.**

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**AMERICAN PHYSICIANS SERVICE GROUP, INC.**

1301 S. Capital of Texas Highway, Suite C-300

Austin, Texas 78746

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS**

**OF AMERICAN PHYSICIANS SERVICE GROUP, INC.**

To the shareholders of American Physicians Service Group, Inc.:

NOTICE IS HEREBY GIVEN that a special meeting of holders of common stock of American Physicians Service Group, Inc., a Texas corporation, referred to as APSG, will be held at 1301 S. Capital of Texas Highway, Suite C-300, Austin, Texas 78746 on March 22, 2007 at 10:00 am local time, for the following purposes:

1. To consider and vote upon a proposal for the APSG shareholders to approve the issuance of APSG common stock to the persons entitled to receive common stock, as a result of the conversion of American Physicians Insurance Exchange, or APIE, into a Texas stock insurance company called American Physicians Insurance Company, or APIC, immediately followed by the merger of a wholly owned subsidiary of APSG with and into APIC, with APIC becoming a wholly owned subsidiary of APSG as a result of the transactions contemplated by the Merger Agreement and Plan of Merger, dated June 1, 2006, as amended;
2. To consider and vote upon a proposed amendment to APSG's 2005 Incentive and Non-Qualified Stock Option Plan to increase the number of shares of common stock that may be granted under the plan from 350,000 to 650,000;
3. To consider and vote upon a proposed amendment to APSG's 2005 Incentive and Non-Qualified Stock Option Plan to eliminate the exchange provision allowing APSG to exchange or buy out any previously granted stock option at any time; and
4. To transact such other business incident to the conduct of the meeting as may properly come before the meeting or any adjournments or postponements thereof.

Only shareholders of record at the close of business on February 7, 2007 are entitled to notice of and to vote at the special meeting or at any adjournments or postponements thereof. Each share of APSG common stock is entitled to one vote at the special meeting. Approval of each of the above proposals requires the affirmative vote of a majority of the common shares outstanding, in person or by proxy, at a meeting of shareholders where a quorum exists. A quorum will exist where a majority of the shares of APSG common stock issued and outstanding and entitled to vote are represented in person or by proxy at the special meeting. Abstentions and broker non-votes will be counted for purposes of determining whether a quorum exists. Approval of the proposal to approve the issuance of APSG common stock is a prerequisite to the consummation of the merger. None of Proposals 1, 2 or 3 above will become effective unless the issuance of common shares in Proposal 1 above is approved and effective. Holders of APSG common stock are not entitled to dissenters' rights. A list of the shareholders entitled to vote will be open for examination by shareholders at APSG's offices at 1301 S. Capital of Texas Highway, Suite C-300, Austin Texas, during ordinary business hours during the ten-day period prior to the special meeting and also at the special meeting.

The board of directors of APSG has determined that the terms of the merger agreement and the transactions contemplated by it are fair to and in the best interest of APSG and its shareholders. Accordingly, the members of APSG's board of directors have approved the merger agreement and the transactions contemplated by it, declared their advisability, and recommends that APSG shareholders vote at the special meeting to approve Proposal 1 above relating to the issuance of APSG common stock as a result of the transactions contemplated by the merger agreement. The board of directors also recommends that the shareholders vote to approve Proposals 2 and 3 above relating to the amendments of the 2005 Incentive and Non-Qualified Stock Option Plan, and Proposal 4.

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**Your vote is important. Even if you plan to attend the special meeting in person, we request that you sign and return the enclosed proxy or voting instruction card to ensure that your shares will be represented at the special meeting if you are unable to attend. If you do attend the special meeting and wish to vote in person, you may withdraw your proxy and vote in person.**

By order of the Board of Directors  
W. H. HAYES  
Secretary

February 5, 2007



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**AMERICAN PHYSICIANS INSURANCE EXCHANGE**

1301 S. Capital of Texas Highway, Suite C-300

Austin, Texas 78746

**NOTICE OF SPECIAL MEETING OF SUBSCRIBERS**

**OF AMERICAN PHYSICIANS INSURANCE EXCHANGE**

To the subscribers of American Physicians Insurance Exchange:

NOTICE IS HEREBY GIVEN that a special meeting of subscribers of American Physicians Insurance Exchange, a Texas reciprocal insurance exchange, referred to as APIE, will be held at 1301 S. Capital of Texas Highway, Suite C-300, Austin, Texas 78746 on March 22, 2007 at 8:00 am local time, for the following purposes:

1. To consider and vote upon a proposal for the APIE subscribers to approve and adopt the Plan of Conversion of APIE, as amended, which includes the form of the articles of incorporation, referred to herein as the certificate of formation, of APIC, in which APIE will be converted from a Texas reciprocal insurance exchange into a Texas stock insurance company called American Physicians Insurance Company, or APIC;
2. To consider and vote upon a proposal for the APIE subscribers to approve and adopt the Merger Agreement and Plan of Merger, dated June 1, 2006, as amended; and
3. To transact such other business as may properly come before the special meeting or any adjournments or postponements thereof.

Only APIE subscribers who were subscribers of record both as of June 1, 2006 and on March 22, 2007, are entitled to vote at the special meeting or at any adjournments or postponements thereof. Each APIE subscriber is entitled to one vote at the special meeting. Approval of each of Proposals 1 and 2 set forth above requires the affirmative vote of at least two-thirds of the subscribers. Approval of each of Proposals 1 and 2 set forth above is a prerequisite to the consummation of the conversion and the merger. The merger is an integral aspect of the plan of conversion. None of the actions contained in Proposals 1 or 2 will become effective unless both the conversion and the merger are approved. APIE subscribers are not entitled to dissenters' rights under applicable Texas law. A list of the subscribers entitled to vote will be open for examination by subscribers at APIE's offices at American Physicians Insurance Exchange; Attn: Sharon Stripling; 1301 S. Capital of Texas Highway, Suite C-300, Austin, Texas 78746, during ordinary business hours during the ten-day period prior to the special meeting and also at the special meeting.

The board of directors of APIE has determined that the terms of the plan of conversion and the merger agreement and the transactions contemplated by them are fair to and in the best interest of APIE, its subscribers, policyholders and holders of refundable deposit certificates. Accordingly, the members of APIE's board of directors have approved the plan of conversion, including the form of the certificate of formation of APIC included therein, and the merger agreement, and the transactions contemplated by them, declared their advisability, and recommends that APIE subscribers vote at the special meeting to approve all of the proposals described above.

**Your vote is important. Even if you plan to attend the special meeting in person, we request that you sign and return the enclosed proxy or voting instruction card to ensure that you will be represented at the special meeting if you are unable to attend. If you do attend the special meeting and wish to vote in person, you may withdraw your proxy and vote in person.**

By order of the Board of Directors  
GREGORY M. JACKSON, M.D.  
Secretary

February 5, 2007

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**ADDITIONAL INFORMATION**

This joint proxy statement/prospectus incorporates important business and financial information about APSG and APIE from documents that are not included in or delivered with this joint proxy statement/prospectus. See **Where You Can Find More Information** on page 156. This information is available to you without charge upon written or oral request.

APSG files reports, proxy statements and other information with the Securities and Exchange Commission, under the Securities Exchange Act of 1934, as amended. You may read and copy any reports, statements or other information that APSG files with the SEC at the SEC's Public Reference Room at 100 F Street, N.E. Room 1580, Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC maintains an internet site that contains reports, proxy and information statements and other information about issuers that file electronically with the SEC. The address of the SEC's internet site is [www.sec.gov](http://www.sec.gov).

Copies of the APSG documents may also be obtained without charge from APSG on the internet at [www.amph.com](http://www.amph.com), under the Investor Relations section, or by contacting American Physicians Service Group, Inc., 1301 S. Capital of Texas Highway, Suite C-300, Austin, Texas 78746, (512) 328-0888.

If you wish to obtain any of these documents from APSG, you should, to ensure timely delivery, make your request no later than March 15, 2007.

APIE is subject to the laws and regulations of the State of Texas applicable to reciprocal insurance exchanges and, in accordance therewith, files financial reports and other public information with the Texas Department of Insurance. The publicly available financial reports and other information regarding APIE can be inspected at the offices of the Texas Department of Insurance at Financial Monitoring Section, Hobby Building Tower 3, 3rd Floor, 333 Guadalupe Street, Austin, Texas 78701, during normal business hours.

APIE filed a Plan of Conversion to convert to a stock insurance company with the Commissioner of Insurance of the State of Texas that describes the conversion and merger and contains other information required by the Texas Insurance Code, including such information requested by the commissioner and other public materials submitted to the commissioner concerning the application.

Copies of certain APIE documents, including financial reports, the merger agreement, the plan of conversion and other public information, are available at no cost upon request by contacting APIE at American Physicians Insurance Exchange; Attn: Sharon Stripling; 1301 S. Capital of Texas Highway, Suite C-300, Austin, Texas 78746, (800) 252-3628, or may be obtained on the internet at [www.apie.us](http://www.apie.us). Such documents include the bylaws, as amended, of APIE, the proposed amended and restated bylaws of APIC and the articles of incorporation, referred to herein as the certificate of formation, of APIC.

If you wish to obtain any of these documents from APIE, you should, to ensure timely delivery, make your request no later than March 15, 2007.

All website addresses given in this document are for information only and are not intended to be an active link or to incorporate any website information into this document.

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**QUESTIONS AND ANSWERS ABOUT THE CONVERSION AND MERGER**

Set forth below are commonly asked questions and answers about the conversion and the merger, including parenthetical page references to the more complete discussion in this document of the questions answered in this section. For a more complete description of the legal and other terms of the conversion and merger, please read carefully this entire document and the other available information referred to in **Where You Can Find More Information** on page 156.

**Q: Why are APSG and APIE proposing the merger?** (see pages 115 to 117)

A: APSG believes that the merger will create positive opportunities that outweigh potential negative consequences. In reaching its decision to approve the merger, the APSG board of directors considered positive and negative factors which could have an impact on the APSG shareholders, including the following:

**APSG Positive Merger Attributes:**

*Common Goals and Objectives.* It is the natural evolution of two companies founded simultaneously with similar goals and purposes of providing services to physicians.

*Increased Financial Strength.* The combined APSG/APIE entity will have greater revenues, assets and equity than the separate companies, which should make it more visible in the public markets, increase its borrowing, buying, marketing and recruitment power, and enhance its ability to compete in a consolidating industry.

*Growth Potential.* The merger is consistent with plans to grow APSG within its areas of existing expertise.

*Smooth Transition.* With a thirty year history of managing the operations of APIE and with a close working relationship with its directors, a smooth transition, without corporate culture differences or risk and expense associated with a typical due diligence analysis, is likely.

*Shareholder Value.* As shown in the Unaudited Pro Forma financial statements as of and for the period ending September 30, 2006 and the notes thereto on pages 139 through 149, diluted net income per share is \$0.53 before the merger and \$2.66 afterward. Book value per share is \$9.92 before the merger and \$11.99 afterward. The unaudited pro forma condensed consolidated financial statements are presented for illustrative purposes only and are based on the estimates and assumptions set forth in the notes accompanying those statements, which should be read in conjunction with these unaudited pro forma condensed consolidated financial statements. The companies may have performed differently had they always been combined. You should not rely on this information as being indicative of the historical results that would have been achieved had the companies always been combined or the future results that the combined company will experience after the merger.

**APSG Negative Merger Attributes:**

*Market Price Fluctuations.* The market price of APSG common stock may fluctuate, and sales of APSG common stock, including sales of shares issued in the merger, could lower the market price of APSG common stock.

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**Earnings Volatility.** While the board believes that the merger will increase shareholder value, it considered the potential negative year-to-year impact that could result from earnings volatility between years. Presently, APSG collects a base management fee from APIE which is not dependent on APIE's profitability. This partly insulates APSG from the years in which APIE could have lower earnings. Similarly, APSG's profit sharing in the earnings of APIE are capped at 3% of earned premium. This prevents APSG from recognizing additional profits in years when APIE's earnings are above the cap. After the merger, APSG will consolidate the net income or loss of APIC and thus, without the above limits on APIC's minimum or maximum performance, APSG's earnings will be impacted by the full range of APIC's earnings.



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**Uncertainties in APIE Estimates.** The estimate of loss and loss adjustment expense reserves and reinsurance premiums and reserves at APIE are inherently uncertain and could materially affect the value of APIE. APIE periodically reviews its established reserves and may adjust reserves based on the results of these reviews. These adjustments could be significant. If APIE changes its estimates, these changes are reflected in results of operations during the period in which they are made and could negatively impact APSG results of operations.

A: In reaching its decision to approve the conversion and the merger, the APIE board of directors considered positive and negative factors which could have an impact on the APIE policyholders, including the following:

#### **APIE Positive Merger Attributes:**

**Common Goals and Objectives.** It is the natural evolution of two companies founded simultaneously with similar goals and purposes of providing services to physicians.

**Increased Financial Strength.** The combined APSG/APIE entity will have greater revenues, assets and equity than the separate companies, which should make it more visible in the public markets, increase its borrowing, buying, marketing and recruitment power, and enhance its ability to compete in a consolidating industry.

**Increased Access to Capital.** The conversion and merger will allow APIE to continue to prosper through the ability to access capital through public markets, in terms of the ability to increase the Company's net worth, in addition to what is being generated by its stand-alone financial performance.

**Growth Potential.** Growth opportunities would be enhanced for APIE due to its improved financial strength and ability to access capital for additional underwriting capacity.

**Ownership.** Each subscriber will receive publicly traded common stock as part of the combination, in contrast to the illiquid nature of subscriber membership interests in a reciprocal exchange. In addition, APIE policyholders, collectively will own approximately 43% of APSG's common stock upon closing.

**A.M. Best and Other Rating Agencies.** The conversion and merger will allow the company to pursue and eventually achieve meaningful ratings with A.M. Best and other rating agencies. APIE's ability to achieve a meaningful A.M. Best rating will further enhance its ability to write insurance for more medical professionals, including those who may be required to purchase insurance from a Best rated carrier.

**Continued Physician Involvement.** The current physician members of APIE's board of directors will continue to be very involved in an advisory capacity in all areas of the insurance business including claims, underwriting, and risk management. Four members of the board of directors of APIE, Dr. Knight, Dr. Peche, Dr. Shoberg and Dr. Pierce, will serve on the board of directors of APIE, at the discretion of APSG. Additionally, two members of the APIE board of directors, Dr. Norris Knight and Dr. William Peche, will join the APSG board of directors after the merger.

**Tax Free Status.** APSG and APIE each expect that the conversion and the merger should be tax free pursuant to Section 368(a) of the Internal Revenue Code to APSG, APIE, APIE and the APIE policyholders. However, the holders of the refundable deposit certificates may recognize gain or loss on the exchange of those certificates for APIE Series A redeemable preferred shares. Regardless, the

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receipt of APSG Series A redeemable preferred stock for APIC Series A redeemable preferred stock should not be a separately taxable exchange. Additionally, in the merger, holders of APIC common stock should recognize gain or loss attributable to their receipt of cash instead of fractional shares of APSG common stock (fractional shares of APSG Series A redeemable preferred shares will be issued to holders of APIC Series A redeemable preferred stock in the merger, as necessary).

APIE has received a qualified opinion from Deloitte Tax LLP relating to the material United States federal income tax consequences of the conversion and merger, which are described in detail under Material United States Federal Income Tax Consequences of the Conversion and Merger. Please review carefully the information under the caption Material United States Federal Income Tax

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Consequences of the Conversion and Merger beginning on page 134 for a description of the material United States federal income tax consequences of the merger. Tax matters are very complicated and the tax consequences of the conversion and the merger to you will depend on the facts of your particular situation. You should consult your own tax and legal advisors for a full understanding of the tax consequences of the conversion and the merger to you.

***Fairness.*** In its opinion letter, dated August 22, 2006, Raymond James & Associates, Inc. opined to the APIE board of directors that, as of that date and subject to the assumptions, limitations, qualifications and other matters described in the opinion, the consideration to be received by the APIE policyholders pursuant to the conversion and the merger was fair, from a financial point of view. The APIE policyholders consist of (i) subscribers, who are physicians holding medical professional liability insurance contracts underwritten by APIE; (ii) non-physician health care providers who, in the discretion of the APIE board of directors, have the right to obtain professional liability insurance through APIE, such as certified registered nurse anesthetists, physicians assistants and nurse midwives; and (iii) certain former subscribers who have obtained an extended reporting endorsement (tail coverage). Raymond James' opinion does not address the fairness of consideration to be received by holders of refundable deposit certificates.

**APIE Negative Merger Attributes:**

***Market Price Fluctuations.*** Due to potential fluctuations in the market value of APSG common stock prior to the completion of the merger, APIE policyholders cannot be sure of the number of APSG shares that will be issued in the merger.

***Inability to Benefit from APSG Stock Price Appreciation.*** APIE policyholders' ability to benefit from increases in the value of APSG common stock prior to closing of the merger is limited. The exchange ratio under the merger agreement is subject to adjustments that limit the range in the value of APSG common stock to be received by APIE policyholders in the merger. Therefore, the opportunity for APIE policyholders to benefit from any increase in the market value of APSG common stock between the announcement of the merger and the closing of the merger will be limited, which would not have been the case if the consideration had been based on a fixed exchange ratio.

***Thinly Traded Stock.*** APSG common stock is currently thinly traded and it may be difficult for APIE policyholders to sell the common stock they receive in the merger.

**Q: How will the conversion and the merger affect APIE's policyholders and holders of refundable deposit certificates? What will APIC holders of common stock and Series A redeemable preferred stock receive for their shares?** (see pages 105 to 107 and pages 123 to 125)

A: Under the terms of the plan of conversion, APIE subscribers and other eligible insureds who were as of June 1, 2006 and are at the effective time of the conversion either premium paying policyholders or former subscribers who have earned or paid for an extended reporting endorsement (tail coverage) within the last three years will receive shares of APIC common stock based on a conversion formula. Each holder of refundable deposit certificates representing unpaid surplus contributions which have not been fully refunded will receive one share of Series A redeemable preferred stock of APIC for every \$1,000 of unreturned surplus evidenced by the outstanding balance on APIE's books as of the closing date of the conversion. Fractional shares of APIC Series A redeemable preferred stock will be issued as necessary.

Immediately after the conversion is effective, under the terms of the merger, APIC holders of common stock will receive shares of APSG common stock in exchange for shares of APIC common stock they receive in the conversion based upon an exchange ratio to be calculated prior to the consummation of the merger in accordance with the merger agreement. APIC holders of Series A redeemable preferred stock will receive one share of APSG Series A redeemable preferred stock in exchange for each share of APIC Series A redeemable preferred stock they receive in the conversion. Following the merger, APIC common shareholders will own approximately 43% of the issued and outstanding common stock of APSG.



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**Q: Why is APSG proposing changes to its 2005 Incentive and Non-Qualified Stock Option Plan?** (see pages 152 to 154)

A: As part of the conversion and merger APSG is granting options to purchase 148,000 shares of its common stock as an inducement to attract and retain physician members of the advisory board and board of directors of APIC and APSG. The issuance of these options will substantially deplete the options available under its 2005 Incentive and Non-Qualified Stock Option Plan, referred to as the 2005 Incentive Plan. The APSG board of directors has long believed that having key employees and directors participate in the ownership of APSG aligns them with its shareholders, enhances their motivation and results in longer retention. Accordingly, the APSG shareholders are being asked to make additional shares available under the 2005 Incentive Plan so that APSG can continue to grant options to attract and retain personnel necessary to carry out its business objectives. The board further believes that option holders should share the same risks and rewards as all other shareholders and is taking this opportunity to remove a provision from the 2005 Incentive Plan that allows the board to alter the terms of the individual option agreements. Though that provision had never been used by the board, provisions of that type in stock option plans have come to be viewed by some investors as giving special advantages to option holders not enjoyed by other shareholders and the board believes that it should be eliminated.

**Q: What will happen at the APSG special meeting?** (see pages 99 to 101)

A: At the APSG special meeting, APSG shareholders will vote on:

the issuance of shares of APSG common stock as a result of the merger;

an amendment to APSG's 2005 Incentive and Non-Qualified Stock Option Plan to increase the number of shares of common stock that may be granted under the plan from 350,000 to 650,000; and

an amendment to APSG's 2005 Incentive and Non-Qualified Stock Option Plan to eliminate the exchange provision allowing APSG to exchange or buy out any previously granted stock option at any time.

**Q: What will happen at the APIE special meeting?** (see pages 102 to 104)

A: At the APIE special meeting, APIE subscribers will vote on a proposal to approve and adopt the plan of conversion, which includes the form of the certificate of formation of APIC and a proposal to approve and adopt the merger agreement and the transactions contemplated by the plan of conversion and merger agreement. Neither the proposal to approve the conversion nor the proposal to approve the merger will take effect unless both proposals are approved. The plan of conversion is contingent upon approval of the merger, and the merger is contingent upon approval of the plan of conversion. APIE policyholders and holders of refundable deposit certificates representing unpaid surplus contributions will not be entitled to any dissenters' rights of appraisal under applicable Texas law, nor will holders of refundable deposit certificates representing unpaid surplus contributions who are not subscribers have an opportunity to vote on the conversion and merger.

**Q: Will APSG shareholders receive any shares in the merger?** (see pages 123 to 125)

A: No. APSG shareholders will continue to hold the APSG common stock they owned prior to the effective time of the merger.

**Q: Where will my shares be traded after the merger?** (see page 72 and 125)

A: APSG common stock is traded on the Nasdaq Small Cap Market under the symbol AMPH. APSG Series A redeemable preferred stock will not be traded. The shares of APSG common stock and Series A redeemable preferred stock will be subject to a 180-day lock-up period commencing on the closing of the merger during which time the common and preferred shares issued by APSG in the merger will be held in escrow or subject to similar arrangements such that the shares cannot be traded for 180 days.

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**Q: When do you expect the merger to be completed?**

A: We expect to complete the merger promptly following the APSG special meeting of shareholders and the APIE special meeting of subscribers and after all regulatory approvals have been obtained.

**Q: How do I vote at my meeting?** (see pages 99 to 104)

A: **APSG Shareholders.** After carefully reading this document and the information incorporated by reference, indicate on the enclosed proxy how you want to vote, sign it and mail it in the enclosed return envelope as soon as possible so that your shares will be represented at the APSG shareholder meeting. To ensure that we obtain your vote, please vote as instructed on your proxy card, even if you plan to attend the shareholder meeting in person. If you sign and send in your proxy card and do not indicate how you want to vote, your proxy will be counted as a vote in favor of the proposals submitted to APSG shareholders. You may revoke your proxy on or before the day of the shareholder meeting by following the instructions beginning on page 101. You then may either change your vote or attend the shareholder meeting and vote in person.

**APIE Subscribers.** After carefully reading this document and the information incorporated by reference, indicate on the enclosed proxy how you want to vote, sign it and mail it in the enclosed return envelope as soon as possible so that you will be represented at the APIE subscriber meeting. To ensure that we obtain your vote, please vote as instructed on your proxy card, even if you plan to attend the subscriber meeting in person. If you sign and send in your proxy card and do not indicate how you want to vote, your proxy will be counted as a vote in favor of the proposals submitted to APIE subscribers. You may revoke your proxy on or before the day of the subscriber meeting by following the instructions on page 103 to 104. You then may either change your vote or attend the subscriber meeting and vote in person.

**Q: What happens if I abstain from voting, or do not submit a proxy or vote?** (see pages 99 to 104)

A: **APSG Shareholders.** Approval of all of the APSG proposals, including the proposal to approve the issuance of the APSG common stock pursuant to the merger, requires the affirmative vote, in person or by proxy, of a majority of the issued and outstanding shares of common stock on the record date at a meeting where a quorum exists. An abstention or failure to submit a properly executed proxy card will have the effect of a negative vote on such proposal. Broker non-votes will also have the effect of a negative vote on any proposal.

**APIE Subscribers.** Approval of the APIE proposals to adopt the plan of conversion and the merger agreement requires the affirmative vote, in person or by proxy, of at least two-thirds of the subscribers. An abstention or failure to submit a properly executed proxy card will have the effect of a negative vote on the proposals submitted to the APIE subscribers.

**Q: What should I do if I want to change my vote?** (see pages 99 to 104)

A: You can change your vote at any time before your proxy card is voted at your meeting of shareholders or subscribers. You can do this in one of three ways:

you can send a written notice to the company of which you are a shareholder or subscriber stating that you revoke your proxy;

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you can complete and submit a later dated proxy card to that company; or

you can attend your special meeting and vote in person.

However, your attendance alone will not revoke your proxy and if you have instructed a broker to vote your shares, you must follow the procedure your broker provides to change those instructions.

**Q: What vote does my board of directors recommend?** (see pages 108 and 117)

A: The APSG board of directors recommends that its shareholders vote at the special meeting to approve all of the proposals, including the issuance of the APSG common stock as a result of the transactions contemplated by the merger agreement.



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The APIE board of directors recommends that its subscribers vote at the special meeting to approve all of the proposal including the proposal to adopt the plan of conversion, which includes the form of the certificate of formation of APIC, and the proposal to adopt the merger agreement, and the transactions contemplated by the plan of conversion and merger agreement. Neither the proposal to approve the conversion nor the proposal to approve the merger will take effect unless both proposals are approved. The plan of conversion is contingent upon approval of the merger, and the merger is contingent upon approval of the plan of conversion.

**Q: What votes are required to approve the proposals?** (see pages 100 and 103)

A: **APSG Shareholders.** Approval of each of the APSG proposals, including the proposal to approve the issuance of the APSG common stock pursuant to the merger, requires the affirmative vote, in person or by proxy, of a majority of the shares of APSG common stock issued and outstanding on the record date at a meeting where a quorum exists. A quorum exists where a majority of the shares entitled to vote are present in person or by proxy at the meeting. If you abstain from voting on a proposal, your abstention will have the effect of a negative vote on such proposal. Broker non-votes will also have the effect of a negative vote on any proposal.

**APIE Subscribers.** Approval of each of the proposal to adopt the plan of conversion and the proposal to adopt the merger agreement submitted to the APIE subscribers requires the affirmative vote, in person or by proxy, of two-thirds of the APIE subscribers who were subscribers of record both as of June 1, 2006 and on March 22, 2007. If you abstain from voting on the proposals, your abstentions will have the effect of a negative vote.

**Q: If my broker holds my APSG shares in street name, will my broker vote them for me without my instructions?** (see page 100)

A: No. Your broker will not be allowed to vote your APSG shares without instructions from you. You should instruct your broker to vote your shares, following the procedure your broker provides.

**Q: Should I send in my APIE refundable deposit certificates now?** (see page 106)

A: No. If you are a holder of APIE refundable deposit certificates, the certificates will be deemed converted into, and exchanged for, shares of APSG Series A redeemable preferred stock upon the effectiveness of the merger and no further action will be required by you.

**Q: Are APSG shareholders or APIE subscribers entitled to appraisal rights?** (see page 125)

A: No. Neither APSG shareholders nor APIE subscribers, policyholders or holders of refundable deposit certificates are entitled to dissenter's rights of appraisal.

**Q: Are the conversion and merger taxable?** (see pages 134 to 137)

A: APSG and APIE each expect that the conversion and the merger should be tax free pursuant to Section 368(a) of the Internal Revenue Code to APSG, APIC, and APIE. The conversion should be tax free to persons solely receiving APIC common stock but it may be taxable to persons receiving APIC Series A redeemable preferred stock in the conversion. Regardless, the receipt of APSG Series A redeemable

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preferred stock for APIC Series A redeemable preferred stock should not be a separately taxable exchange. In the merger, holders of APIC common stock should recognize gain or loss attributable to the receipt of cash instead of fractional shares of APSG common stock (fractional shares of APSG Series A redeemable preferred shares will be issued to holders of APIC Series A redeemable preferred stock in the merger, as necessary).

APIE has received a qualified opinion from Deloitte Tax LLP relating to the material United States federal income tax consequences of the conversion and merger, which are described in detail under Material United States Federal Income Tax Consequences of the Conversion and Merger. Please review carefully the information under the caption Material United States Federal Income Tax Consequences of the Conversion and Merger beginning on page 134. Tax matters are very complicated and the tax consequences of the conversion and the merger to you will depend on the facts of your particular situation.

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You should consult your own tax and legal advisors for a full understanding of the tax consequences of the conversion and the merger to you.

**Q: Is the merger contingent on shareholder approval of all the APSG proposals?** (see page 100)

A: No. The only vote required by the APSG shareholders to effect the merger is the approval regarding the issuance of APSG common stock.

**Q: Are the conversion and merger contingent on APIE subscriber approval of the APIE proposals to approve the conversion and merger?** (see page 103)

A: Yes. The merger is an integral aspect of the plan of conversion. If two-thirds of APIE subscribers do not approve both the conversion and merger, neither the conversion nor the merger may be consummated.

**Q: Is the consummation of the merger contingent on the approval of any party other than the APSG shareholders and APIE subscribers?** (see page 138)

A: In addition to shareholder and subscriber approval, the Texas Department of Insurance must have approved the plan of conversion and the merger. APSG and APIE currently expect this condition to be satisfied prior to or promptly after the special meetings.

**Q: Are there any risks in the merger that I should consider?** (see pages 24 to 34)

A: Yes. There are risks associated with all business combinations, including the proposed merger. We have described these risks and other risks in more detail under "Risk Factors" beginning on page 24.

**Q: Where can I find more information about the companies?** (see page 156)

A: APSG files periodic reports and other information with the Securities and Exchange Commission, or the SEC. You may read and copy any reports, statements or other information that APSG files with the SEC at the SEC's Public Reference Room at 100 F Street, N.E. Room 1580, Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC maintains an internet site that contains reports, proxy and information statements and other information about issuers that file electronically with the SEC. The address of the SEC's internet site is [www.sec.gov](http://www.sec.gov).

APIE files financial reports and other public information with the Texas Department of Insurance. The publicly available financial reports and other information regarding APIE can be inspected at the offices of the Texas Department of Insurance at Financial Monitoring Section, Hobby Building Tower 3, 3rd Floor, 333 Guadalupe Street, Austin, Texas 78701, during normal business hours.

In addition, you may obtain some of this information directly from the companies. For a more detailed description of the information available, please see "Where You Can Find More Information" on page 156.

**Q: Who can help answer my questions?**

A: If you have more questions about the conversion and merger, please call William H. Hayes of APSG at (512) 328-0888 or Sharon Stripling of APIE at (800) 252-3628.

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**CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS**

This document includes forward-looking statements within the meaning of Section 27A of the Securities Act, Section 21E of the Securities Exchange Act of 1934, as amended, and the Private Securities Litigation Reform Act of 1995 about APSG that are subject to risks and uncertainties. All statements other than statements of historical fact included in this document are forward-looking statements. Forward-looking statements may be found in, among other places, Questions and Answers About the Conversion and Merger, Summary, The Companies, APSG Management's Discussion and Analysis of Financial Condition and Results of Operation of APSG, Risk Factors and elsewhere in this document regarding the financial position, business strategy, possible or assumed future results of operations, and other plans and objectives for the future operations of APSG and APIC, and statements regarding integration of the businesses of APSG and APIC and general economic conditions.

Forward-looking statements are subject to risks and uncertainties and include information concerning cost savings from the merger. Although we believe that in making such statements our expectations are based on reasonable assumptions, such statements may be influenced by factors that could cause actual outcomes and results to be materially different from those projected.

Except for their respective obligations to disclose material information under U.S. federal securities laws, neither APSG nor APIC undertakes any obligation to release publicly any revisions to any forward-looking statements, to report events or circumstances after the date of this document, or to report the occurrence of unanticipated events.

Statements that are predictive in nature, that depend upon or refer to future events or conditions, or that include words such as would, should, plans, likely, expects, anticipates, intends, believes, estimates, thinks, may, and similar expressions, are forward-looking statements. The following important factors, in addition to those discussed under Risk Factors and elsewhere in this document, could affect the future results of operations of APSG and APIC after the merger, and could cause those results to differ materially from those expressed in or implied by such forward-looking statements:

general economic conditions, either nationally or in APSG's or APIC's market area, that are worse than expected;

changes in the health care industry which could have a material impact on APSG's operations;

regulatory and legislative actions or decisions that adversely affect business plans or operations;

inflation and changes in the interest rate environment, the performance of financial markets and/or changes in the securities markets that adversely affect the fair value of investments or operations;

uncertainties inherent in the estimate of loss and loss adjustment expense reserves and reinsurance; and changes in the availability or cost of reinsurance;

significantly increased competition among insurance providers;

failure of APSG's trading system resulting in trading and service interruptions, potential loss of revenues or possible litigation; and

APSG's loss of key executives, personnel, accounts or customers.

Risks that could adversely affect the proposed merger of APSG and APIC include but are not limited to the following:

the market price of APSG common stock may fluctuate;

APSG common stock is currently thinly traded and it may be difficult for APIE policyholders to sell the common stock they receive in the merger;

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governmental consents needed to complete the merger may not be obtained, may be delayed or may be granted with burdensome conditions;

failure to complete the merger could negatively impact the share price of APSG common stock and the future business and financial results of APSG and APIE; and

the shareholders of APSG may fail to approve the merger, or the subscribers of APIE may fail to approve the conversion and merger.

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**SUMMARY**

*This summary primarily highlights selected information from this document and may not contain all of the information that is important to you. To understand the merger fully and for a more complete description of the terms of the merger, you should read carefully this entire document and the other available information referred to under "Where You Can Find More Information" on page 156. We encourage you to read the merger agreement, the legal document governing the merger, which is included as Annex A to this document and incorporated by reference herein. We also encourage APIE subscribers to read the plan of conversion, the legal document governing the conversion, which is included as Annex B to this document and incorporated by reference herein. We have included page references parenthetically to direct you to more complete descriptions of the topics presented in this summary.*

**The Companies**

(see pages 35 to 98)

American Physicians Service Group, Inc.

1301 S. Capital of Texas Highway, Suite C-300

Austin, Texas 78746

(512) 328-0888

APSG, through its subsidiaries, provides services that include management services to APIE, and brokerage and investment services to individuals and institutions.

APS Facilities Management, Inc., dba APMC Insurance Services, Inc., or FMI, a wholly owned subsidiary of APSG, as the attorney-in-fact for APIE provides management services to APIE under the terms of a management agreement. The management agreement provides for full management by FMI of the affairs of APIE under the direction of APIE's board of directors. Subject to the direction of the APIE board, FMI, sells and issues policies, investigates, settles and defends claims, and otherwise manages APIE's day to day operations. FMI pays certain salaries and personnel related expenses, rent and office operations costs and information technology costs, as provided in the management agreement. APIE is responsible for the payment of all claims, claims expenses, peer review expenses, directors' fees and expenses, legal, actuarial and auditing expenses, its taxes, outside agent commissions and certain other specific expenses.

The management agreement with FMI obligates APIE to pay management fees to FMI based on APIE's earned premiums before payment of reinsurance premiums. The management fee percentage is 13.5% of earned premium. In addition, any pre tax profits of APIE will be shared equally with FMI (profit sharing) so long as the total amount of profit sharing does not exceed 3% of earned premiums. FMI provides these management services only to APIE. APSG's revenues from this segment were 46%, 48% and 36% of its total revenues in 2005, 2004 and 2003, respectively, and 48% of its total revenues in the first nine months of 2006.

Brokerage and investment services are provided by APSG's financial services subsidiaries which provide investment and investment advisory services to institutions and individuals throughout the United States. Financial service revenues are primarily earned on commissions received on both exchange and over-the-counter fixed income securities transactions. In addition, revenues are recorded from fees earned through investment banking transactions, namely, by assisting public and private corporations in raising funds in the capital markets. APSG's revenues from this segment were 54%, 52% and 64% of its total revenues in 2005, 2004 and 2003, respectively, and 52% of its total revenues in the first nine months of 2006.

APSG was organized in October 1974 under the laws of the State of Texas. Its principal executive office is in Austin, Texas at the address listed above and its website is [www.amph.com](http://www.amph.com). APSG makes available free of



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charge on its website its Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and any amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, or the Exchange Act, as soon as reasonably practicable after such material is electronically filed with, or furnished to, the SEC.

American Physicians Insurance Exchange

1301 S. Capital of Texas Highway, Suite C-300

Austin, Texas 78746

(800) 252-3628

APIE was organized as a reciprocal insurance exchange under the laws of the State of Texas in 1975 for the purpose of providing its policyholders (health care providers) with liability and other insurance coverage. A reciprocal insurance exchange is an association of persons cooperating through an attorney-in-fact for the purpose of insuring themselves and each other. It is so called because policyholders effectively exchange insurance contracts and thereby insure each other. From inception of APIE through March 1992, as periodically determined and approved by the APIE's board of directors, subscribers desiring to purchase insurance through APIE were required from time to time to make contributions to APIE's surplus through refundable deposits. Subscribers who made refundable deposits received certificates setting forth the terms of the return of refundable deposits. APIE was initially capitalized through deposits made by subscribers and historically used such deposits to offset significant underwriting losses. See Information about APIE Refundable Surplus on page 76. These exchanges generally have a need for few, if any, paid employees and, instead, are required to enter into a contract with an attorney-in-fact that provides all management and administrative services for the exchange. FMI is the attorney-in-fact for APIE. The APIE board of directors provides direction to FMI in the management of APIE's operations. The board of directors is elected by the subscribers pursuant to APIE's bylaws, which provide that each subscriber has an equal vote in the election of directors, regardless of the amount of premiums paid by the subscriber. See Management of APIE beginning on page 94.

APIE specializes in writing medical professional liability insurance for healthcare providers. It writes insurance in Texas primarily through purchasing groups and has not been required to file rates and policy forms for business written through purchasing groups. A purchasing group is a non-profit corporation that has as one of its purposes the purchase of liability insurance on a group basis and obtains coverage only for its group members who are physicians in similar or related specialties with respect to medical professional liability. Federal law, 15 USC Sec. 3905, et. seq, authorized the use of purchasing groups for liability insurance. Texas law, Tex. Ins. Code art. 21.54 Sec. 6, provides that an insurer shall be exempt from any law of the state that prohibits providing or offering liability insurance to a purchasing group or its members advantages based on their loss and expense experience not afforded to other persons with respect to rates, policy forms, coverages, or other matters. The Texas Department of Insurance has never required APIE to file rates or forms for business written through purchasing groups.

The policyholders insured by APIE consist of (i) subscribers, who are physicians holding medical professional liability insurance contracts underwritten by APIE; (ii) non-physician health care providers who, in the discretion of the APIE board of directors, have been allowed to obtain professional liability insurance through APIE, such as certified registered nurse anesthetists, physicians assistants and nurse midwives; and (iii) certain former subscribers who have obtained an extended reporting endorsement (tail coverage). Subscribers pay, in addition to their annual insurance premiums, a contribution to APIE's surplus. The surplus contributions made from 1975 to 1992 were refundable. The subscribers who made refundable deposits during this time received certificates reflecting their contribution. Under the terms of these certificates, the deposits do not become refundable until the later of (i) the expiration of a 24-month waiting period from the date of the deposit, or (ii) such time as the APIE board of directors determines that APIE has a surplus that exceeds minimum surplus amounts determined by the board of directors to be necessary for APIE's operations and pursuant to any

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agreements with the Texas Department of Insurance. Partial refunds of refundable deposits were made by APIE in 1989, 1990, 1995 and 1999. Effective September 3, 2004, as amended on October 11, 2005, TDI issued a consent order approving a partial refund program for Refundable Deposit Holders and, under the terms of the order, aggregate refund payments were made by APIE of \$250,000 in 2004 and \$200,000 in 2005. APIE has not refunded any refundable deposits under the partial refund program to date in 2006. As of September 30, 2006, the total balance of refundable deposits outstanding was \$10,295,000.

**The Conversion**

(see pages 105 to 108)

Pursuant to the plan of conversion, upon the effectiveness of the conversion, APIE will convert from a Texas reciprocal insurance exchange into a Texas stock insurance company called American Physicians Insurance Company, or APIC.

APIE subscribers and other eligible insureds who were as of June 1, 2006 and are at the effective time of the conversion either premium paying policyholders or former subscribers who have earned or paid for an extended reporting endorsement (tail coverage) within the last three years, will receive their portion of 10,000,000 shares of APIC common stock pursuant to a conversion formula based upon both the total number of APIE subscribers and the relative earned premium attributable to the APIE policyholders over the three-year period prior to June 1, 2006. Also pursuant to the conversion, each holder of refundable deposit certificates representing unpaid surplus contributions which have not been fully refunded will receive one share of Series A redeemable preferred stock of APIC for every \$1,000 of unreturned surplus evidenced by the outstanding balance on APIE's books as of the date of the closing. Fractional shares of APIC Series A redeemable preferred stock will be issued as necessary.

**The Merger**

(see pages 109 to 126)

Pursuant to the merger agreement, immediately following the conversion of APIE to APIC, APSG ACQCO, Inc., a newly formed, wholly owned subsidiary of APSG, will merge into APIC with APIC becoming a wholly owned subsidiary of APSG.

At the effective time of the merger, each share of common stock of APIC that would be issued in the conversion will be converted into, and exchanged for, the right to receive that number of shares of APSG common stock based upon an exchange ratio to be calculated upon the occurrence of certain events. The exchange ratio will be equal to a purchase price of \$39,000,000 minus the net present value of payments that must be made by APSG to comply with the mandatory redemption features of the APSG Series A redeemable preferred stock issued in exchange for the APIE refundable deposit certificates determined on the basis of a constant discount rate of 5.35%, divided by \$14.28, divided by 10,000,000. As required by the terms of the Merger Agreement, the \$14.28 conversion price was based on the average closing price of APSG's common stock for the twenty consecutive trading days immediately prior to the June 7, 2006 announcement of the merger. Under the plan of conversion and merger agreement, the net present value of these redemption payments will be based on a discounted present value of the outstanding balance of unreturned surplus on APIE's books as of the effective time of the merger. As of September 30, 2006, the outstanding balance was \$10,295,000 and the net present value of this amount was determined to be \$9,204,000. The exchange ratio may be adjusted, as of the effective time of the merger, in the event the market price for APSG's common stock fluctuates over or under a certain range. The merger agreement contains an adjustment provision whereby the exchange ratio will be adjusted, as of the effective time of the merger, in the event the market price of the APSG common stock for the twenty consecutive trading days ending on the business day immediately prior to the effective time of the merger, or the closing market price, is more than 15% higher or lower than \$14.28, or is greater than \$16.42 or less than

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\$12.14. If the closing market price of APSG common stock is more than 25% higher or lower than \$14.28, either party has the unilateral right, but does not have to, terminate the merger agreement altogether. If neither party chooses to terminate, the merger consideration shall be calculated as set forth in this joint proxy statement/prospectus. For example, and purely by way of illustration, if the merger became effective as of October 10, 2006, then the closing market price would be \$16.65, or the average closing price of APSG's common stock for the twenty consecutive trading days ending on the business day immediately prior to October 10, 2006, or 16.6% higher than \$14.28. Since the closing market price is more than 15% higher than \$14.28, then the exchange ratio will be equal to \$39,000,000, the aggregate purchase price, minus \$9,204,000, the net present value of payments that must be made by APSG to comply with the mandatory redemption features of the APSG Series A redeemable preferred stock issued in exchange for the APIE refundable deposit certificates, multiplied by 115%, divided by \$16.65, the closing market price, divided by 10,000,000. Therefore, in this scenario, holders of APIC common shares would receive 0.205 shares of APSG common stock for each share of APIC common stock. The following is a table showing the number of shares of APSG common shares that could be issued in the merger based on various hypothetical closing market prices of APSG common stock:

Percentage of \$14.28	Closing Market Price of APSG Common Shares	Exchange Ratio (# of APSG common shares per APIC common share)	Number of APSG Common Shares to be Issued	% Ownership of APSG Common Shares by APIC Common Shareholders
75%	\$ 10.71	0.236	2,364,762	46.0%
80%	\$ 11.42	0.222	2,217,740	44.4%
85%	\$ 12.14	0.209	2,086,555	42.9%
100%	\$ 14.28	0.209	2,086,555	42.9%
115%	\$ 16.42	0.209	2,086,555	42.9%
120%	\$ 17.14	0.200	1,999,148	41.9%
125%	\$ 17.85	0.192	1,919,630	40.9%

Since the number of APSG common shares to be issued pursuant to the merger is based on the closing market prices of APSG stock up until the close of the business day prior to the merger's effective time, the actual value of the merger consideration and the number of shares to be issued will not be determined prior to the time that the APSG shareholders and the APIE subscribers will vote on the proposed transaction. Therefore, the actual number of APSG common shares issued in the merger may differ from the examples provided in this joint proxy statement/prospectus. However, APIE policyholders may call APSG at (800) 252-3628 to find out an estimated number of shares of APSG common stock that would be issued for each share of APIC common stock, based on the average closing market price of APSG common stock on the twenty trading days prior to the day of such call. Each share of Series A redeemable preferred stock of APIC that would be issued in the conversion will be converted into, and exchanged for, the right to receive one share of APSG Series A redeemable preferred stock. See *The Merger Merger Consideration* on page 123 in this joint proxy statement/prospectus. The shares of APSG common stock and Series A redeemable preferred stock issued in the merger will be subject to a 180-day lock-up period in which the holders of such shares are prohibited from transferring their shares. See *The Merger Merger Consideration* on page 123 and *The Merger Federal Securities Laws Consequences; Stock Transfer Restrictions* on page 125.

After the merger is completed, APIC common shareholders will own approximately 43% of APSG. Also, at the effective time of the merger, the current members of the APIE board of directors will receive options to purchase an aggregate 148,000 shares of APSG common stock at \$13.94 per share as consideration for their anticipated service as advisory directors or directors of APIC and APSG. Dr. Norris Knight and Dr. William Peche, each members of the APIE board of directors, will be appointed as members of the APSG board of directors. See *Interests of Certain Persons in the Merger Consideration to the APIE Board of Directors* on page 151.

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The members of the APIE board of directors will receive additional compensation from APIC for serving as directors or advisory directors of APIC following the merger as provided under the terms of an Advisory Services Agreement between APIC and API Advisory, LLC. Under the terms of the Advisory Services Agreement, compensation for the directors is \$2,500 for each board meeting attended in person and \$250 per hour if attended by telephone with the same rates applicable to each committee of the board. API Advisory, LLC will be reimbursed for its out of pocket costs incurred in connection with the provision of the services, plus any amount paid to directors for board and committee meetings, medical director, or executive secretary if those are not paid directly by APIC. See Interests of Certain Persons in the Merger Advisory Services Agreement on page 151.

A summary chart showing the post-merger structure, including the relationship between APSG, APIC and API Advisory LLC, as well as other APSG subsidiaries, is shown below. All subsidiaries of APSG will be 100% wholly owned by APSG after the merger. There is no ownership interest of API Advisory LLC by APSG, APIC or any other APSG subsidiary. Under the terms of the Advisory Services Agreement, API Advisory LLC will provide APIC with advisory and consulting services. Its relationship with APIC will be that of an independent contractor, not an attorney-in-fact, subsidiary, partner or other type of relationship.

**The Merger Agreement**

**Merger Consideration**

The agreed purchase price for the acquisition of APIE pursuant to the merger is \$39,000,000. In the merger, recipients of shares of APIC common stock and Series A redeemable preferred stock received pursuant to the conversion will receive shares of APSG common stock and Series A redeemable preferred stock, respectively, for each share of APIC common stock and Series A redeemable preferred stock that they own immediately prior to the effective time of the merger pursuant to an exchange ratio to be calculated prior to the effectiveness of the merger. APIC common shareholders will receive cash for any fractional shares which they would otherwise receive in the merger. Fractional shares of APSG Series A redeemable preferred stock will be issued in the merger, as necessary.

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**Conditions to the Completion of the Merger**

Each party's obligation to effect the merger is subject to the satisfaction or waiver of various conditions which include, in addition to other customary closing conditions, the following:

the receipt of the requisite approval of the APSG shareholders and APIE subscribers;

the approval from the Texas Department of Insurance;

the declaration of the effectiveness by the SEC of this registration statement on Form S-4 registering the APIC and APSG common and Series A redeemable preferred stock issuable to APIE policyholders, with no stop orders suspending the effectiveness thereof having been issued;

no preliminary injunction or other order, decree or ruling issued by a court of competent jurisdiction or by a governmental regulatory or administrative agency or commission, nor any statute, rule, regulation or executive order promulgated or enacted by any governmental authority, will be in effect that would make the conversion or the merger illegal or otherwise prevent the consummation thereof;

the accuracy of each party's representations and warranties and compliance by each party with its agreements contained in the merger agreement;

the execution of the Advisory Services Agreement between APIC and API Advisory, LLC;

the election by the APSG board of directors of Norris C. Knight, Jr., M.D. and William J. Peche, M.D. to join the APSG board of directors;

the receipt of reasonable assurances from the tax advisors of APSG and APIE that the conversion and the merger should qualify as tax free reorganizations under Section 368(a) of the Internal Revenue Code; and

the completion of the conversion.

**Fiduciary Duties**

The merger agreement contains detailed provisions prohibiting APIE from seeking an alternative transaction. These no solicitation provisions prohibit APIE from taking any action to solicit a takeover proposal. These provisions also prohibit APIE from recommending or participating in negotiations with respect to any acquisition of APIE or any merger, consolidation or business combination involving APIE, although this prohibition is subject to some exceptions, which also apply to APSG, including exceptions that permit the directors of APIE and APSG to comply with their respective fiduciary duties, after following specified procedures. In specified circumstances, the merger agreement permits the board of directors of APIE or APSG to accept an alternative takeover proposal such board of directors determines to be superior to the merger, and to terminate the merger agreement in such event by paying a termination fee of \$1,500,000 and reimbursing the transaction expenses incurred by the other party in connection with the merger.

**Termination**

The merger agreement may be terminated and the merger may be abandoned at any time prior to the effective time of the merger in the following manners:

- (1) by mutual written consent of APSG and APIE;
- (2) by either party if there has been a breach of any representation, warranty, or covenant contained in the merger agreement on the part of the other party in any material respect and the breaching party has not cured the breach within 10 days following receipt of written notice;
- (3) by either party if the closing price of APSG common stock for the twenty consecutive trading days ending on the business day immediately prior to the closing date of the merger is greater than \$17.85 or less than \$10.71;

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(4) prior to the approval by the APSG shareholders of the issuance of the APSG common stock, by either APIE (if APIE has not breached its no solicitation obligations) or APSG if the board of directors of the terminating party authorizes a superior proposal and pays the other party the applicable termination fee of \$1,500,000 and reimburses the other party's expenses;

(5) by either party if any judgment, order, decree, statute, law, ordinance, rule, regulation or other legal restraint or prohibition that would make the merger illegal or otherwise prevent the consummation thereof is in effect and has become final and nonappealable; and

(6) automatically without any action by APIE or APSG in the event the merger has not been consummated by March 31, 2007.

If either party chooses to terminate the merger agreement, both APSG and APIE will convene board meetings to consider their options and the possibility of resolicitation. Also, although the merger agreement prohibits APIE from seeking an alternative takeover proposal, in specified circumstances, the merger agreement permits the board of directors of APIE or APSG to accept an alternative takeover proposal such board of directors determines to be superior to the merger, and to terminate the merger agreement in such event by paying a termination fee of \$1,500,000 and reimbursing the transaction expenses incurred by the other party in connection with the merger. In deciding whether to exercise such termination rights due to fiduciary duties, the APIE board and the APSG board will consider factors such as the purchase price offered, the consideration offered (cash, stock, debt, etc.) differences in the proposal (including the representations and warranties and the covenants) and differences in the philosophy of the company making the alternative takeover proposal.

**Expenses**

The parties have agreed that all costs and expenses incurred in connection with the merger agreement and the transactions contemplated thereby, including the conversion, will be paid by the party incurring such expenses, whether or not the merger is consummated. If the merger agreement is terminated and the termination fee is payable as a result thereof, in addition to the payment of the termination fee of \$1,500,000, the terminating party will pay the non-terminating party, or reimburse such party for, all out-of-pocket fees and expenses incurred by the non-terminating party (including the fees and expenses of its counsel, financial advisor and financing sources) in connection with the merger agreement and the transactions contemplated thereby, without limitation.

**The Advisory Services Agreement**

Pursuant to the merger agreement, at the effective time of the merger, APIC will enter into an Advisory Services Agreement with API Advisory, LLC, or API Advisor, an entity to be formed by the current members of the APIE board of directors. API Advisor will be owned solely and equally by the nine current members of the APIE board of directors. Neither APIC nor APSG shall have any ownership in API Advisor. The new agreement will allow APIC to retain physician involvement in APIC, continue APIE's philosophy of physicians working for physicians, and ensure the provision of consulting services to APIC by advisors with a strong working relationship with APIE. The members of the APIE board of directors will provide advisory services to APIC similar to the services they currently provide to APIE through their membership on the APIE board of directors and the committees of the board of directors. Under the terms of the Advisory Services Agreement, API Advisor will provide APIC with advisory and consulting services. Its relationship with APIC will be that of an independent contractor, not an attorney-in-fact, subsidiary, partner or other type of relationship. API Advisor will provide up to nine persons to serve on an advisory board of directors of APIC, which will meet concurrently with the APIC board of directors. The advisory board will provide advice and counsel to the APIC board on matters coming before the APIC board, but advisory board members do not have the right to vote on matters brought before the APIC board. APSG may elect one or more directors of the advisory board to the APIC board of directors. API Advisor will assign directors on the advisory board to participate on one or more committees of APIC. APIC will compensate the members of the advisory board and the committees directly based on meeting

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attendance and is expected to be commensurate with their current compensation for service on the APIE board of directors and committees. Under the terms of the API Advisory Services agreement, initial compensation for the advisory directors are \$2,500 for each board meeting attended in person and \$250 per hour, if attended by telephone, respectively with the same rates applicable to each committee of the board. Total compensation paid to the APIE board of directors in 2005 and for the nine months ended September 30, 2006 was approximately \$362,000 and \$272,000. In addition, API Advisor will retain, compensate and provide a medical director to APIC. The medical director, who is currently paid an annual salary of \$185,000, will be subject to the operational authority of the chief operating officer and the board of APIC. APIC will pay the medical director and one administrative assistant directly. API Advisor will be reimbursed its out of pocket costs incurred in connection with the provision of the services, plus any amount paid to directors, medical director, or executive secretary if those are not paid directly by APIC. Total compensation paid to the APIE medical director in 2005 and for the first nine months ended September 30, 2006 was \$210,000 and \$150,300; respectively. Under the agreement, APSG shall maintain customary officers and directors liability insurance with an endorsement naming the persons designated by API Advisor to provide advisory and consulting services to APIC as additional insureds thereunder, with respect to their services as advisory directors of APIC. See the Merger Agreement Advisory Services Agreement on page 133 and Interests of Certain Persons in the Merger Advisory Services Agreement on page 151.

**The Special Meetings and Voting**

**APSG.** A special meeting of APSG shareholders will be held at 1301 S. Capital of Texas Highway, Suite C-300, Austin, Texas 78746 on March 22, 2007 at 10:00 am local time. At the meeting, you will be asked:

- (1) To consider and vote upon a proposal for the APSG shareholders to approve the issuance of APSG common stock to the persons entitled to receive common stock, as a result of the conversion of American Physicians Insurance Exchange, or APIE, into a Texas stock insurance company called American Physicians Insurance Company, or APIC, immediately followed by the merger of a wholly owned subsidiary of APSG with and into APIC, with APIC becoming a wholly owned subsidiary of APSG as a result of the transactions contemplated by the Merger Agreement and Plan of Merger, dated June 1, 2006, as amended;
- (2) To consider and vote upon a proposed amendment to APSG's 2005 Incentive and Non-Qualified Stock Option Plan to increase the number of shares of common stock that may be granted under the plan from 350,000 to 650,000;
- (3) To consider and vote upon a proposed amendment to APSG's 2005 Incentive and Non-Qualified Stock Option Plan to eliminate the exchange provision allowing APSG to exchange or buy out any previously granted stock option at any time; and
- (4) To transact such other business incident to the conduct of the meeting as may properly come before the meeting or any adjournments or postponements thereof.

Only shareholders of record at the close of business on February 7, 2007 are entitled to notice of and to vote at the special meeting or at any adjournments or postponements thereof. Each share of APSG common stock is entitled to one vote at the special meeting. Approval of each of the above proposals requires the affirmative vote of a majority of the common shares outstanding, in person or by proxy, at a meeting of shareholders where a quorum exists. A quorum will exist where a majority of the shares of APSG common stock issued and outstanding and entitled to vote are represented in person or by proxy at the special meeting. Abstentions and broker non-votes will be counted for purposes of determining whether a quorum exists. Approval of the proposal to approve the issuance of APSG common stock is a prerequisite to the consummation of the merger. None of the proposals above will become effective unless the issuance of common shares in Proposal 1 above is approved and effective. Holders of APSG common stock are not entitled to dissenters' rights. A list of the shareholders entitled to vote will be open for examination by shareholders at APSG's offices at 1301 S. Capital of Texas



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Highway, Suite C-300, Austin Texas, during ordinary business hours during the ten-day period prior to the special meeting and also at the special meeting.

**APIE.** A special meeting of APIE subscribers will be held at 1301 S. Capital of Texas Highway, Suite C-300, Austin, Texas 78746 on March 22, 2007 at 8:00 am local time. At the meeting, you will be asked:

- (1) To consider and vote upon a proposal for the APIE subscribers to approve and adopt the Plan of Conversion of APIE, as amended, in which APIE will be converted from a Texas reciprocal insurance exchange into a Texas stock insurance company called American Physicians Insurance Company, or APIC, which includes the form of the certificate of formation of APIC;
- (2) To consider and vote upon a proposal for the APIE subscribers to approve and adopt the Merger Agreement and Plan of Merger, dated June 1, 2006, as amended; and
- (3) To transact such other business as may properly come before the special meeting or any adjournments or postponements thereof.

Only APIE subscribers who were subscribers of record both on June 1, 2006 and at March 22, 2007, are entitled to vote at the special meeting or at any adjournments or postponements thereof. Each APIE subscriber is entitled to one vote at the special meeting. Approval of each of Proposals 1 and 2 set forth above requires the affirmative vote of at least two-thirds of the subscribers. Approval of each of Proposals 1 and 2 set forth above is a prerequisite to the consummation of the conversion and the merger. The merger is an integral aspect of the plan of conversion. None of the actions contained in Proposals 1 or 2 will become effective unless both the conversion and the merger are approved. APIE policyholders and holders of refundable deposit certificates representing unpaid surplus contributions will not be entitled to any dissenters' rights of appraisal under applicable Texas law, nor will holders of refundable deposit certificates representing unpaid surplus contributions who are not subscribers have an opportunity to vote on the conversion and merger. A list of the subscribers entitled to vote will be open for examination by subscribers at APIE's offices at American Physicians Insurance Exchange; Attn: Sharon Stripling; 1301 S. Capital of Texas Highway, Suite C-300, Austin, Texas 78746, during ordinary business hours during the ten-day period prior to the special meeting and also at the special meeting.

**Mutual Conditions**

Approval by the APSG shareholders of the proposal to issue the APSG common stock in the merger and approval by the APIE subscribers to approve and adopt the plan of conversion, which includes the form of the certificate of formation of APIC, and the merger agreement are mutual conditions to the conversion and merger. APIE will not be converted to a stock insurance company unless the merger is consummated and vice versa.

**Matters to be Considered in Deciding How to Vote**

**Board of Directors' Recommendations to Shareholders and Subscribers** (see pages 116 and 117)

**APSG.** The board of directors of APSG has approved and adopted the merger agreement and the transactions contemplated by it, declared its advisability, and recommends that APSG shareholders vote at the special meeting to approve the issuance of APSG common stock as a result of the transactions contemplated by the merger agreement. See "The Merger Background of the Merger" beginning on page 109. In addition, the APSG board of directors recommends that APSG shareholders vote to approve both amendments to APSG's 2005 Incentive and Non-Qualified Stock Option Plan, including the increase in the number of shares of common stock that may be granted under the plan, which will not become effective unless the merger is consummated, and the elimination of the exchange provision allowing APSG to exchange or buy out any previously granted stock option at any time,

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which will become effective if approved by the affirmative vote of a majority of the APSG common shares outstanding, regardless of whether the issuance of APSG common shares is approved and effective.

**APIE.** The board of directors of APIE has approved the plan of conversion and the merger agreement, declared the plan of conversion and the merger agreement advisable, determined that the plan of conversion and the merger agreement and the transactions contemplated by them are fair to and in the best interests of APIE and its subscribers, policyholders and holders of refundable deposit certificates, and recommends that APIE subscribers vote at the special meeting in favor of the adoption of the plan of conversion and the merger agreement. See *The Conversion Background to the Conversion* beginning on page 105 and *The Merger Background of the Merger* beginning on page 109.

**Opinion of APIE Financial Advisor** (see pages 117 to 123)

In its opinion letter, dated August 22, 2006, Raymond James & Associates, Inc. opined to the APIE board of directors that, as of that date and subject to the assumptions, limitations, qualifications and other matters described in the opinion, the receipt of APSG common stock by the APIE policyholders, pursuant to the plan of conversion and merger agreement, is fair, from a financial point of view, to the APIE policyholders. See *The Merger Opinion of APIE's Financial Advisor* beginning on page 117.

**Material United States Federal Income Tax Consequences of the Conversion and Merger** (see pages 134 to 137)

The conversion should qualify as a tax free reorganization under Section 368(a) of the Internal Revenue Code, with respect to APIE and APIC. The conversion should be tax free to persons solely receiving APIC common stock but it may be taxable to persons receiving APIC Series A redeemable preferred stock in the conversion. For a full description of the material tax consequences of the conversion, see *Material United States Federal Income Tax Consequences of the Conversion and Merger* beginning on page 134.

The merger should qualify as a tax free reorganization under Section 368(a) of the Internal Revenue Code. Recipients of APIC common stock and Series A redeemable preferred stock in the conversion generally should not recognize any gain or loss for U.S. federal income tax purposes as a result of the exchange of their APIC common stock and Series A preferred stock for APSG common stock and Series A preferred stock in the merger, except that they should recognize gain or loss attributable to their receipt of cash instead of fractional shares of APSG common stock (fractional shares of APSG Series A redeemable preferred stock will be issued in the merger, as necessary). Holders of APSG common stock should not recognize any gain or loss for U.S. federal income tax purposes as a result of the merger. For a full description of the material tax consequences of the merger, see *Material United States Federal Income Tax Consequences of the Conversion and Merger* beginning on page 134.

Tax matters are very complicated and the tax consequences of the conversion and the merger to you will depend on the facts of your particular situation. You should consult your own tax and legal advisors for a full understanding of the tax consequences of the conversion and the merger to you.

**Dissenter's Rights of Appraisal** (see page 125)

Holders of APSG common stock are not entitled to dissenters' rights of appraisal in connection with the merger. APIE policyholders and holders of APIE refundable deposit certificates are not entitled to dissenters' rights of appraisal under applicable Texas law in connection with the conversion or the merger.

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**Accounting Treatment** (see page 123)

APSG intends to account for the merger under the purchase method of business combinations with APSG having been deemed to have acquired APIC. This means that the assets and liabilities of APIC will be recorded, as of the completion of the merger, at their fair values and added to those of APSG.

**Regulatory Matters** (see page 138)

As a Texas reciprocal insurance exchange, the conversion and merger must be approved by the Commissioner of the Texas Department of Insurance. APIE has filed an Application to Convert to a Stock Insurance Company with the Commissioner and APIE policyholders, holders of refundable deposit certificates and other interested persons have the right to provide the Commissioner with comments on the plan of conversion and the merger. On September 13, 2006, the Commissioner held a hearing to consider the fairness of the exchange of the APIE policyholders interests for shares of APIC common stock and the rights to repayment from APIE's refundable surplus for shares of APIC Series A redeemable preferred stock, and to consider the testimony presented and information filed by interested parties, APSG and APIE. APIE provided advance written notice of the September 13, 2006 hearing to each APIE policyholder and each holder of a refundable deposit certificate. In addition, public notice of the hearing was made through publication by the Commissioner in the Texas Register. The duly noticed hearing was held on September 13, 2006 in the public hearings room of the Texas Department of Insurance in Austin, Texas. In his opening remarks, the Commissioner indicated for the record that the Texas Department of Insurance would not make a decision on fairness at the conclusion of the hearing, but would solicit input on fairness and allow Texas Department of Insurance staff to ask questions of the representatives of the parties and any other persons who chose to speak. The Commissioner accepted testimony from representatives of the APIE board of directors and their legal counsel. The Commissioner questioned these representatives at some length concerning the rationale for the conversion and the merger and the determination and allocation of the purchase price. The Commissioner also questioned representatives of APIE's investment advisor, Raymond James & Associates, Inc., concerning the process utilized in analyzing the terms of the conversion and the merger for purposes of rendering their opinion thereon dated August 22, 2006 to the board of directors of APIE. The Commissioner also questioned representatives of APSG and its legal counsel. No one made an appearance to speak in opposition to the conversion and the merger, although Texas Department of Insurance staff indicated for the record that they had received some written comments in that regard. No rulings or indications of a decision were made by the Commissioner during or at the conclusion of the hearing.

The approval of the plan of conversion by the Texas Department of Insurance is a condition of the conversion. APIE is subject to regulation by the Arkansas Insurance Department, but APIE has been advised by legal counsel in Arkansas, Dover Dixon Horne PLLC, that approval by the Arkansas Insurance Department is not required for the conversion or merger.

**Market Price Information** (see page 72 and 123 to 125)

APSG's common stock is listed on the Nasdaq Small Cap Market under the symbol AMPH. On June 2, 2006, the last full trading day on the Nasdaq Small Cap Market prior to the June 5, 2006 public announcement of the proposed merger, APSG common stock closed at \$13.94 per share.

Because the exchange ratio is based upon a number of components, several of which cannot yet be determined, we cannot at this time determine the number of shares of APSG common and Series A redeemable preferred stock that will be issued pursuant to the conversion and the merger. Because APIE is an insurance exchange without issued equity interests and because the exchange ratio cannot be calculated at this time, we cannot provide the pro forma equivalent value of APIE policyholder interests.

There is no public market for APSG's Series A redeemable preferred stock, APIC's common stock or APIC's Series A redeemable preferred stock.

**Table of Contents****Index to Financial Statements****SELECTED HISTORICAL FINANCIAL DATA****APSG and Subsidiaries Selected Financial Data**

The following table sets forth selected historical financial and operating data for APSG. The income statement data set forth below for each of the years in the five-year period ended December 31, 2005 and the balance sheet data as of December 31, 2005, 2004, 2003, 2002 and 2001 are derived from the consolidated audited financial statements of APSG included elsewhere herein and should be read in conjunction with, and are qualified by reference to, such statements and the related notes thereto. The income statement data for the nine months ended September 30, 2006 and 2005, and the balance sheet data as of September 30, 2006 and 2005, are derived from consolidated unaudited financial statements of APSG which management believes incorporate all of the adjustments necessary for the fair presentation of the financial condition and results of operations for such periods. All information is presented in accordance with accounting principles generally accepted in the United States of America, or GAAP.

**Selected Condensed Consolidated Historical Financial and  
Operating Data of American Physicians Service Group, Inc.**

SELECTED FINANCIAL DATA	Nine Months Ended September 30,		Year Ended				
	(unaudited)		December 31,				
	2006	2005	2005	2004	2003	2002	2001
(In thousands, except per share data)							
<b>Selected Income Statement Data:</b>							
Revenues	\$ 21,977	\$ 22,877	\$ 33,973	\$ 32,021	\$ 30,449	\$ 23,077	\$ 20,036
Income from continuing operations before interest, income taxes, minority interests and equity in loss of unconsolidated affiliates	1,770	5,104	7,812	3,097	4,090	5,554	851
Income (loss) from continuing operations	1,569	3,615	5,460	2,152	2,772	3,156	(1,568)
Net income (loss)	\$ 1,569	\$ 3,615	\$ 5,460	\$ 2,152	\$ 2,799	\$ 3,411	\$ (578)
<b>Per Share Amounts:</b>							
Basic: Income (loss) from continuing operations	\$ 0.57	\$ 1.36	\$ 2.03	\$ 0.85	\$ 1.26	\$ 1.42	\$ (0.85)
Net income (loss)	0.57	1.36	2.03	0.85	1.27	1.53	(0.25)
Diluted: Income (loss) from continuing operations	0.53	1.24	1.86	0.76	1.13	1.35	(0.85)
Net income (loss)	\$ 0.53	\$ 1.24	\$ 1.86	\$ 0.76	\$ 1.14	\$ 1.45	\$ (0.25)
Diluted: weighted average shares outstanding	2,942	2,920	2,931	2,838	2,449	2,345	2,343
Cash dividends	\$ 0.30	\$ 0.25	\$ 0.25	\$ 0.20	\$	\$	\$
Book value per share	\$ 9.92	\$ 9.31	\$ 9.95	\$ 9.23	\$ 7.78	\$ 8.03	\$ 5.37
<b>Selected Balance Sheet Data:</b>							
(as of)							
Total assets	\$ 34,556	\$ 29,693	\$ 33,505	\$ 30,443	\$ 25,638	\$ 24,981	\$ 21,660
Long-term obligations				1,133	1,576	2,665	4,489
Total liabilities	6,826	4,238	5,783	6,229	6,532	7,455	8,869
Minority interests	20	14	15	1		384	124
Total stockholders' equity	\$ 27,710	\$ 25,441	\$ 27,707	\$ 24,213	\$ 19,106	\$ 17,142	\$ 12,667

**Table of Contents****Index to Financial Statements****APIE Selected Financial Data**

The following table sets forth selected historical financial and operating data for APIE. The income statement data set forth below for each of the years in the three-year period ended December 31, 2005 and the balance sheet data as of December 31, 2005 and 2004 are derived from the audited financial statements of APIE included elsewhere herein and should be read in conjunction with, and are qualified by reference to, such statements and the related notes thereto. The income statement data for the years ended 2002 and 2001 and for the nine months ended September 30, 2006 and 2005, and the balance sheet data as of December 31, 2003, 2002 and 2001 and as of September 30, 2006 and 2005, are derived from unaudited financial statements of APIE which management believes incorporate all of the adjustments necessary for the fair presentation of the financial condition and results of operations for such periods. All selected data are presented in accordance with GAAP.

**Selected Condensed Consolidated Historical Financial and  
Operating Data of American Physicians Insurance Exchange**

SELECTED FINANCIAL DATA	Nine Months Ended				Year Ended		
	September 30,		2005	2004	December 31,		2001
	2006	2005			2003	2002	
	(In thousands)						
<b>Selected Income Statement Data</b>							
Gross premiums and maintenance fees written	\$ 61,560	\$ 64,821	\$ 79,301	\$ 84,571	\$ 70,994	\$ 58,815	\$ 36,598
Premiums ceded	(5,627)	(11,333)	(12,885)	(12,878)	(10,352)	(7,595)	(3,673)
Net premiums and maintenance fees earned	52,405	48,253	64,183	64,616	52,844	38,168	31,347
Investment income, net of investment expenses	4,624	3,883	5,131	4,089	3,119	3,300	3,366
Realized capital gains (losses), net	265	270	552	608	185	(214)	1,305
Total revenues	57,295	52,407	69,866	69,313	56,148	41,254	36,018
Losses and loss adjustment expenses	29,879	35,535	43,976	48,655	44,546	29,616	26,735
Income from operations	17,235	7,811	13,219	9,237	1,904	1,425	1,706
Net income	\$ 11,403	\$ 5,435	\$ 9,031	\$ 5,815	\$ 692	\$ 1,541	\$ 1,644
<b>Selected Balance Sheet Data</b>							
(as of)							
Total investments	\$ 135,219	\$ 110,914	\$ 113,233	\$ 97,874	\$ 78,539	\$ 54,664	\$ 44,185
Total assets	204,236	152,672	174,833	145,728	123,520	102,439	86,481
Reserve for losses and loss adjustment expenses	109,414	78,304	95,372	69,445	63,713	54,187	53,543
Refundable subscriber deposits	10,295	10,837	10,568	11,001	11,461	11,578	11,664
Total liabilities	174,094	136,214	155,591	133,827	117,616	97,267	83,143
Total members' equity	\$ 30,143	\$ 16,458	\$ 19,242	\$ 11,901	\$ 5,904	\$ 5,172	\$ 3,338

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The following selected unaudited pro forma consolidated financial data has been derived from and should be read in conjunction with the Unaudited Pro Forma Condensed Consolidated Financial Statements included elsewhere herein and related notes thereto. This information is based on the historical consolidated balance sheets as of September 30, 2006 and the consolidated statements of income of APSG and APIE for the nine months ended September 30, 2006 and the year ended December 31, 2005. The statements include pro forma adjustments as described in the notes accompanying the financial statements. The pro forma data is based on preliminary estimates, available information and certain assumptions, and may be revised as additional information becomes available. The information is for illustrative purposes only. The companies may have performed differently had they always been combined. The selected unaudited pro forma financial data may not be indicative of what the combined company will experience after the merger. The balance sheet data as of the period ended September 30, 2006 is presented as if the merger occurred on September 30, 2006. The income statement data for the year ended December 31, 2005 and the nine months ended September 30, 2006 are presented as if the merger occurred on January 1, 2005. See Unaudited Pro Forma Condensed Consolidated Financial Statements beginning on page 139.

**Selected Unaudited Pro Forma Financial Information**

	Nine Months Ended	Year Ended
	September 30,	December 31,
	2006	2005
	(In thousands, except	
	per share data)	
<b>Consolidated Income Statement Data:</b>		
Net premiums and maintenance fees earned	\$52,405	\$ 64,183
Investment income, net of investment expenses	5,418	5,832
Financial services revenues	11,421	18,459
Total revenues	69,778	92,595
Net income per share		
Basic	2.75	2.98
Diluted	2.66	2.83
	As	
	of September 30,	
	2006	
	(In thousands, except	
	per share	
	data)	
<b>Consolidated Balance Sheet Data:</b>		
Investments	\$ 155,617	
Total assets	236,920	
Reserve for losses and loss adjustment expenses	109,414	
Total liabilities	178,405	
Minority interests	20	
Shareholders' equity	58,495	
Book value per share	11.99	

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**RISK FACTORS**

*You should carefully consider the following factors in evaluating APSG's business and acquiring its common stock and in evaluating the other proposals described in this joint proxy statement/prospectus regarding APSG, APIE and APIC. The occurrence of any of the following risks could materially harm APSG's business. In that case the trading price of APSG's common stock could decline dramatically, and you may lose all or part of your investment. You should consider this joint proxy statement/prospectus in light of the risks, difficulties and uncertainties prevalent in industries that federal or state authorities heavily regulate, such as the financial services, insurance and medical services industries. It is especially important to keep these risk factors in mind when you read forward-looking statements APSG includes in this prospectus, which are statements that relate to future periods and include statements about APSG's expected operating results, market opportunities and ability to compete.*

**Risks Relating to the Merger**

**THE MARKET PRICE OF APSG COMMON STOCK MAY FLUCTUATE, AND SALES OF APSG COMMON STOCK, INCLUDING SALES OF SHARES ACQUIRED IN THE EXCHANGE, COULD LOWER THE MARKET PRICE OF APSG COMMON STOCK.**

The market price of APSG common stock may fluctuate in response to quarter-by-quarter variations in its operating results, variations in the operating results of its competitors, changes in earnings estimates for APSG by analysts, developments in the industries in which it operates, or changes in general economic conditions. Sales of substantial amounts of APSG common stock in the public market following the merger by the APSG shareholders, including by the APIE policyholders who become APSG shareholders in the merger, would adversely affect the market price of APSG common stock.

**DUE TO POTENTIAL FLUCTUATIONS IN THE MARKET VALUE OF THE APSG COMMON STOCK PRIOR TO THE COMPLETION OF THE MERGER, APIE POLICYHOLDERS CANNOT BE SURE OF THE NUMBER OF APSG SHARES THAT WILL BE ISSUED IN THE MERGER.**

The exchange ratio under the merger agreement is subject to adjustment, as of the effective time of the merger, if the average of the per share closing prices of a share of APSG common stock as reported on the Nasdaq during the twenty trading days ending on the business day immediately prior to the effective date of the merger is more than 15% higher or lower than \$14.28 per share. If the closing price as calculated above fluctuates by more than 25%, the parties have the right to terminate the merger agreement and the merger may not actually occur. Therefore, any change in the market price of APSG common stock prior to completion of the merger will affect the value and may possibly affect the amount of APSG shares that the APIE policyholders will receive upon completion of the merger. Share price changes may result from a variety of factors including general market and economic conditions, changes in APSG's operations and prospects, and regulatory considerations. Many of these factors are beyond both APSG's and APIE's control.

Accordingly, at the time of the special meetings of the APSG shareholders and the APIE subscribers, the APSG shareholders and the APIE subscribers will not necessarily know or be able to calculate the value of the number of shares of APSG common stock that will be issued upon the completion of the merger.

Moreover, because stock prices fluctuate, the market value of the shares of APSG common stock that APIE subscribers receive in the merger may increase or decrease following the merger. The 180-day lock-up period to which the shares of APSG common stock and Series A redeemable preferred stock issued in the merger will be subject creates a risk that the shares may decline in value during a period in which the shares may not be sold.

**APIE POLICYHOLDERS' ABILITY TO BENEFIT FROM INCREASES IN THE VALUE OF APSG COMMON STOCK PRIOR TO CLOSING OF THE MERGER IS LIMITED.**

The exchange ratio under the merger agreement is subject to adjustments that limit the range in the value of APSG common stock to be received by APIE policyholders in the merger. The exchange ratio under the merger

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agreement is subject to adjustment if the average of the per share closing prices of a share of APSG common stock as reported on the Nasdaq during the twenty trading days ending on the business day immediately prior to the effective date of the merger is more than 15% higher or lower than \$14.28 per share. Therefore, the opportunity for APIE policyholders to benefit from any increase in the market value of APSG common stock between the announcement of the merger and the closing of the merger will be limited, which would not have been the case if the consideration had been based on a fixed exchange ratio.

**APSG COMMON STOCK IS CURRENTLY THINLY TRADED AND IT MAY BE DIFFICULT FOR APIE POLICYHOLDERS TO SELL THE COMMON STOCK THEY RECEIVE IN THE MERGER.**

APSG common stock is currently thinly traded. As a result, prices quoted for APSG stock may not reflect the actual fair market value of the stock. Also, because of the low volume of trading in APSG common stock, it may be difficult for APIE policyholders to sell the common stock they receive in the exchange. If they are able to sell APSG common stock, the limited trading volume could result in a significantly lower sales price than the sales price quoted by the National Association of Securities Dealers Automated Quotation System at the time of their order to sell. APIE policyholders should consult an experienced investment or financial advisor prior to attempting any sale of APSG common stock.

**APIE HAS LIMITED PUBLIC REPORTING REQUIREMENTS.**

Although APIE files statutory financial reports and limited other public information with the Texas Department of Insurance and the Arkansas Insurance Department, APIE has never issued any stock or been subject to the reporting requirements of the SEC for a public company. As a result, there is not as much publicly available information about APIE regarding its financial standing, business plans and results of operations, or the value of its interests as there would be for an SEC reporting company. Therefore, it will be difficult to determine the value of the shares of stock of the converted APIE entity to be issued in the conversion and acquired by APSG under the merger agreement.

**APSG AND APIE MUST OBTAIN SEVERAL GOVERNMENTAL CONSENTS TO COMPLETE THE MERGER WHICH, IF DELAYED, NOT GRANTED OR GRANTED WITH BURDENSOME CONDITIONS, MAY JEOPARDIZE OR POSTPONE THE MERGER, RESULT IN ADDITIONAL EXPENSE OR REDUCE THE ANTICIPATED BENEFITS OF THE TRANSACTION.**

The plan of conversion of APIE from a reciprocal insurance exchange into a stock insurance company must be approved in a timely manner by the Texas Department of Insurance. If the parties do not receive this approval, they will not complete the merger. The Texas Department of Insurance has broad discretion in administering governing regulations. As a condition to approval of the conversion and the merger, the Texas Department of Insurance may impose requirements, limitations or costs that could negatively affect the way APSG conducts business following the merger. These requirements, limitations or costs could jeopardize or delay completion of the merger. If APSG or APIE agree to any material requirements, limitations or costs in order to obtain any approvals required to complete the merger, these requirements, limitations or additional costs could reduce the anticipated benefits of the merger which could result in a material adverse effect on the business and results of operations of APSG following the merger.

**FAILURE TO COMPLETE THE MERGER COULD NEGATIVELY IMPACT THE SHARE PRICE OF APSG COMMON STOCK AND THE FUTURE BUSINESS AND FINANCIAL RESULTS OF APSG AND APIE.**

If the merger is not completed, the ongoing business of APSG or APIE may be adversely affected and APSG and APIE will be subject to several risks, including the following:

Management of each of the companies may be focused on the merger instead of pursuing other opportunities that could be beneficial to the respective companies.



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The two companies will be required to pay certain costs relating to the merger such as legal, accounting, financial advisor and printing fees and expenses.

Either party may be required to pay the other party a termination fee of \$1,500,000 plus out-of-pocket fees and expenses under the merger agreement.

Any negative impacts on APIE's premiums will flow through to APSG to some extent through its management agreement with APIE, since approximately half of APSG's revenue from continuing operations is attributable to the management agreement between FMI and APIE. Failure to close the transaction may result in the market perception of financial weakness of APIE or APSG resulting in a negative impact on APIE premiums through lower retention and more difficulty in obtaining new business.

**BOTH THE CONVERSION AND MERGER, AND ANY SUBSEQUENT SALE OF APSG COMMON STOCK OR APSG SERIES A REDEEMABLE PREFERRED STOCK, MAY RESULT IN TAX CONSEQUENCES TO APIE POLICYHOLDERS.**

Neither APSG nor APIE has obtained a ruling from the Internal Revenue Service concerning whether the conversion and merger will in fact be treated as tax free transactions. APIE has obtained an opinion from Deloitte Tax LLP which will support the conclusions contained in this registration statement regarding the material federal income tax consequences of the conversion and merger. However, you should understand the tax opinion is subject to several qualifications and is not binding on the Internal Revenue Service, and the Internal Revenue Service could successfully assert a contrary position.

Deloitte Tax LLP, tax advisor to APIE, has issued a qualified opinion concerning the tax consequences of the conversion and merger. The qualified nature of the opinion reflects that the tax consequences of the conversion and merger are not certain. In this case, Deloitte Tax LLP has issued a qualified opinion, rather than an unqualified opinion, because the conversion of a reciprocal insurance exchange into a stock company followed by a merger of the converted company with another corporation is an unusual transaction on which there is no direct authority as to the tax consequences. Both the conversion and merger and any subsequent sale by you of APSG common stock or APSG Series A redeemable preferred stock may result in significant tax liabilities to you.

If the conversion fails to qualify as a tax-free reorganization for federal income tax purposes, the exchange of APIE Policyholder Interests for APIC common stock in the conversion will be taxable to the APIE Policyholders, and the exchange of APIE Refundable Deposit Certificates for APIC preferred stock in the conversion will be taxable to holders of APIE Refundable Deposit Certificates. If the merger fails to qualify as a tax-free reorganization for federal income tax purposes, the exchange of APIC common stock for APSG common stock in the merger will be taxable to holders of APIC common stock, and the exchange of APIC preferred stock for APSG preferred stock in the merger will be taxable to holders of APIC preferred stock. You should review carefully the information under the caption "Material United States Federal Income Tax Consequences of the Conversion and Merger" beginning on page 134. You should also discuss the potential tax consequences of the conversion and merger with your tax and legal advisors.

**THE PROPOSED TERMS OF THE SERIES A REDEEMABLE PREFERRED STOCK COULD CHANGE AS A RESULT OF REGULATORY REVIEW PRIOR TO CLOSING OF THE MERGER AND COULD RESULT IN AN INCREASE TO THE PURCHASE PRICE AND JEOPARDIZE THE MERGER.**

The current terms of the mandatory redemption obligation under the Series A redeemable preferred stock of APSG or the Series A redeemable preferred stock of APIC are subject to change prior to closing based on review by the appropriate regulatory authorities. An unfavorable change to these terms could result in an increase to the purchase price and jeopardize the merger by allowing either APIE or APSG to terminate the merger agreement.

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**Risks Relating to the Combined Company's Operations After the Merger**

The eligible APIE policyholders will own shares of APSG common stock upon completion of the merger. In determining whether to approve the merger agreement, both the APSG stockholders and APIE subscribers should consider the following risk factors regarding the business of APSG, including the impact of the merger.

**APSG'S RELIANCE ON KEY EXECUTIVES AND KEY ACCOUNTS COULD AFFECT THE RESULTS OF OPERATIONS OF APSG.**

APSG believes that its success depends on the efforts and abilities of a relatively small group of executive personnel. The loss of services of one or more of these key executives could have a material adverse effect on its business. APSG has identified its key executives as Kenneth S. Shifrin, Chairman of the Board and Chief Executive Officer, George Conwill, president of APS Investment Services, Maury Magids, president of APS Insurance Services, and William Hayes, Chief Financial Officer. APSG does not maintain key man life insurance on any of its key executives. Additionally, a loss of one or more key accounts is possible and could have a material adverse effect upon earnings.

**APSG IS DEPENDENT ON A FEW CUSTOMERS AND THIS DEPENDENCE COULD ADVERSELY AFFECT ITS PROFITABILITY.**

APSG's subsidiaries are highly dependent on a few customers. The loss of any of these customers could have a material adverse effect on APSG's business and profitability and the value of its common stock. Approximately half of APSG's revenue from continuing operations is attributable to its management agreement with APIE. After the merger, losing APIE as a customer will no longer be a risk. However, as a wholly owned subsidiary of APSG after the merger, any reduction in premiums written by APIE or profit recorded by APIE would still have a negative effect on APSG's revenues and net income. The amount of these premiums can also be adversely affected by competition. Substantial underwriting losses might result in a curtailment or cessation of operations by APIE, and would accordingly affect APSG's consolidated business, financial condition and results of operations.

**ANTI-TAKEOVER PROVISIONS IN APSG'S CHARTER DOCUMENTS, APSG'S SHAREHOLDER RIGHTS PLAN AND TEXAS LAW COULD PREVENT OR DELAY A CHANGE IN CONTROL OF APSG.**

Certain anti-takeover provisions applicable to the governance of APSG could prevent or delay an acquisition of APSG's business at a premium price or at all. Some of these provisions are contained in APSG's articles of incorporation as well as in a shareholder rights plan adopted by APSG. Others are contained in the Texas statutory law governing corporations. These provisions may have the effect of delaying, making more difficult or preventing a change in control or acquisition of APSG by means of a tender offer, a proxy contest or otherwise. These provisions are expected to discourage certain types of coercive takeover practices and inadequate takeover bids and to encourage persons seeking to acquire control of APSG first to negotiate with APSG.

APSG's articles of incorporation provide that APSG may not engage in certain business combinations with a corporation, subsidiary of a corporation, person, or other entity which is the beneficial owner, directly or indirectly, of twenty percent or more of APSG's outstanding voting shares unless either certain requirements are first satisfied or the transaction is approved by the affirmative vote of no less than two-thirds of the shares of APSG common stock present in person or by proxy as a meeting where at least 80% of the APSG common shares are represented (in person or by proxy).

Under APSG's shareholder rights plan, each outstanding share of common stock has attached to it one purchase right. Each purchase right entitles its holder to purchase from APSG a unit consisting of one one-thousandth of a share of Series A junior participating preferred stock at a price subject to adjustment. This could prevent or delay a change in control of APSG.

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Articles 13.01 through 13.08 of the Texas Business Corporations Act provide that a Texas corporation may not engage in certain business combinations, including mergers, consolidations, and asset sales, with a person, or an affiliate or associate of such person, who is an affiliated shareholder (generally defined as the holder of twenty percent or more of the corporation's voting shares) for a period of three years from the date such person became an affiliated shareholder unless (i) the business combination or purchase or acquisition of shares made by the affiliate shareholder was approved by the board of directors of the corporation before the affiliated shareholder became an affiliated shareholder; or (ii) the business combination was approved by the affirmative vote of the holders of at least 66 2/3% of the outstanding voting shares of the corporation not beneficially owned by the affiliated shareholder, at a meeting of shareholders called for that purpose (and not by written consent), not less than six months after the affiliated shareholder became an affiliated shareholder. Neither APSG's articles of incorporation nor its bylaws contain any provision expressly providing that APSG will not be subject to the Texas anti-takeover statute. The Texas anti-takeover statute may have the effect of inhibiting a non-negotiated merger or other business combination involving APSG, even if such event(s) would be beneficial to APSG shareholders.

**AS A HOLDING COMPANY, APSG'S FINANCIAL CONDITION AND RESULTS OF OPERATIONS ARE DEPENDENT ON ITS SUBSIDIARIES.**

APSG is principally a holding company with assets consisting primarily of cash and investment securities. APSG's ability to pay its operating expenses and to service its indebtedness is dependent upon the cash and marketable securities of its subsidiaries and its ability to receive funds from such subsidiaries through loans, dividends or otherwise. The subsidiaries are legally distinct entities and have no obligation, contingent or otherwise, to make funds available to APSG for such obligations. In addition, the ability of APSG's subsidiaries to make such payments is subject to applicable state laws, and claims of the subsidiaries' creditors will generally have priority as to the assets of such subsidiaries. After the merger, the ability of APIC to pay dividends to APSG or redeem any of the APIC preferred stock that will be held by APSG is subject to regulation by the Texas Department of Insurance, which may limit or prevent payment of any such dividends. Pursuant to such regulatory authority, the Texas Department of Insurance will prohibit APIC from paying dividends to APSG on the APIC common stock, or redeeming any of the APIC preferred stock that will be held by APSG, in any fiscal year unless and until APSG has complied with the redemption and dividend payment obligation to the holders of APSG Series A redeemable preferred stock for that year. APSG has agreed that, without prior approval of the Texas Department of Insurance, aggregate annual dividends on APIC common stock and payments made to redeem APIC preferred stock held by APSG may not exceed the lesser of 10% of APIC's prior year-end policyholder surplus or APIC's prior year net income, and in no event may exceed APIC's earned surplus. By way of illustration, if this dividend and redemption restriction had been in place in 2003, 2004 and 2005, possible dividends for those years would have been limited to \$202,305, \$357,268 and \$870,465, respectively. Accordingly, there can be no assurance that APSG's subsidiaries will be able to pay funds to it or that such funds, if any, received by it will be sufficient to enable it to meet its obligations.

**MANAGEMENT SHAREHOLDERS OF APSG HAVE SIGNIFICANT CONTROL OF APSG AND THE ABILITY TO INFLUENCE THE APPROVAL OF MATTERS FOR WHICH SHAREHOLDER VOTING IS INVOLVED.**

Before and after giving effect to the exchange of APSG common stock offered in the merger, APSG's executive officers and directors and their affiliates will beneficially own approximately 33% and 20%, respectively, of APSG outstanding common stock, assuming full conversion of all options exercisable within 60 days of September 30, 2006, that they may beneficially own. As a result, APSG's management will be able to influence and possibly control the election of APSG's board of directors and the outcome of other corporate actions requiring shareholder approval.

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**APSG S SUBSIDIARIES AND APIE OPERATE IN HIGHLY COMPETITIVE BUSINESSES AGAINST COMPETITORS WITH GREATER FINANCIAL, MARKETING, TECHNOLOGICAL, PERSONNEL AND OTHER RESOURCES.**

The industries in which APSG operates are highly competitive. Many of APSG s competitors possess greater financial, marketing, technological and other resources. There can be no assurance that APSG will be able to continue to compete successfully.

APSG s subsidiaries, including APS Financial Corporation, or APS Financial, APS Clearing, Inc., or APS Clearing, and APS Asset Management, Inc., or Asset Management, are each engaged in a highly competitive business. Their competitors include, with respect to one or more aspects of their business, all of the member organizations of the New York Stock Exchange and other registered securities exchanges, all members of the NASD, registered investment advisors, members of the various commodity exchanges and commercial banks and thrift institutions. In many instances, APS Financial and Asset Management compete directly with these organizations. In addition, there is competition for investment funds from the real estate, insurance, banking and thrift industries.

Substantially all of APSG s revenue from the insurance services segment is currently attributable to FMI providing management services to APIE. Currently, because FMI s management fee is based on the combination of statutory earned premiums of APIE and a percentage of APIE s statutory profits subject to a cap based on premium levels, APSG s revenue attributable to FMI s operations can be adversely affected by competition faced by APIE. After the merger, APSG s revenue attributable to APIE s operations will remain susceptible to being adversely affected by APIE s competition. APIE competes with several insurance carriers, including Medical Protective Insurance Company, Texas Medical Liability Trust, ProAssurance, The Doctors Company and the Texas Medical Liability Insurance Underwriting Association (JUA). Moreover, with the successful passing of tort reform legislation in late 2003, additional companies have re-entered the Texas market, resulting in further increases in competition.

**APSG S FINANCIAL SERVICES BUSINESS IS SUBJECT TO EXTENSIVE GOVERNMENT REGULATION.**

The securities industry is subject to extensive governmental supervision, regulation and control by the SEC, state securities commissions and self-regulatory organizations, which may conduct administrative proceedings that can result in censure, fine, suspension or expulsion of APS Financial or any of its officers or employees. The NASD regulates APSG s financial services business marketing activities. The NASD can impose certain penalties for violations of its advertising regulations, including censures or fines, suspension of all advertising, the issuance of cease-and-desist orders or the suspension or expulsion of a broker-dealer or any of its officers or employees.

APSG s ability to comply with all applicable laws and rules is largely dependent on its establishment and maintenance of a system to ensure compliance with these laws and rules, as well as its ability to attract and retain qualified compliance personnel. APSG could be subject to disciplinary or other actions due to claimed noncompliance in the future, which could have a material adverse effect on its business, financial condition and operating results.

APSG cannot control whether the federal or state governments or self-regulatory organizations having jurisdiction over APSG s securities brokerage business will adopt regulations or take other actions, such as the failure to renew or the revocation of required licenses and certifications, that would have a material adverse effect on APSG s business, financial condition and results of operations. In addition, APSG s operations and profitability may be affected by additional legislation, changes in rules promulgated by the SEC, NASD, the Board of Governors of the Federal Reserve System, the various stock exchanges and other self-regulatory organizations, and state securities commissions, or changes in the interpretation or enforcement of existing laws or rules.

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**APSG AND APIE ARE EXPOSED TO INTEREST RATE AND INVESTMENT RISK.**

Changes in interest rates could have an impact at APSG's broker/dealer subsidiary, APS Financial. As interest rates rise bond prices fall and vice-versa. Since revenues at APS Financial are primarily recorded as commissions earned on the trading of fixed income securities, a rise in interest rates will cause a drop in the yield of these securities and will generally result in customers being cautious about committing funds or selling their positions, thus negatively affecting commissions earned. The general level of interest rates may trend higher or lower following the merger, and this move may impact APSG's level of business in different fixed income sectors. A volatile interest rate environment following the merger could also impact APSG's business as this type of market condition can lead to investor uncertainty and their corresponding willingness to commit funds.

As of September 30, 2006, APSG's recorded basis in debt and equity securities was approximately \$20,000,000. A material, other than temporary, decline in the value of any of these investments could have a material adverse effect on APSG's financial condition and results of operations. A decline in the value of equity securities, evidenced by lower prices traded for the common stock of these companies, might occur for several reasons, including poor financial performance, obsolescence of the service or product provided or any other news deemed to be negative by the investing public. A decline in the value of debt securities might occur for the same reasons above as well as due to an increase in interest rates.

APIE is principally exposed to three types of market risk related to its investment operations, including credit risk, interest rate risk and equity price risk.

APIE has exposure to credit risk primarily as a holder of investment grade fixed income securities. However, even investment grade securities can rapidly deteriorate and result in significant losses.

The value of the fixed income securities is also subject to interest rate risk. As market interest rates decrease, the portfolio value increases with the opposite holding true in rising interest rate environments.

Equity securities are subject to equity price risk, which is defined as the potential for loss in market value due to a decline in equity prices. The value of common stock equity investments is dependent upon the general conditions in the securities markets and the business and financial performance of the individual companies in the portfolio. Values are typically based on future economic prospects as perceived by investors in the equity markets.

**APSG IS SUBJECT TO MARKET FORCES BEYOND ITS CONTROL WHICH COULD IMPACT IT MORE SEVERELY THAN ITS COMPETITORS.**

APSG's securities brokerage business, like other securities firms, is directly affected by economic and political conditions, broad trends in business and finance and changes in volume and price levels of securities transactions. In recent years, the U.S. securities markets have experienced significant volatility. If APSG's trading volume decreases, its revenues decline. Also, when trading volume is low, its profitability is adversely affected because its overhead remains relatively fixed, despite lower compensation costs associated with commission revenues. Severe market fluctuations could have a material adverse effect on APSG's business, financial condition and operating results. Some of APSG's competitors with more diverse product and service offerings might withstand such a downturn in the securities industry better than APSG would.

**APS FINANCIAL'S CUSTOMERS MAY DEFAULT ON THEIR MARGIN ACCOUNTS, EFFECTIVELY PASSING THEIR LOSSES ON TO APSG.**

APSG's securities brokerage customers sometimes purchase securities on margin through APSG's clearing organization; therefore APSG is subject to risks inherent in extending credit. This risk is especially great when the market is rapidly declining. In such a decline, the value of the collateral securing the margin loans could fall below the amount of a customer's indebtedness. Specific regulatory guidelines mandate the amount that can be loaned against various security types. APS Financial rigorously adheres to these guidelines and in a number of

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instances exceeds those requirements. Independent of APSG's review, its corresponding clearing organization independently maintains a credit review of APSG's customer accounts. If customers fail to honor their commitments, the clearing organization would sell the securities held as collateral. If the value of the collateral were insufficient to repay the loan, a loss would occur, which APSG may be required to fund. Any such losses could have a material adverse effect on APSG's business, financial condition and operating results.

**APSG FINANCIAL MUST MAINTAIN CERTAIN NET CAPITAL REQUIREMENTS THAT COULD SLOW APSG'S EXPANSION PLANS OR PREVENT PAYMENTS OF DIVIDENDS.**

The SEC, NASD and various other regulatory agencies have stringent rules with respect to the maintenance of specific levels of net capital by securities broker-dealers. Net capital is the net worth of a broker or dealer (assets minus liabilities), less deductions for certain types of assets. If a firm fails to maintain the required net capital, it may be subject to suspension or revocation of registration by the SEC and suspension or expulsion by the NASD, and could ultimately lead to the firm's liquidation. If such net capital rules are changed or expanded, or if there is an unusually large charge against net capital, operations, such as trading activities, that require the intensive use of capital would be limited. APSG's ability to pay dividends on its common stock, repay debt and redeem or purchase shares of its outstanding stock could be severely restricted. A significant operating loss or an extraordinary charge against net capital could adversely affect the ability of APS Financial to expand or even maintain its present levels of business, which could have a material adverse effect on APSG's business, financial condition and operating results.

**APSG'S TRADING SYSTEMS MAY FAIL, RESULTING IN TRADING AND SERVICE INTERRUPTIONS, A POTENTIAL LOSS OF REVENUES OR POSSIBLE LITIGATION.**

APSG's securities brokerage business receives and processes trade orders through internal trading software and touch-tone telephones and depends heavily on the integrity of the electronic systems supporting this type of trading. Heavy stress placed on its systems during peak trading times could cause its systems to operate too slowly or fail. If APSG's systems or any other systems in the trading process slow down significantly or fail even for a short time, its customers would suffer delays in trading, potentially causing substantial losses and possibly subjecting APSG to claims for such losses or to litigation claiming fraud or negligence. During a systems failure, APSG may be able to take orders by telephone; however, only associates with securities broker's licenses can accept telephone orders, and an adequate number of associates may not be available to take customer calls in the event of a systems failure. In addition, a hardware or software failure, power or telecommunications interruption or natural disaster could cause a system failure. Any systems failure that interrupts APSG's operations could negatively impact its business, financial condition and operating results.

**FAILURE OF THIRD-PARTY VENDORS TO PROVIDE CRITICAL SERVICES COULD HARM APSG'S BUSINESS.**

APSG relies on a number of third parties to assist in the processing of its transactions, including online and internet service providers, back office processing organizations, and market makers. Any problems caused by these third parties, including as a result of their not providing APSG their services for any reason or their performing their services poorly, could have negatively impact APSG's business, financial condition and operating results.

**APIC'S MEDICAL MALPRACTICE INSURANCE BUSINESS WILL BE SUBJECT TO EXTENSIVE GOVERNMENT REGULATION.**

Insurance businesses are subject to extensive regulation by state insurance authorities in each state in which they operate. Regulation is intended for the benefit of policyholders rather than stockholders. In addition to the amount of dividends and other payments that can be made by APIC, these regulatory authorities have broad administrative and supervisory power relating to licensing requirements, trade practices, capital and surplus requirements, investment practices and rates charged to insurance customers.

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After the merger, these regulations may impede or impose burdensome conditions on rate increases or other actions that APSG may want to take to enhance its operating results, and could affect APSG's ability to pay dividends on its common stock. In addition, APSG may incur significant costs in the course of complying with regulatory requirements. Also, APSG's ability to grow APIC through premiums and additional capacity could be limited due to surplus and risk-based capital requirements under the financial regulatory guidelines of the Texas Department of Insurance.

**APSG'S REVENUES AND OPERATING PERFORMANCE MAY FLUCTUATE WITH INSURANCE BUSINESS CYCLES.**

Growth in premiums written in the medical professional liability industry has fluctuated significantly over the past 10 years as a result of, among other factors, changing premium rates. The cyclical pattern of such fluctuation has been generally consistent with similar patterns for the broader property and casualty insurance industry, due in part to the participation in the medical professional liability industry of insurers and reinsurers which also participate in many other lines of property and casualty insurance and reinsurance. Historically, the financial performance of the property and casualty insurance industry has tended to fluctuate in cyclical patterns characterized by periods of greater competition in pricing and underwriting terms and conditions, followed by periods of capital shortage, lesser competition and increasing premium rates.

**MARKET CONDITIONS COULD CAUSE REINSURANCE TO BE MORE COSTLY OR UNAVAILABLE FOR APIC.**

As part of APIE's overall risk management strategy, it currently purchases reinsurance for amounts of risk from \$250,000 up to \$1,000,000. After the merger, if APIC is unable to maintain its current reinsurance coverage or to obtain other reinsurance coverage in adequate amounts and at favorable rates, APIC may be adversely affected by losses or have to reduce the amount of risk it underwrites. APIC's inability to maintain, obtain or renew insurance coverage could then have a direct adverse effect on APSG's results of operations and financial condition. APIE's current reinsurance contracts do not have a change of control provision and will not have to be renegotiated as a result of the merger.

**GEOGRAPHIC CONCENTRATION MEANS THAT APIC'S PERFORMANCE MAY BE AFFECTED BY ECONOMIC, REGULATORY AND DEMOGRAPHIC CONDITIONS OF ITS OPERATIONS WITHIN THE STATE OF TEXAS.**

Because APIC's business will be concentrated primarily in Texas, adverse developments in Texas may have a disproportionately greater effect on APSG's insurance operations after the merger than they would have if APIC did business in more diverse markets.

**CHANGES IN THE HEALTH CARE INDUSTRY COULD HAVE A MATERIAL IMPACT ON APSG'S INSURANCE OPERATIONS.**

APIE currently derives, and after the merger APSG's insurance operations will derive, substantially all of its medical professional liability insurance premiums from physicians and other individual healthcare providers, physician groups and smaller healthcare facilities. Significant attention has recently been focused on reforming the healthcare industry at both the federal and state levels. In recent years, a number of factors related to the emergence of managed care have negatively impacted or threatened to impact the practice of medicine and economic independence of medical professionals. Medical professionals have found it more difficult to conduct a traditional fee-for-service practice and many have been driven to join or contractually affiliate with provider-supported organizations. Such change and consolidation may result in the elimination of, or a significant decrease in, the role of the physician in the medical professional liability insurance purchasing decision and could reduce APIE's, and after the merger APSG's, medical professional liability premiums as groups of insurance purchasers may be able to retain more risk.

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**THE PASSAGE OF TORT REFORM AND THE SUBSEQUENT REVIEW OF SUCH LAWS BY THE COURTS COULD HAVE A MATERIAL IMPACT ON APSG'S INSURANCE OPERATIONS.**

Tort reforms generally restrict the ability of a plaintiff to recover damages by imposing one or more limitations, including, among other limitations, eliminating certain claims that may be heard in a court, limiting the amount or types of damages, changing statutes of limitation or the period of time to make a claim, and/or limiting venue or court selection. Texas enacted legislation in 2003 specifically directed at medical malpractice liability insurance reform. Among the more significant aspects of the legislation were caps on non-economic damages and caps on non-economic damages against a single institution and against all health-care institutions combined.

While the effects of tort reform would appear to be generally beneficial to APSG's insurance business after the merger, there can be no assurance that such reforms will be effective or ultimately upheld by the courts in the various states. Further, if tort reforms are effective, the business of providing professional and other liability insurance may become more attractive, thereby causing an increase in competition for APSG's insurance business. In addition, there can be no assurance that the benefits of tort reform will not be accompanied by regulatory actions by state insurance authorities that may be detrimental to APSG's insurance business such as expanded coverage requirements and premium rate limitations or rollbacks. Also, the tort reform legislation, and the caps on non-economic damages, could change as a result of challenges in the courts or by future legislation.

**IF APIC IS UNABLE TO OBTAIN A FAVORABLE FINANCIAL STRENGTH RATING, IT MAY BE MORE DIFFICULT FOR APIC TO WRITE NEW BUSINESS OR RENEW ITS EXISTING BUSINESS.**

Third party rating agencies assess and rate the claims-paying ability of insurers based upon criteria established by the agencies. The financial strength ratings assigned by rating agencies to insurance companies represent independent opinions of financial strength and ability to meet policyholder obligations and are not directed toward the protection of investors. These ratings are not recommendations to buy, sell, or hold any security and are not applicable to the securities being offered by this prospectus.

Financial strength ratings are used by agents and clients as an important means of assessing the financial strength and quality of insurers. The inability of APIC to obtain a meaningful rating within a reasonable period of time could adversely affect APIC's ability to sell insurance policies and inhibit it from competing effectively. If market conditions for APIC's insurance become more competitive, competitors with higher financial strength ratings might have a competitive advantage. These results could have a material adverse effect on APSG's results of operations and financial condition.

**THE UNPREDICTABILITY OF COURT DECISIONS COULD HAVE A MATERIAL IMPACT ON APIC'S RESULTS OF OPERATIONS.**

APIC's results of operations may be adversely affected by court decisions that expand the liability on its policies after they have been issued and priced or by a judiciary's decision to accelerate the resolution of claims through an expedited court calendar, thereby reducing the amount of investment income APIC would have earned on related reserves. Additionally, a significant jury award, or series of awards, against one or more of APIC's insureds could require APIC to pay large sums of money in excess of its reserved amounts. APIC's policy to aggressively litigate claims against its insureds that it considers unwarranted or claims where settlement resolution cannot be achieved may increase the risk that APIC may be required to make such payments.

APIC could become subject to claims for extra-contractual obligations or losses in excess of policy limits in connection with its policyholders insurance claims. These claims are sometimes referred to as "bad faith" actions as it is alleged that the insurance company failed to negotiate a settlement of a claim in good faith within the insured's policy limit. APIC currently maintains insurance in the form of a component of its ceded reinsurance for such occurrences, which serves to mitigate exposure to such claims. However, the assertion of multiple claims for extra-contractual obligations in a single year or one or more large claims in a single year



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could result in potential exposure materially in excess of insurance coverage or in increased costs of such insurance coverage. Such occurrences could have a material adverse effect on APSG's results of operations and financial condition.

**APIE'S LOSS RESERVES ARE BASED ON ESTIMATES AND MAY BE INADEQUATE TO COVER ACTUAL LOSSES.**

As a risk bearing insurance entity, APIE must establish and maintain reserves for its estimated liability for losses and loss adjustment expense. APIE establishes loss reserves in its financial statements that represent an estimate of amounts needed to pay and administer claims with respect to insured events that have occurred, including events that have not yet been reported to APIE. Loss reserves are estimates of the ultimate cost of individual claims based on actuarial estimation techniques and are inherently uncertain. Judgment is required in applying actuarial techniques to determine the relevance of historical payment and claim closure patterns under current facts and circumstances. APIE periodically reviews its established reserves and may adjust reserves based on the results of these reviews. These adjustments could be significant. If APIE changes its estimates, these changes are reflected in results of operations during the period in which they are made. After the merger, if any changes in estimates occur, APSG will record the effects in its financial statements.

**IF APIC DOES NOT EFFECTIVELY PRICE ITS INSURANCE POLICIES, FINANCIAL RESULTS WILL BE ADVERSELY AFFECTED.**

APIC's premium rates are established when coverage is initiated and based on factors which include estimates of expected losses generated from the policies APIC underwrites. As do most medical malpractice insurance carriers, APIC analyzes many factors when pricing a policy, including the policyholder's prior loss history, medical specialty and practicing territory. Inaccurate information regarding a policyholder's past claims experience puts APIC at risk for mispricing its policies. When initiating coverage on a policyholder, APIC must rely on the claims information provided by the policyholder or previous carriers to properly estimate future claims exposure. If the claims information is not accurately stated, APIC could underprice its policies by using claims estimates that are too low. As a result, actual costs for providing insurance coverage to policyholders may be significantly higher than associated premiums. After the merger, APSG assumes the risk that policies in force were written at inadequate premium rates.

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**INFORMATION ABOUT APSG**

**General**

APSG, through its subsidiaries, provides services that include management services to APIE and brokerage and investment services to individuals and institutions.

APSG was organized in October 1974 under the laws of the State of Texas. Its principal executive office is at 1301 S. Capital of Texas Highway, Suite C-300, Austin, Texas 78746, and its telephone number is (512) 328-0888. Its website is *www.amph.com*. APSG makes available free of charge on its website its Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and any amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act as soon as reasonably practicable after such material is electronically filed with, or furnished to, the SEC.

Financial information about APSG's industry segments is disclosed in Note 16 to its audited consolidated financial statements included herein.

**APSG's Insurance Services**

APS Insurance Services, Inc., or Insurance Services, is a wholly owned subsidiary of APSG. Prior to October 1, 2003, APSG owned 80% of Insurance Services. On October 1, 2003, APSG acquired the remaining 20% minority interest in Insurance Services for approximately \$2,050,000 in cash (see Note 14 to its audited consolidated financial statements included herein). Insurance Services, through its wholly owned subsidiaries FMI and American Physicians Insurance Agency, Inc. provides management services to APIE. FMI, the attorney-in-fact for APIE provides these services under the terms of a management agreement. The management agreement provides for full management by FMI of the affairs of APIE under the direction of APIE's board of directors. Subject to the direction of the APIE board, FMI, sells and issues policies, investigates, settles and defends claims, and otherwise manages APIE's day to day operations. FMI pays certain salaries and personnel related expenses, rent and office operations costs and information technology costs, as provided in the management agreement. APIE is responsible for the payment of all claims, claims expenses, peer review expenses, directors' fees and expenses, legal, actuarial and auditing expenses, its taxes, outside agent commissions and certain other specific expenses.

The management agreement with FMI obligates APIE to pay management fees to FMI based on APIE's earned premiums before payment of reinsurance premiums. The management fee percentage is 13.5% of earned premium. In addition, any pre tax profits of APIE will be shared equally with FMI (profit sharing) so long as the total amount of profit sharing does not exceed 3% of earned premiums. FMI provides these management services only to APIE. APSG's revenues from this segment were 46%, 48% and 36% of its total revenues in 2005, 2004 and 2003, respectively, and 48% of its total revenues in the first nine months of 2006.

See "Revenues and Industry Segment" on page 73 for a discussion of APIE revenues and APIC revenues after the merger.

Substantially all of APSG's revenue from the insurance services segment was attributable to FMI providing management services to APIE. More information about FMI's relationship with APIE is available in "Information About APIE Relationship with Attorney-In-Fact" on page 75.

**APSG's Financial Services**

Through its subsidiaries, APS Financial Corporation, or APS Financial, APS Clearing, Inc., or APS Clearing, and APS Asset Management, Inc., or Asset Management, APSG provides investment and investment advisory services to institutions and individuals throughout the United States. APSG's revenues from this segment were 54%, 52% and 64% of its total revenues in 2005, 2004 and 2003, respectively, and 52% of its total revenues in the first nine months of 2006.

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APS Financial is a fully licensed broker/dealer that provides brokerage and investment services primarily to institutional and high net worth individual clients. APS Financial also provides portfolio accounting, analysis, and other services, to insurance companies and banks. Although these other services account for only a small portion of the revenues of APS Financial, they can be instrumental in maintaining the business of some clients. APS Financial has its main office in Austin, Texas.

APS Financial charges commissions on both exchange and over-the-counter, or OTC, transactions in accordance with industry practice. When APS Financial executes OTC transactions as a dealer, it receives, in lieu of commissions, markups or markdowns.

APS Financial is a member of the National Association of Securities Dealers, Inc., or NASD, and the Securities Investor Protection Corporation, or SIPC, and, in addition, is licensed in 44 states and the District of Columbia.

Every registered broker/dealer doing business with the public is subject to stringent rules with respect to net capital requirements promulgated by the SEC. These rules, which are designed to measure the financial soundness and liquidity of broker/dealers, specify minimum net capital requirements. As a registered broker/dealer, APS Financial is subject to these rules. Compliance with applicable net capital requirements could limit APS Financial's operations, such as limiting or prohibiting trading activities that require the use of significant amounts of capital. A significant operating loss or an extraordinary charge against net capital could adversely affect the ability of APS Financial to expand or even maintain its present levels of business. At September 30, 2006, APS Financial was in compliance with all applicable net capital requirements.

APS Financial clears its transactions through Southwest Securities, Inc., or Southwest, on a fully disclosed basis. Southwest also processes orders and floor reports, matches trades, transmits execution reports to APS Financial and records all data pertinent to trades. APS Financial pays Southwest a fee based on the number and type of transactions that Southwest conducts for APS Financial.

APS Clearing was established in 2005 and is dedicated to the clearing and settlement of trades involving syndicated bank loans, trade claims and distressed private loan portfolios. This company seeks to develop business with clients who trade in the high-yield bond market. In addition to marketing to professional hedge funds and institutional clientele, APSG also may receive referral leads from its affiliate companies.

Asset Management, a registered investment adviser under the Investment Advisers Act of 1940, was formed and registered with the SEC in 1998. APSG formed Asset Management to manage fixed income and equity assets for institutional and individual clients on a fee basis. Asset Management's mission is to provide clients with investment results within specific client-determined risk parameters.

### **APSG's Other Investments**

At September 30, 2006, APSG owned less than 1% of the outstanding common stock of HealthTronics, Inc. or HealthTronics (successor by merger to Prime Medical Services, Inc., or Prime Medical), having reduced its ownership from 15% in 2002 with the sale of 1,591,000 shares during 2002. Prior to that sale APSG recorded its pro-rata shares of HealthTronics' earnings using the equity method of accounting. As a result of its reduced ownership, APSG now accounts for its investment as an available-for-sale equity security, with changes in market value, net of tax, reflected in shareholders' equity as accumulated other comprehensive income. At September 30, 2006, APSG's investment in HealthTronics common stock has an aggregate fair market value of \$600,000 and a cost basis of approximately \$488,000.

The common stock of HealthTronics is quoted on the NASDAQ National Market under the symbol HTRN. HealthTronics is a Georgia corporation and is required to file annual, quarterly and other reports and documents with the SEC. The summary information in the accompanying consolidated financial statements regarding HealthTronics is qualified in its entirety by reference to such reports and documents. Such reports and documents may be examined and copies may be obtained from the SEC.

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At September 30, 2006, APSG owned 385,000, or approximately 4%, of the outstanding shares of Financial Industries Corporation, or FIC. The aggregate purchase price was approximately \$5,647,000, which was sourced entirely from APSG's cash reserves. These shares were not registered when acquired in 2003 but were subject to a registration rights agreement requiring FIC's best efforts to register them within one year of the transaction. Due to FIC's delay in filing its Forms 10-K and 10-Q, it has not been able to register these shares and was delisted from the NASDAQ exchange in July 2004.

In 2004, APSG determined that significant declines in FIC's market price should be considered other than temporary as defined in Statements of Financial Accounting Standards (SFAS) No. 115, *Accounting for Certain Investments in Debt and Equity Securities*, as amended. Consequently, APSG recorded pre-tax charges to earnings totaling \$2,567,000 in 2004 and \$135,000 in 2005, reducing its cost basis in FIC from \$5,647,000, or \$14.67 per share, to \$2,945,000, or \$7.65 per share. During 2006, FIC's market price has stabilized. As APSG's adjusted cost basis in FIC is \$7.65 and with the stock price above \$8.00 per share in 2006, there was no need to take an additional charge in the first nine months of 2006. While APSG currently continues to have the ability and the intent to hold the stock indefinitely, it concluded that the additional uncertainty created by FIC's late filings, together with the lack of its current financial information, dictated that the 2004 and 2005 declines should be viewed as other than temporary. APSG will continue to monitor and evaluate the situation at FIC and further determine if changes in fair market value of the investment are temporary or other than temporary.

**Discontinued Operations**

Effective November 1, 2002, APSG sold APS Consulting as APSG determined the division's operations were not consistent with its long-term strategic plan. APSG sold all of its APS Consulting shares for a de minimus amount of cash plus a \$250,000 seven-year term note at the prime rate plus 3%. APSG's existing contract, which was entered into on October 1, 2002, and states that APSG will provide administrative support services to APS Consulting for a period of approximately seven years, remains in effect. The fees that APSG will receive under this contract are dependent on APS Consulting's pre-tax earnings, but may not be less than \$200,000 or more than \$518,000 over the life of the agreement. Because APSG was dependent upon the future successful operation of APS Consulting to collect its proceeds from the disposal and because APSG had a security interest in the assets of APS Consulting, its retained risk of loss precluded it from recognizing the divestiture of APS Consulting under the guidance of FASB Interpretation No 46. Accordingly, APSG did not recognize the divestiture of APS Consulting and continued to consolidate the division as an entity in which APSG had a variable interest that would absorb the majority of the entity's operating losses if they occurred.

Effective November 1, 2003, APS Consulting was able to obtain third party financing and repay its note payable to APSG in exchange for its agreeing to discount the note by \$35,000. APSG provided no guarantees or credit enhancements in connection with APS Consulting securing this financing. Accordingly, APSG no longer has a risk of loss related to these operations and have recognized the transaction as a divestiture. As a result, APSG ceased consolidation of APS Consulting financial statements effective November 1, 2003. APSG recognized a gain in 2003 of \$27,000, net of tax, and administrative support fees totaling \$42,000 in the first nine months of 2006, \$103,000 in 2005, \$47,000 in 2004 and \$98,000 in 2003.

**Competition**

**Insurance Services.** Substantially all of APSG's revenue from this segment was attributable to FMI providing management services to APIE. Because FMI's management fee is based on the combined earned premiums and profits of APIE, APSG's revenue can be adversely affected by APIE's competition. While there is no direct competition with respect to providing management services to APIE, APIE does compete with several insurance carriers, including Medical Protective Insurance Company, Texas Medical Liability Trust, ProAssurance, The Doctors Company and the Texas Medical Liability Insurance Underwriting Association (JUA). These companies are considered APIE's competitors because they are the companies to whom policyholders who cancel their policies with APIE typically move. APIE competes with these companies on a variety of factors including price, customer service, expertise in claims handling, policy coverage, risk

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management services and financial strength. In premiums written and asset size, Texas Medical Liability Insurance Underwriting Association (JUA) is of equal size with APIE and Medical Protective Insurance Company, Texas Medical Liability Trust, ProAssurance and The Doctors Company are significantly larger than APIE. With the successful passing of tort reform legislation in late 2003, additional companies have re-entered the Texas market, resulting in increased competition.

**Financial Services.** APS Financial, APS Clearing and Asset Management are engaged in a highly competitive business. Their competitors include, with respect to one or more aspects of their business, all of the member organizations of the New York Stock Exchange and other registered securities exchanges, all members of the NASD, registered investment advisors, members of the various commodity exchanges and commercial banks and thrift institutions. Many of these organizations are national rather than regional firms and have substantially greater personnel and financial resources than APSG. In many instances APS Financial, APS Clearing and Asset Management compete directly with these organizations. In addition, there is competition for investment funds from the real estate, insurance, banking and thrift industries.

### **Regulation**

**Insurance Services.** FMI has received certificates of authority from the Texas and Arkansas insurance departments, licensing it on behalf of the subscribers of APIE. APIE, as a reciprocal insurance exchange, is subject to regulation by the insurance departments of the States of Texas and Arkansas. These regulations strictly limit all financial dealings of a reciprocal insurance exchange with its officers, directors, affiliates and subsidiaries. In the case of APIE, these regulations apply to FMI, the attorney-in-fact. Premium rates, advertising, solicitation of insurance, types of insurance issued and general corporate activity are also subject to regulation by the insurance departments of the States of Texas and Arkansas.

**Financial Services.** APS Financial and Asset Management are subject to extensive regulation under both federal and state laws. The SEC is the federal agency charged with administration of the federal securities and investment advisor laws. Much of the regulation of broker/dealers, however, has been delegated to self-regulatory organizations, principally the NASD and the national securities exchanges. These self-regulatory organizations adopt rules (subject to approval by the SEC) which govern the industry and conduct periodic examinations of member broker/dealers. APS Financial is also subject to regulation by state and District of Columbia securities commissions.

The regulations to which APS Financial is subject cover all aspects of the securities business, including sales methods, trade practices among broker/dealers, uses and safekeeping of customers' funds and securities, capital structure of securities firms, record keeping and the conduct of directors, officers and employees. Additional legislation, changes in rules promulgated by the SEC and by self-regulatory organizations, or changes in the interpretation or enforcement of existing laws and rules, may directly affect the method of operation and profitability of APS Financial and, accordingly, APSG. The SEC, self-regulatory organizations and state securities commissions may conduct administrative proceedings that can result in censure, fine, suspension or expulsion of APS Financial and/or its officers or employees. The principal purpose of regulation and discipline of broker/dealers is the protection of customers and the securities markets, rather than protection of creditors and shareholders of broker/dealers.

APS Financial, as a registered broker/dealer and NASD member organization, is required by federal law to belong to the SIPC. When the SIPC fund falls below a certain minimum amount, members are required to pay annual assessments in varying amounts not to exceed 0.5% of their adjusted gross revenues to restore the fund. The SIPC fund provides protection for customer accounts up to \$500,000 per customer, with a limitation of \$100,000 on claims for cash balances.

### **Revenues and Industry Segments**

The information required by Regulation S-K Items 101(b) and 101(d) related to financial information about segments and financial information about sales is contained in Note 16 to its accompanying audited consolidated financial statements included herein.

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As of September 30, 2006, APSG employed, on a full time basis, approximately 109 persons, including 63 by Insurance Services, 38 by APS Financial and APS Clearing, and 8 directly by APSG. APSG considers its employee relations to be good. None of APSG's employees are represented by a labor union and APSG has experienced no work stoppages.

**Properties**

APSG leases approximately 23,000 square feet of office space from HealthTronics in an office project at 1301 S. Capital of Texas Highway, Suite C-300, Austin, Texas as its principal executive offices.

APSG also leases approximately 1,200 square feet of office space for its insurance services subsidiary at 5401 North Central Expressway, Suite 316, LB #B4, Dallas, Texas.

**Legal Proceedings**

APSG is involved in various claims and legal actions that have arisen in the ordinary course of its business. APSG believes that any liabilities arising from these actions will not have an adverse effect on its financial condition or results of operations.

**Market for Common Equity and Related Stockholder Matters**

*APSG.* APSG's common stock is currently listed on the NASDAQ Small Cap Market under the symbol AMPH. The following table sets forth the range of the quarterly high and low bid prices for fiscal years 2004 and 2005, and the first three quarters of 2006.

	Price Range of Common Stock		Dividends Paid
	High	Low	
<b>2004</b>			
First quarter	\$ 14.08	\$ 8.31	\$
Second quarter	14.92	8.51	
Third quarter	10.24	8.50	0.20
Fourth quarter	10.49	9.51	
<b>2005</b>			
First quarter	\$ 13.24	\$ 10.01	\$
Second quarter	13.80	9.25	
Third quarter	13.30	11.50	0.25
Fourth quarter	13.25	11.37	
<b>2006</b>			
First quarter	\$ 13.86	\$ 12.15	\$
Second quarter	16.25	13.51	0.30
Third quarter	18.73	12.82	

As of November 6, 2006, there were approximately 199 holders of record of APSG's common stock. On such date, the last reported sale price of APSG's common stock was \$16.16.

In 2006, 2005 and 2004, APSG declared cash dividends on its common stock of \$0.30, \$0.25 and \$0.20, respectively, per share of common stock amounting to total cash outlays of approximately \$838,000, \$671,000 and \$518,000, respectively. Prior to 2004, APSG had never declared or paid any cash dividends on its common stock. APSG's policy has been to retain its earnings to finance growth and development. The declaration and payment of any future dividends on APSG's common stock would be at the sole discretion of its board of directors, subject to its financial condition, capital requirements, future prospects and other factors deemed relevant.



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**APIE.** As a reciprocal insurance exchange, APIE is not listed on any national stock exchange. Generally, dividends may be paid out of earned surplus after the repayment of all refundable deposits outstanding. No such dividend has been paid by APIE since 1984 and none are expected to be paid in the foreseeable future unless the conversion and merger are consummated. If the conversion and merger are consummated, pursuant to its regulatory authority, the Texas Department of Insurance will prohibit APIC from paying dividends to APSG on the APIC common stock, or redeeming any of the APIC preferred stock that will be held by APSG, in any fiscal year unless and until APSG has complied with the redemption and dividend payment obligation to the holders of APSG Series A redeemable preferred stock for that year. Furthermore, APSG has agreed that, without prior approval of the Texas Department of Insurance, aggregate annual dividends on APIC common stock and payments made to redeem APIC preferred stock held by APSG may not exceed the lesser of 10% of APIC's prior year-end policyholder surplus or APIC's prior year net income, and in no event may exceed APIC's earned surplus. By way of illustration, if this dividend and redemption restriction had been in place in 2003, 2004 and 2005, possible dividends for those years would have been limited to \$202,305, \$357,268 and \$870,465, respectively.

**Effect of Merger on Beneficial Owners of more than 5% of APSG's Common Stock**

The following table sets forth certain information as of September 30, 2006, on both a pre-merger and pro forma post-merger basis, regarding the amount and nature of the beneficial ownership of APSG common stock by (a) each person who is known by APSG to be the beneficial owner of more than five percent of the outstanding shares of its common stock, (b) each of APSG's directors, (c) each of the named executive officers, and (d) all of APSG's officers and directors as a group:

Beneficial Owner	Pre Merger		Post Merger	
	Number of Shares	% of Class	Number of Shares	% of Class
	<b>Beneficially Owned (1)</b>	<b>% of Class</b>	<b>Beneficially Owned</b>	<b>% of Class</b>
Hoak Public Equities, LP (2)	138,202	5.0%	138,202	2.9%
Boston Avenue Capital, LLC (3)	263,661	9.6%	263,661	5.5%
Daniel Zeff (4)	274,834	10.0%	274,834	5.7%
First Wilshire Securities Management, Inc. (5)	226,018	8.3%	226,018	4.7%
Kenneth S. Shifrin (6)	657,554	23.3%	657,554	13.4%
Lew N. Little, Jr.	26,500	1.0%	26,500	0.5%
Jackie Majors	41,500	1.5%	41,500	0.9%
William A. Searles	30,000	1.1%	30,000	0.6%
Cheryl Williams	31,063	1.1%	31,063	0.6%
Norris C. Knight, Jr., M.D. (7)			23,067	0.5%
William J. Peche, M.D. (7)			29,781	0.6%
W.H. Hayes	60,253	2.2%	60,253	1.2%
Maury L. Magids	91,000	3.2%	91,000	1.9%
Thomas R. Solimine	20,360	0.7%	20,360	0.4%
All officers and directors as a group	1,006,590	32.7%	1,059,438	20.3%

- (1) Includes options exercisable within 60 days of September 30, 2006.
- (2) The address for Hoak Public Equities, LP is 500 Crescent Court, Suite 220, Dallas, TX 75201. We have not been able to determine the person or persons controlling the fund through publicly available information.
- (3) The address for Boston Avenue Capital, LLC is 415 South Boston, 9<sup>th</sup> Floor, Tulsa, Oklahoma 74103. Charles M. Gillman is the fund manager.
- (4) The address for Daniel Zeff is c/o Zeff Holding Company, LLC, 50 California Street, Suite 1500, San Francisco, CA 94111.
- (5) The address for First Wilshire Securities Management, Inc. is 600 South Lake Street, Suite 100, Pasadena, CA 91106. We have not been able to determine the person or persons controlling the fund through publicly available information.



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- (6) The address for Kenneth S. Shifrin is 1301 S. Capital of Texas Highway, Suite C-300, Austin, Texas 78746-6550.
- (7) To be elected to the APSG board of directors at the effective time of the merger. Reflects shares acquirable under options pursuant to the merger agreement and an estimate of the shares received as merger consideration.

**Equity Compensation Plan Information as of December 31, 2005**

The following table represents securities authorized for issuance under equity compensation plans as of December 31, 2005.

Plan Category	Number of securities to be issued upon exercise of outstanding options, grants and rights. (a)	Weighted-average exercise price of outstanding options, warrants and rights. (b)	Number of securities remaining
			available for future issuance under equity compensation plans, excluding securities reflected in column (a) (c)
Equity Compensation plans approved by security holders	621,000	\$ 7.92 Note 1	339,000 Note 2
Equity compensation plans not approved by security holders	none	none	none
<b>Total</b>	<b>621,000</b>	<b>\$ 7.92</b>	<b>339,000</b>

Note 1: Includes 55,963 shares granted under the Deferred Compensation Plan.

Note 2: Excludes shares awarded under the Deferred Compensation Plan, as those are share awards in lieu of cash compensation and have no exercise price.

**Share Repurchase Program**

APSG announced a share repurchase program on August 17, 2004. It initially authorized the purchase of up to \$2,000,000 in common stock, but on December 12, 2005 and June 30, 2006, it was increased by additional increments of \$2,000,000 each. In 2005, 139,107 shares were purchased, 45,295 of which were purchased in open market transactions and 93,812 of which were purchased in private transactions. In the first nine months of 2006, 158,010 shares were purchased, all but 39,000 of which were purchased in open market transactions. As of September 30, 2006, APSG had purchased a total of \$4,220,000 (324,000 shares) in common stock under the company's stock repurchase plan since its announcement. APSG's open market stock repurchases are made in reliance upon the Rule 10b-18 of the Exchange Act safe harbor from certain market manipulation claims for purchases by an issuer of its own common stock. Under this rule, APSG may not open trading in its shares, may not trade in the last thirty minutes of the trading session, may bid no more than the current bid or last trade, and may purchase no more in a single day than 25% of the average daily trading volume for the last four calendar weeks, unless certain rules for larger block trades are followed. APSG's stock option plan allows it to accept shares owned by an optionee immediately prior to the exercise of an option in payment for the option exercise. Substantially all of the shares acquired in private transactions in 2005 and 2006 were acquired in this manner. Additionally, APSG considers unsolicited offers to sell shares back to APSG and makes a decision on purchasing them based on the price and APSG's business needs at the time of offer. APSG gives priority in its repurchases to shares offered in option exercises, followed by open market purchases and finally unsolicited offers from shareholders. APSG does not reissue any shares acquired in repurchases, instead canceling them upon acquisition. APSG has suspended its share repurchase program during the time this joint proxy/registration statement is disseminated until the effective time of the merger, in accordance with applicable SEC regulations.

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The following table represents stock repurchases under the share repurchase program during 2005 and the first nine months of 2006.

**Issuer Purchases of Equity Securities**

Period		(a) Total Number of shares Purchased (1)	(b) Average Price Paid per Share	(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	(d) Maximum Dollar Value of Shares that May yet be Purchased under the Plans or Programs
Jan 1, 2005	Jan 31, 2005	7,612	\$ 10.43	7,612	\$ 1,654,000
Feb 1, 2005	Feb 28, 2005	104	11.39	104	1,653,000
Mar 1, 2005	Mar 31, 2005	14,708	12.07	14,708	1,476,000
Apr 1, 2005	Apr 30, 2005	7,100	12.94	7,100	1,384,000
May 1, 2005	May 31, 2005	62,470	12.24	62,470	618,000
Jun 1, 2005	Jun 30, 2005				618,000
Jul 1, 2005	Jul 31, 2005				618,000
Aug 1, 2005	Aug 31, 2005	32,963	12.81	32,963	196,000
Sep 1, 2005	Sep 30, 2005	3,000	12.55	3,000	158,000
Oct 1, 2005	Oct 31, 2005	1,450	12.64	1,450	140,000
Nov 1, 2005	Nov 30, 2005	9,200	12.55	9,200	25,000
Dec 1, 2005	Dec 31, 2005	500	13.06	500	2,018,000
Jan 1, 2006	Jan 31, 2006	20,600	13.01	20,600	1,750,000
Feb 1, 2006	Feb 28, 2006	12,856	12.86	12,856	1,585,000
Mar 1, 2006	Mar 31, 2006	10,800	13.28	10,800	1,442,000
Apr 1, 2006	Apr 30, 2006	6,500	14.80	6,500	1,346,000
May 1, 2006	May 31, 2006	7,710	14.56	7,710	1,234,000
Jun 1, 2006	Jun 30, 2006	82,431	14.62	82,431	2,029,000
Jul 1, 2006	Jul 31, 2006	4,711	14.39	4,711	1,961,000
Aug 1, 2006	Aug 31, 2006	11,402	14.34	11,402	1,797,000
Sep 1, 2006	Sep 30, 2006	1,000	17.12	1,000	1,780,000

(1) Of the total shares purchased during these twenty-one months, 164,305 were purchased in open market transactions and 132,812 were purchased in private transactions.

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**APSG Management's Discussion and Analysis of Financial Condition and Results of Operations of APSG**

**General**

APSG provides insurance services, including management services to APIE, and financial services, including brokerage and investment services to individuals and institutions.

**Insurance Services.** APSG provides management services to APIE through its subsidiary, FMI. FMI provides management and administrative services to APIE, a reciprocal insurance exchange that provides medical professional liability insurance. APIE is governed by a board of directors consisting of, as of June 1, 2006, eight physicians and one non-physician. Pursuant to a management agreement and the direction of this board, FMI manages and operates APIE, including performing policy issuance, claims investigation and settlement, and all other management and operational functions. FMI pays certain salaries and personnel related expenses, rent and office operations costs and information technology costs, as provided in the management agreement. APIE is responsible for the payment of all claims, claims expenses, peer review expenses, directors' fees and expenses, legal, actuarial and auditing expenses, its taxes, outside agent commissions and certain other specific expenses. The management agreement with FMI obligates APIE to pay management fees to FMI based on APIE's earned premiums before payment of reinsurance premiums. The management fee percentage is 13.5% of earned premium. In addition, any pre tax profits of APIE will be shared equally with FMI (profit sharing) so long as the total amount of profit sharing does not exceed 3% of earned premiums. FMI only provides these management services to APIE. APSG's revenues from this segment were 46%, 48% and 36% of its total revenues in 2005, 2004 and 2003, respectively, and 48% of its total revenues in the first nine months of 2006. APSG recognizes revenues for the management fee portion based on a percentage of earned premiums on a monthly basis. APSG recognizes revenues for the management fee portion based on profit sharing in the fourth quarter, when it is certain that APIE will have an annual profit. FMI's assets are not subject to APIE policyholder claims.

**Financial Services.** APSG provides investment and investment advisory services to institutions and individuals throughout the United States through the following subsidiaries:

**APS Financial.** APS Financial is a fully licensed broker/dealer that provides brokerage and investment services primarily to institutional and high net worth individual clients. APS Financial also provides portfolio accounting, analysis, and other services to insurance companies and banks. APSG recognizes commissions revenue, and the related compensation expense, on a trade date basis.

**APS Clearing.** APS Clearing facilitates the settlement of trades involving syndicated bank loans, trade claims and distressed private loan portfolios. Trade claims are private debt instruments representing a pre-petition claim on a debtor's estate. APSG recognized commissions revenue, and the related compensation expense, when the transaction is complete and fully funded.

**Asset Management.** Asset Management manages fixed income and equity assets for institutional and individual clients on a fee basis. APSG recognizes fee revenues monthly based on the amount of funds under management.

**Other Investments.** In addition, as of September 30, 2006, APSG has the following significant investments which are accounted for as available-for-sale securities: (1) APSG owns approximately 97,000 shares of HealthTronics common stock, representing less than 1% of its outstanding common stock, and (2) APSG owns 385,000 shares of FIC, representing approximately 4% of its outstanding common stock. APSG's policy is to account for investments as available-for-sale securities which requires that APSG assess fluctuations in fair value and determine whether these fluctuations are temporary or other than temporary as defined in Statements of Financial Accounting Standards (SFAS) No. 115, *Accounting for Certain Investments in Debt and Equity Securities*, as amended. Temporary changes in fair value are recognized as unrealized gains or losses excluded from earnings and reported in equity as a component of accumulated other comprehensive income, net of income taxes. Should a decline in an investment be deemed other than temporary, as was the case with APSG's investment with FIC in both 2004 and 2005, pre-tax charges to earnings will be taken in the period in which the impairment is considered to be other than temporary.

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As of September 30, 2006, APSG also had investments totaling \$15,318,000 in investment-grade governmental and corporate fixed income securities, which are accounted for as available for sale. These securities are carried at fair value with unrealized gains and losses, net of taxes, reported in equity as a component of accumulated other comprehensive income. As above, APSG would recognize an impairment charge to earnings in the event a decline in fair value below the cost basis if one of these investments is determined to be other than temporary.

### **Critical Accounting Policies and Estimates**

The preparation of APSG's consolidated financial statements requires it to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses. On an on-going basis, APSG evaluates its estimates, including those related to impairment of assets; bad debts; income taxes; and contingencies and litigation. APSG bases its estimates on historical experience and on various other assumptions that APSG believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

APSG believes the following critical accounting policies and estimates affect its more significant judgments and estimates used in the preparation of its consolidated financial statements. APSG periodically reviews the carrying value of its assets to determine if events and circumstances exist indicating that assets might be impaired. If facts and circumstances support this possibility of impairment, its management will prepare undiscounted and discounted cash flow projections, which require judgments that are both subjective and complex. Management may also obtain independent valuations.

APSG's financial services revenues are composed primarily of commissions on securities trades and clearing of trade claims and asset management fees. Revenues related to securities transactions are recognized on a trade date basis. Revenues from the clearing and settlement of trades involving syndicated bank loans, trade claims and distressed private loan portfolios are recognized when the transaction is complete and fully funded. Asset management fees are recognized as a percentage of assets under management during the period based upon the terms of agreements with the applicable customers.

APSG's insurance service revenues related to management fees are recognized monthly at 13.5% of the earned premiums of the managed company. APSG also shares equally any profits of the managed company, to a maximum of 3% of the earned insurance premiums. Any past losses of the managed company are carried forward and applied against earnings before any profits are shared. The profit sharing component is recorded in the fourth quarter based on the audited financial results of the managed company.

When necessary, APSG records an allowance for doubtful accounts based on specifically identified amounts that APSG believes to be uncollectible. If APSG's actual collections experience changes, revisions to its allowance may be required. APSG has a limited number of customers with individually large amounts due at any given balance sheet date. Any unanticipated change in one of those customers' credit standing or rating could have a material effect on its results of operations in the period in which such changes or events occur. After all attempts to collect a receivable have failed, the receivable is written off against the allowance.

The carrying amounts for cash and cash equivalents approximate fair value because they mature in less than 90 days and do not present unanticipated credit concerns.

When necessary, APSG records a valuation allowance to reduce its deferred tax assets to the amount that is more likely than not to be realized. While APSG has considered future taxable income and ongoing prudent and feasible tax planning strategies in assessing the need for the valuation allowance, in the event APSG were to determine that it would be able to realize its deferred tax assets in the future in excess of its net recorded amount, an adjustment to the deferred tax asset would increase income in the period the determination was made. Likewise, should APSG determine that it would not be able to realize all or part of its net deferred tax asset in the future, an adjustment to the deferred tax asset would be charged to income in the period the determination was made.

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APSG accounts for its equity and fixed income securities as available for sale. In the event a decline in fair value of an investment occurs, management may be required to determine if the decline in market value is other than temporary. Management's assessments as to the nature of a decline in fair value are based on the quoted market prices at the end of a period, the length of time an investment's fair value has been in decline and APSG's ability and intent to hold the investment. If the fair value is less than the carrying value and the decline is determined to be other than temporary, an appropriate write-down is recorded against earnings.

**Stock-Based Compensation**

In December 2004, the FASB issued a revision (SFAS No. 123(R)) to SFAS No. 123, *Accounting for Stock-Based Compensation* (SFAS No. 123), and APSG was required to adopt SFAS No. 123(R) in the first quarter of 2006. SFAS No. 123(R) supersedes Accounting Principles Board Opinion No. 25, *Accounting for Stock Issued to Employees* (APB No. 25), and related interpretations, and requires that all stock-based compensation, including options, be expensed at fair value, as of the grant date, over the vesting period. Companies are required to use an option pricing model (e.g.: Black-Scholes or Binomial) to determine compensation expense, consistent with the model previously used in the already required disclosures of SFAS No. 148, *Accounting for Stock-Based Compensation-Transition and Disclosure*. The adoption of SFAS No. 123(R) has not had a material effect on APSG's financial position, operations or cash flow.

At September 30, 2006, APSG has two stock-based compensation plans, which are described more fully in Note 12 to its accompanying audited condensed consolidated financial statements included herein. Prior to January 1, 2006, APSG accounted for these plans under the recognition and measurement principles of APB No. 25, under which stock-based employee compensation cost was not reflected in net income, as all options granted under these plans had an exercise price equal to the market value of the underlying common stock on the date of grant. In accordance with SFAS No. 123, as amended by SFAS No. 148, APSG provided footnote disclosure of the pro forma stock-based compensation cost, net loss and net loss per share as if the fair-value based method of expense recognition and measurement prescribed by SFAS No. 123 had been applied to all employee options.

As a result of adopting SFAS No. 123(R) on January 1, 2006, APSG's pre-tax income for the nine months ended September 30, 2006 is \$189,000 less than it would have been if APSG had continued to account for stock-based compensation under APB No. 25. Basic and diluted net income per share would be unchanged if APSG had not adopted SFAS No. 123(R). The adoption of SFAS No. 123(R) had no effect on APSG's statement of cash flows in the nine months ended September 30, 2006, as stock option expense is a non-cash charge.

**Results of Operations*****Overview and Business Outlook***

Insurance Services revenues for the first nine months of 2006 were 1% higher than the same period in 2005, a year which enjoyed record revenues. Total member's equity at APIE has grown approximately 57% in 2006 after growing approximately 78% in 2005. Insurance Services revenues are dependent on APIE and if APIE's surplus continues to grow, this would continue to increase the financial strength of the company and its capacity to write new business and therefore increase the amount of profit in which APSG would be able to share. Beginning in 2006, Insurance Services expects operating expenses to increase over 2005, primarily as a result of anticipated new personnel hires required to support estimated growth in new business and the retention of existing business. Professional fees will be higher after 2006 as a result of the decision by the SEC to require micro-cap companies to comply with Section 404 of the Sarbanes-Oxley Act of 2002. Effective as of May 30, 2006, the board of directors of APSG approved a merger with APIE. Subsequent to the merger, it is anticipated that the Insurance Services management fee revenues derived from the attorney-in-fact contract with APIE would no longer exist and revenues from earned premiums and investment income from APIE as well as results from operations would be reported. See *Information about APIE Revenues and Industry Segment*, on page 73. For the twelve months ending December 31, 2005 and the nine-months ending September 30, 2006 the management fee revenues reported by Insurance Services was \$11,045,000 and \$6,815,000, respectively. For the twelve

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months ending December 31, 2005 and the nine-months ending September 30, 2006 the total revenues reported by APIE was \$69,866,000 and \$57,295,000, respectively.

APSG's insurance segment is greatly affected by the profitability of APIE which APSG manages through FMI. Significant increases in the frequency and/or severity of claims brought against APIE's insured doctors would negatively affect the profitability of APIE, and consequently, the amount of profit, if any, in which APSG would be able to share. This risk has been reduced as a result of physicians renewing at lower limits of coverage. Prior to tort reform legislation in 2003, the Texas market place experienced rate increases as a result of unfavorable claims trending. As rates continued to increase, physicians sought lower limits of coverage in order to lower their cost of coverage. The shift to lower limits resulted in lower premiums being paid to APIE by physician-policyholders. However, the lower premiums paid as a result of this shift were offset by rate increases of approximately 39%, 13% and 1% in 2002, 2003 and 2004, respectively. In addition, policyholder headcount increased from 2,992 at January 1, 2002 to 4,578 at the end of September 30, 2006 which also offset this shift to lower policy limits. Total gross premiums and maintenance fees written were \$70,993,380, \$84,570,995, \$79,301,001 and \$61,560,465 for the year ended December 31, 2003, 2004, 2005 and for the nine months ended September 30, 2006, respectively. Further, tort and insurance reform passed in the State of Texas in 2003 capped non-economic damages and placed restrictions on mass litigation. As a result of tort reform, competitors have re-entered the State of Texas, which has resulted in increased competition and lowering of rates.

APS Financial, the broker/dealer division of APSG's financial services segment, saw growth in its investment banking division in 2005 and in the first nine months of 2006 while commission revenues from security trading in 2005 mirrored those recorded in 2004, and fell in the first nine months of 2006. APS Clearing, which represents a new revenue stream, was formed in 2005. APS Clearing earns commissions on the trading and clearing of non-security transactions in bank debt and trade claims. The investment banking department was ramped up in 2005 with the hiring of a dedicated investment banker who was successful in closing several private placement transactions. Commission revenues from investment-grade trading was flat in a soft investment climate, while revenues from non-investment grade (high-yield) trades saw an increase, particularly in the latter half of 2005.

For commission revenue generation, bullish, unstable markets provide APSG with the most opportunity. Conversely, stable, bearish markets pose the greatest difficulty in generating income. Uncertainty in world, political and economic events can also be an obstacle to revenue generation. Investors may take a wait-and-see attitude should uncertainty exist.

Although APSG has been fortunate in retaining its key salespersons, a loss of one or more key individuals and/or a loss of one or more key accounts is possible and could have an adverse effect upon earnings.

The nature of the broker/dealer business and the current litigious legal environment in which APSG operates means that there is always the possibility of one or more lawsuits being brought against it. Claims against broker/dealers generally rise in periods of down markets and the more prolonged a downturn, generally the greater risk of litigation.

Although consolidated net earnings were up substantially in 2005 compared to the two previous years, combined net earnings from APSG's two core segments was down slightly in 2005 compared to 2004. The primary reason for the large increase in consolidated net earnings is the result of unusually high gains on the sales of APSG's investments in 2005 and unusually high other-than-temporary impairments charges of investments recorded in 2004. Such gains and losses are not likely to be repeated.

***First Nine Months of 2006 Compared to First Nine Months of 2005***

Revenues from operations decreased \$2,413,000 (26%) and \$900,000 (4%) in the three and nine month periods ended September 30, 2006, respectively, compared to the same periods in 2005. APSG's operating income decreased \$643,000 (69%) and \$522,000 (24%) in the current year three and nine months, respectively, compared to the same periods in 2005. APSG's net income decreased \$986,000 (71%) and \$2,046,000 (57%) in the current year three and nine months, respectively, compared to the same periods in 2005. Lastly, APSG's

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diluted net income per share decreased \$0.34 (71%) and \$0.71 (57%) in the current year three and nine month periods ended September 30, 2006, respectively, compared to the same periods in 2005. The reasons for these changes are described below.

**Insurance Services.** Total revenues from APSG's insurance services segment decreased \$6,000 (0%) for the three months but increased \$94,000 (1%) for the nine month periods ended September 30, 2006, compared to the same periods in 2005. The current quarter decrease in revenues is mainly attributable to a management fee revenue decrease of \$25,000 (1%) as a result of lower earned premiums at APIE, APSG's managed medical malpractice insurance company, due to rate decreases implemented in the latter part of 2005. This has resulted in lower written premium of \$1.1 million for the nine months ended September 30, 2006 as compared to the same period for 2005. While planned rate decreases have lowered written premium, policyholder retention remains strong at greater than 90% for APIE. Management fee revenues for the nine months ended September 30, 2006 decreased \$24,000 (0%) over the comparable period for 2005 for the same reasons noted above for the current quarter. Pass through commissions increased by \$58,000 (4%) in the current quarter as a result of higher effective commission rates paid to third party agents in order to increase market share as compared to the same period in 2005. For the nine months ended September 30, 2006, pass through commission revenues were \$236,000 (7%) higher than in the same period in 2005 as commission rates and premiums written through agents for new business at APIE remained higher in 2006. As noted in the following paragraph, commissions paid to third party independent agents increased by an equivalent amount, resulting in no impact on net income. Finally, risk management fees decreased \$25,000 (60%) and \$79,000 (45%) for the three and nine month periods ended September 30, 2006, respectively, compared to the same periods in 2005, as a result of fewer renewals requiring these services and the discontinuation of a high risk management program at the end of 2005. This decrease in risk management fees is the result of two key factors. First, fees are lower due to an improved claims environment following tort reform legislation enacted in 2003, resulting in fewer new business and renewal accounts being placed into the risk management program and thus being required to pay for these services. Second, risk management services continue to be performed, but due to increased competition APSG has occasionally provided these services at no charge.

Insurance services expenses increased \$216,000 (7%) and \$692,000 (9%) for the three and nine month periods ended September 30, 2006, respectively, compared to the same periods in 2005. Payroll expense increased \$117,000 (15%) and \$377,000 (16%) for the three and nine month periods ended September 30, 2006, respectively, compared to the same periods in 2005 due in part to merit increases, the addition of new managerial positions, additional staff positions for business development and physician services departments and expensing stock options as required by FAS123(R). Professional fees increased \$58,000 (102%) and \$105,000 (57%) in the three and nine month periods ended September 30, 2006, respectively, compared to the same periods in 2005 due to consulting costs incurred in the analysis of new policy and claims software. Pass through commissions expense increased \$58,000 (4%) and \$236,000 (7%) for the three and nine months ended September 30, 2006 compared to the same period in 2005 due to the above-mentioned increase in commissions paid to third party independent agents. Lastly, advertising expense increased \$23,000 (141%) and \$23,000 (29%) for the three and nine months ended September 30, 2006 compared to the same period in 2005 due to consulting costs associated with increased marketing efforts.

**Financial Services.** APSG's financial services revenue decreased \$2,407,000 (44%) and \$994,000 (8%) in the three and nine months ended September 30, 2006, respectively compared to the same periods in 2005. The primary contributing factor to these lower revenue figures is the fact that commissions earned at APSG's broker/dealer company, APS Financial, were down in 2006. Commission income, derived mostly from transactions in the fixed income market in both investment and non-investment grade securities, were down \$2,915,000 (58%) and \$3,935,000 (34%) for the three and nine month periods ended September 30, 2006, respectively, compared to the same periods in 2005. There continues to be various economic factors causing this slowdown in trading activity including poor investment fundamentals such as a rising interest rate environment with an inverted yield curve, volatility in certain corporate sectors and volatile energy prices. As a result of these difficult conditions APS Financial consolidated trading into its main office in Austin, Texas and closed its Houston office in the third

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quarter of 2006. Though the Houston office generated commission revenues of approximately \$1.2 million

during the first nine months of 2006 and \$2.6 million for all of 2005, it had become unprofitable during the past twelve months. Partially offsetting lower commissions were revenues derived from other businesses, including investment banking and distressed bank debt/trade claim trading which contributed in the aggregate an increase of \$508,000 (148%) and \$2,943,000 (483%) for the current year three and nine month periods, respectively, compared to the same periods in 2005.

APSG's financial services expenses decreased \$1,883,000 (39%) and \$661,000 (6%) in the three and nine month periods ended September 30, 2006, respectively, compared to the same periods in 2005. The primary reason for the decrease was a \$1,628,000 (49%) and \$932,200 (13%) decrease in commission expense in the current three and nine month periods, respectively, compared to the same periods in 2005 as a result of the above-mentioned decline in broker/dealer commissions earned. Adding to the variance in the current year quarter was a decrease of \$227,000 (57%) in incentive compensation expense, the result of lower net earnings in the period. Partially offsetting these variances was an increase in payroll of \$43,000 (9%) and \$291,000 (23%) for the three and nine months periods in 2006, respectively, as compared to the same periods in 2005 as a result of continued personnel expansion in APSG's investment banking and bank debt/trade claim businesses.

**General and Administrative Expense.** General and administrative expenses decreased \$137,000 (24%) and \$525,000 (27%) in the three and nine month periods ended September 30, 2006, respectively, compared to the same periods in 2005. The current year three month decrease is primarily due to lower incentive compensation expense. Incentive compensation, a formula driven expense calculated in part on net earnings, decreased \$109,000 (46%) due to much lower investment gains in 2006. The current year nine month decrease is due to lower legal and professional fees, lower salaries and lower management incentive compensation. Salaries declined \$79,000 (13%) in the nine month period ended September 30, 2006 compared to the same period in 2005 as a result of a severance payment in 2005 to a former employee who has since been retained as a tax consultant. Legal and professional fees declined \$91,000 (36%) during the current year nine months as costs associated with internal controls disclosures and procedures under the Sarbanes-Oxley Act of 2002, or SOX 404, compliance are minimal in 2006 compared to the first nine months of 2005 when APSG was ramping up its compliance efforts. With the continued uncertainty as to what, if any, relief is to be granted to non-accelerated filers like us, APSG has slowed its expenditures in an attempt to control SOX 404 compliance costs. In particular, APSG did not retain the outside SOX 404 consultants it employed during 2005 and has concentrated instead on internal compliance efforts. Our SOX compliance costs in 2007 can be expected to increase over 2006 as we hire either consultants or a director of internal audit to complete the task. Incentive compensation expense decreased \$299,000 (44%) in the current nine month period compared to the same period in 2005 for the same reason as described in the three month variance above.

**Gain on Sale of Assets.** During the three and nine months ended September 30, 2006, APSG recognized approximately \$141,000 and \$422,000, respectively, of deferred gain related to the November 2001 sale and subsequent leaseback of real estate to Prime Medical (now called HealthTronics, Inc.). Due to APSG's continuing involvement in the property, it deferred recognizing approximately \$2,400,000 of the approximately \$5,100,000 gain and are recognizing it in earnings, as a reduction of rent expense, monthly through September 2006. As of September 30, 2006 no more of these deferred gains remain to be recognized. In addition, 15% of the gain (\$760,000) related to APSG's then 15% ownership in the purchaser, was deferred. As APSG's ownership percentage in HealthTronics declines through its sales of HealthTronics common stock, it recognizes these gains proportionately to its reduction of its interest in HealthTronics. During the three and nine months ended September 30, 2006 APSG recognized approximately \$13,000 and \$15,000, respectively, of these deferred gains as a result of HealthTronics common stock sold in the periods. As of September 30, 2006, there remained a balance of approximately \$31,000 to be recognized in future periods.

**Gain on Investments.** Gains on investments decreased \$1,024,000 (92%) and \$2,981,000 (96%) in the current year three month and nine month periods, respectively, due to the sale of a large number of available-for-sale equity securities in both comparative periods of 2005 compared to sales in 2006. Sales of these securities are down in 2006 as a result of fewer shares held by us and a decline in their market price.



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**Loss on Impairment of Investment.** The losses recorded in the three and nine month periods in 2005 represented write-downs of investments in an equity security and in a bond held for investment after determining that market declines in the value of these securities should be considered other than temporary. No further impairment charges have occurred in 2006 as the bonds were sold in February 2006 and the common stock price of the equity security has not declined further. The equity investment referred to is the shares of common stock APSG owns in Financial Industries Corporation, or FIC. APSG records pretax charges to earnings should the common stock price of the security on the last day of each interim or annual period fall below the adjusted cost basis of its investment in FIC. In the first nine months of 2005, that charge totaled \$136,000. As APSG's adjusted cost basis in FIC had been lowered to \$7.65 and with the stock price trading above \$8.00 per share in 2006, there had been no need to take additional charges 2006. APSG will continue to monitor and evaluate the situation at Financial Industries.

**Interest Income.** APSG's interest income increased \$82,000 (49%) and \$255,000 (62%) in the three and nine month periods ended September 30, 2006, respectively, compared to the same periods in 2005. The current year increases were due to higher interest rates as well as a much higher balance of interest-bearing fixed income securities. At September 30, 2006 there was a balance in investment securities held of \$15.3 million compared to a balance of \$12.3 million held at September 30, 2005.

**Other Income.** APSG's other income increased \$13,000 (433%) but decreased \$61,000 (70%) for the three and nine month periods ended September 30, 2006, respectively, compared to the same periods in 2005. The increase in the current year three month period was due to the receipt of management fees from a former affiliate in excess of the fees received from them during this same period in 2005. The decrease in the current year nine month period is primarily due to inventory losses on securities held at APS Financial totaling \$38,000 in 2006 compared to inventory gains of \$20,000 in 2005.

***2005 Compared to 2004***

Revenues from operations increased \$1,952,000 (6%) in 2005 compared to 2004. APSG's operating income decreased \$499,000 (9%) to \$4,845,000 compared to \$5,344,000 in 2004. APSG's net earnings increased \$3,308,000 (154%) in 2005 to a total of \$5,460,000 compared to net earnings of \$2,152,000 in 2004. APSG's diluted earnings per share increased to \$1.86 in 2005 compared to \$0.76 in 2004. The reasons for these changes are described below.

**Insurance Services.** Insurance services revenues increased \$198,000 (1%) in 2005 compared to 2004. The primary reason for the 2005 increase was a \$364,000 (4%) increase in management fees, the result of greater insurance premium volumes. Earned premium increased at APIE by 4% in 2005 compared to 2004 primarily as a result of new business, which saw an 8% net increase in the number of insured professionals, and because of strong retention of its existing business in 2005. In addition, profits shared with APIE grew \$78,000 (4%) to \$2,007,000 in 2005 from \$1,929,000 in 2004. Consistent with APSG's revenue recognition policy, this revenue was not recognized until the fourth quarter of the year after profit-sharing goals were attained. APSG cannot accurately predict what, if any, profits will be available to it until the completion of an end-of-year actuarial analysis by independent actuaries. Partially offsetting these increases was a \$118,000 (37%) decrease in risk management fee income in 2005 compared to 2004, the result of a lower number of physicians utilizing this service. This decrease in risk management fees is the result of two key factors. First, fees are lower due to an improved claims environment following tort reform legislation enacted in 2003, resulting in fewer new business and renewal accounts being placed into the risk management program and thus being required to pay for these services. Second, risk management services continue to be performed, but due to increased competition APSG has occasionally provided these services at no charge. Also, pass through commissions earned by third-party agents decreased \$106,000 (2%) in 2005 to \$4,376,000 compared to \$4,482,000 in 2004, the result of a 6% decline in written premiums in 2005. Written premiums are down in 2005 compared to 2004 as a result of lower new business written during the year along with an average decrease in premium rates of 8.8%. As noted below, commissions paid to third-party independent agents decreased by an equivalent amount, resulting in no impact on net earnings.

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Insurance services expenses increased \$294,000 (3%) in 2005 compared to 2004. The primary reasons for the 2005 increase were higher payroll and higher professional fees. Payroll increased \$185,000 (6%) in 2005 as a result of normal merit raises as well as the addition of two new managerial positions. Professional fees increased \$175,000 (253%) in 2005 compared to 2004 primarily as a result of fees paid in association with Sarbanes-Oxley Act compliance requirements. In addition, depreciation increased \$61,000 (25%) in 2005 compared to 2004 due to a significant increase in capital purchases made during 2005 necessary to upgrade management information and reporting capabilities. Partially offsetting these increases was a \$106,000 (2%) decrease in commissions paid to third party independent agents, as noted above.

**Financial Services.** Financial services revenues increased \$1,754,000 (11%) in 2005 compared to 2004. The increase was mostly due to contributions from APSG's investment banking and bank debt trading businesses, which were up a combined \$1,709,000 from last year. Of this increase, bank debt trading generated revenues of \$1,166,000 in 2005, its first year of operations, with minimal start-up costs. This increase, combined with commission revenue from secondary market securities trading, which was up slightly from 2004, made 2005 APS Financial's second best year in terms of total revenues in its twenty-four year history. APSG's broker/dealer business derives most of its revenue from trading in the secondary fixed income market, both in investment and non-investment grade securities. Commission revenue from APSG's investment grade market segment was lower, due to the Federal Reserve raising short-term rates. The short end of the treasury yield curve, in step with Federal Reserve tightening, traded to higher yields, while the longer end of the curve hovered near historically low levels, creating a flat to slightly inverted yield curve in 2005. This created an investment environment where customers continued to be cautious to commit funds in 2005, particularly to longer maturing instruments, thus negatively impacting trading revenues. The decline in APSG's investment grade business was offset by increased activity in the high-yield markets. In 2005, the U.S. high-yield markets, which were generally considered rich the previous year, began to correct with some volatility, increasing APSG's trading revenues from this market segment.

Financial services expense increased \$1,725,000 (12%) in 2005 compared to 2004. Commission expense, which includes commissions from secondary market trading, as well as placement fees for investment banking and referral fees for bank debt trading, was up \$1,159,000 (12%) as a result of the above-mentioned increase in commission revenue. Payroll was up \$430,000 (31%) in part due to the hiring of additional personnel in the investment banking and bank debt trading areas as the firm ramped up these business efforts, and due to an increase in performance related forgivable loans. Legal and professional expenses increased \$195,000 (115%) from the previous year, principally due to expenses associated with APSG's efforts to comply with the provisions of the Sarbanes-Oxley Act of 2002. Partially offsetting these increases was a decrease in incentive compensation expense of \$143,000 (13%) in 2005 compared to 2004 as a result of higher minimum performance thresholds placed upon management in 2005.

**General and Administrative Expenses.** General and Administrative expenses increased \$510,000 (23%) in 2005 compared to 2004. The 2005 increase was due primarily to a \$269,000 (34%) increase in incentive compensation expense in 2005 resulting from additional contractual bonuses that will be paid on the greater gains from the sale of a higher number of shares of HealthTronics common stock completed in 2005. In addition, salaries expense increased \$148,000 (23%) in 2005 partially due to a severance payment to a former officer, Duane Boyd, who has since been retained as a tax consultant coupled with an addition in salaries at the executive level in an effort to remain competitive in the marketplace. Professional fees increased \$59,000 (85%) in 2005 compared to 2004 as a result of fees paid in association with Sarbanes-Oxley Act compliance requirements. Partially offsetting these increases was a 2005 decrease in legal fees of \$39,000 (64%), the result of lower need for outside legal consulting in 2005 as well as fees paid in 2004 in association with a Form S-3 filing that were not applicable in 2005.

**Gain on Sale of Assets.** Gain on sale of assets primarily represents the recognition of deferred income. During 2005, APSG recognized approximately \$513,000 of deferred gain related to the November 2001 sale and subsequent leaseback of real estate to Prime Medical (its name prior to the merger with HealthTronics). During 2005, APSG also recognized \$133,000 of the deferred gains related to APSG's then 15% ownership in HealthTronics. The increase in 2005 is the result of an increased number of HealthTronics common stock shares sold compared to 2004.

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**Gain on Investments.** Gain on investments increased \$2,915,000 (1,190%) in 2005 compared to 2004. The 2005 increase is primarily due to gains on the sale of a greater number of shares of HealthTronics common stock compared to 2004. In addition, APSG recorded income of \$225,000 from an investment in a private company that was sold during 2005 and in which APSG had a zero basis. Partially offsetting these gains was a write-off totaling \$160,000 from an investment loan that was given earlier in 2005. Information provided by the third party loan obligor at the time of the loan was proven to be less than complete and it was determined in September 2005, after the loan was several months in default, that it is unlikely that APSG will recover any of the remaining debt owed it. As such, the balance of the loan was written off.

**Loss on Impairment of Investments.** The 2005 loss was due to a write-down of APSG's investment in FIC common stock coupled with an impairment of its investment in Toys R Us bonds. The loss in 2004 represents an impairment in the value of APSG's investment in FIC common stock. During 2004, the value of APSG's investment in FIC had declined significantly. In October 2004, APSG determined that this decline in market price should be considered "other than temporary" as defined in Statements of Financial Accounting Standards (SFAS) No. 115, *Accounting for Certain Investments in Debt and Equity Securities*, as amended. Consequently, APSG recorded pre-tax charges to earnings totaling \$2,567,000 in 2004. These charges reduced APSG's cost basis in FIC common stock from \$5,647,000, or \$14.67 per share, to \$3,080,000, or \$8.00 per share which was equal to the quoted market price of FIC shares on December 31, 2004. During 2005, APSG took additional pre-tax charges to earnings totaling \$135,000, further reducing its cost basis in FIC to \$2,945,000, or \$7.65 per share. While APSG continues to have the ability and the intent to hold the stock indefinitely, it concluded that the additional uncertainty created by FIC's late filings, together with the lack of its current financial information, dictated that the 2004 and 2005 declines should be viewed as other than temporary. In July 2005, FIC was able to file its 2003 Form 10-K but has yet to file any 2004 or 2005 Forms 10-Q or 10-K and thus continues to be de-listed on the NASDAQ Stock Market.

In April 2004, APSG purchased \$300,000 of Toys R Us bonds. In March 2005, Toys R Us announced a plan of merger with another toy company and a planned leveraged buyout, which precipitated a drop in the price of the bonds. An independent analysis indicated that the new debt to be issued in connection with the leveraged buyout will put the existing bonds in a subordinated position. Since these bonds have a 2018 maturity, APSG believes that the impairment is "other than temporary" during its shorter than expected holding period. Consequently, APSG recognized a charge against pre-tax earnings of \$57,000 using the quoted price of the bonds as of June 30, 2005. By December 2005, the value of the bonds had declined further and, based in part upon weak earnings reports, APSG determined that an additional impairment charge of \$24,000 was necessary using the quoted price of the bonds as of December 31, 2005. APSG will continue to monitor and evaluate the situations at both FIC and Toys R Us and further determine if changes in fair market value of these investments are temporary or "other than temporary."

**Gain on the Extinguishment of Debt.** During 2005 and 2004, APSG recorded \$24,000 and \$75,000, respectively, as gains on extinguishment of debt. The 2004 amount represents that amount of liability that was released by participants in a loan to a former affiliate. Due to poor operating results, the affiliate was in default and not making scheduled payments under its loan agreement with APSG in which the participations had been sold. As a result, the loan participants released APSG from any obligations under the participation agreements. In September 2005, APSG determined there is a remote possibility that the final obligation, totaling \$24,000, will be required to be paid under the terms of the participation agreement and as a result, APSG reversed it and recognized a gain in the same amount.

**Interest Income.** APSG's interest income increased \$222,000 (61%) in 2005 compared to 2004 primarily as a result of a higher balance of interest-bearing securities held in 2005 as well as to higher average interest rates. At December 31, 2005, APSG held a balance of \$13,246,000 in fixed income securities versus a balance of \$4,903,000 at December 31, 2004. The increase in 2005 was primarily attributable to cash received upon the sale of equity securities.

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**Other Income (Loss).** APSG's other income increased \$109,000 (727%) in 2005 compared to 2004. The increase in 2005 was due to net gains in inventory held briefly at APS Financial in 2005 totaling \$26,000 versus net inventory losses of \$30,000 in 2004. In addition, APSG received \$103,000 in administrative fee income from Eco-Systems in 2005 versus \$47,000 in 2004 resulting from their increase in earnings in 2005.

**Minority Interests.** For the years 2005 and 2004, minority interests represents a 3% interest in Asset Management, a subsidiary within APSG's financial services segment, owned by key individuals within Asset Management. Minority interests increased in 2005 due to a prior period adjustment resulting from APSG's acquisition of a former 2% minority interest shareholder.

**Cash Flows.** APSG's cash flows provided from operations decreased \$3,144,000 (58%) in 2005 compared to 2004 due in part to a timing difference in the receipt of profit sharing earned for these two years. APSG received \$1,050,000 in 2004 from APIE in profit sharing for the year 2004, while receiving the remainder in early 2005. By comparison, all of the 2005 profit sharing was received in January 2006. Whether or not APSG receives any cash from APIE for profit sharing in the year it was earned typically is simply a timing issue. In addition, APSG paid nearly \$1,500,000 more in federal income taxes in 2005 than in 2004, the result of taxes owed on much larger gains on investments. These gains in 2005 were the result of a decision to liquidate APSG's investment in HealthTronics common stock, resulting in a 74% decrease in the number of shares of common stock owned which created gains of approximately \$3,000,000. APSG's cash flows used in investing activities decreased \$354,000 (8%) in 2005 as a result of lower capital expenditures as well as increased net receipt of loans over the amount funded. APSG's cash used in financing activities increased \$887,000 (192%) in 2005 primarily as a result of a \$1,000,000 increase in the purchase of APSG's treasury stock compared to 2004. Partially offsetting this was a \$278,000 increase in cash received from the exercise of stock options.

***2004 Compared to 2003***

Revenues from operations increased \$1,572,000 (5%) compared to 2003. APSG's operating income increased \$1,381,000 (35%) to \$5,344,000 in 2004 compared to \$3,963,000 in 2003. APSG's net earnings decreased \$647,000 (23%) in 2004 to a total of \$2,152,000 compared to net earnings of \$2,799,000 in 2003. APSG's diluted earnings per share decreased to \$0.76 in 2004 compared to \$1.14 in 2003. The reasons for these changes are described below.

**Insurance Services.** Insurance services revenues increased \$4,490,000 (41%) in 2004 compared to 2003. One of the primary reasons for the 2004 growth is an increase of \$1,207,000 (167%) in profits shared with APIE. The total amount of profit sharing recognized in 2004 was \$1,929,000, all of which was recognized during the fourth quarter of 2004, after profit sharing goals were attained. In 2003, APSG recognized all of that year's total of \$722,000 in profit sharing during the fourth quarter as well. As the certainty of profits at APIE cannot be fully known until an end-of-year actuarial analysis by independent actuaries, APSG cannot predict what, if any, profits will be available to APSG until this analysis is complete. Another reason for the growth in revenues in 2004 was a \$1,607,000 (23%) increase in management fees resulting from greater insurance premium volumes. Earned premium increased at APIE by 24% in 2004 compared to 2003 primarily as a result of new business and strong retention of APSG's existing business in 2004. Lastly, commission income increased \$1,435,000 (47%) in 2004 compared to 2003, resulting from approximately \$15,040,000 in additional written premium in 2004. As noted below, commissions paid to third party independent agents increased by an equivalent amount, resulting in no impact on net income.

Insurance services expenses increased \$2,127,000 (27%) in 2004 compared to 2003. The 2004 increase is primarily due to the \$1,435,000 (47%) increase in commissions paid to third party independent agents. In addition, payroll expense increased \$208,000 (8%) and formula driven incentive compensation expense increased \$206,000 (39%) in 2004 compared to 2003. Payroll expense was up in 2004 due primarily to normal annual merit raises in addition to personnel additions made in the latter half of 2003 that were expensed the entire year in 2004. Among the additions was a high-level management position to help meet APSG's growing financial

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reporting requirements. The increase in formula driven incentive compensation cost was the result of an increase in segment operating profits. Excluding incentive compensation costs, pre-tax profits at APSG's insurance segment rose \$2,679,000 (95%). Lastly, depreciation and amortization costs were \$102,000 (74%) higher in 2004 compared to 2003 as a result of amortizing the non-compete agreement that was created upon the repurchase of the 20% minority interest in October 2003 for a full year compared to only three months in 2003. Partially offsetting these increases was a \$176,000 (79%) decrease in advertising in 2004 compared to 2003, a result of re-branding efforts of the business performed in 2003.

**Financial Services.** Financial services revenues decreased \$2,918,000 (15%) in 2004 compared to 2003. Although commission revenues in 2004 were the second highest in APS Financial's twenty-three year history, they were down compared to 2003, which saw record commission revenues at APS Financial. APSG's broker/dealer derives most of its revenue from trading in the fixed income market, both in investment and non-investment grade securities. Revenue from both grade securities was lower. Investment grade markets are typically linked to treasury rates, which continued to trade in 2004 at a historically low yield levels. Customers were cautious on committing funds, particularly to longer maturing instruments, thus negatively impacting trading revenues. Also, in 2004 the U.S. high-yield markets were almost universally considered over-valued, trading at historically low spreads to treasuries. Again, this contributed to a reluctance of APSG's customers to commit funds, and contributed to lower revenues.

Financial services expense decreased \$2,046,000 (12%) in 2004 compared to 2003. The primary reason for the 2004 decrease is a \$1,714,000 (15%) decrease in commission expense resulting from the decrease in commission revenue at APS Financial mentioned above. In addition, net profits before management incentive costs decreased at APS Financial by \$1,284,000 (29%) resulting in a \$530,000 (33%) decrease in the 2004 formula driven incentive compensation costs. Partially offsetting these decreases was an increase in payroll costs of \$108,000 (8%) in 2004 resulting from normal annual merit raises as well as the hiring of two new full-time positions. In addition, there were relatively minor 2004 increases in employee benefits, professional fees and information services.

**General and Administrative Expenses.** General and administrative expenses increased \$158,000 (8%) in 2004 compared to 2003. The 2004 increase was primarily due to higher incentive compensation expense which was \$126,000 (19%) greater in 2004 on substantially higher operating income in 2004. Other professional fees were \$40,000 (136%) higher in 2004 primarily as a result of fees incurred in connection with Sarbanes-Oxley Act internal control procedures. Also, director's fees increased \$59,000 (64%) as a result of a higher fee structure implemented in 2004 as well as an increased number of board and committee meetings compared to 2003. Partially offsetting these increases was a decrease in legal fees of \$29,000 (32%) in 2004, the result of non-recurring fees incurred in 2003 in connection with APSG's investment in FIC.

**Gain on Sale of Assets.** Gain on sale of assets primarily represents the recognition of deferred income. Approximately \$760,000 of the \$5,100,000 deferred gain on the sale of real estate to Prime Medical (its name prior to the merger with HealthTronics) in 2001 was due to APSG's ownership interest in Prime Medical and is recognized upon the reduction of APSG's ownership percentage in Prime Medical through the sale of its stock. In 2004, APSG recognized approximately \$56,000 from the sale of a higher number of shares of Prime Medical common stock versus 2003, when a gain of \$8,000 was recorded.

**Gain on Investments.** Gain on investments increased \$118,000 (93%) in 2004 compared to 2003 as a result of gains from the sale of a greater number of available-for-sale equity securities sold in 2004.

**Loss on Impairment of Investments.** The 2004 loss was due to a write-down of APSG's investment in FIC common stock. During 2004, in accordance with SFAS 115, APSG determined that the decline in market value of FIC common stock was other than temporary and APSG recorded pre-tax charges to earnings totaling \$2,567,000. These charges reduced APSG's cost basis in FIC from \$5,647,000, or \$14.67 per share, to \$3,080,000, or \$8.00 per share which is equal to the quoted market price of FIC shares on December 31, 2004.

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APSG believes the decline in the market price of FIC common stock has been brought about by its failure to file its 2003 Form 10-K and its subsequent de-listing from the NASDAQ Stock Market. APSG had expected FIC to bring its filings current and pursue restoring its exchange listing but these events have not yet occurred. While APSG currently continues to have the ability and the intent to hold the stock indefinitely, APSG has concluded that the additional uncertainty created by the late filings together with the lack of current financial information dictates that the decline should be viewed as other than temporary.

**Affiliates Earnings (Loss).** APSG's equity in the earnings of Prime Medical (its name prior to the merger with HealthTronics) was zero in 2004 as well as in 2003 as APSG no longer accounts for its investment in Prime Medical using the equity method of accounting, as was the case in the first quarter of 2002 when APSG recorded \$186,000 in equity earnings. As of March 19, 2002, APSG ceased accounting for its investment in Prime Medical using the equity method of accounting because (1) on January 1, 2002, Kenneth S. Shifrin, APSG's Chairman and CEO, stepped down from day-to-day operations as Executive Chairman of the Board of Prime Medical, but continued to serve as non-executive Chairman. Mr. Shifrin further reduced his responsibilities on Prime Medical's Board to Vice-Chairman in 2004; and (2) from January to March 19, 2002, APSG sold 1,570,000 shares of Prime Medical common stock reducing APSG's ownership percentage in 2002 to approximately 5%.

APSG's equity in earnings of Uncommon Care was zero in 2004, \$260,000 in 2003 and a loss of \$230,000 in 2002. Because APSG's total investment and advances to Uncommon Care has been reduced to zero, APSG suspended recording equity losses, as required under the equity method. In 2002, APSG advanced them \$230,000 and recorded a loss for the full amount of the advance. In 2003, after informing Uncommon Care's management that APSG would make no further advances, it recorded equity in earnings of unconsolidated affiliates in the amount of \$260,000 related to cash received from Uncommon Care. APSG expects no further receipts of cash from Uncommon Care and consequently expects to record no additional income in the future.

**Interest Income.** APSG's interest income increased \$61,000 (20%) in 2004 compared to 2003 primarily as a result of a higher balance of interest-bearing securities held in 2004. At December 31, 2004, APSG had a balance of \$4,903,000 in fixed income securities versus a balance of \$897,000 at December 31, 2003.

**Other Income (Loss).** APSG's other income increased \$53,000 in 2004 as a result of a write-down taken in 2003 totaling \$120,000 on an equity investment. Partially offsetting this was a decrease of \$51,000 in administrative fee income from Eco-Systems in 2004 resulting from their decreased earnings.

**Minority Interests.** Minority interests represents the combination of two outside interests in APSG's subsidiaries: a 20% interest in Insurance Services owned by FPIC Insurance Group, Inc. and a 3% interest in Asset Management, a subsidiary within APSG's financial services segment, owned by key individuals within Asset Management. Minority interests decreased in 2004 due to the repurchase of the 20% minority interest in Insurance Services from the minority interest holder, FPIC Insurance Group, effective October 1, 2003. Consequently, only nine months of minority interest was recorded in 2003. During 2004, minority interest was recorded only at Asset Management and amounted to just \$1,000.

**Discontinued Operations.** Effective November 1, 2003, APS Consulting paid off the negotiated remaining amount of the note payable to APSG. Even though APSG had sold this segment to APS Consulting's management exactly one year earlier, it continued to consolidate its revenues, expenses and balance sheet items because it was dependent upon future successful operations of the division to collect its proceeds from the disposal and APSG did not transfer risk of loss to discontinue reporting them on its consolidated financial statements. With the payoff of the note, APSG recognized the divestiture and now reports APS Consulting as a discontinued operation. For 2003, only the after-tax gain on disposal of the segment is recorded as earnings from APS Consulting. There was no effect in 2004.

**Cash Flows.** For the year ended December 31, 2004, APSG's cash provided by operations increased \$814,000 (17%) compared to 2003 as a result of the increase in operating income at APSG's insurance services

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segment. Cash used in investing activities increased \$1,089,000 (33%) in 2004 compared to 2003 as a result of proceeds from the sale of available-for-sale equity securities during 2003, which were much greater than those received in 2004. Cash provided by financing activities decreased \$1,339,000 (153%) in 2004 as a result of fewer options exercised compared to 2003, a greater number of treasury stock shares purchased during 2004 and cash dividends paid in 2004.

**Liquidity and Capital Resources**

**Working Capital.** APSG's net working capital was \$18,197,000 and \$15,880,000 at September 30, 2006 and December 31, 2005, respectively. The increase in the current year was due primarily to cash received from operations. Cash and cash equivalents decreased \$2,641,000 in the first nine months of 2006 as cash provided by operations was more than offset by net cash used in investing and financing activities. Cash from operating activities increased \$1,125,000 primarily due to cash received from current year earnings plus cash received from APIE for profit sharing (\$2,000,000) that was recorded in 2005. Partially offsetting this was cash paid in 2006 for incentive compensation earned and accrued in 2005 (\$2,200,000) and estimated 2006 federal income tax payments (\$754,000). Cash from investing activities decreased \$1,954,000 as purchases of available-for-sale securities exceeded cash received from the sales of other available-for-sale securities. In addition, APSG made a performance driven loan in January, 2006 in the amount of \$238,000 to a high-producing broker. This loan is forgivable evenly over a period of twenty four months, the life of the loan. Cash from financing activities decreased \$1,812,000 due to purchases of treasury stock exceeding cash received from the exercise of employee stock options as well as from dividends paid during the second quarter of 2006 in the amount of \$820,000. Restricted cash in the amount of \$3,523,000 did not affect working capital as an equal amount of current trade payables was recorded as of September 30, 2006.

Historically, APSG has maintained strong liquidity and, as a result, APSG has been able to satisfy its operational and capital expenditure requirements with cash generated from its operating and investing activities. These same sources of funds have also allowed APSG to pursue investment and expansion opportunities consistent with its growth plans. Although there can be no assurance APSG's operating activities will provide positive cash flow in 2006, it is optimistic that its working capital requirements will be met for the foreseeable future for the following reasons: (1) its current cash position is very strong, with a balance of approximately \$3.6 million; (2) its investments in long term available-for-sale equity and short and long term fixed income securities could provide an additional \$16.7 million should the need arise; and (3) it renewed a line of credit in April 2006 that is described below.

**Line of Credit.** In April 2006 APSG renewed a \$3.0 million line of credit that was originally established in November 2003 with PlainsCapital Bank. The loan calls for interest payments only to be made on any amount drawn until April 15, 2007, when the entire amount of the note, principal and interest then remaining unpaid, is due and payable. At September 30, 2006, there were no draws taken against this line of credit. APSG is in compliance with the covenants of the loan agreement, including requirements for a minimum of \$5.0 million of unencumbered liquidity and a minimum 2 to 1 net worth ratio.

**Capital Expenditures.** APSG's capital expenditures for equipment were \$131,000 in the nine months of 2006. The majority of these expenditures were primarily hardware and software upgrades to its computer network. APSG expects capital expenditures in 2006 to be approximately \$175,000 and to be funded through cash on hand.

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**Commitments.** There were no participation agreements or purchase commitments at December 31, 2005. Commitments of cash outflow related to operating lease arrangements with terms of one to four years at December 31, 2005 are as follows:

**Contractual Obligations**

	Payment Due					Total
	(In thousands)					
Contractual Cash Obligations	2006	2007	2008	2009	2010	
Operating Leases	\$ 278	\$ 164	\$ 34	\$ 5	\$	\$ 481

**Margin Loans.** APSG extends credit to its customers, which is financed through its clearing organization, Southwest, to help facilitate customer securities transactions. This credit, which earns interest income, is known as margin lending. In margin transactions, the client pays a portion of the purchase price of securities, and APSG makes a loan (financed by its clearing organization) to the client for the balance, collateralized by the securities purchased or by other securities owned by the client.

In permitting clients to purchase on margin, APSG is subject to the risk of a market decline, which could reduce the value of its collateral below the client's indebtedness. Agreements with margin account clients permit APSG's clearing organization to liquidate its clients' securities with or without prior notice in the event of an insufficient amount of margin collateral. Despite those agreements, APSG's clearing organization may be unable to liquidate clients' securities for various reasons including the fact that the pledged securities may not be actively traded, there is an undue concentration of certain securities pledged, or a trading halt is issued with regard to pledged securities. If the value of the collateral were insufficient to repay the margin loan, a loss would occur, which APSG may be required to fund. As of December 31, 2005, the total of all customer securities pledged on debit balances held in margin accounts was approximately \$2,900,000 while the total value of the securities within these margin accounts was approximately \$24,800,000. APSG is also exposed should Southwest be unable to fulfill its obligations for securities transactions.

**Inflation**

APSG's operations are not significantly affected by inflation because it is not required to make large investments in fixed assets. However, the rate of inflation will affect certain of its expenses, such as employee compensation and benefits.

**Recent Accounting Pronouncements**

In November 2005, the FASB issued Staff Position No. FSP 115-1 and 124-1, *The Meaning of Other-Than-Temporary Impairment and its Application to Certain Investments* (FSP 115-1 and 124-1). FSP 115-1 and 124-1 supersedes Emerging issues Task Force Issue No. 03-1, *The Meaning of Other-Than-Temporary Impairment and its Application to Certain Investments* and amends Statement of Financial Accounting Standards No. 115, *Accounting for Certain Investments in Debt and Equity Securities*, Statement of Financial Accounting Standards No. 124, *Accounting for Certain Investments Held by Not-for-Profit Organizations* and Accounting Principles Board No. 18, *The Equity Method of Accounting for Investments in Common Stock*. FSP 115-1 and 124-1 address the determination as to when an investment is considered impaired, whether that impairment is other-than-temporary and the measurement of an impairment loss. FSP 115-1 and 124-1 also includes provision for accounting considerations subsequent to the recognition of an other-than temporary impairment and requires certain disclosures about unrealized losses that have not been recognized as other-than-temporary impairments. FSP 115-1 and 124-1 is effective for periods beginning after December 15, 2005, with earlier adoption permitted. The Company adopted FSP 115-1 and 124-1 during the fiscal quarter ended December 31, 2005. The adoption of FSP 115-1 and 124-1 did not have a material effect on APIE's financial position or results of operations.



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In February, 2006 the Financial Accounting Standards Board, or FASB, issued Statement of Financial Accounting Standards, or SFAS, No. 155, *Accounting for Certain Hybrid Financial Instruments*, an amendment of FASB Statements No. 133 and 140. This Statement permits fair value remeasurement for any hybrid financial instrument that contains an embedded derivative that otherwise would require bifurcation; clarifies which interest-only strips and principal-only strips are not subject to the requirements of Statement 133; establishes a requirement to evaluate interests in securitized financial assets to identify interests that are freestanding derivatives or that are hybrid financial instruments that contain an embedded derivative requiring bifurcation; clarifies that concentrations of credit risk in the form of subordination are not embedded derivatives; and amends Statement 140 to eliminate the prohibition on a qualifying special-purpose entity from holding a derivative financial instrument that pertains to a beneficial interest other than another derivative financial instrument. APSG does not expect the adoption of this standard to have a material effect on its financial position, results of operations or cash flows.

In July 2006, FASB issued FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes - an interpretation of FASB Statement No. 109* (FIN 48), which clarifies the accounting and disclosure for uncertainty in tax positions, as defined. FIN 48 seeks to reduce the diversity in practice associated with certain aspects of the recognition and measurement related to accounting for income taxes. This interpretation is effective for fiscal years beginning after December 15, 2006. APSG has not yet determined the impact this interpretation will have on its results from operations or financial position.

In September, 2006 the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards, or SFAS No. 157, *Accounting for Fair Value Measurements*, effective for fiscal years beginning after November 15, 2007. This Statement defines fair value, establishes a framework for measuring fair value in accordance with GAAP, and expands disclosures about fair value measurements. This Statement applies under other accounting pronouncements that require or permit fair value measurements, the Board having previously concluded in those accounting pronouncements that fair value is the relevant measurement attribute. Accordingly, this Statement does not require any new fair value measurements. However, for some entities, the application of this Statement will change current practice. We do not expect the adoption of this standard to have a material effect on APSG's financial position, results of operations or cash flows.

In September, 2006 the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards, or SFAS No. 158, *Accounting for Defined Benefit and Other Postretirement Plans*, effective as of the end of the fiscal year ending after December 15, 2006. This Statement improves financial reporting by requiring an employer to recognize the overfunded or underfunded status of a defined benefit postretirement plan (other than a multiemployer plan) as an asset or liability in its statement of financial position and to recognize changes in that funded status in the year in which the changes occur through comprehensive income of a business entity or changes in unrestricted net assets of a not-for-profit organization. This Statement also improves financial reporting by requiring an employer to measure the funded status of a plan as of the date of its year-end statement of financial position, with limited exceptions. We do not expect the adoption of this standard to have a material effect on APSG's financial position, results of operations or cash flows.

### **Changes In and Disagreements With Accountants on Accounting and Financial Disclosure**

None.

### **Off-Balance Sheet Arrangements**

There were no off-balance sheet arrangements as of September 30, 2006 or December 31, 2005 or 2004.

### **Quantitative and Qualitative Disclosures about Market Risk**

APSG has exposure to changes in interest rates and the market values of its investments but has no material exposure to fluctuations in foreign currency.

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**Interest Rate Risk.** APSG's exposure to market risk for changes in interest rates relates to both its investment portfolio and its revenues generated through commissions at its financial services segment. A one percent change in interest rates on APSG's current cash and fixed income securities balance of approximately \$19,000,000 would result in a change of \$190,000 annually in interest income. All of APSG's marketable fixed income securities are designated as available-for-sale and, accordingly, are presented at fair value on its balance sheets. Fixed rate securities may have their fair market value adversely affected due to a rise in interest rates, and APSG may suffer losses in principal if forced to sell securities that have declined in market value due to changes in interest rates.

Changes in interest rates could have an impact at APSG's broker/dealer subsidiary, APS Financial. The general level of interest rates may trend higher or lower in 2006, and this move may impact APSG's level of business in different fixed income sectors. If a generally improving economy is the impetus behind higher rates, then while APSG's investment grade business may drop off, its high-yield business might improve with improving credit conditions. A volatile interest rate environment in 2006 could also impact its business as this type of market condition can lead to investor uncertainty and their corresponding willingness to commit funds.

As APSG currently has no debt and does not anticipate the need to take on any debt in 2006, interest rate changes will have no impact on its financial position as it pertains to interest expense.

**Investment Risk.** As of September 30, 2006, APSG's recorded basis in debt and equity securities was approximately \$20,000,000. As of December 31, 2005, APSG's recorded basis in debt and equity securities was approximately \$18,300,000. APSG regularly reviews the carrying value of its investments and identifies and records losses when events and circumstances indicate that such declines in the fair value of such assets below its accounting basis are other-than-temporary. During 2004, the value of one of APSG's investments, FIC, had declined significantly. In October 2004, APSG determined that this decline in market price should be considered "other than temporary" as defined in Statements of Financial Accounting Standards (SFAS) No. 115, *Accounting for Certain Investments in Debt and Equity Securities*, as amended. Consequently, APSG recorded pre-tax charges to earnings totaling \$2,567,000 in 2004. These charges reduced APSG's cost basis in FIC from \$5,647,000, or \$14.67 per share, to \$3,080,000, or \$8.00 per share, which was equal to the quoted market price of FIC shares on December 31, 2004. During 2005, APSG took additional pre-tax charges to earnings totaling \$135,000, further reducing its cost basis in FIC to \$2,945,000, or \$7.65 per share. While APSG currently continues to have the ability and the intent to hold the stock indefinitely, it concluded that the additional uncertainty created by FIC's late filings, together with the lack of its current financial information, dictated that the 2004 and 2005 declines should be viewed as other than temporary. In July 2005, FIC was able to file its 2003 Form 10-K and in October, 2006 FIC filed its 2004 Form 10-K, but it still has yet to file any 2005 Forms 10-Q or 10-K and thus continues to be de-listed on the NASDAQ Stock Market.

The effect on APSG's financial statements as a result of these impairment charges was as follows:

Impairment Loss	Nine months	Years ended	
	ended September 30, 2006	2005	December 31, 2004
<i>Financial Industries Corp.</i>			
Reduction of Pre-Tax Earnings		\$ 135,000	\$ 2,567,000
Increase in Other Comprehensive Income		89,100	1,694,220
Reduction in Deferred Tax Assets		45,900	872,780

APSG will continue to monitor and evaluate the situation at FIC and further determine if changes in fair market value of the investment are temporary or "other than temporary".

APSG also has an investment of 97,000 shares of common stock of HealthTronics. Although APSG has an unrealized gain of approximately \$112,000 as of September 30, 2006, this investment can also be at risk should

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market or economic conditions change for the worse or should adverse situations occur at HealthTronics, such as a major product line becoming obsolete. The remainder of APSG's corporate equity and fixed income investments share the same risks as HealthTronics but its exposure is much lower.

**Independent Registered Public Accountants**

Fees paid to APSG's auditors' firm during 2005 and 2004 were comprised of the following:

	2005	2004
Audit Fees	\$ 155,000	\$ 135,000
Audit-related fees	6,000	10,000
Tax Fees		
All Other Fees		
<b>Total</b>	<b>\$ 161,000</b>	<b>\$ 145,000</b>

**Audit Fees.** Audit fees relate to services rendered in connection with the audit of the annual financial statements included in APSG's Form 10-K and the quarterly reviews of financial statements included in APSG's Form 10-Q filings.

**Audit-related Fees.** Audit-related services include fees for assurance and related services, such as consultations concerning financial accounting and reporting matters.

**Tax Fees.** There were no tax fees in 2005 or 2004.

**All Other Fees.** There were no other fees in 2005 or 2004.

All fees paid in 2005 and 2004 to APSG's independent auditors were pre-approved by the Audit Committee.

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Pursuant to APSG's bylaws, its board of directors has, by resolution, fixed the number of directors at five. All directors will hold office until APSG's next annual meeting of shareholders and until his or her successor is duly elected and qualified, or until his or her earlier death, resignation or removal. Pursuant to the adoption of the merger agreement, APSG's board of directors has agreed to increase the number of directors serving on its board to seven and add Norris C. Knight Jr., M.D. and William J. Peche, M.D., both current members of the board of directors of APIE, to the APSG board of directors at the effective time of the merger.

APSG's executive officers serve until the next annual meeting of its directors and until their successors are duly elected and qualified, or until their earlier, death, resignation or removal.

Following the effective time of the merger, APSG's board of directors will be comprised of the following:

<b>Name</b>	<b>Age</b>	<b>Position</b>
Kenneth S. Shifrin	57	Chairman of the Board, President and Chief Executive Officer
Lew N. Little, Jr.	49	Director
William A. Searles	63	Director
Jackie Majors	72	Director
Cheryl Williams	55	Director
Norris C. Knight, Jr., M.D.	71	Director
William J. Peche, M.D.	70	Director

The following table presents information with respect to APSG's current directors and executive officers:

<b>Name</b>	<b>Age</b>	<b>Position</b>
Kenneth S. Shifrin	57	Chairman of the Board, President and Chief Executive Officer
Lew N. Little, Jr.	49	Director
William A. Searles	63	Director
Jackie Majors	72	Director
Cheryl Williams	55	Director
William H. Hayes	58	Senior Vice President Finance, Secretary, and Chief Financial Officer
Maury L. Magids	42	Senior Vice President Insurance
Thomas R. Solimine	48	Controller

Mr. Shifrin has been APSG's Chairman of the Board since March 1990. He has been its President and Chief Executive Officer since March 1989 and he was President and Chief Operating Officer from June 1987 to February 1989. He has been a director of APSG since February 1987. From February 1985 until June 1987, Mr. Shifrin served as APSG's Senior Vice President Finance and Treasurer. Mr. Shifrin is a director of HealthTronics. He was Vice Chairman of HealthTronics from November 2004 to March 2006, and served as the Chairman of the Board of Prime Medical, a provider of lithotripsy services and a manufacturer of specialty vehicles for the transport of medical and broadcast/communications equipment, from 1989 until its merger into HealthTronics in November 2004. He has also served as a director of Financial Industries Corporation, or FIC, a provider of life insurance and annuity products, since June 2003. Mr. Shifrin is a member of the World Presidents Organization.

Mr. Little has been a director since 2005. He has been Chief Executive Officer of Harden Healthcare, LLC, an operator and manager of senior care facilities, since December 2001. Mr. Little was President of Capstar Partners, LLC., a private investment company, from February 2000 until joining Harden Healthcare. Prior to his association with Capstar, Mr. Little had spent 18 years in the banking industry, most recently as President of Bank of America in Austin, Texas.



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Mr. Searles has been a director of APSG since 1989. He has been an independent business consultant since 1989. Before then, he spent 25 years with various Wall Street firms, the last ten years of which were with Bear Stearns (an investment banking firm) as an Associate Director/Limited Partner. He has served as Chairman of the Board of APS Investment Services, Inc., a wholly owned subsidiary of APSG, since May 1998. He currently serves as a director of HealthTronics. Mr. Searles served as a director of Prime Medical from 1989 until the time of the merger with HealthTronics in November 2004.

Mr. Majors has been a director since March 2003. He previously served on APSG's board of directors from 1989 through 1993. Mr. Majors was a director and President of Prime Medical, a provider of lithotripsy services, from 1989 until his retirement in 1996. He was APSG's Vice President-Merger and Acquisitions from 1984 to 1986, and has been an independent business consultant since 1996.

Ms. Williams has been a director of APSG since December 2003. She has been a private investor and business consultant since 2002. She was Chief Financial Officer of Prime Medical from 1989 to 2002. Prior to that she held finance and accounting positions in the data processing and aircraft industries.

Mr. Hayes has been APSG's Senior Vice President Finance since June 1995. Mr. Hayes was APSG's Vice President from June 1988 to June 1995 and was APSG's Controller from June 1985 to June 1987. He has been APSG's Secretary since February 1987 and APSG's Chief Financial Officer since June 1987. Mr. Hayes is a Certified Public Accountant.

Mr. Magids has been APSG's Senior Vice President Insurance Services since June 2001 and has been President and Chief Operating Officer of FMI since November 1998. Mr. Magids joined APSG in October 1996. Mr. Magids is a Certified Public Accountant and was with Arthur Andersen LLP from August 1986 until September 1996.

Mr. Solimine has been APSG's Controller since June 1994. He has served as Secretary for APS Financial since February 1995. From July 1989 to June 1994, Mr. Solimine served as APSG's Manager of Accounting.

Pursuant to the adoption of the merger agreement, APSG's board of directors has agreed to add Norris C. Knight, Jr., M.D. and William J. Peche, M.D., both current members of the board of directors of APIE, to the board of directors of APSG at the effective time of the merger.

Dr. Knight has been a member of the APIE board of directors since 1978, serving as APIE's Chairman of the Board from 1998 to 2004 and from May 2005 to the present. He began his private practice of orthopedic surgery in 1965 in Texarkana, Texas. He graduated from the University of Mississippi and the University of Mississippi School of Medicine, followed by an internship at the University Medical Center in Jackson, Mississippi, and a residency at the University of Mississippi School of Medicine. He also served two years as an orthopedic surgeon in the U.S. Army Medical Corp. He is currently a staff member at various Texarkana hospitals and a courtesy staff member at Hope Memorial Hospital in Hope, Arkansas.

Dr. Peche was one of the founding members of the APIE board of directors, and has served as a director since the organization's formation. He has been in the private practice of Obstetrics and Gynecology in San Antonio, Texas since 1970. He graduated from St. Mary's University in San Antonio and has received his medical degree from Nuevo Leon University. He completed a rotating internship at the University of South Texas Medical School in the Bexar County Hospital District, followed by a residency at the University of Texas Medical School in San Antonio. During his years of practice, he has been the Chairman of the Ob/Gyn Departments at Santa Rosa General Hospital and North Central Baptist Hospital, both in San Antonio. He was also the Chief of Staff at Santa Rosa in 1988.

**Committees of the Board of Directors**

APSG's board of directors has established three standing committees:

Audit Committee;

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Compensation Committee; and

Nominating Committee.

**Audit Committee.** APSG's board of directors has an audit committee that, during 2005, consisted of three directors, Mr. Little, Mr. Majors and Ms. Williams. The chairperson of the committee is Ms. Williams. Mr. Little replaced Mr. Robert L. Myer, who did not stand for re-election, on June 14, 2005. APSG's board has determined that the committee members are independent as defined in Rule 4200(a)(15) of the Nasdaq listing standards. In addition, APSG's board has determined that the committee members meet the independence standards set forth in Rule 10A-3(b)(1) of the Exchange Act. APSG's board has further determined that Ms. Williams is an audit committee financial expert as such term is defined in Item 401(h) of Regulation S-K promulgated by the SEC. The audit committee held eight meetings during 2005 and has held 5 meetings during the first nine months of 2006. audit committee members attended all meetings. The audit committee meets with APSG's independent auditors, reviews APSG's financial statements, and selects the independent auditors for each fiscal year. No changes to APSG's audit committee will occur as a result of the merger.

The audit committee's policy is to pre-approve all audit and permissible non-audit services provided by APSG's independent auditors. Pre-approval is generally provided for up to one year and any pre-approval is detailed as to the particular service or category of services and is generally subject to a specific budget. The audit committee has delegated pre-approval authority to Ms. Williams when expedition of services is necessary.

**Compensation Committee Interlocks and Insider Participation.** APSG's board has a compensation committee, which in 2005 consisted of three directors, Mr. Little, Mr. Majors and Ms. Williams, all of whom are independent directors as defined in Rule 4200(a)(15) of the Nasdaq listing standards. Mr. Little replaced Mr. Myer, who did not stand for re-election, on June 14, 2005. The chairperson of the committee is Mr. Majors. The compensation committee held one meeting during 2005, with all members attending, and has held 3 meetings during the first nine months of 2006. The compensation committee recommends to the board the compensation of APSG's executive officers and directors. No changes to APSG's compensation committee will occur as a result of the merger. There are no compensation committee interlocks (i.e., none of APSG's executive officers serves as a member of the board of directors or the compensation committee of another entity that has an executive officer serving as a member of APSG's board of directors or compensation committee).

**Nominating Committee.** APSG's board of directors has a nominating committee that assists the board in identifying qualified individuals to become directors. During 2005, the committee consisted of three members, Mr. Little, Mr. Majors and Ms. Williams, all of whom are independent directors as defined in Rule 4200(a)(15) of the Nasdaq listing standards. The chairperson of the committee is Mr. Majors. The nominating committee held one meeting in 2005 and 1 meeting in the first nine months of 2006. No changes to APSG's nominating committee will occur as a result of the merger.

The nominating committee identifies nominees by first evaluating the current members of the board who are willing to continue in service. Current members of the board with skills and experience that are relevant to APSG's business and who are willing to continue in service are considered for re-nomination, balancing the value of continuity of service by existing members of the board with that of obtaining a new perspective. If any member of the board does not wish to continue in service or if the nominating committee decides not to recommend a member for re-election, the nominating committee will identify the desired skills and experience of a new nominee in light of the criteria below. Research may be performed to identify qualified individuals. To date, the nominating committee has not engaged third parties to identify or evaluate or assist in identifying potential nominees, although it may do so in the future if it considers doing so necessary or desirable.

The consideration of any candidate for service on APSG's board is based on the nominating committee's assessment of the candidate's professional and personal experiences and expertise relevant to APSG's operations and goals. The committee evaluates each candidate on his or her ability to devote sufficient time to board activities to effectively carry out the work of the board. The ability to contribute positively to the existing

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collaborative culture among board members is also considered by the committee. In addition, the committee considers the composition of the board as a whole, the status of the nominee as independent under the Nasdaq's listing standards and the rules and regulations of the SEC, and the nominee's experience with accounting rules and practices. Other than the foregoing, there are no stated minimum criteria for director nominees, although the nominating committee may also consider such other factors as it may deem are in APSG's and APSG's shareholders' best interests.

**Code of Ethics**

APSG has established a Code of Ethics for its chief executive officer, senior finance officers and all other employees. A current copy of this code is available on APSG's web site at [www.amph.com](http://www.amph.com). The contents of this web site are not incorporated by reference and the web site address provided in this proxy statement is intended to be an inactive textual reference only.

**Executive Compensation****Summary Compensation Table**

Set forth below is information concerning aggregate cash compensation earned during each of APSG's last three fiscal years by APSG's chief executive officer and each of its other most highly compensated executive officers who received in excess of \$100,000 in salary and bonuses during any of the last three years, whom we will refer to as APSG's named executive officers.

Name and Principal Position	Fiscal Year	Annual Compensation		Long Term Compensation		
		Salary (\$)	Bonus (\$)	Securities Underlying Options (#)	LTIP Payouts (#)(1)	All Other Compensation (\$)(2)
Kenneth S. Shifrin, Chairman, President and Chief Executive Officer	2005	341,660	588,000(3)	15,000	5,000	7,026
	2004	300,000	458,000	10,000	10,308	6,360
	2003	300,000	421,000	50,000		6,152
William H. Hayes, Senior Vice President Finance, Secretary and Chief Financial Officer	2005	148,332	110,000	5,000	3,000	7,026
	2004	139,992	104,000	5,000	3,326	6,355
	2003	130,412	101,000	40,000		6,632
Thomas R. Solimine, Controller	2005	91,200	50,000	5,000	1,000	4,236
	2004	82,750	50,000	5,000	1,000	4,204
	2003	79,390	50,000	30,000		3,796
Maury L. Magids, Senior Vice President Insurance	2005	225,000	350,750		3,000	4,902
	2004	224,167	353,526	25,000	10,923	240
	2003	204,996	263,585	25,000		216
William A. Searles, Chairman of the Board of Investment Services	2005	108,000(4)	226,626(3)(5)	10,000	1,894	
	2004	108,000(4)	238,102(5)	5,000	1,000	
	2003	72,000(4)	453,000(5)	35,000		

- (1) These shares were granted under the Deferred Compensation Plan.
- (2) Consists of APSG's matching contributions to its 401(k) plan and premiums paid for group life insurance in excess of \$50,000 coverage with respect to such officer.
- (3) The amount shown includes \$78,000 and \$14,000 paid to Mr. Shifrin and Mr. Searles, respectively, under a 1999 incentive plan related to profits APSG will realize upon the sale of APSG's investment in HealthTronics.
- (4) Director's fee for serving as Chairman of Investment Services.
- (5) Non-discretionary incentive bonus based on Investment Services achieving specified levels of return on capital.





Table of ContentsIndex to Financial Statements**Options Granted in Last Fiscal Year**

The following table provides information related to options granted to the named executive officers during 2005. APSG does not have any outstanding stock appreciation rights.

*Individual Grants*

Name	Number of Securities Underlying Options Granted to (#)(1)	Percent of Total Options Granted to Employees in Fiscal Year		Exercise Price (\$/Sh)	Expiration Date	Potential Realizable Value at Assumed Annual Rates of Stock Price Appreciation for Option Term:	
						5% (\$)(2)	10% (\$)
Kenneth S. Shifrin	15,000	26%		11.55	December 6, 2010	47,850	105,750
William H. Hayes	5,000	9%		11.55	December 6, 2010	15,950	35,250
Thomas R. Solimine	5,000	9%		11.55	December 6, 2010	15,950	35,250
Maury L. Magids							
William A. Searles	10,000	(3)		11.55	December 6, 2010	31,900	70,500

- (1) These options were granted at the closing price on the date of grant. All options were vested at the date of grant.
- (2) The potential realizable value of the options granted in 2005 was calculated by multiplying those options by the excess of (a) the assumed market value of APSG's underlying common stock five years from grant date of the options if the market value of its common stock were to increase 5% or 10%, as applicable, in each year of the options' 5-year term over (b) the exercise price noted above. This calculation does not take into account any taxes or other expenses that might be owed. The 5% and 10% appreciation rates are set forth in the SEC rules and APSG makes no representation that its common stock will appreciate at these assumed rates or at all.
- (3) Mr. Searles is a director and Chairman of APS Investment Services, Inc., but is not an employee.

**Aggregated Option Exercises During 2005 and Option Values at December 31, 2005**

The following table provides information related to options exercised by the named executive officers during 2005 and the number and value of unexercised options held at December 31, 2005. We do not have any outstanding stock appreciation rights.

Name	Shares Acquired on Exercise (#)	Value Realized (\$)(1)	Number of Securities Underlying Unexercised Options at Fiscal Year-End		Value of Unexercised In-the-Money Options at Fiscal Year-End (2)	
			Exercisable (#)	Unexercisable (#)	Exercisable (\$)	Unexercisable (\$)
Kenneth S. Shifrin	50,000	\$ 553,125	150,000		1,102,300	
William H. Hayes	59,000	\$ 445,330	12,000	14,000	36,950	91,070
Thomas R. Solimine	10,000	\$ 81,330	20,000	10,000	64,650	65,050
Maury L. Magids	4,000	\$ 41,250	46,000	23,000	354,510	130,590
William A. Searles	50,000	\$ 456,470	50,000		271,600	

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- (1) The Value Realized is calculated by subtracting the per-share exercise price of the option from the closing price of APSG's common stock on the date of exercise and multiplying the difference by the number of shares of its common stock acquired upon exercise.
- (2) The Value of Unexercised In-the-Money Options is before any income taxes and is determined by aggregating for each option outstanding as of December 31, 2005 the amount calculated by multiplying the number of shares underlying such option by an amount equal to the closing price of APSG's common stock on December 31, 2005, which was \$13.20, less the exercise price of such option.

**Table of Contents****Index to Financial Statements****Long-Term Incentive Plans Awards In Last Fiscal Year**

The following table provides information related to common stock granted under the Deferred Compensation Plan during 2005.

Name	Number of Shares, Units or Other Rights	Performance or Other	Estimated Future Payouts under Non-Stock Price-Based Plans		
			Period Until Maturity or Payout	Threshold	Target
	(#)	(#)	(#)	(#)	(#)
Kenneth S. Shifrin	5,000	(1)(2)	5,000	5,000	5,000
William H. Hayes	3,000	(1)	3,000	3,000	3,000
Thomas R. Solimine	1,000	(1)	1,000	1,000	1,000
Maury L. Magids	3,000	(1)	3,000	3,000	3,000
William A. Searles	1,894	(1)(3)	1,894	1,894	1,894

- (1) Represents awards under the Deferred Compensation Plan. Shares are earned in the year of award. Payout of the shares is subject to a schedule wherein shares become eligible for payout over five years, in equal annual amounts, following the grant (the eligible shares). Upon reaching age 60, participants are then entitled to receive the eligible shares and the shares that become eligible each year thereafter. In the event that a participant terminates employment or resigns and signs a non-competition agreement, all of the shares granted become eligible and will be paid out in four equal annual installments beginning with the date of the non-competition agreement. In the event that a terminating participant does not sign a non-competition agreement or if a participant is terminated for cause, the participant will receive only the eligible shares and shares not yet eligible will be forfeited and allocated pro rata to the remaining participants. All shares granted are to be paid out in the event of the death or disability of the participant.
- (2) Related to service as a director of APSG.
- (3) Related to service as a director of APSG and APS Investment Services, Inc.

**Director Compensation**

Nonemployee directors receive a fee of \$2,500 for each in-person board meeting, \$400 for teleconference board meetings and \$400 for each committee meeting they attend. The chairpersons of the Audit Committee and of the Compensation Committee each receive an annual stipend of \$5,000 for serving in those capacities. Mr. Shifrin does not receive separate compensation for his services as a director. Directors are eligible to receive stock option grants under APSG's 2005 Incentive and Non-Qualified Stock Option Plan. In 2005, Mr. Majors, Mr. Searles and Ms. Williams were each granted options for 10,000 shares of APSG common stock. Mr. Little was granted options for 25,000 shares in 2005. Mr. Shifrin received options for 15,000 shares of APSG common stock in 2005. All of these options have an exercise price equal to the closing price on the date of grant and are fully vested at the date of grant. Directors are also eligible to receive grants of common stock under the American Physicians Service Group, Inc. Affiliated Group Deferred Compensation Master Plan which we refer to as the Deferred Compensation Plan. In 2005, Mr. Shifrin was awarded 3,000 shares and Mr. Little, Mr. Majors, Mr. Searles and Ms. Williams were each awarded 1,000 shares. Pursuant to the adoption of the merger agreement, APSG's board of directors has agreed to add Norris C. Knight, Jr., M.D. and William J. Peche, M.D., both current members of the board of directors of APIE, to the board of directors at the effective time of the merger, and will receive options to purchase 22,000 and 29,000 shares, respectively, of APSG common stock. These options will have an exercise price of \$13.94 and will be fully vested as of the date of the grant.

**Employment Agreements**

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APSG has entered into employment agreements with executive officers Mr. Shifrin, Mr. Magids and Mr. Hayes. Each of these agreements provides for the payment of a base salary, eligibility for, but not a guarantee of, performance bonuses whose provisions are determined annually by its board of directors, and such

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other benefits as are available to its other salaried employees. Mr. Shifrin's agreement provides for a monthly salary, currently \$29,166, and terminates August 1, 2010. Mr. Magids' and Mr. Hayes' agreements provide for monthly salaries of \$25,000 and \$12,500, respectively, and terminate March 1, 2008 and August 1, 2008, respectively. Mr. Searles has a consulting agreement, which provides for a monthly fee of \$9,000 and terminates August 1, 2008. Each of the agreements provides for the employee or consultant to receive lump-sum payments in the event the agreements are terminated by APSG without cause or by either party following a change in control of APSG, as defined in the agreements. These payments are calculated, for Mr. Shifrin, as four times, and for Mr. Magids, Mr. Hayes and Mr. Searles, as two times, their respective average annual cash compensation earned for the past four years for Mr. Shifrin and for the past two years for all others. If the termination is of the employee's or consultant's own choosing, the compensation is two times the average annual cash compensation for the prior four years for Mr. Shifrin and one times the average annual cash compensation for the prior two years for all others.

**Indemnity Agreements**

APSG has entered into indemnity agreements with its directors and certain of its officers. The agreements generally provide that, to the extent permitted by law, APSG must indemnify each such person for judgments, expenses, fines, penalties and amounts paid in settlement of claims that result from the fact that such person was an officer, director or employee. In addition, APSG's articles of incorporation and certain of its subsidiaries' articles of incorporation provide for certain indemnifications and limitations on director liability.

There are no family relationships among any of APSG's executive officers, and there is no arrangement or understanding between any of APSG's executive officers and any other person pursuant to which he or she was selected as an officer. Each of APSG's executive officers was elected by its board of directors to hold office until the next annual election of officers and until his or her successor is elected and qualified or until his or her earlier death, resignation or removal. APSG's board of directors elects its officers in conjunction with each annual meeting of its shareholders.

**Security Ownership of Certain Beneficial Owners and Management of APSG**

The following table sets forth certain information as of September 30, 2006 regarding the amount and nature of the beneficial ownership of APSG common stock by (a) each person who is known by APSG to be the beneficial owner of more than five percent of the outstanding shares of its common stock, (b) each of APSG's directors, (c) each of the named executive officers, and (d) all of APSG's officers and directors as a group:

Beneficial Owner	Pre Merger		Post Merger	
	Number of Shares Beneficially Owned (1)	% of Class	Number of Shares Beneficially Owned	% of Class
Hoak Public Equities, LP (2)	138,202	5.0%	138,202	2.9%
Boston Avenue Capital, LLC (3)	263,661	9.6%	263,661	5.5%
Daniel Zeff (4)	274,834	10.0%	274,834	5.7%
First Wilshire Securities Management, Inc. (5)	226,018	8.3%	226,018	4.7%
Kenneth S. Shifrin (6)	657,554	23.3%	657,554	13.4%
Lew N. Little, Jr.	26,500	1.0%	26,500	0.5%
Jackie Majors	41,500	1.5%	41,500	0.9%
William A. Searles	30,000	1.1%	30,000	0.6%
Cheryl Williams	31,063	1.1%	31,063	0.6%
Norris C. Knight, Jr., M.D. (7)			23,067	0.5%
William J. Peche, M.D. (7)			29,781	0.6%
W.H. Hayes	60,253	2.2%	60,253	1.2%
Maury L. Magids	91,000	3.2%	91,000	1.9%
Thomas R. Solimine	20,360	0.7%	20,360	0.4%
All officers and directors as a group	1,006,590	32.7%	1,059,438	20.3%

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- (1) Includes options exercisable within 60 days of September 30, 2006.
- (2) The address for Hoak Public Equities, LP is 500 Crescent Court, Suite 220, Dallas, TX 75201. We have not been able to determine the person or persons controlling the fund through publicly available information.
- (3) The address for Boston Avenue Capital, LLC is 415 South Boston, 9<sup>th</sup> Floor, Tulsa, Oklahoma 74103. Charles M. Gillman is the fund manager.
- (4) The address for Daniel Zeff is c/o Zeff Holding Company, LLC, 50 California Street, Suite 1500, San Francisco, CA 94111.
- (5) The address for First Wilshire Securities Management, Inc. is 600 South Lake Street, Suite 100, Pasadena, CA 91106. We have not been able to determine the person or persons controlling the fund through publicly available information.
- (6) The address for Kenneth S. Shifrin is 1301 S. Capital of Texas Highway, Suite C-300, Austin, Texas 78746-6550.
- (7) To be elected to the APSG board of directors at the effective time of the merger. Reflects shares acquirable under options pursuant to the merger agreement and an estimate of the shares received as merger consideration.

**Certain Relationships and Related Transactions**

**Asset Management.** In May 1998, APSG formed APS Asset Management, Inc., or Asset Management, of which APSG owns 97%. Asset Management was organized to manage fixed income and equity assets for institutional and individual clients on a fee basis. Certain of APSG's officers, directors and employees also invested in Asset Management, paying the same price per share as APSG did. One percent is owned by a former consultant of the company. The investments in Asset Management of certain officers, directors and employees of APSG are as follows:

Name	Title	Ownership %
George S. Conwill	President of APS Investment Services, Inc.	1%
William A. Searles	Director and Chairman of APS Investment Services, Inc.	1%

**Other.** During 2005, Mr. Searles also served as a director and Chairman of the Board of APS Investment Services, Inc. For his additional director services, Mr. Searles was paid monthly director fees of \$9,000, plus a non-discretionary incentive amount based on APS Investment Services, Inc. achieving certain levels of return on capital. His total non-discretionary incentive compensation earned for these additional director duties was \$223,810 in 2005, consisting of \$212,676 cash compensation and \$11,184 deferred compensation.

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**DESCRIPTION OF APSG CAPITAL STOCK**

The summary of the terms of the APSG capital stock set forth below is qualified by reference to the terms of the restated articles of incorporation and amended and restated bylaws of APSG.

**Authorized Capital Stock**

APSG's authorized capital stock consists of 20,000,000 shares of common stock, par value \$0.10 per share, and 1,000,000 shares of preferred stock, par value \$1.00 per share.

**Common Stock**

Following the merger, APSG expects there to be approximately 4,800,000 shares of common stock outstanding.

As of September 30, 2006, approximately 96,000 shares of common stock are reserved for issuance pursuant to APSG's deferred compensation plan, approximately 348,000 shares of common stock are reserved for issuance pursuant to APSG's 2005 Incentive Plan, and approximately 305,000 shares of common stock are reserved for issuance pursuant to the 1995 Incentive and Non-Qualified Stock Option Plan, or the 1995 Incentive Plan. Following the merger, if the shareholders approve the amendment to the 2005 Incentive Plan providing for up to an additional 300,000 shares to be issued thereto, approximately 648,000 shares will be reserved for issuance pursuant to the 2005 Incentive Plan and approximately 305,000 shares will be reserved for issuance pursuant to the 1995 Incentive Plan. In connection with the merger, APSG has agreed to grant approximately 148,000 options to the current APIE board members, leaving only approximately 49,000 options remaining to be granted under the terms of the 2005 Incentive Plan. No shares remain to be granted under the 1995 Incentive Plan. The APSG board believes that it is in the best interests of the company to be able to continue to provide to the persons who are responsible for the continued growth of APSG's business an opportunity to acquire a proprietary interest in APSG, thereby creating an increased interest in and greater commitment for the growth, success and welfare of the company.

The holders of common stock are entitled to receive ratably, from funds legally available for the payment thereof, dividends when and as declared by resolution of APSG's board of directors, subject to any preferential dividend rights which may be granted to holders of any preferred stock authorized and issued by APSG. In the event of liquidation, each share of common stock is entitled to share pro rata in any distribution of APSG's assets after payment or providing for the payment of liabilities and any liquidation preference of any outstanding preferred stock. Each holder of APSG common stock is entitled to one vote for each share of common stock held of record on the applicable record date on all matters submitted to a vote of shareholders, including the election of directors.

Holders of common stock have no preemptive rights and have no right to convert their common stock into any other securities. The outstanding shares of APSG common stock are, and the shares to be issued pursuant to the merger will be, duly authorized, validly issued, fully paid and nonassessable.

**Share Repurchase Program**

APSG announced a share repurchase program on August 17, 2004. It initially authorized the purchase of up to \$2,000,000 in common stock, but on December 12, 2005 and June 30, 2006, it was increased by additional increments of \$2,000,000 each. In 2005, 139,107 shares were purchased, 45,295 of which were purchased in open market transactions and 93,812 of which were purchased in private transactions. In the first nine months of 2006, 158,010 shares were purchased, all but 39,000 of which were purchased in open market transactions. As of September 30, 2006, APSG had purchased a total of \$4,220,000 (324,000 shares) in common stock under the company's stock repurchase plan since its announcement. APSG has suspended its share repurchase program during the time this joint proxy/registration statement is disseminated until the effective time of the merger, in accordance with applicable SEC regulations. See Information about APSG Share Repurchase Program on page 41.



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#### **Deferred Compensation Plan**

APSG has also participated in a deferred compensation plan since December 2004, which enables APSG to have more flexibility in compensating directors, key employees and consultants and advisors through ownership of its common stock. When shares granted become eligible for withdrawal by plan participants, they will be purchased in the open market or issued from APSG's authorized shares of common stock. In 2005, a total of 21,108 shares were awarded, for which APSG recorded an expense of \$252,000.

#### **Shareholder Rights Plan**

APSG has adopted a shareholder rights plan that requires APSG to distribute one preferred share purchase right as a dividend on each outstanding share of APSG common stock upon the occurrence of certain events. We refer to the preferred share purchase rights as the Preferred Rights. Shareholder rights plans such as this are commonly referred to as "poison pills."

Each Preferred Right entitles the record holder to purchase from APSG, upon the occurrence of triggering events specified in the plan, one one-thousandth of a share of its Junior Participating Preferred Stock, Series A, par value \$1.00 per share, or a Preferred Share, at a price of \$20 per one one-thousandth of a Preferred Share, subject to adjustment. Generally, each one one-thousandth of a Preferred Share will have rights at least as favorable as one share of APSG's common stock. The rights to acquire the Preferred Shares will be exercisable upon the earlier of (a) a public announcement that a person or group of affiliated or associated persons has acquired beneficial ownership of 20% or more of APSG's outstanding common stock or (b) the commencement of, or announcement of an intention to make, a tender offer or exchange offer the consummation of which would result in the beneficial ownership by a person or group of 20% or more of APSG's outstanding common stock. The objective of the rights plan is to reduce the risk of an unwanted takeover, which increases the likelihood that APSG's shareholders will receive the long-term value of their investment.

#### **Preferred Stock**

APSG's board has the authority, without further shareholder approval, to create other series of preferred stock, to issue shares of preferred stock in such series up to the maximum number of shares of the relevant class of preferred stock authorized, and to determine the preferences, rights, privileges and restrictions of any such series, including the dividend rights, voting rights, rights and terms of redemption, liquidation preferences, the number of shares constituting any such series and the designation of such series.

In anticipation of the merger, on May 30, 2006, APSG's board established and provided for the issuance of Series A Redeemable Preferred Stock, par value \$1.00 per share, which consists initially of 10,500 authorized shares of Series A Redeemable Preferred Stock, which we refer to as the Series A redeemable preferred stock.

Holders of Series A redeemable preferred stock are entitled to cumulative dividends thereon at the rate of three percent (3%) per annum payable on the remaining redemption value per share, in priority to the payments of dividends on the common shares. Holders of Series A redeemable preferred stock have no preemptive rights and have the same voting rights as the holders of APSG common stock. The shares are non-certificated and mandatorily redeemable. They will be redeemed ratably at \$1,000,000 per year, with all remaining outstanding shares being redeemed by December 31, 2016. Furthermore, in connection with the merger, pursuant to its regulatory authority, the Texas Department of Insurance has required APSG to place \$2,500,000 into an escrow account with a bank, to remain in escrow until the aggregate remaining redemption and dividend obligation is less than the amount of such escrow balance. APSG has agreed that, no withdrawals will be made from this escrow account without prior approval from the Texas Department of Insurance. In the event of any liquidation, the holders of Series A redeemable preferred stock receive an amount equal to the remaining redemption value before any distribution is made to the holders of APSG common stock.

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**Indemnification of Officers and Directors**

Article 2.02-1 of the Texas Business Corporation Act, or the TBCA, provides that a Texas corporation shall have the power to indemnify anyone who was, is, or may become a defendant or respondent to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative, or investigative, or any appeal in such an action, suit or proceeding, and any inquiry or investigation that could lead

to such an action, suit, or proceeding, because such person is or was a director of the corporation, provided that (i) such person conducted himself in good faith, (ii) such person reasonably believed (A) that in the case of conduct in his official capacity as a director of the corporation that his conduct was in the corporation's best interests and (B) in all other cases, that his conduct was at least not opposed to the corporation's best interests, and (iii) in the case of a criminal proceeding, such person has no reasonable cause to believe his conduct was unlawful. The termination of a proceeding by judgment, order, settlement, or conviction, or on a plea of nolo contendere or its equivalent, is not of itself determinative that a director is not eligible for indemnification by a corporation. Instead, a person shall be deemed to be liable in respect of any claim, issue or matter only after a court of competent jurisdiction adjudges the person liable and the person has exhausted all available appeals. APSG may not indemnify a director as described above for obligations resulting from a proceeding (i) in which such person is liable on the basis that he improperly received personal benefit, whether or not the benefit resulted from an action taken in his official capacity, or (ii) in which such person is found liable to the corporation (except that in such cases APSG may indemnify such director against reasonable expenses the director actually incurs in connection with the proceeding unless the director's misconduct was willful, in which case APSG may not pay such indemnification).

A corporation may provide indemnification as described above only if a determination of indemnification is made: (i) by a majority vote of a quorum of directors who the proceeding does not name as defendants or respondents at the time of voting, regardless of whether the directors not named defendants or respondents constitute a quorum; (ii) by a majority vote of a committee of the board of directors, if (A) the committee is designated by a majority vote of the directors who at the time of the vote are not named defendants or respondents in the proceeding, regardless of whether the directors not named defendants or respondents constitute a quorum, and (B) the committee consists solely of one or more of the directors not named as defendants or respondents in the proceeding; (iii) by special legal counsel selected by the board of directors or a committee of the board by vote as set forth in (i) and (ii); or (iv) by the shareholders in a vote that excludes the shares held by the directors who are named defendants or respondents in the proceeding. A court may order indemnification even though APSG does not meet certain of these conditions, if the court deems indemnification proper and equitable; provided, however, that if the court determines that the indemnified person is liable to the corporation or that he improperly received a personal benefit, the court-ordered indemnification cannot exceed the reasonable expenses that the indemnified party actually incurred in connection with the proceeding.

A person may be indemnified by a corporation as previously described against judgments, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses actually incurred by the person in connection with the proceeding, provided, that if such a person is found liable to the corporation or is liable on the basis that he or she improperly received a personal benefit, the indemnification shall be limited to reasonable expenses actually incurred by the person in connection with the proceeding and shall not be available in respect of any proceeding in which the person shall have been found liable for willful or intentional misconduct in the performance of his duty to the corporation.

A corporation shall indemnify a director against reasonable expenses incurred by him in connection with the proceeding in which he is a named defendant or respondent because he is or was a director if he has been wholly successful, on the merits or otherwise, in the defense of the proceeding. In addition, if a director sues a corporation to recover indemnification in such a case, the court, upon ordering the corporation to pay indemnification, shall also award the director his expenses incurred in securing the indemnification. A corporation may pay, or reimburse a director for, the director's reasonable expenses incurred because he or she was, is, or may become a defendant correspondent in a proceeding, in advance of any final disposition of the

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proceeding and without any determination that the director is entitled to such payment or reimbursement under the above-described standards after the corporation receives a written affirmation by the director of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification under Article 2.02-1 of the TBCA and a written undertaking by or on behalf of the director (which must be an unlimited general obligation but that need not be secured, and that may be accepted without reference to the director's financial ability to pay) to repay the amount paid or reimbursed if it is ultimately determined that the director has not met that standard or if it is ultimately determined that indemnification of the director against expenses incurred by such director in connection with that proceeding is prohibited under the standards enumerated above. Notwithstanding the above, a corporation may pay or reimburse a director for expenses incurred in connection with the director's appearance as a witness or other participation in a proceeding at a time when the director is not a named defendant or respondent in the proceeding.

Article 2.02-1 of the TBCA permits the purchase and maintenance of insurance or another arrangement on behalf of directors, officers, employees and agents of the corporation against any liability asserted against or incurred by them in any such capacity or arising out of the person's status as such, whether or not the corporation itself would have the power to indemnify any such officer or director against such liability; provided, that if the insurance or other arrangement is with a person or entity that is not regularly engaged in the business of providing insurance coverage, the insurance or arrangement may provide for payment of a liability with respect to which the corporation would not have the power to indemnify the person only if the shareholders of the corporation have approved including coverage for the additional liability.

Any indemnification of, or advance of expenses to, a director must be reported in writing to shareholders with or before the notice or waiver of notice of the next shareholders' meeting or before the next submission to shareholders of a consent to action without a meeting, and, in any case, within the 12-month period immediately following such indemnification or advance.

A corporation shall indemnify officers and others who are not officers, employees, or agents of the corporation, but who are serving at the corporation's request as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary for another entity, to the same extent that the corporation indemnifies directors. A corporation may indemnify and advance expenses to such officers and other persons to the same extent that it may indemnify, or advance expenses to, directors.

Article IX of APSG's restated articles of incorporation provides that, to the extent permitted by applicable law and by resolution or other proper action of the board of directors of APSG, APSG will indemnify its present and former directors and officers, its employees and agents and any other person serving at the request of APSG as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, association, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with any threatened, pending or completed action, suit or proceeding to which any such person is, or is threatened to be made, a party and which may arise by reason of the fact he is or was a person occupying any such office or position. In addition, APSG currently maintains directors and officers' liability insurance.

Article XVI of APSG's restated articles of incorporation provides that APSG directors shall not be liable to APSG or its shareholders for monetary damages for an act or omission in the director's capacity as a director except for liability based upon (i) a breach of duty of loyalty to APSG or its shareholders, (ii) an act or omission not in good faith or that involves intentional misconduct or a knowing violation of law, (iii) a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office, or (iv) an act related to an unlawful stock repurchase or payment of a dividend.

In addition to the indemnifications provided by APSG's restated articles of incorporation, APSG has entered into indemnity agreements with its officers and directors. The agreements generally provide that, to the extent permitted by law, APSG must indemnify each person for judgments, expenses, fines, penalties and amounts paid in settlement of claims that result from the fact that they were an officer, director or employee of APSG.

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The preceding discussion of indemnification agreements, APSG's restated articles of incorporation and Section 2.02-1 of the Texas Business Corporation Act is not intended to be exhaustive and is qualified in its entirety by the indemnity agreements, restated articles of incorporation and Section 2.02-1 of the Texas Business Corporation Act.

**Transfer Agent and Registrar**

American Stock Transfer & Trust Company is the transfer agent and registrar for APSG's common stock, and is referred to as the Transfer Agent.

**Stock Exchange Listing**

APSG's common stock is listed on the NASDAQ Small Cap Market under the symbol AMPH. APSG will use its reasonable best efforts to cause the shares of common stock issuable in the merger to be approved for listing on the NASDAQ Small Cap Market prior to the effective time of the merger, subject to official notice of issuance.

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**INFORMATION ABOUT APIE**

**General**

APIE was organized as a reciprocal insurance exchange under the laws of the State of Texas in 1975. A reciprocal insurance exchange is an entity, similar to a mutual insurance company, that sells insurance to its subscribers and other eligible healthcare providers, who may pay, at the election of the company, in addition to their annual insurance premiums, a contribution to the exchange's surplus. These exchanges generally have a need for few, if any, paid employees and, instead, are required to enter into a contract with an attorney-in-fact that provides all management and administrative services for the exchange. APS Facilities Management, Inc., dba APMC Insurance Services, Inc., or FMI, a wholly owned subsidiary of APSG, is the attorney-in-fact for APIE.

APIE is authorized to do business in the States of Texas and Arkansas, and specializes in writing medical professional liability insurance for physician groups, individual physicians and other healthcare providers. APIE currently insures approximately 4,600 physicians, dentists and other healthcare providers, the vast majority of which are in Texas. APIE writes insurance in Texas primarily through purchasing groups and is not subject to certain rate and policy form regulations issued by the Texas Department of Insurance. It reviews applicants for insurance coverage based on the nature of their practices, prior claims records and other underwriting criteria. APIE is one of the largest medical professional liability insurance companies in the State of Texas. APIE is the only reciprocal exchange based in Texas that is wholly owned by its subscriber physicians.

Generally, medical professional liability insurance is offered on either a claims made basis or an occurrence basis. Claims made policies insure physicians only against claims that occur and that are reported during the period covered by the policy. Occurrence policies insure physicians against claims based on occurrences during the policy period regardless of when they are reported. APIE offers only a claims made policy in Texas and Arkansas, but provides for an extended reporting option upon termination of the policy. Substantial underwriting losses could result in a curtailment or cessation of operations by APIE. To limit possible underwriting losses, APIE reinsures 100% of all its Texas and Arkansas coverage risk between \$250,000 and \$1,000,000 per medical incident, primarily through certain domestic and international reinsurance companies.

**Revenues and Industry Segment**

APIE derives its revenues from earned premiums and maintenance fees and its revenues result from issuing policies written on a claims-made basis to subscribers and other healthcare providers. A claims-made policy provides coverage for claims reported during the policy year. APIE charges both a base premium and a premium maintenance fee. Premium maintenance fees are charged to offset the costs incurred by APIE to issue and maintain policies. Policies are written for a one-year term and premiums and maintenance fees are earned on pro-rata basis over the term of the policy. Upon termination of coverage, members may purchase an extended reporting period (tail) policy for additional periods of time. These extended period coverage policy premiums are immediately earned when the policy is issued. After the merger, the revenues of APIC will be generated from earned premiums.

APIE utilizes specific underwriting guidelines in determining whether to issue policy coverage to an individual physician, group practice or entity. In evaluating whether a risk is considered acceptable or not, APIE evaluates a physician's claims history including the frequency and severity of claims reported, the specialty, practices and procedures, training and board certification, practicing territory, disciplinary actions, requested coverage limits, hospital privileges and other related information. Subscribers and other healthcare providers requesting coverage with APIE must complete an application. Based on this risk evaluation, pricing is determined utilizing a rating model that applies specific factors for specialty, territory, policy limits. Certain discounts are available for claims history and group discounts.

APIE's results from operations are primarily driven by underwriting results, which is measured by subtracting incurred loss and loss adjustment expenses and other underwriting expenses from net earned premiums and maintenance fees. Net earned premiums exclude premiums ceded to reinsurers. Premiums ceded

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to reinsurers (ceded premiums) represent amounts paid to the reinsurance companies in return for the reinsurance company assuming a portion of the risk. Currently, the reinsurance companies are responsible for any loss in excess of \$250,000 per claim. APIE utilizes reinsurance to provide for greater diversification of business, which allows management to control exposure to potential losses arising from large risks, and allows APIE to have capacity for growth.

While underwriting gain (loss) is a key performance indicator of operations, it is not uncommon for a property and casualty insurer to generate an underwriting loss, yet earn profit overall, because of the return on investments (investment income) and realized capital gains.

Investment income is a result of the performance of APIE's assets invested in fixed income, bonds and the gains/losses realized on the sale of equities. Investment income is impacted by the size of the portfolio and the rate of return, or yield, on the fixed income portfolio.

### **Industry Information**

The cyclical nature of medical malpractice insurers is influenced by many factors, which affect the financial results of the medical malpractice insurance industry, several of which are beyond the control of APIE. These factors include, among other things, changes in severity and frequency of claims; changes in applicable laws and regulatory reform; changes in judicial attitudes towards liability claims; and changes in inflation, interest rates, and general economic conditions.

The availability of medical malpractice insurance, or the industry's underwriting capacity, is determined principally by the industry's level of capitalization, historical underwriting results, returns on investment and perceived premium rate adequacy. Historically, the financial performance of the medical malpractice insurance industry has fluctuated between soft insurance markets and hard insurance markets. In a soft insurance market, competitive conditions drive unfavorable premium rates and underwriting terms and can result in below profitable levels for insurance carriers. Beginning in the early 1990s, the medical malpractice insurance industry in Texas and Arkansas operated in a soft market. Similarly, soft markets were experienced at the national level also. However, beginning in 2001 throughout 2003, the medical malpractice market hardened, with a large number of carriers withdrawing from the Texas market. Prices for coverage rose substantially due to increasing losses suffered in the industry. With the passage of the tort reform laws in Texas in 2003, many national medical malpractice insurers have re-entered the Texas market causing medical malpractice rates to decrease due to increased competition.

### **Corporate Strategy**

APIE was founded over 30 years ago with a core principle of physicians protecting physicians. The conservative philosophy of the board of directors of APIE has allowed APIE to successfully continue its operations throughout several cycles in the marketplace. APIE's financial objective is to build surplus to ensure the long-term viability of APIE while maintaining competitive rates in the marketplace. In addition, APIE's philosophy is to set premium rates to cover the costs related to protecting and defending APIE's insured physicians. APIE sets rates upon which premiums are determined using sound actuarial principles, underwriting and business judgment. APIE also consults with its outside actuaries. APIE's board of directors has been actively involved in APIE's operations through its committee structure. Through its underwriting, executive, claims, finance, audit and various other committees, the APIE board of directors provides guidance to management in setting strategy for APIE.

The goal of APIE is to build upon its position as a leading writer of professional liability insurance in Texas while maintaining its commitment to disciplined underwriting and aggressive claims management. APIE has fostered a strong culture of aggressively defending claims that it believes have no merit. APIE aggressively evaluates new claims as to their merit and severity. Severe claims are presented to its physician claims committee for medical practice evaluation and then reviewed for defensibility.

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APIE intends to continue to market its medical malpractice insurance products while maintaining rate adequacy, selective underwriting criteria and effective claims management. APIE will continue to closely monitor premium revenues, losses and loss adjustment costs, and acquisition, underwriting and insurance expenses. APIE uses its investment portfolio to meet its liquidity and profitability needs as well as to maximize after-tax investment returns.

APIE believes its corporate strategy allows it to compete on a basis other than price alone. It also believes that its presence and focus in the Texas market allows it to monitor and understand changes in the liability climate which enables it to develop better business strategies in a more timely manner than its competitors. APIE has sustained its financial stability during difficult market conditions through responsible pricing. APIE is committed to maintaining prudent operating and financial leverage and conservatively investing its assets. It recognizes the importance that its customers and producers place on its strong financial condition and it intends to manage its business to protect its financial security.

### **Relationship With Attorney-In-Fact**

APSG, directly or through a wholly owned subsidiary of APSG, has been the attorney-in fact for APIE since its inception. The management agreement with APIE provides for full management by the attorney-in-fact of the affairs of APIE under the direction of APIE's board of directors. Subject to the direction of the APIE board, the attorney-in-fact, FMI, sells and issues policies, investigates, settles and defends claims, and otherwise manages APIE's day to day operations. In consideration for performing its services, FMI receives a management fee based on APIE's earned premiums (before payment of reinsurance premiums), as well as a portion of APIE's profits. The amount of these premiums can be adversely affected by competition. FMI pays certain salaries and personnel related expenses, rent and office operations costs and information technology costs, as provided in the management agreement. APIE is responsible for the payment of all claims, claims expenses, peer review expenses, directors' fees and expenses, legal, actuarial and auditing expenses, its taxes, outside agent commissions and certain other specific expenses.

The management agreement with FMI obligates APIE to pay management fees to FMI based on APIE's earned premiums before payment of reinsurance premiums. The management fee percentage is 13.5% of earned premium. In addition, any pre tax profits of APIE will be shared equally with FMI (profit sharing) so long as the total amount of profit sharing does not exceed 3% of earned premiums. FMI only provides these management services to APIE. The management fees paid to FMI were \$11,038,400, \$10,608,800 and \$7,275,800, in 2005, 2004 and 2003, respectively, and \$6,815,000 in the first nine months of 2006.

Pursuant to the plan of conversion, the existing management agreement will be terminated. Pursuant to the merger agreement, at the effective time of the merger, APIC will enter into an Advisory Services Agreement with API Advisory, LLC, or API Advisor, an entity to be formed by the current members of the APIE board of directors.